

BYLAWS
FISH PASSAGE BARRIER REMOVAL BOARD (FBRB)
October 21, 2014

ARTICLE I - Name

The name of this board shall be the Fish Passage Barrier Removal Board (FBRB) ([RCW 77.95.160](#)).

ARTICLE II - Purpose

The purpose of the board shall be to identify and expedite the removal of human-made or caused impediments to anadromous fish passage in the most efficient manner practical. This will be completed through the development of a coordinated approach and schedule that identifies and prioritizes projects necessary to eliminate fish passage barriers caused by state and local roads and highways and barriers owned by private parties ([RCW 77.95.160](#)). The board will develop a statewide fish passage barrier correction strategy. This strategy will focus on the principals in [RCW 77.95.180](#) and [RCW 77.95.160](#) including development of recommendations for funding as well as the review and approval of projects to be funded under the fish passage barrier removal program.

ARTICLE III - Membership

Members of the FBRB will be selected based on membership recommendations in [RCW 77.95.160](#).

Voting members of the FBRB include one representative from the Department of Fish and Wildlife (DFW), Department of Transportation, Department of Natural Resources, Governor's Salmon Recovery Office, counties, cities, Northwest Indian Fisheries Commission, Confederate Tribes of the Colville Reservation, and Yakama Nation.

The Chair shall be held by the DFW representative ([RCW 77.95.160](#)). If the Chair is not present, the DFW alternate designee will serve as Chair.

Each organization may designate a primary representative and an alternate representative. Each organization will have one vote. Only the primary and alternate designated representatives that have been identified in writing to DFW are entitled to participate in conducting board business. If an alternate is designated, they can serve as the proxy in the absence of the designated representative. Each designated alternate member will abstain from voting when the organization's primary designee is present. Due to the considerable level of preparation required for participation, each organization is limited to one alternate.

Once a statewide coordinated approach has been developed, the board may consider inviting others to participate in conducting board business. The FBRB shall consider new members that can contribute to making the board a success and can be additive to the overall goals and objectives of the FBRB. The board shall determine, in consultation with the chair, whether an organization should be invited to participate and whether they are considered a voting member. The FBRB will discuss any potential new members.

The Chair will officially request an organization to join the FBRB if the members support the action.

If a member does not attend three regularly scheduled meetings in a row, and fails to send their alternate, she or he may be considered “inactive” and will be ineligible to participate in formal decisions. The FBRB may elect to address non-attendance by members, as appropriate. Members may also declare themselves inactive for future time periods if they anticipate poor attendance in upcoming months, thereby allowing the FBRB to more effectively make decisions.

Board members shall provide written notice of their intent to leave the board. The departing board member may recommend a replacement board member from within their organization. The Chair will officially request that the organization choose a replacement board member.

ARTICLE IV – Roles and Responsibilities

Chair Responsibilities

The Chair has primary responsibility to set up the board, invite participants, develop meeting agendas, and represent the FBRB in all appropriate matters.

Responsibilities of the Chair include, but are not limited to, ensuring all members are heard equally in debate, facilitate the discussion and keep order, and strive to ensure the meetings stay on track with the agenda so the meetings are as effective as possible. The Chair is responsible for reporting to the legislature on FBRB progress and recommendations.

The Chair is the spokesperson for the FBRB. Board members should not represent or speak on behalf of the FBRB when attending other meetings or forums unless assigned to do so by the Chair.

Board Member Responsibilities

All voting members are expected to attend each meeting. If a board member is unable to attend a meeting, he/she will notify the Chair prior to the meeting whether they are sending their alternate designee to serve as a voting member.

Responsibilities of board members in the first year shall be to develop a statewide coordinated approach to barrier corrections and thereafter, apply the approach to review and adopt barrier projects for funding.

ARTICLE V - Meetings

Frequency

Regular meetings of the Board will be scheduled on the third Tuesday of each month. The Board may set additional meetings as necessary. All meeting times and places may be changed, as needed, with at least a 5 working day notice.

Open public meetings

Meetings of the FBRB are open to the public and follow the Open Public Meetings Act ([RCW 42.30](#)). Materials explaining the provisions of this law are available at the Office of the Attorney General’s Open Government Internet Manual webpage. All new members must take open

government training within 90 days of assuming their duties. The training must cover Open Public Meetings, Public Records, and Records Retention.

Members acknowledge that all documents generated in this process are a public record and are subject to the Public Records Act (RCW 42.56)

Meeting agendas, minutes, and materials will be posted on the DFW Board website (<http://wdfw.wa.gov/about/advisory/fbrb/>).

Special Meeting

A special meeting may be called at any time by the Chair or by a quorum of the board. The purpose, time, and location of the meeting shall be set forth in the notice. Written notice of a special meeting shall be delivered, including electronically, at least 24 hours in advance to all board members.

Executive Session

The FBRB, by call of any voting member and approval from the Chair, may excuse itself to an executive session by closing a meeting to all non-members. An executive session can be called for any reason allowed by law, if deemed appropriate by the Chair, but no formal recommendations will be adopted during an executive session.

ARTICLE VI - Meeting Ground Rules

The board is comprised of people with a variety of perspectives and interests representing organizations with varied missions. Each member is an equal participant in the process, and thus has an equal opportunity to voice opinions and contribute ideas. Differences of opinion are to be expected and will be respected. Members will honor brainstorming without being attached to their own viewpoints.

With respect for every member's time and perspective, each member agrees:

- 1) To review any provided materials prior to meetings;
- 2) To contribute to discussions at every meeting;
- 3) To stay on track with the agenda;
- 4) To listen actively and keep an open mind;
- 5) To pose questions and comments to the group as a whole;
- 6) To respect the rights of others, especially in debate; and
- 7) To participate fully through open, honest and candid discussions.

Meeting materials will be sent to board members at least 5 business days in advance of the meetings to allow for proper preparation. Information (studies, reports, data, etc.) requested by a board member will be made available to all members.

Meeting minutes will be prepared and distributed to all board members.

Interested parties not participating as a board member may attend meetings and sit in the audience. The Chair will provide an opportunity at least once during each meeting for interested parties to provide input.

ARTICLE VII - Voting

The board shall strive for consensus on matters and issues that are brought before it. Key actions shall be voted on and each voting organization will have one vote. Key actions are those such as, but not limited to, approval of meeting minutes, bylaws, the prioritization strategy, and project list recommendations. Key actions that will be voted on will be identified prior to the meeting on the meeting agenda.

A quorum of the FBRB must be present during a meeting to vote on key actions. A simple majority of the entire active membership constitutes a quorum. Key actions will be passed by simple majority vote however, a minimum of 5 votes in favor of, is needed to pass a key action. The chair shall be a voting member. Voting members not present at a meeting may vote by their alternate designee, by telephone, by written communications (including electronic transmissions) prior to the meeting, or by other means deemed appropriate by the Chair. In the absence of a simple majority vote, committee members will be asked to indicate clearly where they disagree, and their individual level of support for the proposal. The formal action will describe areas of agreement and disagreement. Every effort will be made to state all points clearly, accurately and fairly.

During the process, the board will revisit decisions only when it can be demonstrated that new information will improve their quality.

Key actions made by the board will be documented in meeting minutes.

To reduce the potential for conflict of interests which may be relevant to a matter requiring action by the FBRB, the interested person shall call it to the attention of the Board, provide any and all relevant information, and shall not participate in the final deliberation or decision regarding the matter under consideration, and not vote on the matter. At the discretion of the disinterested persons present, the person may be required to leave the meeting during the discussion and the voting on the matter.

ARTICLE VIII – Committees

From time to time the board may establish standing or advisory committees for the purpose of assisting the board in carry out its responsibilities as well as obtain the community involvement and representation.

ARTICLE IX – Amendments to Bylaws

Amendments to these bylaws shall be amended by a simple majority vote however, a minimum of 5 votes in favor of, is needed. Any proposed change or changes shall be furnished to each member at least 5 days prior to the business meeting at which change is considered. Amended bylaws are effective immediately after adoption.