
III. Conservation District Directors

A. District Directors

“District director” is the title given to persons who are elected or appointed to serve on a conservation district board. In some states they are called supervisors or district officials. In Oregon, conservation district directors are elected in the November General Election held on even-numbered years. District directors serve four-year terms. Director positions are elected in “staggered” terms to provide continuity on the board and maintain operational consistency. A district board may appoint a person to fill a board position vacancy between elections.

1. Roles and Responsibilities of Directors and Boards

ORS 568.550 outlines the general statutory powers granted to conservation district boards. (See *Chapter II – Oregon Laws and Rules Governing Conservation Districts* for a listing of district powers and authorities). An individual director has power only when acting as a part of the district board. Individual board members may be given authority or power to act on behalf of the board in specific, limited tasks. This authority or power is granted through board action (resolution, motion, policy, etc.) and must be recorded in the meeting minutes. Conservation boards may choose to limit or grant authorities to individual directors relating to different actions, such as:

- Staff supervision
- Obligating district funds
- Serving as a district spokesperson for public presentations, media, etc.
- Managing projects
- Obligating or committing district staff time or other district resources
- Signing documents

Effective boards work cooperatively as a unit to plan and oversee implementation of their district’s programs. As a representative of the district board, opinions expressed publicly by individual board members should be consistent with established board policy, not the individual's personal agenda or opinions.

2. Director Positions and Eligibility

ORS 568.560 describes the eligibility requirements for a person to become a soil and water conservation district director. ORS 568.560(1) states that conservation district boards shall have either five or seven directors, who are elected at the November General Election in even-numbered years. Each district is certified by the Secretary of State as having a five-director board or a seven-director board. A board cannot change its number of positions without going through a process described in statute. (Described later in this Chapter).

3. District Zoning

To ensure proper representation in a district, each district is divided into legally-defined zones. By statute, a seven-member board must have five zone director positions and two at-large director positions. A five-member board must have three zone director positions and two at-large director positions. The term of office of each position is four years.

A. Zone Director Eligibility

To become a **zone director**, two options are available:

Option #1:

- Own or manage 10 or more acres of land in the district. Zone directors may either reside within the zone that is represented or own or manage 10 or more acres within the zone that is being represented and be involved in the active management of the property;
- Be involved in the active management of the property;
- Reside within the boundaries of the district; and
- Be a registered voter.

Option #2: An individual may serve as a zone director when the individual, **in lieu of the land ownership or management requirements** in Option #1:

- Resides within the zone that is represented;
- Has served at least one year as a director or associate director of a district;
- And has a conservation plan approved by the conservation district board.

NOTE: The size of the property for which the conservation plan is developed is up to the discretion of the conservation district board. There are no guidelines for what constitutes an acceptable plan. The district board must use its own discretion.

B. At-Large Director Eligibility

At-Large Directors must:

- Reside within the boundaries of the conservation district; and
- Be registered voters.

There are no land ownership or management requirements for at-large positions.

C. Residency Requirements

Any candidate for a conservation district director position must be a registered voter, and must meet residency requirements as provided in ORS 247.035.

D. Surrendering Director Positions

If a director ceases to meet the eligibility requirements while serving in his or her current position as previously outlined (such as moving from or ceasing to own or manage property in the district or zone), the directorship must be surrendered. ORS 568.560(4) specifies an elected director continues to serve until a successor has been elected or qualified, or until the department declares the position vacant pursuant to ORS 568.560(5).

4. Duties and Responsibilities

Although district board members do not have individual powers and authorities under statute (unless granted by the district board), it is in the best interest of the district to identify the duties and responsibilities expected of individual board members. This can be accomplished by establishing board member position descriptions or district policy. Some customary duties and responsibilities of individual board members include:

- Attend and actively participate in all board meetings.
- Come to meetings prepared.
- Carry out committee responsibilities.
- Keep abreast of local conservation issues.
- Attend area and state meetings of the state association.
- Participate in training opportunities.
- Promote the district's work to local landowners.
- Promote the district's work to its constituency.
- Promote the district's work to agencies and organizations.
- Promote the district's work to legislators and other decision makers regarding the district's funding.

In order to effectively exercise the powers and authorities as stated in ORS Chapter 568, district boards should:

- Identify local conservation needs and work to meet them within the limits of its resources.
- Keep its conservation district's mission ("reason for being") in focus.

- Work effectively with district staff and cooperating agencies.
- Implement district programs effectively.
- Be very knowledgeable about laws that govern how the board must operate, such as budget, audit, public meetings, and contracting laws.
- Ensure the board's policies and activities are consistent with the policies of the Oregon Department of Agriculture, Natural Resources Division and the Oregon Soil and Water Conservation Commission.
- Ensure the board's long-range business plans are consistent with the policies of the Oregon Department of Agriculture's Natural Resources Division and the Oregon Soil and Water Conservation Commission.
- Develop and carry out effective Annual Work Plans.
- Report to the public on the district's programs and accomplishments.
- Keep legislators and local government officials informed on district accomplishments.
- Recruit new associate directors.
- Do a periodic "self-evaluation" of the board's progress toward accomplishing its mission, Annual Work Plan, and Long-Range Business Plan.
- Promote what the district does to local landowners, other constituencies, county commissioners, agencies, organizations, legislators, and the news media.
- Seek new partners in conservation efforts.



5. Filling a Board Vacancy by Appointment

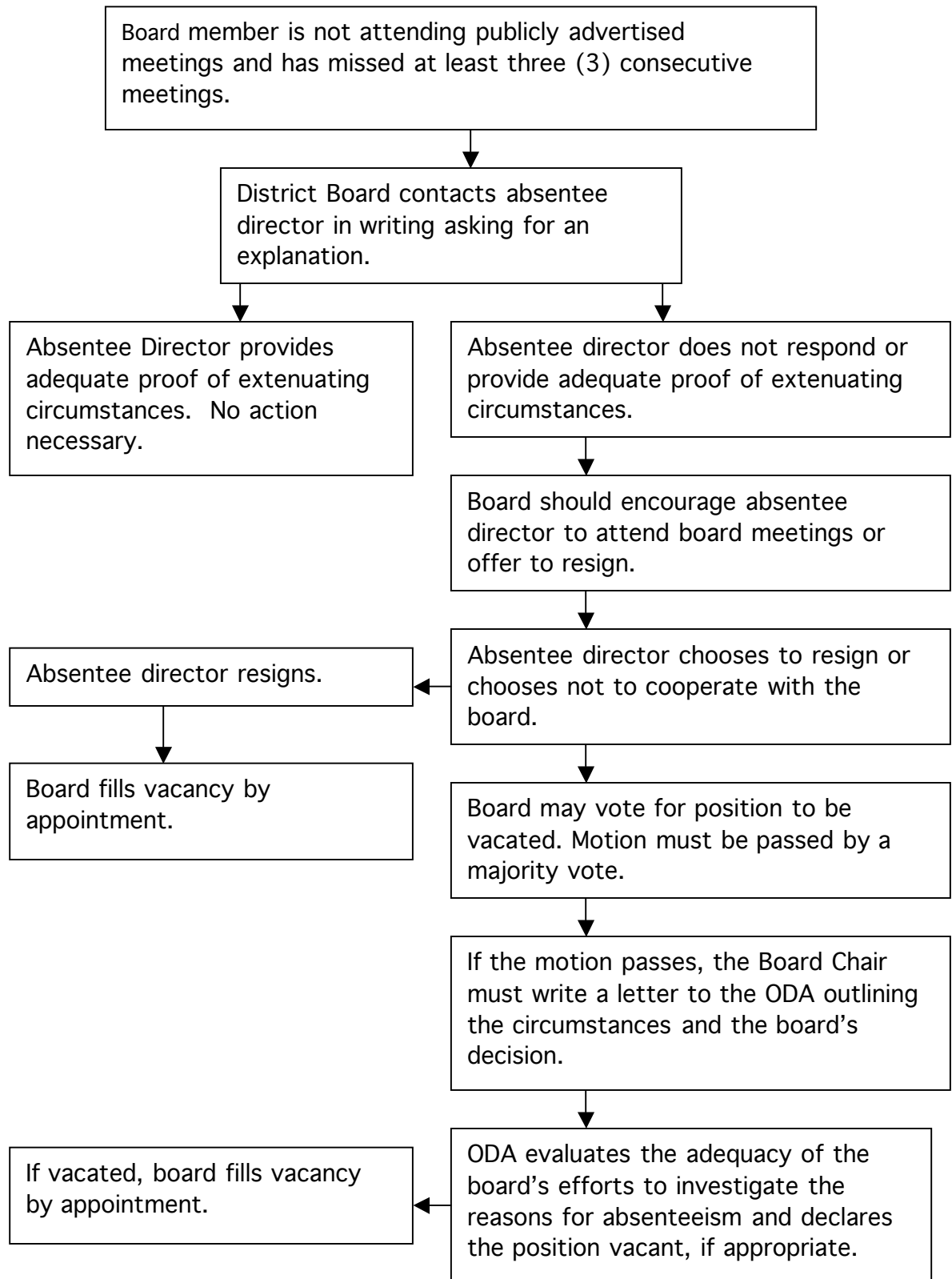
A board may fill a vacancy that occurs between General Elections by a majority vote of remaining board members. An appointed director must meet the same eligibility requirements as an elected director as previously described. For example, a district board cannot fill a vacated zone director position with an associate director unless the associate director meets either Option #1 or Option #2 of the zone eligibility requirements above.

6. Vacating an Inactive Board Position

ORS 568.560(5) states, "Upon written recommendation of a majority of the members of the local governing body of a district, the department may declare vacant the position of any director who is absent from three consecutive meetings of the local governing body of the district." If a conservation district director is not attending publicly advertised meetings of the district board, and

has missed at least three consecutive meetings, the board may request the position be declared vacant by the Department of Agriculture. District boards need to use the following process:

VACATING AN INACTIVE BOARD POSITION



6. Decreasing Board Positions

Demographic changes within a conservation district's boundaries may make it necessary to reduce the number of director positions. To decrease the number of director positions the district must follow the procedures as outlined in ORS 568.565.

B. Director Elections

The election of conservation district directors occurs during the Oregon General Election in November on even-numbered years. Conservation district election laws, ORS 568.520 through 568.545, provide the process for conservation district elections. Where the ORS 568 statutes are incomplete, election law under ORS 249.031 is followed.

The Natural Resources Division of the Oregon Department of Agriculture oversees the conservation district elections process. A district must follow specific guidelines to advertise, collect, and process candidates' applications to be placed on the ballot. The division notifies each district which director positions are up for re-election, what procedures to follow, and the deadlines for each procedure in advance of a General Election. The district and the candidates are responsible to get the appropriate paperwork to the department and the County Clerk on time. Candidates are responsible to get their information into the local voters pamphlet. The district board should encourage qualified persons to be candidates for board positions.

The November General Election is an opportunity to market the local conservation district program! Positions that will be on the ballot are:

- (1) Positions with the term ending that election year,
- (2) Appointed positions since the last General Election, and
- (3) Positions that are vacant.

It is in the best interest of the district to have at least one candidate for each board vacancy on the ballot.

1. Election Procedures

Election laws are enacted and modified by the Legislature. The Secretary of State publishes an elections manual, prior to each General Election, which reflects any

changes in elections law. Conservation districts may request the Elections Manual from the Secretary of State's office or the County Clerk's office.

2. Conservation District Elections Time Table

The Natural Resources Division mails each district information on the timetable in early April of each election year. It is the responsibility of each district to see that timelines are met. Most counties publish a voters pamphlet. Each conservation district must make its own arrangements to get information about its directors in the local voters pamphlet.

3. Election Issues

During each General Election issues may arise that cause difficulties for a district board. Some examples are as follows:

- (1) If a board position in the General Election ends in a tie vote, an automatic recount results. The Natural Resources Division will call the County Election Officer and request a recount. If, after the recount is done, there is still a tie vote, the winner is identified by drawing lots (i.e., flip of a coin, drawing of a straw). The law does not state how the lot is to be drawn. Sometimes the County Election Officer draws the lot and other times it is done by the Natural Resources Division. If the Natural Resources Division breaks the tie, it invites the candidates who are tied to be present for the drawing.
- (2) If no candidate files for a vacant position, write-ins may occur. This adds to the county's election costs and can result in an unfavorable public perception of the District. This again illustrates the importance of having qualified candidates for all vacant positions.
- (3) The Oregon Constitution does not allow a person to hold two lucrative elected positions at the same time. However, since conservation district directors are not paid, their board positions are not considered lucrative.
- (4) A person cannot hold more than one position on the same board.
- (5) ***Can a person be an employee in one district and serve on the board of another?***
Yes. The Attorney General says it is acceptable as long as the person is not in a policy/ decision-making position for the district where employed.

- (6) **Can a staff person of an agency serve as a director on a conservation district board (i.e., ODA, NRCS, DEQ, etc.)?**
 Yes. However, a person working for an agency should be careful to avoid conflicts which may arise stemming from their employment with the agency.
- (7) If two vacant board positions are won by the same candidate, both positions are offered to that person. If the person meets statutory qualifications, he or she can accept either. Likewise, the same scenario can happen with a director who is on the ballot and elected to that position, and is also written in for another position by the electors. In either instance, the other position is not automatically filled by the runner-up. The remaining vacancy must be filled by appointment of the district board.

Note: If a person gets the most votes, by write-in or otherwise, for a district board at the General Election, but is not able to meet the eligibility requirements for a director position, the person getting the next highest votes does not assume the position. In such instances, the position is declared vacant and the board must appoint someone to the vacant position.

- (8) On write-in votes, one vote wins, even if it is the only vote cast.

4. General Election Costs

ORS 568.542 states "the expenses incurred for the election of directors of a soil and water conservation district under ORS 568.210 to 568.808 and 568.900 to 568.933 shall be paid out of county funds by the county or counties within which the territory of the district lies." Some County Clerks may not be aware of this provision. If a conservation district receives a bill from its County Clerk for conservation director elections, the Clerk should be provided a copy of ORS 568.542.

Section 3. Oaths of office.
 Every person elected or appointed to any office under this Constitution, shall, before entering on the duties thereof, take an oath or affirmation to support the Constitution of the United States, and of this State, and also an oath of office. - Oregon Constitution Article XV

5. Oath of Office

Two copies of the Oath of Office should be signed by (a) the elected or appointed director and

(b) the board Chair, a Notary Public, or other authorized official present at the swearing in of the director. For consistency, each district should establish a policy on who is the authorized signatory for the Oaths of Office. There is no requirement that the signatory be a notary public. The district board chair, or other official, can be designated to sign the oath. One copy of the oath is to be kept by the district board and the other must be sent to the Natural Resources Division. The newly elected or appointed director should be sworn-in at a district board meeting. A director cannot assume the duties of the board position until the oath of office is signed and the director is sworn-in.

The Oath of Office used by conservation districts reads:

OATH OF OFFICE

I, _____, do solemnly swear (or affirm) that I will support the Constitution of the United States and the Constitution of the State of Oregon, and that I will faithfully discharge the duties of the office of the Director of _____ Soil and Water Conservation District upon which I am now about to enter.

Director's Signature

Subscribed and sworn to before me this _____ day of _____, 200__.

Signature of Authorized Official

6. Recall Election Costs

Conservation district directors are subject to **recall** by the local citizenry (ORS 198.430). The statutes that govern the process of conducting a recall are described in ORS 198.410 through 198.440. *If a conservation district director is subjected to a recall election, the cost of the election must be paid by the*

conservation district, **not** by those initiating the recall petition drive, nor the county, nor the Department of Agriculture.

C. Associate Director and Director Emeritus

1. Associate Director

Conservation districts can expand the capabilities of the district board by appointing *associate directors*. Associate directors do not vote on board decisions. However, they can augment the board's knowledge and experience level and assist with district programs and activities. Associate directors, once officially appointed by the district board, are covered by the same Tort liability insurance as the directors while doing district work. (See *Chapter IV – District Operations* for discussion of tort liability insurance).

What is the term of appointment for an associate director?

An associate director serves until January 1 in odd numbered years. Every two years district boards should reappoint those associate directors who are interested in continuing and who have contributed sufficiently to the district's conservation efforts.

District boards are encouraged to do a self-assessment of the strengths and weaknesses of their boards. If there appears to be an area of expertise that is needed but is missing among the board of directors, the board could recruit an associate director with that expertise.

Can an associate director fill a position that has been vacated by a director?

Yes. However, the associate director must meet the statutory requirements for director eligibility as outlined earlier in this chapter.

The district should record in its minutes when a person is appointed to be an associate director. In addition to accurate record keeping of district business, this documentation may be necessary if an associate director wishes to qualify as a zone director under Option 2, as described earlier in this chapter.

2. Director Emeritus

Director emeritus is an appointed position on a conservation district board reserved for a person who previously served as a conservation district director in the United States or its territories where conservation districts exist. A director emeritus does not vote when the board makes an official decision.

A director emeritus serves until January 1 in odd numbered years. Every two years district boards should reappoint those directors emeritus who are interested in continuing and who have contributed sufficiently to the district's conservation efforts.

A person officially appointed to a director emeritus position is protected by the same tort liability insurance coverage as district directors, while doing district work.

D. Administrative Structure

ORS 568.545(2) requires all districts to select, at a minimum, a chair and secretary from among directors. A district should also appoint other officers and committees as needed. It is the responsibility of each district board to identify its needs and adopt policies, duties, and procedures for each of its officials. The following is a list of customary officer positions and responsibilities.

1. Chair

The chair is selected by the board to carry out certain leadership functions and responsibilities. The chair is typically given responsibility to:

- Set meeting agendas
- Preside at meetings
- Appoint committees
- Assign responsibilities
- Request reports
- Orient new directors
- Any other functions and responsibilities as determined by the board

Note: The district board has the authority and responsibility to define the role of the chair and other district officers by policy. Districts should clearly define what roles and responsibilities are granted to each officer, and then review and confirm this information annually when selecting its officers.

One of the main roles of a chair is to preside at district board meetings. The chair usually conducts the meeting according to some common parliamentary procedures or according to other established district policy. Generally the chair entertains motions from other members of the governing body, calls on people to speak, appoints committees if necessary, limits discussion, and facilitates the process to conduct business.

Recommendation: Districts should select and adopt operating procedures and provide this information to all board members and others attending district meetings. Some districts post their operating rules on the wall or provide a written copy of operating rules to people at meetings to help them understand the procedures under which the board meetings operates.

Can the district chair vote on motions?

Yes. Serving as chair does not preclude a director from voting. In fact, one of the most important functions of an elected official is to participate in the official decision-making process. All directors, including the chair, should vote on motions or decisions absent any compelling circumstances, such as a conflict of interest. Nothing in statute prohibits any director or chair from making or seconding a motion.

2. Vice Chair

Many districts choose to elect a vice chair as one of its officers. If a district determines to have a vice chair, the district should identify the roles and responsibilities for the position. Some of the responsibilities may include:

- Acts in place of the chair when needed
- Advises the chair on program and policy
- Arranges special programs for regular board meetings
- Serves as chair of standing committees.

3. Secretary

As mentioned earlier in this section, ORS 568.560(2) states, "the directors shall designate a chairperson, secretary and other officers as necessary and may, from time to time, change such designation." Every district should select a board member to serve as the "official secretary." However, the district board member selected as secretary is **not** required to perform all secretarial or clerical functions within the district. A district board may delegate certain secretarial duties to an employee, associate director, contractor, or volunteer if desired. It is common for district staff to record minutes and prepare information, agendas, correspondence, reports, and public meeting notices.

It is recommended that district boards adopt policy that clarifies the responsibilities of the "official secretary." For example, the district may choose to require a signature of the "official secretary" on minutes, resolutions, budget documents, and other selected documents. There may also be specific

responsibilities for the "official secretary" to record minutes during an executive session when other staff or associate directors may not be available.

Other secretarial duties not assumed by the "official secretary" should be delegated to other personnel and identified in position descriptions or work plans.

4. Treasurer

Many districts choose to elect a treasurer as one of its officers. Typical functions of a treasurer include:

- Oversees the conservation district's finances
- Serves as chair of the finance committee
- Obtains/provides fidelity or surety bonds for persons handling funds (to protect from theft and misuse of district funds)
- Leads budget development
- Receives, deposits, and disburses funds
- Keeps complete financial records
- Presents financial statements at board meetings

5. Registered Agent and Registered Office

Conservation districts in Oregon are required by ORS 198.340 to designate a **registered agent** and a **registered office**.

- (1) The **registered agent** shall be an agent of the district upon whom any process, notice or demand required or permitted by law to be served upon the district may be served. A registered agent shall be an individual resident of this state whose address is identical with the registered office of the district. The **registered office** may be, but need not be, the same as the place of business of the special district.
- (2) The district may change its registered office or change its registered agent, or both, upon filing in the office of the Secretary of State and County Clerk of each county in which located . . ."

The same information should be provided to the Natural Resources Division of the Oregon Department of Agriculture.

6. Committees

Committees can be an effective way for districts to plan and implement their work.

There are two primary types of committees.

1. A standing committee is a permanent committee charged with working on a basic aspect of district work. Standing committees may have a focus of education, finance, personnel, resource concerns, community relations, land use planning, water quality and other important issues.
2. A short term or "ad hoc" committee is a temporary committee charged with a specific task or for a specific time period. Ad hoc committees may

focus on elections, annual meeting, grant writing, or other specific tasks. Ad hoc committees usually are disbanded when the assigned task and/or timeframe is completed.

All committees should have a clear understanding of their purpose, charge, expectations and responsibilities (i.e., what they are to do). When forming committees, conservation districts should clearly identify

- The purpose of the committee
- Outcomes expected
- The desired role and participation of each entity on the committee (e.g., voting roles, consultation, advisory only, etc.)
- Time frame for reporting back to the board

Committee members may include district board members, associate directors, directors emeritus, district advisors, representatives of cooperating agencies and associations, or interested citizens.

E. Compensation of Directors

Every conservation district board has the statutory authority to compensate or reimburse its directors for costs incurred while doing district business (ORS 198.190). This statute states that a member of a governing body (board) of a district may receive an amount not to exceed \$50 for each day, or portion thereof, as compensation for services performed as a member of the governing body. Such compensation shall not be deemed lucrative. The governing body may reimburse a member for actual and reasonable traveling and other expenses necessarily incurred while performing official duties.

Each conservation district should adopt policies and procedures on the compensation of directors. Policies should include:

1. Determination of what is legally reimbursable and what is not
2. What the district board deems to be reimbursable
3. What rate of compensation is
4. Identify from what sources shall director compensation be paid (for example, dedicated grant or technical assistance funds should not be used for director compensation)