
III. Conservation District Directors

A. District Directors

“District director” is the title given to a person who is elected or appointed to serve on a conservation district board. In some states directors are called supervisors or district officials. In Oregon, conservation district directors are elected in the November General Election held in 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 vacant board position 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, regardless of 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 must follow the processes described in ORS 568.565 to change its number of positions. See Item #7, Decreasing Board Positions, for more information.

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. Regardless of option, all requirements must be met to be eligible:

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;
- 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.
- Be a registered voter.

For Option 2, 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 a registered voter.

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

C. Surrendering Director Positions

A director must resign from their current position if they are no longer able to meet the eligibility requirements outlined in ORS 568.560(1). The department may also declare a position vacant as per ORS 568.560(5). Any vacancies shall be filled as provided in ORS 198.320.

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.
- Stay 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, programs and services.
- Keep its conservation district's mission ("reason for being") in focus.
- Work effectively with district staff and cooperating agencies.
- Implement district programs effectively.
- Be knowledgeable about laws that govern board operations, such as budget, audit, public meetings, and contracting.
- Develop and implement an annual work plan.
- Report to the public on district programs and accomplishments.

- Inform legislators and local government officials of district accomplishments.
- Recruit, train and utilize volunteers and associate directors.
- Participate with the Oregon Department of Agriculture (ODA) in a periodic review of district operations.
- Seek new partners in conservation efforts.

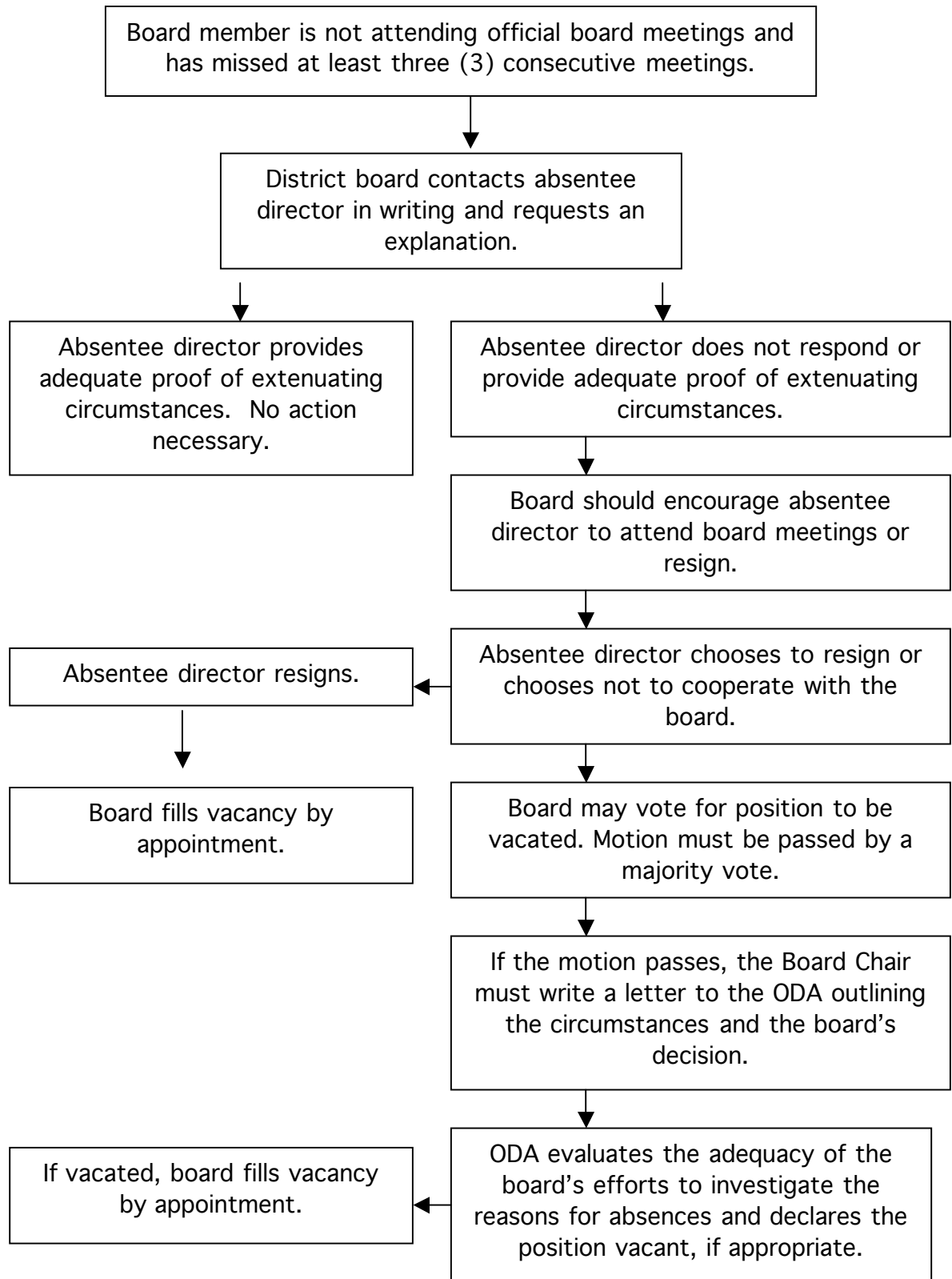
5. Filling a Board Vacancy by Appointment

As provided by ORS 198.310 - 198.320, 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 should use the following process to vacate an inactive board position:

VACATING AN INACTIVE BOARD POSITION



7. 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:

ORS 568.565 Procedure for reducing number of directors. Upon the written recommendation of the local governing body of a district having seven directors, the number of directors of such governing body may be reduced from seven to five by holding a meeting of the governing body at which the directors elect five persons from among their number to serve as directors of the district. The term of office of the directors elected pursuant to this section shall be as provided in ORS 568.560(3)(d).

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 568.560, provide the process for conservation district elections. Where the ORS 568 statutes are incomplete, election law under ORS Chapter 255 is followed.

ODA's Natural Resources Division (NRD) is the District Elections Authority for conservation district elections. Districts and candidates must follow specific guidelines to have candidate names placed on the ballot. The division notifies each district which positions are up for re-election, procedures for candidates and districts, and timelines. Districts and candidates are responsible to submit the required forms and information to the department and county clerks before the deadlines. Candidates are responsible for publishing their information in the local voters pamphlet. District boards 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) Positions appointed 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 position 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. ODA provides each district with information about law changes and procedures for district director elections.

2. Conservation District Elections Time Table

Prior to the beginning of the elections process, the NRD will mail each district the timetable and any required forms for elections. It is the responsibility of the district and candidates to make sure deadlines are met. Most counties publish a voters pamphlet. Contact the local county clerk to get information and deadlines to be listed in the voters' pamphlet.

3. Election Issues

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

(a) Tie Votes

If a board position in the General Election ends in a tie vote, an automatic recount results. NRD 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 (e.g., flip of a coin, drawing of a straw). The law does not state how the lot is to be drawn. The County Election Officer or NRD may draw the lot. If NRD draws the lot, the candidates who are tied are invited to be present for the drawing.

(b) Write-ins

Write-ins may occur if no candidate files for a position on the ballot. 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 positions on the ballot.

(c) One candidate wins two positions

If the person meets statutory qualifications, he or she can accept either position. 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 position must be filled by appointment of the district board.

(d) Holding more than one position

A person cannot hold more than one position on the same board.

(e) **Holding two lucrative positions**

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, board positions are not considered lucrative.

(f) **Employees serving on district board**

An employee of one district may serve on the board of another district, as long as the director eligibility requirements are met. An employee of an agency (ODA, DEQ, NRCS, etc.) may also serve on a district board, as long as the director eligibility requirements are met.

(g) **Winner not qualified**

If a person gets the majority of the votes, by write-in or otherwise, for a district board position at the General Election but is not able to meet the eligibility requirements for a director position, the person getting the next highest number of votes does not assume the position.

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.

5. Oath of Office

Article XV, Section 3 of the Oregon Constitution provides that "[E]very 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."

All newly elected directors need to take the Oath of Office at the first SWCD meeting they attend following January 1, as required by the Oregon Constitution.

Administering the oath of office:

1. Two copies of the Oath of Office are to be signed by:
 - The elected or appointed director, and
 - The SWCD board chair, a notary public, or other authorized official, such as a county commissioner, who is present at the swearing in of the director.

2. One copy of the Oath of Office is retained for your records.
3. One copy of the Oath of Office is to be mailed to:

Heather Rickenbach
Oregon Department of Agriculture
Natural Resources Division
635 Capitol St. NE
Salem, OR 97301

4. The newly elected or appointed director is to 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.

Note: For consistency, each SWCD should designate and authorize a person(s) to be 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.

The oath of office form is also available on the SWCD website at:
<http://oregon.gov/ODA/SWCD/services.shtml>.

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 Director of the _____ 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 _____ 20____.
_____ Signature of Authorized District Official

6. Recall Election Costs

Conservation district directors are subject to recall by the local citizenry (ORS 198.425). The statutes that govern the process of conducting a recall are described in ORS 249.865 through 249.877. 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 district capabilities 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).

a. Associate director terms

An associate director serves until January 1 in odd numbered years. Every two years district boards should select individuals they wish to reappoint to associate director positions. The district should record in its minutes when a person is appointed to be an associate director.

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.

b. Filling vacated director positions with associate directors

The associate director must meet the statutory requirements for director eligibility as outlined earlier in Section 2 of this chapter. Documentation of the associate director appointment is required if an associate director wishes to qualify as a zone director under Option 2, as described above.

2. Director Emeritus

Director emeritus is an appointed position with a conservation district. The position is 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 select individuals they wish to reappoint as directors emeritus.

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 568.560(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 board meeting operating procedures and provide this information to all board members and others attending district meetings. Some districts post their meeting rules on the wall or provide a written copy of these rules to people at meetings to help them understand the procedures under which the board conducts meetings.

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 decides 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
- Other responsibilities defined by the district board

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 must select a board officer to serve as the board 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 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 secretary. For example, the district may choose to require a signature of the secretary on minutes, resolutions, budget documents, and other selected documents. There may also be specific responsibilities for the secretary to record minutes during an executive session when other staff or associate directors may not be available.

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
- Other responsibilities defined by the district board

5. Other officers and director roles

District boards may designate additional officers or identify other roles for directors based on local need. Examples might be meeting facilitator, time keeper, volunteer coordinator, public relations, and media contact or spokesperson.

6. Registered Agent and Registered Office

ORS 198.340 requires conservation districts to designate a registered agent and a registered office:

ORS 198.340 Designation of registered office and agent

- (1) A special district shall designate a registered office and a registered agent.
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 a statement setting forth:
 - (a) The name of the district.
 - (b) If the address of its registered office is changed, the address to which the registered office is to be changed.
 - (c) If its registered agent is changed, the name of its successor registered agent.

(d) That the address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

(e) That such change was authorized by resolution duly adopted by the district board.

(3) The statement shall be subscribed and sworn to by the secretary, financial officer or chairperson of the district board.

The original of the registered office and agent form must be filed with the Secretary of State, and a copy filed with the county clerk and with ODA's Natural Resources Division.

The registered office and agent form used by conservation districts is found on the following page. This form may be downloaded at <http://www.oregon.gov/ODA/SWCD/services>.

**NOTICE OF DESIGNATION
OF SPECIAL DISTRICT
REGISTERED OFFICE AND REGISTERED AGENT**

I, _____, (Secretary) (Financial Officer)
(Chairman of the Board) of this district, a municipal corporation, organized under the provisions
of ORS Chapter 198, certify that:

1. Pursuant to a resolution of the District Board, duly adopted, the registered office of this
district is:

(Street Address of Registered Office, City, Zip)

2. The registered agent in Oregon at such registered office is:

(Name of Registered Agent)

IN WITNESS WHEREOF, this district has caused this instrument to be executed in its name
by the (Secretary) (Financial Officer) (Chairman of the Board) of the District this _____ day
of _____, 20 _____.

(Name of District)

By: _____
(Secretary) (Financial Officer) (Chairman of the Board)

STATE OF OREGON)

) ss.

County of _____)

Signed before me on _____ by _____

Notary Public - Oregon

My Commission Expires: _____

INSTRUCTIONS: A new form must be filed each time a change is made in either the registered agent or the
registered office. There is no fee for filing this form. Please send the form to:

Secretary of State
Archives Division
800 Summer St. NE
Salem, OR 97310

Revised: March 2001

7. 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:

- Purpose of the committee
- Expected outcomes
- 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 or completing tasks

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

E. Director Compensation

Every conservation district board has the statutory authority to compensate and/or reimburse its directors for costs incurred while doing district business (ORS 198.190).

1. Compensation: 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 and is subject to payroll withholding as required by federal and state law including the Social Security Act.

2. Reimbursement: The governing body may reimburse a member for actual and reasonable traveling and other expenses necessarily incurred by a member while performing official duties.

Each conservation district should adopt policies and procedures on the compensation of directors. Policies should include conditions, processes, rates, and funding source(s) for reimbursement and compensation. Districts that choose to exercise this authority must also verify that such expenses fit within the parameters established by the individual funding source.