

CALAVERAS RIVER WATERSHED STEWARDSHIP GROUP

BYLAWS

(DRAFT – August 4, 2005)

ARTICLE 1 – ORGANIZATION

SECTION 1.01 – NAME

The name of this organization is “Calaveras River Watershed Stewardship Group,” hereinafter referred to as “CRWSG.”

SECTION 1.02 – AREA

The geographical area covered by the CRWSG includes the entire watershed of the Calaveras River and Mormon Slough downstream of New Hogan Dam including all tributaries that confluence with the Calaveras River or Mormon Slough downstream of New Hogan Dam. This area, hereinafter referred to as the “Watershed” or Watershed Area,” includes portions of San Joaquin, Calaveras, and Stanislaus counties in the State of California. The watershed is located in HUC Code number 18040004.

SECTION 1.03 – STEWARDSHIP GROUP

CRWSG is a citizen-based organization with the primary focus of promoting collaboration, consensus building, and effective watershed planning, monitoring, and restoration within the Watershed Area.

The governing body for the CRWSG is the Board of Directors, hereinafter referred to as “Board.” Day-to-day activities are carried out through the Board’s Executive Committee.

ARTICLE II – PURPOSE AND GOALS

SECTION 2.01 – PURPOSE

This conservation group is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized for educational and scientific purposes under 501.c(3) of the Internal Revenue Code.

SECTION 2.02 – MISSION

The mission of the Calaveras River Watershed Stewardship Group is to restore, protect, preserve and enhance the lower Calaveras River watershed resources through education, collaboration, and project implementation.

SECTION 2.03 – GOALS

The CRWSG goals are to:

1. Protect private property rights, support the protection of existing agricultural holdings, operations by the agricultural industry, and economic viability.
2. Foster the implementation of projects that conserve and restore riparian habitat and achieve long-term sustainability of watershed processes and natural resources.
3. Protect threatened and endangered species and apply an ecosystem and multi-species approach to maintaining biodiversity and the conservation of native habitats in the Lower Calaveras River Watershed.
4. Coordinate public and private resources to develop a watershed implementation plan that will provide clear guidance for resource conservation and land use for present and future generations.
5. Promote water management practices that provide adequate water flow for maintaining a healthy ecosystem while reducing the risk of flood, providing for local agricultural and municipal needs.
6. Encourage best management practices so as to protect water quality and minimize unnatural rates of erosion and sedimentation.
7. Prevent the spread of non-native invasive species into and out of the Lower Calaveras River Watershed as well as promote the removal of non-native invasive species.

8. Provide and support education outreach efforts through: information dissemination, tours and walks, history awareness, river cleanup efforts, and cooperation with other groups and agencies.

9. Improve and support recreational use of the Lower Calaveras River Watershed.

ARTICLE III – MEMBERSHIP

SECTION 3.01 – MEMBERS

CRWSG is open to the public. Members of the CRWSG are stakeholders and interested citizens, organizations, businesses, or agencies that live, work, or recreate within the Watershed that have taken action to participate in and support the CRWSG. The Board may invite individuals, organizations, businesses, or agencies to become members to ensure all interests and concerns in the watershed are represented and considered.

SECTION 3.02 – BOARD OF DIRECTORS

The Board shall be comprised of one representative from each of the membership units. For example, a participating individual member is considered a member of the Board, as is a representative of an organization, business, agency, or other stakeholder group. Stakeholder groups shall designate their representative and alternate(s) to the Board. The goal of the CRWSG is to have a diverse Board that represents a variety of stakeholder interests throughout the Watershed. The Board shall select by consensus at a specified regularly scheduled meeting, the following officers:

- Chairperson.
- Vice-Chairperson
- Secretary-Treasurer
- Executive Committee Members (other than the Board Chairperson, Vice-Chairperson, and Secretary Treasurer, and as further described in Section 5.01).

ARTICLE IV – OPERATION

SECTION 4.01 – FUNDS

The Executive Committee shall prepare an annual operating budget, which shall be submitted to the Board for approval by the last month of the prior fiscal year. Principle funding sources are public and private grants and contributions.

SECTION 4.02 – CONTRIBUTIONS

Contributions are accepted from the general public.

SECTION 4.03 – FISCAL YEAR

The CRWSG Fiscal Year is January 1 through December 31.

SECTION 4.04 - COMPENSATION

Board of Directors and Executive Committee members shall serve without compensation. Board members may not be compensated for rendering services to the CRWSG in any capacity other than Board Member.

Reimbursement of paid allowable expenses requires Board approval. In addition, there may be allowed reasonable advances or reimbursement of planned expenses that will be incurred in the performance of their regular duties as specified in Section 5.02.

ARTICLE V – OFFICERS AND DUTIES

SECTION 5.01 – BOARD OFFICERS AND EXECUTIVE COMMITTEE

Board officers shall be the Chairperson, Vice-Chairperson, and Secretary-Treasurer selected in accordance with Section 3.02.

The Executive Committee shall be comprised an odd number of members consisting of the Board Chairperson, Vice-Chairperson, Secretary-Treasurer, and two other members selected from the general Board membership in accordance with Section 3.02.

No Board Director or Executive Committee member has authority to take independent actions not specifically assigned to him or her by the Board, or make significant decisions regarding CRWSG policy or spending of CRWSG funds without prior Board approval.

The Watershed Coordinator is a grant-funded position available in support of the activities of the CRWSG. The Coordinator serves as a non-voting facilitator for Board meetings.

SECTION 5.02 – DUTIES

A. Chairperson

The Chairperson shall be the presiding officer of the organization, charged with managing all its functions, subject to the direction of the CRWSG Board. The Chairperson shall meet with the officers and Watershed Coordinator to coordinate, set priorities, determine emphasis, processes for accomplishing job goals, direction of programs, and to plan and schedule meetings. The Chairperson is authorized to call additional meetings of the CRWSG, as he or she may deem necessary to conduct business.

B. Vice-Chairperson

In the Chairperson's absence or in the event of his or her inability to act, the Vice-Chairperson shall perform the duties of the Chairperson. The Vice-Chairperson shall also perform such other functions as the Board may assign.

C. Secretary-Treasurer

The Secretary-Treasurer shall provide oversight for the following secretarial activities:

- 1) Conduct the correspondence of the organization;
- 2) Issue notices of and keep minutes of all meetings of the Board;
- 3) Retain and manage CRWSG records;
- 4) Keep the roll of all members; and,
- 5) Discharge such other duties as may be assigned by the Board.

The Secretary-Treasurer shall provide oversight for the following financial activities:

- 1) Oversee CRWSG fiscal activities;
- 2) Submit annual financial reports for the preceding year; and,
- 3) Render special reports whenever requested by the Board.

The Secretary-Treasurer, with Board concurrence, may assign the above activities to the Watershed Coordinator, other CRWSG members, or others, as appropriate and reasonable.

SECTION 5.03 – TERMS OF OFFICERS

The Chairperson shall be elected to a one-year term of office for the first year. The Vice-Chairperson shall be elected to a one-year term of office to be proceeded by a one-year term of office as Chairperson. The Secretary-Treasurer shall be elected to a two-year term of office. Executive committee members shall be elected to two-year terms, with the exception that one member will serve a one-year term the first year. Elections shall be conducted at the annual meeting.

SECTION 5.04 – VACANCY OF OFFICES

Should any vacancy occur for any reason, the office shall be filled without undue delay by a majority vote of members present at the next CRWSG meeting, to serve until the next scheduled election for that office.

ARTICLE VI – COMMITTEES

SECTION 6.01 – COMMITTEES

The Board and Executive Committee may establish committees as is needed to conduct or manage CRWSG programs or activities. The Board or Executive Committee, as appropriate, will appoint the Chairs of the committees they establish.

SECTION 6.02 – DUTIES

- a. Review current needs and problems of their assigned task;
- b. Assist the Board to attain CRWSG Goals and Objectives;
- c. Cooperate with agencies, organizations, and individuals to obtain information and assistance; and,
- d. Review and recommend projects to the Council for approval.

ARTICLE VII – MEETINGS

SECTION 7.01 – REGULAR MEETINGS

Regular Meetings of the Board, in which all CRWSG members are encouraged to participate, shall be scheduled and held at least quarterly.

SECTION 7.02 – PLACE OF MEETINGS

Meetings of the Board shall be held at various location as designated by the Board.

SECTION 7.03 – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Committee in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Committee may adopt.

SECTION 7.04 – DECISION MAKING PROCESS

The Executive Committee and the CRWSG Board and its committees shall use a “modified consensus” process for all decisions.

A minimum of four, or a majority of the Board members present (whichever is greater) at a duly called meeting, shall constitute a quorum for the transaction of business.

For Executive Committee meetings, the presence of a majority (more than 50%) of currently elected officers shall be a quorum for transacting business.

Each member of the Executive Committee and CRWSG Board shall be entitled to one “consensus vote” on all actions requiring a decision at a meeting.

An Executive Committee or CRWSG Board member may vote by proxy if executed in writing (letter, email, or fax) to the Chairperson prior to the meeting. A proxy is defined as direction in writing from an Executive Committee or CRWSG Board member directed toward specific items on the agenda and will contribute to the decision making action for the specific agenda item(s).

SECTION 7.05 – ANNUAL MEETING

The Annual Meeting of the CRWSG Board shall be held on the first Thursday of the Fiscal Year or within the following two weeks at a location to be determined.

The following activities shall take place at the Annual Meeting.

- a. Election of Board of Directors for the Fiscal Year;
- b. Presentation of the Budget for the Fiscal Year;
- c. Presentation of the prior year Annual Report;
- d. Presentation of the annual Financial Report for the prior year;
- e. Adoption of an Annual Strategic Plan.

SECTION 7.06 – SPECIAL MEETINGS

Special Board meetings may be called at anytime by the Chairperson, or by a majority of the CRWSG Members.

SECTION 7.07 – NOTICE OF MEETINGS

A written notice and meeting agenda stating the place, date, hour, and purpose of each meeting shall be sent to each CRWSG member at least seven (7) days prior to date of meeting. To inform and attract public participation, members are encouraged to print the notice and post it on bulletin and notice boards in their community.

ARTICLE VIII – LIABILITY OF OFFICERS, EXECUTIVE COMMITTEE AND BOARD MEMBERS

SECTION 8.01 – LIABILITY

The Board shall indemnify and hold harmless its officers, the Chief Operating Officer or Executive Director, Executive Committee and full Committee members from any monetary judgment, fine or penalty, including costs of suit and reasonable attorneys' fees resulting from any official acts or omissions of the officer, Executive Committee or Board

member, except when involving intentional, grossly reckless or grossly negligent acts or omissions arising from activity of the officer or Board member on behalf of the Board.

ARTICLE IX – AMENDMENT OF BYLAWS

SECTION 9.01 – AMENDMENT

The initial issue of these Bylaws will be implemented upon consensus approval of the Board of Directors. Amendments to these CRWSG Bylaws will be approved by the affirmative consensus of the CRWSG Membership present at a regular Board meeting.

CERTIFICATION:

The undersigned certify that the foregoing Bylaws of the Calaveras River Watershed Stewardship Group were approved at the meeting of the Board and CRWSG membership on:

Date _____

Attested Chairperson _____

Attested Secretary-Treasurer _____