

Bylaws of the Sun River Watershed Group

Revised February 2019

Approved as revised, February 20, 2019

ARTICLE I

Organization and Mission

Section I.1 Name of Organization.

The name of the Corporation shall be the Sun River Watershed Group (SRWG).

Section I.2 Incorporation.

The SRWG is incorporated under the laws of the State of Montana.

Section I.3 Principle Office.

The principle office shall be located in Great Falls, Montana. SRWG may have such other offices, within Montana, as the Board of Directors may designate or as the affairs of SRWG may require from time to time.

Section I.4 Organization Mission and Activities.

The mission of the Sun River Watershed Group is to provide education, financial resources, communication and project implementation for improving and protecting water quality, water conservation, instream flows and fisheries in the Sun River and its tributaries while also ensuring the long-term sustainability of the watershed's important agricultural community. The SRWG shall operate in a collaborative manner with landowners, agencies and members of the public. The SRWG shall operate as a non-profit, non-political, non-partisan and non-sectarian organization and function primarily for charitable, educational and scientific purposes.

The SRWG shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization that is tax-exempt under the provisions of section 501 (c)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE II

Membership, Board of Directors and Governance

Section II.1 Membership.

The Membership of the Sun River Watershed Group shall be comprised of individuals and organizations that have a vested interest in the health of the watershed and support the mission of the SRWG. They may or may not reside within the Sun River Watershed.

Section II.2 Membership Dues.

The Board may establish categories for memberships and annual dues.

Section II.3 Removal of Member.

Members whose actions demonstrate positions contrary to the goals and purposes of the SRWG may be removed from membership by vote of the Board.

Section II.4 Compensation of Members.

Members and Board members shall not receive compensation for their services as such, although may be eligible to be compensated for expenses incurred on behalf of SRWG. The Executive Committee shall approve this compensation prior to the expenses being incurred, and the member seeking compensation may not vote on any such decision.

Section II.5 Board of Directors.

The Board of Directors (the "Board") of the SRWG shall be comprised of up to 12 individuals elected from the Membership. The Board shall be responsible for governing the organization, including being involved in planning, budgeting, financial management, communication, project implementation and establishment of working committees. Board members are expected to be familiar with and adhere to the SRWG Board Responsibilities document dated December 17, 2018. Three positions on the Board will be reserved for representatives of the three local conservation districts: Cascade, Lewis and Clark and Teton. Employees and paid consultants of SRWG are not eligible for the Board.

Section II.6 Officers and Executive Committee.

The Officers shall be comprised of a Chairperson, Vice Chairperson and Treasurer-Secretary. The Executive Committee shall be comprised of the Officers and one at-large member of the Board. The Officers shall be members of the Board. Responsibilities of the Officers are:

Chairperson of the Board

The Chairperson shall be the general executive officer of the SRWG and shall preside at all meetings of the Board. The Chairperson shall be the immediate supervisor of the SRWG's Coordinator. The Chairperson may sign, with any other authorized officer of SRWG, any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed as well as other documents as described in the SRWG Financial Policy.

Vice-Chairperson of the Board

The Vice-Chairperson shall serve in the absence or inability of the Chairperson to act in the general administration of the SRWG. The Vice-Chairperson shall perform additional duties as assigned by the Chairperson and Board. The Vice-Chairperson may sign documents that the Board has authorized to be executed and as described in the approved SRWG Financial Policy.

Secretary-Treasurer of the Board.

The Secretary-Treasurer shall maintain and circulate minutes of all meetings of the Board, or delegate this task to the Coordinator. The Secretary-Treasurer shall be the chief Financial Officer of the SRWG and monitor and periodically report on SRWG's accounts and fiscal health, with support from the Coordinator. The Secretary-Treasurer, along with the Coordinator, shall submit an annual Annual Financial Report (AFR) to the Board and membership at the SRWG's annual meeting and make all necessary filings when due with the Internal Revenue Service and state and local authorities. The Secretary-Treasurer may sign documents that the Board has authorized to be executed and as described in the approved SRWG Financial Policy.

Section II.7 Committees.

The Board or Chair may establish working committees comprised of members and cooperators in furtherance of the SRWG's mission.

Section II.8 Staff.

The Board can choose to hire a Coordinator or other staff to carry out the mission of the organization (See "Article V"). The Coordinator may not be a member of the Board.

ARTICLE III

Elections and Terms of Office of the Board

Section III.1 Election timing.

The Board and Executive Committee shall be elected at the first Board meeting of the SRWG each year. Additional elections may be held as needed if agreed to by a majority vote of the Board.

Section III.2 Election Nominations.

Nominations for the Board and Executive Committee should be submitted to the Secretary/Treasurer no later than 30 days prior to a regular meeting of the Board of Directors. The Secretary/Treasurer should notify the Board of nominations no later than 14 days before the Board meeting. Nominations may also occur at a Board meeting subject to a majority vote of Board members present.

Section III.3 Term of Service.

The terms of the Board and Executive Committee are two years. There is no limit on the number of terms that can be served. The Board may choose to stagger the terms of the Executive Committee.

Section III.4 Removal of Board Member.

A Board member may be removed for cause by a two-thirds vote of the Board when a quorum is present. The Board member subject to removal shall have an opportunity to be present and heard at meetings where removal is considered.

Section III.5 Vacancies of the Board.

The Board may choose to fill vacancies through appointment when a member steps down before his or her term expires. The appointed member shall serve the remaining term of the vacated member.

ARTICLE IV

Membership and Board Meetings and Board Voting

Section IV.1 Annual Membership Meeting.

An annual membership meeting shall be held in January of each year for the purpose of informing the membership of the past, significant activities of the SRWG, plans for the upcoming year, or providing an educational forum on an issue relevant to the SRWG. The timing of this meeting may be altered by a majority vote of the Board.

Section IV.2 Board Meetings.

The Board should meet quarterly. Board members can participate by phone or electronically if unable to attend in person, but may not appoint a proxy.

Section IV.3 Special Meetings.

The Executive Committee or Chairperson can call for special meetings of the Board or Membership.

Section IV.4 Notice of Meetings.

Written notice, including electronic communication, for any annual, regular, or special meeting called by the Board or Chairperson should occur not less than 10 days before the meeting date. The purpose of the meeting shall be detailed in the notice.

Section IV.5 Votes of Executive Committee.

Votes by the Executive Committee require the participation of three Executive Committee members for a quorum. A vote of the majority of the Executive Committee members in attendance, or participating in the vote by email, when a quorum is present shall be an act of the Executive Committee.

Section IV.6 Votes of the Board.

The presence of two-thirds of the Board members shall represent a quorum for the transaction of business at any meeting of the Board. A vote of the majority of the Board members in attendance at a meeting, or participating in the vote by email, at which a quorum is present shall be the act of the Board. If a quorum is not present, a special meeting may be called by the Chairperson or votes may be made via email. In the event of a tie vote, the Chairperson may elect to request an additional vote on the

subject after further discussion or may elect to postpone the vote until the next board meeting.

Section IV.8 Written Consent.

Any action required or permitted to be taken at a meeting of the Board or any committee thereof may be taken without a meeting if consent in writing (including by e-mail), setting forth the action is so taken by a majority of the Board. Such consent shall have the same force and effect as a vote of the Board occurring at a meeting. Such consent shall be entered into the board record if returned to the Secretary within three business days.

ARTICLE V
Staff

The Board may hire a Coordinator to see to the day-to-day business of the SRWG, including administration, fundraising, communication, planning and project implementation. The Chairperson will oversee the Coordinator and provide performance evaluations as required. The Board may hire additional staff or consultants to aid the Coordinator in the discharge of his or her duties. Guidelines for the employees will be outlined in a separate document.

ARTICLE VI
Personal Liability and Indemnification of Members, Board, Staff and Corporation

Section VI.1 Liability of Members, Board, and Staff.

The Membership, Board, and Staff shall not be personally liable for any debt, liability or obligation of the SRWG. All persons, corporations or other entities extending credit to, contracting with, or making any claim against the SRWG may look only to the funds and property of the SRWG for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the SRWG.

Section VI.2 Indemnification of Members, Board, and Staff.

SRWG shall indemnify each person formerly, now or hereafter elected or appointed a Board member, Officer, Employee or Agent of SRWG against all expense reasonably incurred or paid by him or her in connection with the defense or disposition of any actual or threatened claim, action, suit or legal or administrative proceeding in which he or she may be involved as a party or otherwise by reason of having served in any such capacity, or by reason of any action or omission or alleged action or omission (including those antedating the adoption of this article) by him or her while serving in any such capacity; except for expense incurred or paid by him or her 1.) with respect to any matter as to which he or she shall have been adjudicated in any

proceeding not to have acted in reasonable belief that his or her action was in the best interests of the Corporation, or, 2.) which SRWG shall be prohibited by law or order of any court of competent jurisdiction from indemnifying. No matter disposed of by settlement or entry of a consent decree, nor a judgment of conviction or the entry of any plea in a criminal proceeding shall of itself be deemed an adjudication of not having acted in the reasonable belief that the action taken or enacted is in the best interests of SRWG. The term "expense" shall include, without limitation, settlements or attorneys fees, costs, judgments, fines, penalties and other payments. The rights of indemnification herein provided for shall be in addition to any other right which any person may have or obtain; shall continue as to any person who has ceased to be such trustee, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of any such person.

ARTICLE VII **Conflicts of Interest**

Section VII.1 Eligibility.

Elected members of the Board and members of their immediate families shall not be eligible for any paid positions in the SRWG.

Section VII.2 Disclosure of Conflicts of Interest.

Board members, staff and other officials of the SRWG have an affirmative obligation to reveal to the Board any possible conflicts of interest relating to policies, goals and operations of the SRWG, including but not limited to financial or policy interests inuring to the Board member or any member of his or her family. Directors shall propose to the Board how they will separate themselves from any conflict interest for approval by the majority of the Board.

ARTICLE VIII **Dissolution**

On dissolution of the Sun River Watershed Group, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, distribute all property of the corporation, from whatever sources arising, to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or any comparable section then in effect.

ARTICLE IX **Fiscal Year**

The fiscal year of the corporation follow the calendar year, unless otherwise designated by the Board of Directors.

ARTICLE X
Amendments to Bylaws

Except as may be otherwise required by law, the Articles of Organization or these bylaws, may be altered, amended or repealed and new bylaws be adopted by a majority of the Board of Directors present at any regular meeting when a quorum is present or at any special meeting of the Board, if at least thirty (30) days written notice is given to each member of the Board of intention to alter, amend or repeal, or to adopt new bylaws at such meetings.

ARTICLE XI
Saving Clause

Any portion of these bylaws found to be contrary to law shall not invalidate the other portions.

IN WITNESS WHEREOF, These Bylaws of the Sun River Watershed Group have been officially amended by a two-thirds or greater majority of the Board of Directors of the Sun River Watershed Group this _____ day of _____, 2019.

, Chairperson

, Vice Chairperson

ATTEST: _____
, Secretary-Treasurer