

**BYLAWS
OF
THE METHOW WATERSHED COUNCIL**

ARTICLE I. MEMBERSHIP

1.1 Members defined: Members/directors shall be selected by the three initiating governments (Methow Valley Irrigation District, Town of Twisp, and Okanogan County). Membership in the Methow Watershed Council (MWC) shall also constitute selection as a director of the Board of Directors of the Methow Watershed Council. The board of directors shall be comprised of nine (9) residents who are registered voters in Okanogan County. At the end of January after the initial board had been selected, position one and two shall either be reappointed or a new member appointed by a simple majority vote the three initiating governments. Position three and four shall be either reappointed or a new member appointed by the three initiating governments at the end of January of the second year after initial appointment of the board of directors. Positions five, and six shall be either reappointed or a new member appointed by the three initiating government's at the end of January of the third year after initial appointment of the board. Position seven (7) will be a permanent position held by Methow Valley Irrigation District, position eight (8) will be a permanent position held by the Town of Twisp, and position nine (9) will be a permanent position held by Okanogan County.

1.2 Diversity of Membership: The three initiating governments shall select members of the Methow Watershed Council positions one through six in a manner that insures the MWC includes "a wide range of water resource interests" as required by RCW 90.82.060.

1.3 Meetings: The time and place of meetings of the board of directors shall be published in the local newspapers. All meetings shall be open to the public.

ARTICLE II. BOARD OF DIRECTORS

2.1 Organization: The Methow Watershed Council board of director meetings and any other meetings held in behalf of the watershed council shall operate under Robert's Rules of Order on Parliamentary Procedure, 9th edition, edited by Scott & Foresman. After selection, the board of directors shall elect a chair person and vice chairperson. These officers shall be elected by the board during the first meeting of each calendar year. Secretarial duties shall be the responsibility of a paid secretary/treasurer/administrator. Minutes will be kept and made available. The MWC will recognize and meet the requirements of RCW 90.82 that enacted watershed planning

2.2 Three permanent positions will reside on the Board, Position seven (7) Methow Valley Irrigation District, position eight (8) the Town of Twisp, and position nine (9) Okanogan County. One director shall be selected from each of three areas: the upper

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Methow Valley (position one defined by Township line 35N to the northern extent of WRIA 48), the middle Methow Valley (position three defined by Township line 33N to Township 35N line) and the lower Methow Valley (position five defined as Township line 33N to the southern extent of WRIA 48). There will be three at-large directors (positions two, four, and six) from anywhere in WRIA 48. This selection process shall be reviewed annually, or as necessary.

2.3 A quorum will be five (5) directors. No business shall be conducted without a quorum. During a quorum only vote, all directors will vote. Ties will be tabled until the next meeting. Any director position that misses three unexcused consecutive meetings, as determined by the Chair may be replaced by the three initiating governments in consultation with the MWC in a regular meeting.

2.4 Duties of Members/ Directors: The directors will implement the Methow Basin Watershed Plan, recognizing the philosophy of the plan such as: preserve agriculture, protect existing water rights, develop Aquifer Storage and Recovery (ASR) projects, revise the existing basin plan (WAC 173-548) as it pertains to the 2cfs reservation for domestic and municipal development, agricultural water, and to slow the progress of water as it moves toward the Columbia River.

2.5 Directors shall serve without compensation, except for reimbursement for required expenses such as travel, printing, supplies etc, as the funding source allows.

2.6 The board of directors may delegate its authority to one or more of the directors and/or officers of the council, as it deems necessary or appropriate for the carrying out of the objectives of the council.

2.7 In the event of an officer (chair, vice chair) vacancy on the board of directors the remaining directors by majority vote of the directors present may elect a successor to fill the unexpired term.

ARTICLE III. OFFICERS

3.1 The chairman shall be the chief executive officer of the council, and shall preside over meetings of the board. The chairman and Lead Agency may sign deeds, mortgages, bonds, contracts or other legal or financial instruments after being expressly authorized by the board. Both the chairman and the Lead Agency must sign and such documents.

3.2 The vice-chairman shall serve in the capacity of chairman during the absence of the chairman.

3.3 It shall be the duty of the secretary/administrator (SA) to keep minutes of all meetings of the board of directors. The SA shall also provide additional administrative services when requested by the board of directors. These services may include: Research, grant writing, data base management and public notification. Minutes from all board of director meetings will be kept on file with the designated Lead Agency.

3.4 The Lead Agency shall have the care and custody of and be responsible for all records of funds of the MWC.

3.5 Checks from any bank account of the MWC shall be signed by the Lead Agency and the Chairman.

ARTICLE IV. MEETINGS

4.1 Meetings of the board of directors shall be open to the public. The time and place of meetings will be published in the local newspapers. Meetings will be held at least every other month. However, the frequency of meetings will be dependent on the amount of work anticipated by the board. All meetings of the board are open and public and all persons are permitted to attend any meeting of the board, except as otherwise provided in the Open Public Meetings Act, chapter 42.30 RCW. The board may hold an executive session during a regular meeting which may be called by the chairperson or a majority of voting board members present. No official actions will be taken at executive sessions. Executive sessions may deal only with matters authorized by RCW 42.30.110.

4.2 Special meetings shall conform to Washington State Law as it pertains to RCW 42.30.080.

4.3 Members of the board of directors or any committee designated by the board may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

4.4 A Director of the MWC present at a Board meeting at which action on any MWC matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting.

ARTICLE V. CONTROL OF FUNDS

5.1 The Lead Agency, with authorization of the Board of Directors, shall have exclusive control and power over all grants, contributions and other financial assistance made to or by the MWC, all of which must be in furtherance of the MWC's purposes.

5.2 The Board of Directors shall have the power to make grants, receive contributions, donations and other financial assistance. Subject to the purpose and intent of the grant(s) (i.e. contracts), contributions, donations, or other financial assistance, the Lead Agency with authorization from the Board of Directors shall administer those funds to the intent and purpose of those monies. The Board of Directors may refuse to make any grants, receive contributions, donations, or other financial assistance. The Board of Directors may at any time exercise its right to withdraw approval of funds to a project, subject to the conditions of a contract.

ARTICLE VI. INDEMNIFICATION

6.1 All directors, officers, and agents shall have rights to indemnification.

ARTICLE VII. AMENDMENTS

7.1 These bylaws may be altered, amended, or repealed by majority vote (as outlined in Roberts Rules of Order on Parliamentary Procedure, 9th edition, edited by Scott & Foresman) of the directors present, at any regular meeting or any special meeting at which a quorum is present, provided that the notice of the meeting did state any proposal to amend these bylaws.

ARTICLE VIII. CONTRACTS, ETC.

8.1 The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the MWC. Such authority may be general or confined to specific instances.

8.2 The MWC shall not borrow money and no evidences of indebtedness shall be issued in its name. Such authority may be general or confined to specific instances. No loans shall be made and no credit shall be granted by the MWC to any of its members, directors, or officers.

8.3 All funds of the MWC shall be held with the Lead Agency.

ARTICLE IX. ADMINISTRATIVE PROVISIONS

9.1 The MWC shall keep at its principal or registered office or in possession of current secretary, copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board of Directors, and any minutes which may be maintained by committees of the Board of Directors; records of the name and address and class, if applicable, of each director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. Copies of all such documents shall also be kept by the Lead Agency. All books and records of the MWC shall be open at any reasonable time to inspection by any director or authorized individual.

ARTICLE X. ENABLING LEGISLATION

10.1 The approved watershed plan requires all positions on the Board to be filled by the public election process. Public elections will be held within one year after enabling legislation is available defined under RCW 90.82.

The foregoing Bylaws were adopted by the Board of Directors on: May 30, 2007.

Methow Watershed Council Bylaws

Print Name	Signature
Katharine Bill	
Greg Knott	
Mike Fort	
Vicky Welch	
Ray Campbell	
Marty Williams	
Tim Johnson, MVID	
Nate Wehmeyer, Okanogan County	
Vern Nations, Town of Twisp	