

**AMENDED AND RESTATED BYLAWS
OF
THE METHOW WATERSHED COUNCIL**

ARTICLE I. MEMBERSHIP

1.1 Membership defined: The Methow Watershed Council (MWC) shall be comprised of three (3) representatives of the Initiating Governments and six (6) citizens residing within WRIA 48 who are registered voters in Okanogan County.

The Initiating Governments (IGs) shall hold three permanent positions on the MWC: Position 7 – Town of Winthrop; Position 8 – Town of Twisp; and Position 9 – Okanogan County.

One citizen member shall be selected from residents of each of three geographic areas in the Methow Valley: Position 1 – the upper Methow Valley (defined by Township line 35 N. to the northern extent of WRIA 48); Position 3 – the middle Methow Valley (defined by Township line 33 N. to Township line 35N.); and Position 5 – the lower Methow Valley (defined by Township line 33N. to the southern extent of WRIA 48). There will be three at-large members, Positions 2, 4, and 6, from anywhere in WRIA 48.

This selection process shall be reviewed annually, or as necessary. The citizen members shall be selected by the current MWC members and approved by the IGs.

1.2 Term Limits Defined: Term limits for citizen members shall be three years. During the first meeting of calendar year 2018, Positions 1 and 2 shall either be reappointed or a new member(s) selected by the MWC and approved by the IGs. Positions 3 and 4 shall either be reappointed or a new member(s) selected by the MWC and approved by the IGs at the first council meeting of 2019. Positions 5 and 6 shall either be reappointed or a new member(s) selected by the MWC and approved by the IGs at the first council meeting of 2020. Thereafter positions will be filled using the rotation established above.

1.3 Diversity of Membership: In addition to selecting their own representatives, the IGs shall select and/or approve members of the MWC Positions 1 through 6 in a manner that ensures the MWC includes a wide range of water resource interests representative of the spectrum of water users in WRIA 48.

ARTICLE II. ADMINISTRATION

2.1 Organization: MWC meetings and any other meetings, including those of the IGs held on behalf of the MWC, shall operate under Robert's Rules of Order on Parliamentary Procedure, 11th edition, edited by Scott & Foresman.

2.2 A quorum will be five (5) members. No business shall be conducted without a quorum. Ties will be tabled until the next meeting.

2.3 Any member that misses three consecutive unexcused meetings, as determined by the chair, may be replaced by the MWC, with the approval of their appointment by the IGs.

2.4 Duties: The MWC will implement the Methow Basin Watershed Plan. The members will attend MWC meetings, review information and data related to watershed planning, and identify and conduct specific actions related to watershed plan implementation. Members shall conduct themselves in a professional, courteous and respectful manner.

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

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

2.7 In the event of an officer vacancy on the MWC, the remaining members, by majority vote of the members present at the meeting, may elect a successor to fill the unexpired term. The vote must be conducted during a meeting of the MWC where advance notice of the intent to elect an officer has been issued and quorum is met.

ARTICLE III. OFFICERS

3.1 Officers of the MWC shall be a chairperson and vice-chairperson. These officers shall be elected by the MWC during the first meeting of each calendar year.

3.2 The chairperson shall be the chief executive officer of the council and shall preside over meetings of the MWC. The chair has the authority to appoint committees, task forces and technical advisors, provided there is no objection from the council.

3.3 The vice-chairperson shall serve in the capacity of chairperson during the absence of the chairperson at a regular or special meeting.

3.4 Secretarial duties shall be the responsibility of a paid secretary/administrator (SA) as funding allows. It shall be the duty of the SA to keep minutes of all meetings of the MWC. Minutes will be kept on file with the Methow Watershed Council and made available to the public. The SA shall also provide additional administrative services when requested by the MWC; these services may include: research, grant writing, data base management and public notification.

ARTICLE IV. MEETINGS

4.1 All meetings of the MWC, excluding executive sessions, shall be open to the public. The time and place of regularly scheduled meetings and special meetings will be published in the local newspapers or other widely available public media. 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 MWC.

4.2 The MWC may hold an executive session, provided that the chair gives notice of the intent to hold said executive session at least one week in advance. No official actions will be taken at executive sessions.

4.3 The chairperson has the authority to call a special meeting; notice to councilmembers and the public must be provided at least one week in advance

4.4 Members of the MWC, or any committee designated by the MWC, may participate in a meeting of such MWC or committee by means of a conference telephone or similar electronic communications equipment whereby 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. The MWC shall make equipment available (upon request by a councilmember) for conference calls. Failure of the MWC to make the conferencing equipment available upon request shall not be cause for a member to miss a meeting.

4.5 If a councilmember cannot attend a regular or special meeting, the use of a proxy in their stead is prohibited, unless it is an official alternate of the IGs.

ARTICLE V. CONTROL OF FUNDS

5.1 The Methow Watershed Foundation (MWF), acting under the direction of the MWC, shall manage all grants, contributions and other financial assistance, all of which must be in furtherance of the MWC's purposes. The MWF chairperson may sign contracts or other legal or financial instruments only after being expressly authorized by the MWC. The MWF may not seek funds that obligate the MWC in any way without prior council authorization.

ARTICLE VI INDEMNIFICATION

6.1 To the fullest extent authorized by law, the personal liability of each MWC member for monetary damages for conduct as an MWC member, shall be eliminated. Each MWC member shall be indemnified and held harmless by the MWC, to the fullest extent permitted by law, from and against all expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon such person in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of being or having been an MWC member and shall be indemnified upon any reasonable settlement thereof.

ARTICLE VII AMENDMENTS

7.1 These bylaws may be altered, amended, or repealed by a 2/3 vote of the members present at any meeting at which quorum is present after previous notice of the proposed amendment(s) has been provided to members at least two weeks prior to the vote. The notice shall contain the precise wording of the proposed amendment, the current by-laws, the proposer's name and rationale for proposing the amendment.

ARTICLE VIII. CONTRACTS, ETC.

8.1 The MWC shall not sign any contracts, 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 or officers.

8.2 All funds of the MWC shall be held by the MWF, which shall utilize these funds under the direction of the MWC.

ARTICLE IX. ADMINISTRATIVE PROVISIONS

9.1 The current secretary/administrator of the MWC shall keep copies of the current Bylaws, minutes of the proceedings of its members, and any minutes which may be maintained by committees of the MWC, records of the name and address and position of each member and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the MWC shall be open at any reasonable time to inspection by any councilmember or member of the public.

The foregoing Amended and Restated Bylaws of the Methow Watershed Council supersede and replace in their entirety those certain Bylaws of the Methow Watershed Council adopted on February 28, 2017.

The foregoing Amended and Restated Bylaws were adopted by the Methow Watershed Council on: May 17, 2018.

Print Name	Signature
Andy Hover	
Dick Ewing	
William Beckman	
Travis Thornton	
Ashley Thrasher	
MICHAEL FORT	
Greg Knott	
Bill Elder	
Bob By-Moody	