



AGENDA

The Watershed Center
BOARD MEETING
2:00-4:00 pm, April 18th, 2023

Hybrid Meeting

In person at Left Hand Water District
6800 Nimbus Road, Longmont 80503

OR zoom

<https://us02web.zoom.us/j/6688242485>

Welcome & Introductions	All	2:00 PM
Board Minute approval (Mar)	Christopher Smith	2:10 PM
Education & Community Program Update	Maria Pezza	2:15 PM
Bylaws Amendments	Jessie Olson	2:40 PM
Grants update	Yana & Jessie	3:00 PM
Q1 Work plan Accomplishments	Jessie Olson	3:15 PM
Partner Updates (as needed)	All	3:30 PM
Adjourn	Christopher Smith	4:00 PM

NOTE: The Watershed Center will make reasonable accommodation for individuals with known disabilities at meeting and events per our non-discrimination notice. Visitors needing accommodation are encouraged to contact any staff member to request such accommodation 48 hours in advance of such event.



04/12/2023

To: The Watershed Center Board of Directors

From: Jessie Olson, Executive Director

RE: April board meeting update

Meeting Minutes

Draft meeting minutes for March are attached (attachment 1) for review and approval

Board/Organizational Items

- Office Update: We've officially moved into the Fire District space! We have three staff working from the Fire District, and two at the Left Hand Water District offices. Yana and I continue to work from home, coming in for meetings. Montgomery Farm's Limit Impact Special Use application was submitted last month and we expect to get approval to proceed with renovations this summer.
- As discussed at our last board meeting, some of the updates to our organization goals and mission that were included in our strategic plan, require an amendment to our bylaws. The proposed changes are included in attachment 2.
- If any partners would like to provide updates at this meeting or a future meeting, please let me know. I've included a 15 minute timeslot for anyone interested at this meeting.
- We've just completed Q1 2023 and as a new format to board updates and to help the board track annual work plan progress, I will highlight the Q1 organizational accomplishments at the board meeting.

Fundraising

- We heard back from CWCB regarding our Wildfire Ready Watersheds application and they are supportive of the application. Based on comments, we will make some modifications and resubmit. We expect to receive a notice of award shortly thereafter.
- We will be applying to National Forest Foundation's (NFF) capacity grant this month. NFF is administrating USFS funds as a pass through to coalitions and partners participating in the Northern Colorado Fireshed. We also expect to receive a \$100,000 modification to our existing USFS agreement.
- We continue to support Left Hand Ditch Company in grant writing support. We submitted a Water Supply Reserve Fund grant on their behalf to install water-monitoring instrumentation.
- We submitted a proposal for the Boulder County 1A non-profit capacity funding. We expect to hear back soon and will provide an update at the board meeting.
- Staff are developing a donor stewardship plan as part of the annual work plan process and a mid-year fundraising campaign that we expect to launch in July.

Project and Program updates

1. Stewardship

- Staff are getting organized for the 2023 field season.

2. Science Program/Adaptive Management at Scale

- Staff continued discussions with Boulder County and City of Boulder and the Boulder County Fireshed regarding grassland monitoring. We will be developing outreach materials to help address public concern over grassland management and potentially begin development of a longer-term adaptive management process based off the St. Vrain Forest Health Partnership adaptive management process.
- Staff joined the New Zealand Mud Snail (NZMS) stakeholder group (lead by City of Boulder) after recent detections in St. Vrain Creek and identifying a need for basin-scale collaboration. Staff are developing a Collaborative NZMS Monitoring and Management Map in partnership with Boulder County, City of Boulder, City of Longmont, and Colorado Parks and Wildlife.
- Staff completed all data entry, QA/QC, and analysis from 2022 that will be included in the annual state of the watershed report.
- Staff completed a draft of the annual state of the watershed report and it is currently in internal review. Staff anticipate sharing the draft with partners this month and giving a board presentation next month.
- Staff continued discussion with partners (Colorado State Forest Service, BVLCD, CFRI) to continue to understand and plan for forest monitoring needs and update our monitoring plan.
- Staff continued coordination with speakers in advance of the annual collaborative workshop, which will take place on 5/11.
- Staff worked on updating the SVFHP adaptive management/guidance document and organizing a SVFHP Science Team meeting.
- Staff are starting a collaboration with Earth Lab at CU to analyze and report on UAV and LiDAR data about floodplain connectivity and help wrap up adaptive restoration. This collaboration will be used in the future to analyze other remote sensing data.
- Staff attended the Front Range Open Space Research Symposium this week.

3. Mines, Water Quality Monitoring & Analysis

- Monitoring
 - Monthly water quality data collection in upper Left Hand Watershed continues.
 - Staff continue preparing for new monthly water quality monitoring to assess pre-project conditions on South St. Vrain Creek ahead of the new stage 0 project downstream of the Lyons Quarry.
- Community Science
 - Staff and TU are hosting the first Adopt-a-Site volunteer training for Continuous Water Quality Monitoring this weekend; monitoring is slated to begin May 2023.
- Oversight
 - Staff are still waiting on CDPHE's Preliminary Adequacy review letter (originally expected by end of March 2023) for Gold Hill Mill. The application decision date is currently set for May 8. However, CDPHE expects that the operator will request to extend that date.
 - Staff continue oversight of Captain Jack and working with TAG advisor to review monthly progress reports.
 - Watershed Center and TAG advisor have a meeting scheduled later this month with CDPHE and EPA on treatability study updates since the Five-Year Review in 2022.

4. Fire recovery

- Staff are now planning for the 2023 stewardship and recovery needs and met with the Mountain

Ridge community to discuss potential for tree planting within the Cal Wood burn footprint.

5. Forest Program/St. Vrain Forest Health Partnership

- Staff are utilizing information gained during the SVFHP Operations planning meeting in March to further refine the partnership's 5-year scope of work and priorities.
- Staff submitted a comment letter for the second scoping period for the USFS second NEPA scoping period for the St. Vrain Forest Health Project.
- Forest program staff are beginning development of forest management plans on high priority project areas in the Raymond Riverside area.
- Forest program and community program staff attended the Colorado Wildland Fire Conference, and Fire Adapted Colorado neighborhood ambassador workshop this month.
- Staff are working with Boulder County and other partners to host a public meeting in advance of the forest mitigation work beginning as a part of the COSWAP grant.

6. Jamestown Fire Mitigation Project

- Jamestown project implementation continues.
- The professionally developed video will be shown at screenings in Lyons on April 15th and May 10th.

7. River Program

- We continue to refine the funding plan for the Camp St. Malo project. We are currently planning to submit an application to Wildfire Ready Watersheds to complete design and permitting work for the project. Following completion of that, we will pursue implementation funding. Cost estimates for this project came in at 1 million dollars.
- Staff are still working to prepare the RFP to hire a design-build team for the South St. Vrain project. Staff continue to have meetings with project stakeholders and landowners about the project and the next steps.

8. Watershed Education & Outreach

- Staff continue to work on outreach and planning tasks for the new EPA grant we recently received, including meeting with new and existing partners at schools and setting up the new grant.
- Teaching is underway for > 150 6th, 7th, and 8th grade Lyons students.
- Earth day events are planned for April 22nd. We will be participating in Longmont Museum Earth Day event and a Yellow Barn Farm planting event.
- Staff are actively planning a suite of community activities for 2023. Once finalized, we plan to advertise the offerings at once so folks can pick and choose what to attend.
- Maria will give an update at the board meeting regarding education and community programs.

9. Yampa Project

- Staff completed the draft final deliverable for the Yampa project (development of a stewardship program for Friends of the Yampa). Staff facilitated five stakeholder meetings in Steamboat this week to get feedback on the draft deliverable and begin the process of defining desired future conditions.

Attachments:

1. BOD March Meeting Minutes
2. Draft organization Bylaws redline document.

Attachment 1
Board meeting minutes



Board Minutes

March 28, 2023

Attendees

- Jessie Olson
- Monica Bortolini
- Kevin Peterson
- Jenny McCarty
- Kathy Peterson
- Tyler Scott
- Yana Sorokin
- Sue Schaffler
- Chris Smith
- Darren Beck
- Ken Lenarcic
- Dave Cosgrove
- Cat McIntyre

Welcome and Introductions

Chris called the meeting to order at 2:06 PM and went through introductions.

Board Minute Approval

Motion: Kathy moved, Jenny seconded, to approve minutes from the February 21st Meeting; the motion carried unanimously.

Draft 2023 Annual Plan

Yana presented the draft annual plan (see packet). Board members asked about how staff time is incorporated and Jessie explained that it is incorporated via quarterly goals and also backed by percent FTE allocated to each program based on annual budget.

Bylaws Amendment

Jessie presented draft bylaws amendment (see packet). She described that the process for amending bylaws is to first discuss the amendments at one meeting then adopt at the next meeting. As such, we will discuss changes this month and adopt them in April. Jessie reviewed proposed bylaws changes in track changes on screen share and will e-mail a copy to board members after the meeting for review.

Board members discussed potential changes to the “Agency Representation” section of the bylaws. Kathy asked about James Creek Watershed Initiative’s non-profit status and Jessie

agreed that we should double check their status. Chris suggested that we ask if Left Hand Ditch Company and James Creek Watershed Initiative want to consider switching from being voting BOD members to ex-officio board members and others agreed. Ken added that it would still be good to give James Creek Watershed Initiative some additional time to re-form as Roger request as a prior meeting. Chris highlighted that “Part E-1 Designation” states that an Agency/Entity without a designated representative within a specified period (see section for details) would not count against the quorum. Jessie incorporated new edits into the document to reflect participation from “other entities.”

Kevin asked about expanding board representation to reflect broader St. Vrain Basin, including Boulder Creek. Board members discussed pluses and minuses of expanding board representation. All agreed that the board is open to expansion if there are suggestions and to continue the conversation, potentially at a future strategic planning meeting.

Jessie continued reviewing edits and made additional edits in track changes.

Jessie is sending the edits after the BOD meeting and asked Board Members to send additional edits a week before the next Board Meeting.

Jenny asked if the bylaws would have a legal review. Board members noted that legal review occurred in the previous versions and that these recent changes are minor enough not to need additional legal review. Chris noted that bylaws tend to not change frequently and require legal review. Policies change more frequently.

Grants Update

Yana provided update on the Wildfire Ready Watersheds application and the WaterSmart grant application (see slides).

Jessie provided updated on settlement funding in the Town of Lyons and asked Dave for his thoughts on potential use of the funds on a project at Apple Valley. Dave responded that the Town of Lyons is interested discussing.

NEPA Second Scoping Update

Jessie noted that USFS incorporated many of the comments that we submitted and Maria sent an e-mail with information about the second comment period. The comment period is open until April 18th. Chris asked how USFS gets it out to the public and Jessie noted that it is posted in the newspaper.

Floodplain Map Update

Monica provided an update about Preliminary FIRMS. There are the floodplain maps that were developed by FEMA after the floods and are considered the best available floodplain mapping information for the County. The Preliminary FIRMS process has been held up for the entire County due to one area that is being appealed by private property owners on Left hand Creek

(see map from slides). Monica described that the 100 floodplain includes the floodway (conveyance area) combined with flood fringe. The issue that landowners have noted is that the new floodplain maps, which introduce the floodway, have more areas in the floodway compared to pre-flood maps. This led landowners to file an appeal. In response to questions, Monica described how topography and precipitation data are used in the analysis to create the maps. Monica described the importance of making the maps official (for example, because developers need this information) and that they cannot be official until the appeals are sorted. FEMA recently decided to make the maps official by taking the two appealed panels out of the Preliminary FIRMS and reissuing the Preliminary FIRMS to show the appeals that have been approved. As such, the 2012 floodplain data will continue to be used in only the two appealed panels until further analysis can be completed for those panels. Further analysis will include more detailed modeling including 2D modelling. Preliminary FIRMS will be made official for the County once a final letter of determination is completed. With this recent decision from FEMA, the Preliminary FIRMS process can proceed without being held up the two appeal panels.

Partner Updates

Kevin gave a high-level overview about OSCAR (Office of Sustainability, Climate Action, and Resilience) and his role. OSCAR has Nature-Based Climate Solutions Team and One Water Group. OSCAR formed as a department in 2020. OSCAR has a climate strategy group, a communications and engagement team, and a nature based climate solutions team. Kevin is in nature based climate solutions team, which has dual purpose of sequestering carbon while also buffering against other climate threats. Kevin described a few projects that he is working on, including a biochar pilot and invited all to join a demonstration hosted by one of the projects. Further discussion ensued about biochar.

Adjournment

Chris adjourned the meeting at 3:57 PM.

Attachment 2
Organizational Bylaws



Amended and Restated Bylaws of the Lefthand Watershed Oversight Group

Revised ~~November 2019~~XXXX

ARTICLE I: Name and Location

Section 1. The name of the corporation is the Lefthand Watershed Oversight Group (DBA ~~Left Hand Watershed Center, and referred to herein as the~~The Watershed Center).

Section 2. The Watershed Center is a stakeholder organization and a Colorado nonprofit association formed under and operated pursuant to the Colorado Revised Nonprofit Corporation Act, §§ 7-121-101, et seq., C.R.S.

Section 3. The principal office of The Watershed Center, at which the general business of the corporation will be transacted and at which the records will be kept, will be fixed by the decision of the corporation. Unless otherwise located, the offices of the Left Hand Water District, at 6800 Nimbus Road, Longmont, Colorado, 80503 will serve as a primary meeting location, and The Watershed Center's contact address will be P.O. Box 1074, Niwot, Colorado, 80544.

ARTICLE II: Geographical Boundary

~~The Watershed Center programs focus on assessing, protecting, and restoring Left Hand Creek Watershed and neighboring watersheds within Boulder County. In addition, The Watershed Center's programs and tools are transferable and scalable to various geographic extents and The Watershed Center provides consulting services outside the Boulder County geographic area. The Left Hand Creek watershed is comprised of the entire natural, topographical Left Hand Creek basin, beginning at Isabelle Glacier approximately 3 miles east of the Continental Divide and extending to Left Hand Creek's confluence with St. Vrain Creek near Longmont, Colorado. The watershed boundary includes Left Hand Creek, James Creek, Little James Creek, and all of their respective tributaries.~~

ARTICLE III: Mission

~~With roots in the Left Hand Watershed, the mission of The Watershed Center is to protect and restore watersheds for people and the environment using a collaborative and science based approach. The mission of the Watershed Center is to assess, protect, and restore Left Hand Watershed, and to serve as a resource for other watersheds using a collaborative, science-based approach.~~

ARTICLE IV: Goals

~~The Watershed Center works towards the following goals in pursuit of our mission:~~

- ~~1. **Science:** Use collaboration and the best available science to understand watershed conditions across ecosystems and the solutions needed to increase watershed resilience to climate change and other challenges.~~
- ~~2. **People:** Build a shared stewardship ethic among stakeholders, scientists, and community members through engagement, collaboration, outreach, and connection.~~

3. **Solutions:** Plan and implement cross-boundary projects that protect healthy ecosystems, mend impaired ecosystems, and prepare watersheds for the impacts of climate change.

~~In pursuit of its mission, The Watershed Center endeavors to:—~~

- ~~1.— Assess and monitor conditions in the watershed, in order to identify, prioritize, and facilitate the remediation of threats to water quality and watershed health.~~
- ~~2.— Build and sustain an effective watershed protection program that fosters open communication and cooperation among stakeholders, and serves the needs of landowners and other stakeholders, with strong public and financial support.~~
- ~~3.— Facilitate and lead watershed planning and implementation projects, consistent with applicable laws, property rights, water rights, local policies and procedures, management plans, and master plan guidance, in order to enhance water quality, ecological function, flood resilience, and the natural character of the watershed.~~
- ~~4.— Communicate water quality and watershed related information that increases the awareness of the public, property owners, stakeholders and local decision makers and promotes a stewardship ethic that improves the overall stream quality and long-term resilience within the watershed.~~

ARTICLE V: Operational Philosophy

In its actions, The Watershed Center will embody the spirit of cooperation and community involvement upon which the corporation was founded. In particular, ~~The Watershed Center~~ The Watershed Center will emphasize: voluntary participation with landowners and strategic watershed partners; a community-scale approach to its education and outreach; and collaborative coordination with other organizations, entities, agencies, and stakeholders involved in activities within the ~~Lefthand Creek watershed and in other watersheds~~, providing that any activities outside our watershed are consistent with maintaining the mission and viability of this organization. The Watershed Center will employ a Watershed Coordinator/Executive Director who will have the lead role in organizing The Watershed Center activities.

ARTICLE VI: Organization

Section 1. Board of Directors

- A. Number of Directors. The Board of Directors shall consist of a minimum of eight and a maximum of thirteen members.
- B. Agency Representation. The Board of Directors shall include a representative from each of the six following agencies: ~~Town of Lyons, the Town of Ward~~, the Town of Jamestown, the Left Hand Water District, Boulder County, the City of Longmont, and the Saint Vrain and Left Hand Water Conservancy District (Agency/Agencies). Such Agency representatives may be elected officials, employees, or appointees.
- C. Entity Representation. The Board of Directors shall include a representative from each of the two following entities: the Left Hand Ditch Company, and the James Creek Watershed Initiative. Such Entity representatives may be employees or appointees.
- D. Other Representation. The Board of Directors may select additional directors, up to the maximum

number as set forth herein, such additional directors to have either a demonstrated interest in watershed issues, such as residents of the watershed or recreational users of streams or reservoirs within the ~~local Left Hand Creek~~ watersheds, or individuals having technical or scientific expertise, that would be of assistance and value to The Watershed Center or individuals representing other entities with stakeholder interest in the watershed.

E. Miscellaneous:

1. Designation. Each entity or agency may duly designate or appoint its representative in writing. Upon resignation or Agency/Entity termination of a representative, the representative's Agency/Entity shall designate a replacement within 120 days. The Watershed Center shall provide the Agency/Entity with notice at 90 days regarding the need of the Agency/Entity to select a representative. Failure by the Agency/Entity to designate a representative within 120 from such resignation or termination shall constitute a waiver of such the right of the Agency/Entity to designate a representative and the absence of a designated representative from the Agency/Entity will not count against the number of Directors required to constitute quorum, as such is defined herein. The Agency/Entity may be reinstated on the Board of Directors as soon as a representative is designated. A simple majority of ~~Directors Board members~~ shall constitute a quorum. A quorum shall be sufficient to conduct an official Board meeting.
2. Use of Proxies. To avoid absences, voting members that are physically unable to attend a meeting, may call into the meeting or send in a written proxy. A Director in attendance of a meeting can only represent themselves and one proxy. A Director who is unable to attend may also fill out a signed proxy form with their vote on specific issues and send it to the Secretary of the Board prior to any Board meeting. Their written vote shall be counted like any other Director's vote unless the vote is unclear due to changes in a proposal after Board discussion in the Board meeting. Use of a proxy does count for determination of establishing a quorum.
3. Additional Members. As set forth in Section 1(D), above, the Board may select additional Directors, up to the maximum number of Directors as set forth in The Watershed Center's Articles of Incorporation.
4. Election and Term of Directors. Except for the Agency/Entity representatives designated as provided above, at each annual meeting of the Board of Directors, the Directors for the upcoming year shall be selected by a majority vote of the Directors. Except as provided herein, each Director who is not a representative of an Agency/Entity shall hold office until the next annual meeting and until his/her successor has been selected and qualified, or until death, resignation, or removal.
5. Ex-Officio Members. At the discretion of the Board, the Board may also formally recognize ex-officio non-voting Directors who are either local residents or representatives of various, local, federal and state entities/agencies that may have an interest in The Watershed Center and its activities. Such ex-officio members shall be formally appointed by the Board and shall serve as liaisons between The Watershed Center and such entities/agencies.
6. Resignation. Any Director may resign from the Board by submitting written notice to the Watershed Coordinator/Executive Director at least ten (10) days prior to the next regularly

scheduled Board meeting.

7. Vacancies. Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

F. Meetings.

1. The meetings of the Board of Directors shall be held at the office of the Corporation as designated by adopted resolution of the Board of Directors, unless all the Directors shall agree to the holding of or approve the minutes of a meeting held elsewhere.
2. A regular meeting of the Board of Directors will be held at a time and place established by the Board.
3. Special meetings may be announced by The Watershed Center Staff at the request of a quorum of the Board. The purpose of a special meeting shall be stated in the announcement. Except in cases of emergency, at least five (5) days notice shall be given before a special meeting is scheduled.
4. All actions, recommendations and decisions made by the Board must be approved at an official Board meeting, by a simple majority of the ~~active Board members~~Directors present.
5. All scheduled Board meeting dates, times and locations shall be disseminated via email at least five (5) days prior to each such meeting, announced on the official The Watershed Center website when it is operational, and listed in The Watershed Center newsletters if available. All Board meetings shall be open to the public. However, the Board may exercise its right to exclude the public when the Board deems it to be in the best interest of the Corporation.
6. Meetings of the Board of Directors shall be presided over by the President, or in their absence, the Vice President.
7. Upon prior communication with the Watershed Coordinator/Executive Director, Directors may attend meetings by teleconference or other electronic means as the same are approved by the Board of Directors. A director may attend a meeting by telephone or electronically when the necessary equipment is available. When attending a meeting by telephone or electronically, a director shall be entitled to vote on all matters, and the director's attendance by telephone shall count towards quorum.

G. Powers. Subject to the applicable laws of Colorado and any express limitations contained within the Articles of Incorporation and these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

H. Duties of Directors. It shall be the duty of each Director to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Organization;
 3. Direct and oversee the Watershed Coordinator/Executive Director as described in Section 3 of this Article, below;
 4. Meet at such times and places as required by these Bylaws; and
 5. Register their address with the Watershed Coordinator/Executive Director, and notices of meetings mailed to such addresses shall be valid notices thereof.
- I. Compensation. No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By resolution adopted by the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board.

Section 2. Officers

A. Offices. The officers of the Organization shall be a President, a Vice President, a Secretary, and a Treasurer. Other officers provision may be determined from time to time by the Board of Directors.

B. Eligibility. Any current Director may serve as officer of this Corporation.

C. Election. The officers will be elected annually by the Board of Directors at the first meeting of the Board immediately following the annual election appointment of Board members. Each officer will serve a one-year term.

D. Removal/Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any time by a vote of a majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the officer affected at least 14 days previously.

Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provision of this Section shall be superseded by any conflicting terms of contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation

E. Filling of Vacancies. Any vacancies caused by the death, resignation, removal, disqualification, or otherwise, of an officer shall be filled by the Board of Directors at the next board meeting. If time is a factor, a special meeting of the board may be called to implement such actions. In the event of a vacancy of the President, such vacancy may be filled temporarily by the Vice President, and may use the Secretary or Treasurer as back up until the board is able to fill a vacancy.

F. Compensation. No compensation will be paid to any Officers for services as an Officer.

G. Duties of the President.

The President shall:

- Be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers.
- Perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
- Preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, they shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. The President may delegate certain duties to an employee or employees of the Corporation.

H. Duties of the Vice President.

The Vice President shall:

- Subject to the control of the Board of Directors, the Vice President shall supervise and control the affairs of the Corporation and the activities of the officers in the absence of the President or at the request of the President.
- Perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
Preside at all meetings of the Board of Directors in the absence of the President. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, they may, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

I. Duties of the Secretary.

The Secretary shall:

- Oversee the records of the Corporation including keeping of minutes of the proceedings of the Board of Directors, and issuing notice duly given in accordance with the provisions of these Bylaws or as required by law;
- Perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws or which may be prescribed from time to time by the Board of Directors.
- The Board of Directors may delegate certain duties of the Secretary to an employee or employees of the Corporation.

J. Duties of the Treasurer.

The Treasurer shall:

- Subject to the control of the Board of Directors, oversee and review the financial performance of the Corporation. Such oversight may include reviewing the books of account and financial records of the Corporation provided by employees or contractors, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- Perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of the Incorporation or by these Bylaws, which may be assigned to them from time to time by the Board of Directors.
- The Board of Directors may delegate certain duties of the Treasurer to an employee or employees of the Corporation.

Section 3. ~~Left Hand~~The Watershed Center Employee(s)

A. The Board shall have the authority to employ staff upon such terms and conditions and with such salary as the Board of Directors may determine from time to time. The Watershed Center has determined that it requires the services of a Watershed Coordinator/Executive Director. The Watershed Coordinator/Executive Director shall be an employee and shall work under the direction of the President and the Board. Other staff, if any, shall work under the direction of the Watershed Coordinator/Executive Director or another assigned staff member.

Section 4. Committees.

A. The Board, by resolution adopted by a majority of the Directors as constituted at that time, may constitute a committee or more than one committee, each of which shall have and may exercise such authority of the Board as may be set forth in said resolution. No such delegation of authority shall operate to relieve the Board of Directors or any Directors from any responsibility imposed by law.

A. The Watershed Center may have the following Committees:

Finance Committee: This committee will review finances, audit, budgets, and financial policies and procedures. The committee will consist of the treasurer and two voting members of the board to be appointed annually. In years when an audit is required, the committee will:

- Be responsible for determining the auditor selection criteria and proposal process for performing that process. The finance committee will recommend for approval to the full board the auditing firm identified through the proposal process.
- Review the audited financial statements and recommendations of the auditor, as well as management's response to the recommendations. The finance committee will present the audit to the Board of Directors with a recommendation to accept the audit.

Executive Committee: This committee will (on an as-needed basis) review/develop/edit employee handbooks, revise bylaws, assist with employee issues, provide annual performance review for the watershed coordinator/executive director, review organizational policies and provide recommendations. The committee will consist of the Board officers and other members as needed or approved. Meet at needed regarding policies, handbook updates, etc.

Funding and Outreach: This committee will (on an as-needed basis) manage education, outreach, and fundraising activities related to Goal 2 and 4 in Article IV of these Bylaws. Members of this committee will assist in the development of educational and publicity programs, and will oversee the production informational handouts, displays, and reports produced on behalf of the The Watershed Center. This committee will also manage fundraising activities related to plans and projects, outreach activities, and other operations of the The Watershed Center. Members of this committee will assist in the application for local, state, and federal grants and privately donated monies. Members of the committee may include

members of Board of Directors and/or interested members of the public and/or other stakeholders.

Project and Planning Committees: Project Committees will be organized by the Board as needed for the oversight and review of the procurement, commencement, progress, and conclusion of specific projects or plans that require the in-depth attention and guidance of The Watershed Center. Members of the committees may include members of Board of Directors and/or interested members of the public and/or other stakeholders.

- Members of this committee will assist in the review and development of watershed plans, and will oversee the dissemination of and comment opportunities on these priorities and plans.
- Members of this committee will oversee and monitor the scientific activities of The Watershed Center, address source water assessment strategies, and develop and oversee the management of all monitoring programs, data management systems, and information resources for The Watershed Center. All publications developed by this committee shall be subject to review by the Outreach Committee and approval by the Board prior to distribution.

ARTICLE VII: Execution of Deposits and Funds

Section 1. The Board of Directors, except as otherwise provided in these Bylaws, may by duly adopted resolution, authorize any officer, agent, or employee of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Organization shall be signed by the Watershed Coordinator, Treasurer or Board President.

Section 3. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise which is in conformity with purpose of this Corporation, as such is stated in the Corporation's Articles of Incorporation and these Bylaws and which does not conflict with or jeopardize this Corporation's non-profit status.

ARTICLE VIII. Corporate Records and Reports

Section 1. The Corporation shall keep at its principal office or other designated location:

- (a) Minutes of all meetings
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts, of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its Board members.

(d) Copies of the current Articles of Incorporation and Bylaws as each may be amended and restated, which shall be open to inspection at all reasonable times during office hours.

Section 2. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind, and to inspect the physical properties, if any, of the Corporation.

Section 3. The Board shall cause any annual or periodic report required under law to be prepared and delivered to the appropriate office of this state within the time limits set by law.

ARTICLE IX. IRS 501 (c) (3) Tax Exemption Provisions

Section 1. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provide by Section 501 (h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt for federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue code.

Section 2. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributed to, its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered, to the extent authorized by the Board of Directors, to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of this Corporation.

Section 3. Upon the dissolution of this Corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provision of the laws of this state.

Section 4. In any taxable year in which this Corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self- dealing as defined in Section 4941 (d) of the Internal Revenue code; 3) shall not retain any excess business holding as defined in Section 4943 (c) of the Internal Revenue code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

ARTICLE X. Personal Liability

The Directors, officers, Watershed Coordinator/Executive Director, or other members in the Corporation

shall not be personally liable for any debt liability or obligation of the Corporation. All persons, organizations or other entities extending credit to, contracting with, or making any claim against the Corporation may look only to the funds and property of the Corporation 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 Corporation.

ARTICLE XII. Indemnification of Directors, Officers, Staff, and Volunteers

As outlined in the Articles of Incorporation, the Corporation will have the power to indemnify and hold harmless any Director, officer, employee, or volunteer from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as Director, officer, employee or volunteer (except in cases involving willful misconduct). The Corporation will have the power to purchase or procure insurance for such purposes.

ARTICLE XIII: Amendment of Bylaws

These bylaws may be amended by action of the Board at any duly called regular or special meeting of the Board, provided the amendment has been recommended and submitted in writing at the previous Board meeting and included in the minutes of that meeting, and the consideration of an amendment to the bylaws is included on the publicly posted agenda for the meeting in which it is to be considered.