

**BYLAWS OF CARMEL RIVER WATERSHED CONSERVANCY
as of August 20, 2019**

A California Nonprofit Public Benefit Corporation

ARTICLE I

The name of this corporation is Carmel River Watershed Conservancy.

ARTICLE II

2.1 **Charitable Purposes.** The purposes of this corporation are:

1. The primary mission of the Carmel River Watershed Conservancy is protection of the natural resources that form the Carmel River Watershed.

2. To promote community education, science, and research in the conservation and protection of the Carmel River Watershed and to work with local, state and federal agencies for improved management of the Carmel River Watershed.

2.2 **Non-Partisan Activities.** This corporation is organized under the California Nonprofit Public Benefit Corporation Law for the public purposes described above and it shall be nonprofit and nonpartisan.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in internal Revenue Code section 501 (h); this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be earned on by a corporation exempt from federal income tax under Internal Revenue Code section 501 (c)(3) or the corresponding provision of any future United States internal revenue law, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

2.3 **Dedication of Property.** The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which" is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c) (3) or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III

Principal Office

The principal office of the corporation for its transaction of business is subject to change from time to time. Presently, the official office is at 225 Crossroads Blvd, Suite 322, Carmel CA 93923.

ARTICLE IV **No Members**

This corporation shall have no members.

ARTICLE V

Directors

1. **Number.** The Board of Directors shall consist of at least seven (7) but no more than eleven (11) directors until changed by amendment to these bylaws. The exact numbers of directors shall be fixed within those limits, by resolution adopted by the Board of Directors.
2. **Qualifications.** The directors of the corporation shall be natural persons who are residents of Monterey County, California or otherwise interested in advancing the purposes of the corporation.
3. **Restriction on Interested Persons as Directors.** No more than 49 percent of the persons serving on the board may be interested persons. An interested person is:

(a) Any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

4. **Term of Office.** It shall be the policy of the corporation that directors serve four year terms.
5. **Nomination.** Any person qualified to be a director under Section 5.2 above may be nominated by the method described in Section 7.2(d) or by any other method authorized by law.

6. **Election**. Directors shall be elected at the June meeting of the Board of Directors as provided by Section 7.3 of these Bylaws. The candidates receiving the highest number of votes up to the number of directors to be elected are elected. Long-serving directors may be designated by the Board as a “Director Emeritus” and may attend board meetings as they choose; however, they serve as ex-officio non-voting members.
7. **Compensation**. The directors shall serve without compensation except that they shall be allowed and paid such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable. In the case of the president or any director acting as the Executive Officer of the corporation, the Treasurer is authorized to reimburse any expenses up to \$500.00 per month. Expenses in excess of this figure need to be pre-approved by the board.

5.8 **Meetings**.

- (a) **Location**. Meetings of the Board shall be held at such locations in the Carmel River Watershed or elsewhere as may be designated from time to time by the board.
- (b) **Regular Meetings**. It shall be the policy of the Board to hold quarterly meetings each year, with additional meetings to be convened, as needed to conduct the business of the Conservancy, by the President or a majority of the current Directors.
Notice of the time, date and proposed agenda shall be given by the Secretary to each director at least ten days prior to the meeting by first-class mail, telephone, facsimile or e-mail. Such notice shall also be posted on the Carmel River Watershed Conservancy's web site.

(c) **Special Meetings**. Special meetings of the Board may be called by the President, Vice President or the Secretary or any two directors. Special meetings shall be held on four days' notice by first class mail, telephone, facsimile or e-mail. Notice of the special meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without registering his or her protest prior to or at its commencement. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(d) **Quorum**. A majority of the authorized number of Directors entitled to vote constitutes a quorum of the Conservancy Board for the transaction of business. Acts or decisions done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law, by the Articles, or by Bylaws of the Corporation.

The affirmative vote of a majority of all the Directors in office shall be required for the following actions of the Board:

- (a) Amendment of the Bylaws,
- (b) Adoption of the annual budget for the Corporation.
- (c) Election of Officers and Board members.

(e) **Majority.** Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles or these Bylaws.

(f) **Chairman.** Any director selected by the directors present shall preside at meetings of the Board of Directors. The Secretary of the corporation, or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board.

(g) **Telephone.** Members of the Board of Directors may participate in a meeting through the use of conference telephones or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

(h) **Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place, if the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place shall be given prior to the directors who were not present at the time of the adjournment.

(i) **Attendance.** Attendance at all Board meetings is required. If a Director cannot attend a meeting he/she must contact the Secretary or a member of the Board. This must be done before the meeting takes place. A Director missing three consecutive meetings or a total of four meetings in a year without notification and a proxy statement shall be removed from the Board. When a Director is unable to attend, it is necessary to give a proxy statement to a fellow director attending the meeting. The proxy statement will enable Director to vote and to be counted towards forming a quorum. Notice and proxy may be sent via email, with a confirmation of receipt.

5.9 **Removal of Directors.** Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office.

10. **Resignation of Director.** Any director may resign effective on giving written notice to the President or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A director shall not resign where the corporation would then be left without a duly elected director or directors in charge of its affairs.

11. **Vacancies in the Board.** Vacancies on the Board of Directors shall exist on

the death, resignation, or removal of any director; whenever the number of directors authorized is increased; and on the failure of any election to elect the full number of directors authorized. Vacancies on the Board of Directors may be filled by a majority vote of the directors then in office whether or not less than a quorum, or by a sole remaining director.

ARTICLE VI

Officers

1. **Number and Title.** The officers of the corporation shall be a President, a Vice President, a Secretary, a Chief Financial Officer, a **Past President**, and such other officers with such titles and duties as shall be determined by the Board. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer shall serve concurrently as the President.
2. **Appointment.** The Board of Directors shall elect officers to serve one-year terms. An officer may be re-elected without limitation on the number of terms the officer may serve.

6.3 **Duties of officers.**

(a) **President** The President shall be the chief executive officer of the corporation. The President shall have such powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the corporation's business, and shall see that all resolutions and orders of the Board are carried into effect. The President shall be empowered to speak for, or otherwise represent the corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

(b) **Vice President** In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions of, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

(c) **Secretary.** The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall give notice of all meetings of the Board of Directors as required by the Bylaws or by law. The Secretary shall keep or have kept at the principal office of the Corporation a copy of the Articles of Incorporation and Bylaws, as amended to date. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

(d) **Chief Financial Officer** The Chief Financial Officer shall keep and

maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

The Chief Financial Officer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President and Directors, when requested, an account of all transactions as chief financial officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

If required by the Board, the Chief Financial Officer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement or removal from office.

6.4 **Resignation and Removal of Officers.** Any officer may resign at any time on written notice to the Corporation, without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause by the Board of Directors without prejudice to any rights of the officer under any contract of employment.

ARTICLE VII

Committees of Board of Directors

7.1 **Creation and Powers of Committees.** The Board of Directors may create an Executive Committee, a Nominating Committee and such other committees as it may from time to time to time determine. Any committee exercising any function of the Board shall be composed of two or more directors elected by a majority vote of the number of directors prescribed by the Board, or if no number is prescribed, of all directors in office at the time. Each committee shall have such authority as is delegated to it by the Board, provided, such delegation may not include any of the following:

- (a) Filling vacancies on the Board or on any committee that has the authority of the Board;
- (b) Fixing compensation of the directors for servicing on the Board or on any committee;
- (c) Amending or repealing bylaws or adopting new bylaws;
- (d) Amending or repealing any resolution of the Board that by its express terms is not so amendable or repealable;

(e) Creating any other committees of the Board or appointing the members of committees of the Board;

(f) Expending corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or

(g) Approving any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

(h) Taking any final action on any matter that under the California Nonprofit Public Benefit Corporation Law also requires approval of a majority of the Board.

2. **Meetings and Actions of Committees:** Except as otherwise provided herein, meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning other Board actions, except that the time for general meetings and the calling of special meetings may be set either by Board resolution or by resolution of the committee. Minutes of each meeting shall be kept and filed with the corporate records.
3. **Nominating Committee.** Within thirty (30) days after the April meeting of the Board of Directors a Nominating Committee of three (3) shall be appointed. This committee shall serve during the ensuing year and shall maintain a list of persons ready, willing and able to fill vacancies on the Board of Directors and vacancies among the officers. Such a list shall be made available to the Board as vacancies occur.

Nominations for Directors and officers shall be made at the May meeting of the Board of Directors, and such selection shall be immediately posted at the principal office of the Corporation in a conspicuous place. Voting for directors and officers shall be at the Board's June meeting, with the new directors and officers taking office at the July meeting. Nominations may be made from the floor for the election of both directors and officers, provided persons so nominated have consented to act if elected.

7.4 For the CRWC Board of Directors to take a position on legislative issues and/or ballot measures the matter must be clearly noticed on a regular agenda 5 days prior to the meeting and a 2/3 majority of those present must vote in favor of the position. Proxies from members not in attendance will not be allowed. Participation by conference telephone will be allowed.

7.5 For the CRWC Board of Directors to take a position on issues that are categorized as other than legislative or ballot measures, but requiring rapid response, a special meeting of the CRWC Board of Directors can be called within 7 days notice to address a time sensitive single-issue agenda. The CRWC position may be passed by a simple majority of those present. Proxies from members of the board not in attendance will not be allowed. Participation by telephone will not be allowed.

7.6 In the absence of a quorum, a hearing on any action item except legislative issues

and/or ballot measures may be conducted by a hearing panel of the Conservancy. The Hearing panel will consist of at least three (3) Board members. The composition of any Hearing Panel will be announced at or before any Board meeting. If there is a panel hearing, the Hearing Panel will take notes and prepare a minute item. Thereafter the meeting chair will on behalf of the Hearing Panel make recommendations to the full Conservancy Board for final action by individual telephone conversation after submitting the minutes or at a future date to be determined. The Hearing Panel will consider all information, such as a position paper and comments both verbal and submitted in writing, and will recommend an adoption of the resolution or decision to the full Board. The Board may adopt, modify, or reject the Hearing Panel's recommendation via E-mail vote.

7.7 **Roberts Rules of Order** In areas concerning the conduct of business in meetings not otherwise covered by these Bylaws, the most current version of Roberts Rules of order shall apply.

ARTICLE VIII

Indemnification

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Corporations Code 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in specific instances, expenses incurred by a person seeking indemnification under this section of these bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE IX

Insurance

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, to cover any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising from the officer's, director's, employee's or agent's status as such.

ARTICLE X
Corporate Records

The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its Board, and committees of the Board. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

ARTICLE XI

Adoption, Amendment and Repeal of Bylaws

These Bylaws may be adopted, amended or repealed by majority vote of the directors present at any Board meeting at which a quorum is present and voting. Amendments may be proposed at a regular or a special meeting called for that purpose and adopted at a subsequent Board meeting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Carmel River Watershed Conservancy, a California Nonprofit Public Benefit corporation, that the above bylaws, consisting of nine (9) pages, are the bylaws of this corporation as adopted by the board of directors on____
_____, 2019, and they have not been amended or modified since that date.

California

ATTACHMENT 1		
NAME	ADDRESS	TITLE
Lorin Letendre	26377 Rio Avenue, Carmel, CA 93923	Director and President
Michael Waxer	2095 Mendocino St, Seaside CA 93955	Director and Past President
Abbie Beane	42 Village Drive, Carmel Valley 93954	Director (and Executive Director)
Paul Bruno	603 Belavida Rd, Monterey CA 93940	Director and Vice President
Andy Magnasco	346 Ridge Way, Carmel Valley CA 93924	Director and Chief Financial Officer

Jenny Duggan	100 Campus Center-CSUMB Seaside 93955	Director and Secretary
Catherine Stedman	12815 Corte Cordillera, Salinas CA 93908	Director
Jen Hunter	38601 E. Carmel Valley Rd, Carmel Valley CA 93924	Director
Scott Hennessy	294 Corral de Tierra, Salinas CA 93908	Director