

Bylaws of the Sun River Watershed Group

Revised July 2021

Approved as revised, July 21, 2021

ARTICLE I

Organization and Mission

Section I.a Name of Organization.

The name of the Corporation shall be the Sun River Watershed, doing business as the Sun River Watershed Group (SRWG).

Section I.b Incorporation.

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

Section I.c 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.d Organization Mission and Activities.

The mission of the Sun River Watershed Group is to protect and restore the resources of the Sun River watershed and its communities. The SRWG shall operate in a collaborative manner with landowners, agency and non-governmental partners, 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.a Membership.

Members of the Board of Directors shall constitute the membership of SRWG.

Section II.b Board of Directors.

The Board of Directors (the "Board" or "Directors") of the SRWG shall be comprised of up to 12 individuals of adult age with an interest in furthering the mission of SRWG. Three positions on the Board will be reserved for representatives of the three local conservation districts: Cascade, Lewis and Clark, and Teton. The Board shall be

responsible for governing the organization, including planning, budgeting, financial management, communication, project implementation and establishment of working committees, or may hire and supervise staff to perform these tasks. Board members are expected to adhere to the SRWG Board Responsibilities document dated December 17, 2018. Employees of SRWG are not eligible for the Board.

Section II.c Officers and Executive Committee.

The Officers shall be comprised of a Chairperson, Vice Chairperson and Secretary-Treasurer. The Executive Committee shall be comprised of the Officers and one at-large Director. 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 over meetings of the Board.
- 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.
- In the event that SRWG hires staff, the Chairperson shall be the supervisor of the senior staff member (i.e. coordinator or executive director).

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.
- shall perform additional duties as assigned by the Chairperson and Board.
- 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.
- shall submit an Annual Financial Report (AFR).
- may delegate the two preceding tasks to SRWG staff.
- shall make all necessary filings when due with the Internal Revenue Service and state and local authorities, or ensure SRWG staff or accountant perform this task. Shall ensure tax-related forms and legal forms are filed on time, such as documents required to maintain the organization's tax-exempt status.
- shall be the Chief Financial Officer of the SRWG and monitor and periodically report on SRWG's accounts and fiscal health.
- may sign documents that the Board has authorized to be executed and as described in the approved SRWG Financial Policy.
- Shall ensure basic financial controls are established and in practice

- Shall ensure risk management policies and practices are established to the board's satisfaction.

Section II.d Committees.

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

Section II.e Staff.

The Board may hire staff to carry out the mission of the organization (See "Article V"). Staff may not be members of the Board.

ARTICLE III

Elections and Terms of Office of the Board

Section III.a 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.b Election Nominations.

The Secretary-Treasurer, or the Secretary-Treasurer's designee, 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 Directors present.

Section III.c 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 or Directors.

Section III.d Removal of Board Member.

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

Section III.e Vacancies of the Board.

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

ARTICLE IV

Membership and Board Meetings and Board Voting

Section IV.a Board Meetings.

The Board shall meet at least annually, with a minimum of quarterly updates among Board members and any SRWG staff. Board members can participate by phone or electronically if unable to attend in person, but may not appoint a proxy.

Section IV.b Special Meetings.

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

Section IV.c 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.d 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.e Votes of the Board.

The presence of two-thirds of the Board shall represent a quorum for the transaction of business at any meeting of the Board. A vote of the majority of the Directors 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.f 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 staff to see to the day-to-day business of the SRWG, including administration, fundraising, communication, planning and project implementation, or other designated tasks. The Chairperson will oversee the senior staff member and provide performance evaluations as required. The Board may hire additional staff or consultants as needed. Guidelines for staff will be outlined in a separate document.

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

Section VI.a 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.b 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.a Eligibility.

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

Section VII.b Disclosure of Conflicts of Interest.

Directors, 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 Directors 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.

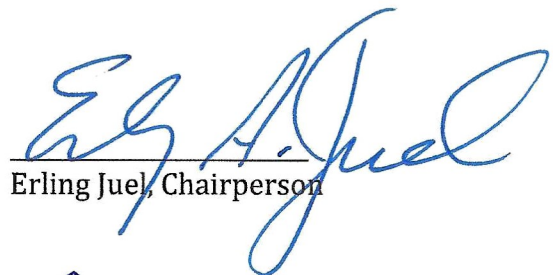
ARTICLE XI **Saving Clause**

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 _____, 2021.

Sun River Watershed Group

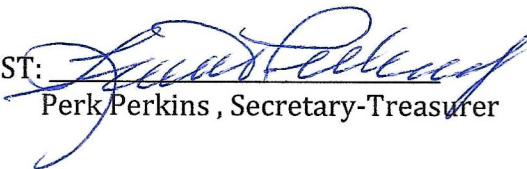
Bylaws revised July 2021

A handwritten signature in blue ink, appearing to read "Erling Juel", written over a horizontal line.

Erling Juel, Chairperson

A handwritten signature in blue ink, appearing to read "John Chase", written over a horizontal line.

John Chase, Vice Chairperson

ATTEST: A handwritten signature in blue ink, appearing to read "Perk Perkins", written over a horizontal line.

Perk Perkins, Secretary-Treasurer

Board Member Responsibilities

Adopted December 17, 2018 and made part of the SRWG Bylaws, Section 11.5

The Sun River Watershed Group (SRWG) is a consensus-driven, multi-stakeholder entity that promotes community-based efforts for preserving quality of life and livelihoods in the Sun River watershed while promoting and enhancing its natural resources.

The Board of Directors is expected as a group and as individuals to:

1. Further SRWG's mission

Approve SRWG's mission and review staff, Board, and membership's performance in its pursuit. Suggest improvements or changes in operations to further SRWG's mission.

2. Plan for the long-term success of the SRWG

Annually assess the ever-changing community and environment; make suggestions, and approve the organization's strategy to be responsive.

3. Promote fiscal sustainability of the SRWG

Annually discuss, review, and approve SRWG's fundraising plan, financial goals, and budget.

4. Keep Board relevant and active

Recruit and elect a diverse Board. Insure appropriate sectors of the community are represented and that Board members include a diverse suite of skills that will benefit the SRWG. Encourage and mentor new board members; stimulate, advise, or replace Officers and Board members when necessary to avoid stagnancy and inaction and to encourage fresh thinking and ideas.

5. Participate as individual Board Members

- Make attendance at quarterly Board meetings a priority. Notify an Officer or Staff if any absences are necessary. It is preferred that Board members do not miss more than two regular quarterly meetings per year.
- Participate in votes of the Board of Directors, except when precluded by a Conflict of Interest. This includes votes taken at meetings or via email.
- Respond to and participate in email communications with Staff, Board, and Members. If email is not your preferred mode of communication, alert the group so accommodations can be made, though some level of email communication will be necessary for the purpose of voting and record-keeping.
- Serve on committees as possible.
- Assist Staff with fundraising.
- Make a personal contribution, such as monetary donation or volunteer time and materials, at a meaningful level.
- Treat other Board members, Staff, and Members with respect at all times.
- Lack of reasonable participation may result in appropriate action, including removal, as determined by the other Board members or Executive Committee.