

**Bylaws of the
Laguna Creek Watershed Council**

Adopted: April 15, 2009

**Article I
Name, Mission, Vision, Type, Location**

- Section 1:** **Name:** This organization shall be known as the Laguna Creek Watershed Council.
- Section 2:** **Mission:** Our mission is to protect and restore the many benefits Laguna Creek and neighboring waterways provide, including flood risk reduction, fish and wildlife habitat, recreational opportunities, and open space. We seek to accomplish this mission by working cooperatively with all stakeholders in the watershed.
- Section 3:** **Vision:** We envision a future in which Laguna Creek and neighboring waterways are protected and restored to support diverse aquatic life and are surrounded by multi-functional stream corridors that provide recreational opportunities and open space for the community as well as flood risk reduction and habitat for birds and other wildlife. Residents, businesses, organizations, landowners, and government agencies will work collaboratively to implement environmentally-friendly policies and practices that protect our local waterways.
- Section 4:** **Type:** This Council is organized under the laws of the State of California and is not organized for private gain of any person or persons. This Council is organized exclusively for the promotion of stewardship of the Laguna Creek Watershed within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
- Section 5:** **Location:** The Laguna Creek Watershed Council is located in the County of Sacramento, in the State of California, north of the Cosumnes River and includes lands within the jurisdictional boundaries of: unincorporated Sacramento County, the City of Sacramento, the City of Elk Grove, and the City of Rancho Cordova.

Article II
Laguna Creek Watershed Council Membership and Board

- Section 1:** **Council Membership:** All interested stakeholders are eligible for membership in the Council.
- Section 2:** **Voting Members:** Members become voting members for the purposes of electing Board Members after attending three LCWC General Meetings.
- Section 3:** **Council Board:** A majority of Council Board Members shall be residents of the Laguna Creek Watershed.

Article III
Officers, Elections, and Nominations

- Section 1:** **Officers:** Shall consist of a President, Immediate Past President, Vice-President, a Secretary, and a Treasurer.
- Section 2:** **Officers Duties and Responsibilities:**
The President of the Council Board shall preside at all regular meetings and special meetings of the Board of Directors. The President in consultation with the Board shall be responsible for the representation of the organization before governmental bodies and other organizations.
- The Immediate Past President shall lend his/her experience and advisory assistance when needed to further the goals of the organization.
- The Vice President shall preside at meetings in the absence of the President, or at the President's request, and shall assist the President in carrying out the duties of office.
- The Secretary shall ensure records are kept of all business meetings of the Council Board.
- The Treasurer shall administer the financial transactions, shall keep and provide financial reports and records of the Council Board, shall receive and disburse all funds, and shall be responsible for its bank accounts.

- Section 3:** **Nomination Process:** In April of each year the Board of Directors shall appoint a Nominating Committee chair who will select two additional Council members to serve on the committee. The nomination process may be facilitated by the Council staff. The duty of the committee will be to present a slate of nominees for Board Members to the Council members via mail or e-mail in May of each year. Members may add names to the slate of nominees for consideration by the Council membership at the annual June meeting.
- Section 4:** **Elections:** Board members (with the exception of the Immediate Past President) shall be elected annually by the Council Membership at the June Council meeting by a majority of those members present. Members unable to be present may vote by proxy.
- Section 5:** **Terms of Office:** The term of office for officers shall begin on July 1st. The officers (with the exception of the Immediate Past President) shall serve for a term of one year. The term of any Director appointed during the course of the year shall expire at the following July meeting. Board Members not meeting Board responsibilities may be removed from the Board by a majority vote of the Board.

Article IV

Laguna Creek Watershed Council Board

- Section 1:** **Council Board:** The Governing Board of the Laguna Creek Watershed Council shall be called the Laguna Creek Watershed Council Board.
- Section 2:** **Council Board Members:** The Council Board shall consist of elected officers and Board members at large.
- Section 3:** **Council Board Responsibilities:** The Council Board will act for the full Council Membership on the policy and direction set by the Council Membership.
- 3.1 Review and oversee all fiscal matters of the Council.
 - 3.2 Set policy based on the direction of and subject to the approval of the Council Membership.
 - 3.3 Develop an annual strategic plan.

Section 4: **Conflict of Interest:** Before a vote is taken on any agenda item the president must ask, “does anyone have a conflict of interest on this agenda item?” A conflict of interest exists if the item provides potential for personal financial gain of the Board Member.

Article V Meetings

Section 1: **Annual Meeting:** the Laguna Creek Watershed Council will convene an Annual Meeting to be held each June. The Meeting Agenda will include:

1.1 Election of Board members.

Section 2: **Board Meetings:** the Laguna Creek Watershed Council will meet quarterly or as often as necessary to carry out the business of the Council. Board Meetings are open to all Council members and all interested parties.

Section 3: **Quorum for Meetings:** A quorum shall consist of 50% plus one of the total number of Board Members.

Section 4: **Action of the Board:** Every act or decision done or made by a majority of the Board of Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

Article VI Tax Exempt Provisions:

Section 1: **Dissolution of the Council:** Should the Laguna Creek Watershed Council dissolve as an organization, any assets shall be disbursed to similar non-profit organization(s) to be identified by the Council Board.

Article VII Amendment of Bylaws

Section 1: **Amending Bylaws:** The Bylaws may be amended by a vote of a 50% plus one majority of the Board of Directors present. Notice of the proposed amendment(s) shall be made available to the Board of Directors at least 30 days prior to the meeting.