

BYLAWS

LOWER CLARK FORK WATERSHED GROUP

Approved March 23, 2017

A. MISSION OF THE ORGANIZATION

The mission of the Lower Clark Fork Watershed Group is to facilitate collaboration among watershed stakeholders and to coordinate efforts to maintain, enhance and restore the ecological integrity of tributaries to the lower Clark Fork River.

THE LCFWG'S KEY FUNCTIONS ARE TO:

Facilitate collaboration by providing a forum for private landowners, federal and state natural resource managers and agency personnel, and private industry to interact; work together on lower Clark Fork watershed related projects; and share ideas, experiences and knowledge.

Communicate with partners regarding ongoing, future and past projects; and any developments pertaining to watershed resources in the lower Clark Fork.

Coordinate restoration projects and activities that promote water quality, improve fish habitat, and support the ecological health of the watershed in line with multi-partner planning, prioritizing, and strategizing.

Harness resources for Lower Clark Fork watershed projects by pursuing coordinated funding from government grants, foundation grants, and corporate contributions.

Maintain records of past projects and efforts in the watershed independent of land ownership boundaries, project area, or agency jurisdiction in order to inform future efforts.

Adaptively manage projects by providing consistent follow-through; learning from past successes and failures; and guiding watershed work that complements the values of local stakeholders.

Engage and educate stakeholders, landowners, and public in watershed health, the benefits of restoration, and the specific goals of present, past and potential projects.

B. GROUP MEMBERS

1. Membership. (a) Members of the Group will consist of representatives from various local watershed councils, federal, state and local agencies, and local businesses.

(b) The present members of the Group are the following:

Local Watershed Councils

Bull River Watershed Council

Elk Creek Watershed Council

Little Beaver Creek Watershed Council

Pilgrim Creek Watershed Council

Prospect Creek Watershed Council

Rock Creek Watershed Council

Trout Creek Watershed Council

Whitepine Creek Watershed Council

Green Mountain Conservation District

Montana Fish, Wildlife and Parks

US Department of Agriculture - Forest Service

Kootenai National Forest - Cabinet Ranger District

Lolo National Forest - Plains/Thompson Falls District

US Department of Agriculture - Natural Resources Conservation Service

Avista Corporation

Northwestern Energy

(c) Any requests for new memberships will be forwarded to the Group; such requests will be placed on the agenda of the next scheduled meeting of the Group for consideration.

(d) Each member shall appoint a person to represent and to vote for the member at Group meetings. Designation of an alternate or replacement (i.e., temporary or permanent) must be presented to the Group secretary prior to voting on behalf of the member.

2. Member Dues. Recognizing that Group members are committed to volunteering their time and resources to participate on the Group, membership dues are not required. However, provision is made for members to pay voluntary membership dues to the Group, a tax-exempt nonprofit corporation, to help the organization meet its budget.

C. GROUP MEETINGS

1. Schedule and Notice. The Group will hold at least two meetings each year, each of which will be at a central location within the watershed as determined by the Coordinator. At each meeting, the Group shall set the date, time, and place for its next meeting and a reminder shall be mailed or e-mailed to each member in adequate advance of each meeting.

2. Content. (a) Meetings will be task-oriented with specific agendas and projects.

(b) Members will fully explore issues, recognizing time limitations and size of the Group.

(c) Members commit to search for opportunities and creative solutions.

(d) All members of the Group will seek to clearly articulate their concerns and goals regarding the issues.

(e) Members will enter into a dialogue that includes listening carefully, asking questions, and educating others regarding individual needs. The atmosphere will be problem solving rather than stating positions.

(f) All members of the Group accept responsibility for keeping their associates and constituency groups informed of the progress of the discussions and to seek advice and comments.

3. Recording of meetings. A record of Group meetings will be kept describing discussion of agenda topics and any decisions made by the Group. This record will be reviewed and approved at the next meeting of the Group.

4. Facilitation. Group meetings will be facilitated by the Coordinator, or as designated by the Group.

5. Open meetings/public comment. Provisions will be made at each Group meeting for public comment. Meetings held explicitly for public comment on specific topics will be planned for as deemed appropriate by the Group.

6. Quorum. A quorum of the Group consists of one-half of its members. A quorum must be present for the Group to make binding decisions.

7. Emergency Meetings. After a call by the Coordinator, a majority of the Board or a majority of the members, an emergency meeting of the members may be held after at least 24 hour notice to all members by e-mail, telephone or in person, stating time, place and purpose of the meeting.

D. DECISION-MAKING PROCESS

1. Search for consensus. The Group is committed to carrying out its mission by consensus. To this end, individual members of the Group agree to:

- (a) Fully inform the public about and involve the public in the work of the Group;
- (b) Express candidly their interests and concerns regarding the mission;
- (c) Listen respectfully to and seek to understand the interests and concerns expressed by other members;
- (d) Search creatively for opportunities to address all interests and concerns; and
- (e) Explore fully all issues before forming conclusions.

2. Group decision-making.

- (a) After discussion of an issue, each member will be asked to state its opinion before a Group decision is made.
- (b) Whenever possible, Group decisions will be made by consensus.
- (c) When consensus is not possible, decisions will be made by a formal motion that is made, seconded and approved by a majority vote of those members present at the meeting. Proxies shall not be permitted.
- (d) Minority opinions will be reflected in the meeting record.
- (e) Decisions will be restated to make sure all members understand what was decided.
- (f) Group members will forego characterization of the interests and concerns of other members to the media or otherwise in public.

3. Consent Mailings. Recognizing that issues requiring resolution may arise between meetings, the Group will accept proposals by mail or e-mail from the Coordinator for review, comment and/or approval. At the request of the Board, any such proposal will be mailed or e-mailed to each Group member and each member will have 14 days to provide any written comments. Each member that does not respond within this period will be deemed not to object to the proposed action. This process shall apply only to urgent situations and shall not apply to changes in these Bylaws or any Group business that can be completed at normal Group meetings.

If a member disagrees with an action taken by the Board under this provision, it may ask the Coordinator to convene a meeting of the Group, which will be scheduled by the Coordinator not less than 10 days and not more than 20 days thereafter.

E. BOARD OF DIRECTORS

1. Authority. Except as limited by or otherwise provided in these bylaws, all the corporate powers of the Group shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, its board of directors ("Board").

2. Number and Composition. The Board shall consist of no less than three individuals and it is the policy of the Group that these individuals (a) shall be representative of a broad-based cross-section of interests and perspectives within the watershed and (b) shall be elected by consensus. The members agree to devote substantial time to this process as necessary.

3. Election Failing Consensus. If consensus cannot be reached on Board membership, the local watershed groups shall be responsible for appointing one director; Green Mountain Conservation District shall be responsible for appointing one director; and the remaining members shall appoint director(s) for other seat(s).

4. Working Board. The Board of Directors will be a working board, will serve as the designated decision-maker for the Group in between meetings, will develop policy to be implemented by the Coordinator, sign any official Group letters, review draft agendas, review and approve annual budgets, provide a sounding board for the Coordinator, and assist the Coordinator as needed.

5. Advisors to the Board. The Board of Directors shall, at its discretion, solicit and consider advice from advisors, partners and additional members of the Group for any proposed action that is deemed to benefit from additional expertise or consideration.

F. COORDINATOR

1. Designation. The Group's chief executive officer shall be called the "Coordinator" and shall serve at the pleasure of the Board.

2. Scope of Responsibilities. The Coordinator shall oversee all aspects of program implementation and shall be responsible for managing and directing the activities of the Group to achieve the organization's mission.

3. Duties. The Coordinator's duties include: implementing Board policy, organizing Group meetings, developing timetables and budgets for the Group, preparing grant applications, keeping a record of implementation progress, coordinating Group and subcommittee efforts with other management activities in the watershed, building support for and carrying out the mission of the Group.

G. GROUP SUBCOMMITTEES

1. Formation. Subcommittees and technical advisory teams may be formed, consisting of Group members and/or members from the community at large, to carry out specific action items, all as determined by the Board.

2. Meetings. Any such subcommittees or teams will meet as needed to effectively carry out their objectives.

3. Guidance. The Group is responsible for providing overall guidance and support to any such subcommittees or teams, and the Coordinator will provide assistance as required.

H. MEDIA RELATIONS

- 1. Contact Person.** The Coordinator will be the media contact person.
- 2. Topics.** The Coordinator will speak to general issues of interest or concern to the Group's work, but will not attempt to represent any particular Group member's opinion or position on an issue. Specific questions regarding agencies, industry or other organizations will be directed to the appropriate representative.
- 3. Controversial Issues.** Regarding controversial issues being handled at the subcommittee level, decisions about how to respond to the media will be made by the Group or by the Group representative on that subcommittee.
- 4. Consultation.** A list of questions should be requested of the media prior to any interviews so that the Coordinator can consult with Group or subcommittee members if needed.
- 5. Announcements.** Prior to each Group meeting, the Coordinator will provide an announcement in the community where the meeting is being held.
- 6. Press Releases.** After each Group meeting, the Coordinator will issue a press release to media throughout the watershed to highlight the Group's activities.
- 7. Website.** The Coordinator will maintain the Group's website and incorporate input from the Board.

I. GROUP COMMENT ON PUBLIC DOCUMENTS

- 1. Limited Comments.** When preparing comments on public documents with potential impact to the watershed (such as environmental assessments, environmental impact statements, proposed state regulations), the Group will limit its comments to support for implementation of action items relating to its mission and to the encouragement of public involvement.
- 2. General Comments.** Group comments will refer to general issues of interest or concern to the Group's work, but will not attempt to represent any particular Group member's opinion or position on an issue.
- 3. Controversial Issues.** Regarding controversial issues being handled at a subcommittee level, decisions about comments on public documents will be made by the Group or by the Group representative on that subcommittee.

J. MODIFICATION OF THESE BYLAWS

- 1. Made by Members.** Modifications to these bylaws must be made by the Group members, rather than by the board of directors, and no change shall be made without prior notice to all members.
- 2. Procedure.** If a suggestion for modification is made at a meeting of the Group, it cannot be decided upon until the next meeting of the Group, so that all members may have the opportunity to decide. If a suggestion for modification is made between meetings of the Group, it must be submitted to the Coordinator, who will include it in the upcoming Group meeting announcement/agenda.
- 3. Voting.** Bylaws modifications that properly come before the members shall require the affirmative vote of a majority of all then-current members of the Group.