

**Bylaws
of the
BIG HOLE
WATERSHED COMMITTEE**

Article 1. Name and Location

The name of this organization shall be the Big Hole Watershed Committee, incorporated under the laws of Montana for public benefit. Its principal office shall be located at P.O. Box 931, Butte, MT 59703. The area of geographical concern for the Big Hole Watershed shall include the entire Big Hole River Watershed in portions of Beaverhead, Deerlodge, Madison, and Silverbow counties.

1.1 Change of Address

The designation of the corporation's principal office may be changed from one location to another within the state by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____ Dated: _____

New Address: _____ Dated: _____

New Address: _____ Dated: _____

Article 2. Purposes

2.1 IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2.2 Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be for public benefit.

2.3 Mission Statement of the Big Hole Watershed Committee

The purpose of the Big Hole Watershed Committee is to seek understanding of the river and agreement among individuals and groups with diverse viewpoints on water use and management in the Big Hole watershed.

The Big Hole Watershed Committee should include all interests that may be affected by water use and management in the Big Hole Watershed, and are willing to seek practical solutions that benefit all interests.

The Big Hole Watershed Committee is committed to:

- Involving all interests that are willing to seek practical solutions that benefit all interests;
- Promoting a common understanding among individuals and groups with diverse viewpoints;
- Fostering the ability of local individuals and groups to create effective solutions to local problems, and;
- Seeking long-term solutions based on sound information.

To accomplish its mission, the Big Hole Watershed Committee has developed the following goals:

- Seek to sustain the rural quality of life in the Big Hole Watershed;
- Promote economic activities that are compatible with the environmental amenities of the watershed;
- Protect and/or enhance the natural resources in the watershed;
- Protect and respect existing water rights;
- Involve all interests that are willing to seek practical solutions that benefit all interests;
- Promote a common understanding among individuals and groups with diverse viewpoints;
- Foster the ability of local individuals and groups to create effective solutions to local problems;
- Seek long-term solutions based on sound information;
- Provide for the exchange and distribution of technical and topical information;
- Serve as a responsible planning entity for developing a coordinated resource plan for the Watershed;
- Seek financial and technical assistance to implement resource planning efforts agreed upon by the committee.

Article 3. Members

3.1 Number The Big Hole Watershed Committee shall consist of 22 members represented by the interests defined in 3.2.1. Collectively, members shall be known as the Committee.

3.2 Qualifications

The Committee shall represent diverse views and interests and shall actively seek the input, advice, and participation of individuals, groups, or communities (hereinafter referred to as stakeholders) that are affected by the decisions and actions of the Committee.

3.2.1 Representation on the Committee shall include, but is not limited to the following stakeholders:

- Agriculture/Ranching– These representatives shall manage land within the watershed as a working agricultural operation that generates the majority of the individual’s income. Agriculture/Ranching shall hold at least fifty percent of Committee seats.

The remaining members shall represent the following stakeholders:

- Conservation
- Fisheries/Wildlife
- Organized Sportsmen
- Outfitters/Guides
- Small Business/Tourism
- Local Government– including County Commissioners, County Planning Boards, and Conservation Districts.
- Utilities – including municipal water users and power companies.
- Other stakeholders as may be identified from time to time by the Committee

For the purposes of the Big Hole Watershed Committee, the Conservation, Fisheries/Wildlife, and Organized Sportsman shall each be considered to hold a conservation interest. Each Conservation interest must represent an organized stakeholder group or groups.

3.2.2 Members shall be selected by their stakeholder group and shall serve until they leave or are replaced by their stakeholder group. There is no term limit for membership. The selected member may only serve by consensus agreement of the larger Watershed Committee. The Committee may ask for removal of any member acting in bad faith. Bad faith is defined as the Member Responsibilities as identified in Article 3.3.

3.3 Member Responsibilities

3.3.1 The Committee shall make a commitment to seek consensus. For purposes of the Big Hole Watershed Committee, consensus is defined as agreement among all members present at any official Committee meeting.

3.3.2 Member responsibilities are defined as follows:

- to fully and consistently participate in the process unless they withdraw.
- to fully explore and understand all issues before reaching conclusions.
- to search for creative opportunities to address the interests and concerns of all stakeholders.
- commitment to seeking consensus. Consensus is reached when members present at a meeting agree on a package of provisions that address the range of issues being discussed. Members may not agree with all aspects of an agreement; but they do not disagree enough to warrant their opposition to the overall package.

Members:

- May disagree with any proposal, but must explain why they disagree and/or present an alternative proposal that constructively responds to the needs and interests of other members;
- Are committed to implementing agreements that are reached; and
- Will maintain their stakeholders' values and interests.

3.3.3 Responsibility to other members is as follows:

Each member agrees:

- to candidly identify and share their interests.
- to listen carefully and respectfully to other members and to avoid interrupting.
- to offer suggestions with respect and care.
- to share relevant information regarding the issues under consideration.
- to communicate with each other directly, rather than through the news media, and to challenge ideas, not people.
- to respect the decision of any member to withdraw from the process at any time and for any reason.
- to explain to the other members the reason for withdrawal from the process.

3.3.4 Responsibility to stakeholders

Each member agrees:

- to identify the interests of the stakeholder they represent.
- to seek the advice of their stakeholder throughout the process.
- to make every effort to represent and speak for their stakeholder.
- to objectively explain and interpret the process and its proposed outcomes to their stakeholder.
- to keep their stakeholder informed of the activities and ideas emerging from the process.

3.4 Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall only be exercised by or under the direction of the membership by reaching consensus at an officially scheduled Committee meeting.

3.5 Meetings

The Committee shall meet on the third Wednesday of every month. One week prior to each meeting, the record of the last meeting, the up-coming agenda, specific location and time, Director's meeting minutes, and other appropriate documents shall be distributed by the Big Hole Watershed Committee. Each monthly meeting shall be held as scheduled and shall begin and end on time, unless the participants agree to extend the time of a particular meeting.

A designated participant of the Big Hole Watershed Committee shall document the results of each meeting in an appropriate format, including tasks to be undertaken by individuals or organizations and emerging areas of agreement. The Committee may make recommendations for agenda items for upcoming meetings.

3.6 Compensation

Members shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Article 4. Directors/Officers

4.1 Number and Qualifications

The Big Hole Watershed Committee shall have a Board of Directors. The Board of Directors shall consist of four members. The Board of Directors shall consist of 50% ranch interests and at least one conservation interest. Each Director shall be an Officer as set out in 4.2.

4.2 Officers

The Big Hole Watershed Committee shall have four Officers; the Chair, the Vice-Chair, the Treasurer, and the Secretary.

4.3 Eligibility

Only those who have served as a member for one year are eligible to become a Director/Officer and to serve on the Board of Directors.

4.4 Election and Terms of Office

Directors/Officers terms shall be for four years. Directors/Officers shall be eligible for re-election to unlimited subsequent terms. Terms shall be staggered to allow only half the Directors/Officers to be up for election in any one year. Selection of Directors/Officers shall be made by the members of the Big Hole Watershed Committee at the February Annual Meeting. The election of Directors/Officers shall be conducted in an open consensus manner, without written ballot.

Directors/Officers may be replaced before the end of their term at any monthly meeting, upon consensus decision of the Big Hole Watershed Committee. The replacement Director/Officer shall complete the term of the Director/Officer s/he is replacing.

4.5 Duties

The Directors/Officers shall conduct the day-to-day business activities of the Big Hole Watershed Committee, to include fundraising, personnel matters, making recommendations on proposed projects, grants and other strategic issues, and other business matters concerning the corporation. The Directors/Officers shall report back to the larger Big Hole Watershed Committee at regular monthly meetings with recommendations, updates, and minutes of the Directors/Officers meetings and quarterly treasurer's reports.

The Chair shall be a Director and participate in meetings of the Big Hole Watershed Committee. The Chair shall delegate such duties and responsibilities as may be necessary to conduct the normal business and activities of the Big Hole Watershed Committee. The Chair shall serve as spokesman for the Big Hole Watershed Committee and perform such other duties as may be prescribed by the Big Hole Watershed Committee.

The Vice-Chair shall be a Director and shall perform all the duties of the Chair in the absence of the Chair, or in the event of the Chair's inability or refusal to act. The Vice Chair shall have other powers and perform such other duties as may be prescribed by the Big Hole Watershed Committee.

The Secretary shall be a Director. He or a designee shall keep minutes of the Big Hole Watershed Committee and Board of Director meetings and shall file a copy of the minutes. The Secretary shall perform other duties as may be prescribed by the Big Hole Watershed Committee.

The Treasurer shall be a Director. He or a designee shall maintain the financial records of the Big Hole Watershed Committee, make periodic financial reports, and present an annual financial report to the Big Hole Watershed Committee. The Treasurer shall perform such other duties as may be prescribed by the Big Hole Watershed Committee.

4.6 Quorum for Meetings

A quorum of the Directors/Officers shall consist of a majority of the Directors/Officers.

4.7 Committees

The Big Hole Watershed Committee or the Board of Directors may create committees; appoint members to the committees, and select committee chairs as may be deemed necessary to carry out certain designated duties and responsibilities for the Big Hole Watershed Committee. These committees may consist of any persons with required skills, knowledge and interest and shall act in an advisory capacity to the Big Hole Watershed Committee. Committees shall meet at the discretion of the designated committee chairperson.

Article 5. Participants and Technical Advisors

Anyone with an interest in the activities of the Big Hole Watershed Committee may be considered a participant. Local, State and Federal agencies shall further participate with the Big Hole Watershed Committee as Technical Advisors. Participants and Technical Advisors shall be considered ex-officio, non-voting partners and may participate in meetings, discussions, and serve on advisory committees by invitation of Directors/Officers of the Big Hole Watershed Committee.

Article 6. Participant Responsibilities

6.1 Responsibility to other participants is as follows:

- Each participant agrees to candidly identify and share their interests.
- Each participant agrees to listen carefully and respectfully to other participants and to avoid interrupting.
- Each participant agrees to offer suggestions with respect and care.
- Each participant agrees to share relevant information regarding the issues under consideration.
- Each participant agrees to communicate with each other directly, rather than through the news media.
- Each participant agrees to challenge ideas, not people.
- Each participant may disagree with any proposal, but must explain why they disagree and/or present an alternative proposal that constructively responds to the needs and interests of other participants.

6.2 Nonliability and Indemnification of Directors, Officers, Employees, and Agents

Directors, Officers, Employees, and Agents shall not be individually liable for any action or omission, debt, liability, or other obligation of the corporation made in the course and scope of their official capacity on behalf of the nonprofit corporation, and shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Article 7. Execution of Instruments, Deposits and Funds

7.1 Authorization

The Big Hole Watershed Committee, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent 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 its credit or to render it liable monetarily for any purpose or in any amount.

7.2 Checks and Notes

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 corporation shall be signed by at least one Officer.

Article 8. Corporate Records, Reports and Seal

8.1 Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all Big Hole Watershed Committee and the Director/Officer monthly meetings indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings;
- 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 copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Big Hole Watershed Committee.

8.2 Periodic Report

The Big Hole Watershed Committee shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

Article 9. IRC 501(c)(3) Tax Exemption Provisions

9.1 Limitations on Activities

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 provided 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 from 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.

9.2 Prohibition against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation

9.3 Distribution of Assets

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the area of geographical concern for which the organization is dedicated, exclusively for the purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Article 10 Amendment of Bylaws

Subject to the power of the Committee as a consensus group, these Bylaws may be altered, amended or repealed and new Bylaws adopted.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors and incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of ten pages, as the Bylaws of this corporation.

_____	_____ (Date)
_____	_____ (Date)
_____	_____ (Date)
_____	_____ (Date)