

**MINUTES OF THE ORGANIZATIONAL MEETING OF THE
BOARD OF DIRECTORS OF
NORTH SANTIAM WATERSHED COUNCIL**

DRAFT

The Board of Directors met on **June 14, 2018 6pm - 8:35 pm**

The meeting was held at the Stayton Community Center: 400 W. Virginia Street, Stayton, Oregon 97383.

Brad Nanke, Board President called the meeting. The NSWC mission was read and introductions followed.

Directors Present: Brad Nanke - President (City of Salem), Brent Stevenson - Vice President (Irrigation District), John Caruso - Treasurer (Marion County), Jan Irene Miller - Secretary (Linn County Resident/Bird Haven Tree Farm), Suzette Boudreaux (Little North Fork Santiam Subbasin Representative), Dave Carpenter (Aquatic Resources Representative), Jon Tucker (Lower Subbasin)

A Quorum Present: Seven out of eight of the Directors were present. Bill Sanderson (Recreation & Economics) was absent.

Technical Advisors Present: Grady McMahan (USFS), Darrin Neff (USFS), Danielle Gonzalez (Marion County)

CPRCD/NSWC Staff Present: Rebecca McCoun, Executive Director

NSWC Willamette University Summer Interns Present: Tim Appelbaum, Debbie Ku

General Members Present: Gary Pullman, Jeremy Mills,

I CORPORATE ACTIONS

6:05pm Minutes to Previous Meeting: Minutes of the previous meeting held on May 10, 2018 were brought to the floor. Brent motioned to approve the May 2018 minutes. Dave seconded the motion. No further discussion. The May 2018 minutes were adopted.

II BOARD TRAINING

6:10 pm Tax Exempt Package Seminar

David Atkin, Nonprofit Attorney with Atkin & Associates provide the board with training on what it means to have a tax exempt status and the guidelines the NSWC will have to follow. Jan Irene made an audio recording of the training.

Topics covered include:

- Executive Director Compensation and documentation

- Reviewing of The Process of Gaining Tax Exempt Status
- Gaining and Maintaining Public Charity Status and Avoiding Private Foundation Status
- Duty to Notify IRS of Changes in Activities/Funding Sources/Governing Documents
- IRS Prohibitions on Political Campaigns and Political Activities
- Fundraising and Permitted Sources of Fundraising
- IRS Rules for Websites/ Appropriate Information & Links, Website Sales and Acknowledging Donors vs Advertising
- Multi-State Reporting of Donation Solicitation
- Unrelated Business Income and UBI Taxes
- IRS Tax Form 990
- IRS Rules, Definition & Receipt Requirements for Donations
- Liability Director & Officer Insurance
- Setting Employee Guidelines
- Use of Volunteers & Liability associated with Using Volunteers
- Types of funding: Unrestricted, Temporarily Restricted and Totally Restricted
- Rules related to Vehicle Donations and Accepting Gifts of Real Property
- Operating Scholarships Programs
- Donor Advised Funds

David Atkin requested Brad Nanke complete the IRS Tax Exempt Status application. Jan Irene noted based off the May meeting minutes David Atkin should update the NSWC IRS Tax Exempt application to show a transition date of September 30th and not July 1. David noted he would make the change.

David noted he was available by phone and/or email if we had any additional questions about any of the topics covered.

7:42 PM Break

7:50 PM Willamette University Summer Internship Project Presentation

Debbie Ku and Tim Appelbaum, JD/MBA Willamette University Interns provided the NSWC with a presentation on their summer project. Over the next month and a half they will be gathering information on the NSWC and its funding history, possible future funding approaches/scenarios and pathways to help the NSWC become more financially resilient.

Tim and Debbie asked the board to think about the following: What value does the council bring to the watershed? What would be lost if the council did not exist? What are we offering/selling to our stakeholders?

Jan Irene shared more on the vision creating a watershed community and environmental health leadership team. Rebecca noted we will be discussing this topic in more detail later in the summer when we meet to update the NSWC Strategic Action Plan.

8:35 pm Meeting Adjourned

Signature of Secretary _____ Date: _____
Jan Irene Miller