

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

The Board of Directors met on January 11, 2018.

The meeting was held at 400 W. Virginia St. Stayton, Oregon.

The meeting was called by the Board of Directors and the Incorporator.

The notice for the meeting was given more than two days in advance by phone, in person or by email or more than seven days in advance in writing and mailed by first class mail.

The directors present for the meeting were Brad Nanke, Brent Stevenson, John Caruso, Suzette Boudreaux, Jon Tucker, Bill Sanderson and Jan Irene Miller.

The other person present at the meeting was David Atkin, legal counsel.

A Quorum was present because there are currently seven directors on the Board and all seven of them were present at this meeting.

Technical Advisors Present: Lawrence Schwabe, Grand Ronde Tribe; Debbie Paul, Linn SWCD; Timothy Ernster, USACE

NSWC Volunteer Intern Present: Heather Westbrook

General Member: Woody Jackson

I CORPORATE ACTIONS

Minutes to Previous Meeting: Minutes of the previous meeting held on November 9, 2017 were adopted with one addition. Addition: Rebecca will add to the November 2017 minutes the following: Brad Nanke introduced Karen Darnel. Brad invited Karen Darnell to come back to the NSWC in the future to present on mining in the canyon.

1. Election of Officers: The Board discussed the nomination and election of officers. The following motion was made, seconded, and passed:

RESOLVED to elect the following officers with terms of office beginning immediately and lasting until their successors are properly elected following the next annual election of directors.

President	Brad Nanke
Vice President	Brent Stevenson
Secretary	Jan Irene Miller
Treasurer	John Caruso

2. The Executive Director: The Board discussed the appointment of the Executive Director for North Santiam Watershed Council. The following motion was made, seconded, and passed:

RESOLVED that the corporation shall hire Rebecca McCoun to be the Executive Director for North Santiam Watershed Council. The Executive Director shall be paid \$53,000/year to be paid with funds held by Cascade Pacific Resource Conservation and Development until June 30, 2018.

*NOTE: It is the Board's intention to approve the exact amount of compensation that Rebecca now receives, now as the Executive Director. However, the exact amount of her compensation is slightly different from the amount the Board thought was correct during the meeting. The actual amount of compensation that Rebecca is currently receiving is an annual salary of \$52,114. The Board will approve this exact amount either in a budget that is approved later, or in a later resolution.

3. Bylaws: Proposed bylaws were presented at the meeting and discussed. The following motion was made, seconded, and passed:

RESOLVED to adopt the recently modified bylaws presented at this meeting. The secretary is directed to certify the bylaws and place them in the Corporate Minutes Books.

*NOTE: In the bylaws it states board terms shall be staggered so that approximately no more than 1/3 of directors terms expire in any given year. As of January 11, 2018 the following terms were set by the Directors:

Brad Nanke's term will expire in 2019
Suzette Boudreaux's term will expire in 2019
Jan Irene's term will expire in 2019
Brent Stevenson's term will expire in 2020
Jon Tucker's term will expire in 2020
John Caruso's term will expire in 2021
Bill Sanderson's term will expire in 2021

4. Establishment of Executive Committee: The Board discussed the establishment of an Executive Committee. The following motion was made, seconded and passed:

RESOLVED to establish an Executive Committee of the Board. There shall be no less than three members on this committee, all of whom must also be members of the Board of Directors. The president, secretary, vice-president and treasurer shall be the members of the Executive Committee, if they are also members of the Board, and unless the Board of Directors determines otherwise. Those currently appointed to the Executive Committee are:

5. Depositing Funds and Signing Checks: The following motion was made, seconded and passed:

RESOLVED that the corporation will open and maintain accounts and deposit all funds into these accounts at Citizens Bank, and

RESOLVED that all checks drawn on the bank account of the corporation be signed by Brad Nanke, Brent Stevenson, or Rebecca McCoun.

RESOLVED to authorize the account signers or corporate officers to execute any documents or forms required by the bank to open or operate the bank account authorized by the Board of Directors in this resolution.

6. Check Signing Policy: The following motion was made, seconded and passed:

RESOLVED to adopt a policy that no person may be the only signer on a check to him/herself or a relative of theirs, or to a company they are involved with and no signer may sign a check until a check request has been signed and submitted by a different signer.

7. Gaining Tax Exempt Status from the Internal Revenue Service: The following motion was made, seconded, and passed:

RESOLVED that when the corporation is ready to do so, and when it has developed the necessary budgets and program plans and business plan needed by the IRS, it shall apply for tax exempt and tax deductible status with the Internal Revenue Service. The corporation is authorized to hire its legal counsel, Atkin & Associates Center for Nonprofit Law, to do this work and is authorized and directed to pay for those legal services, and to pay the one time filing fee to the IRS.

8. Formation of Nominating Committee: The following motion was made, seconded, and passed:

RESOLVED that the corporation shall establish a nominating committee.

RESOLVED that the initial members shall be Brad Nanke, Suzette Boudreaux and Jan Irene Miller.

24. Continuing Resolution to Conduct Basic Activities: The Board discussed the corporation's initial activities. The following motion was made, seconded, and passed:

RESOLVED that the directors, officers, volunteers and staff, if any, are instructed to undertake the basic activities of the corporation, including setting up and operating an office, recruiting members and volunteers, soliciting donations, preparing and implementing a plan for fundraising, and preparing and implementing a plan of activities designed to accomplish the goals and mission of the corporation, and they are authorized to pay the expenses for these activities.

Adjournment: There being no further business, the meeting was adjourned.

Signature of Secretary _____ Date: _____
Jan Irene Miller