

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

The Board of Directors met on **February 8, 2018. 5:30pm - 8:30pm**

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

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 (Bird Haven Farm, Landowner), Suzette Boudreaux (Little North Fork Santiam) and Dave Carpenter (voted in as Director at start of meeting)

A Quorum Present: Five out of six of the Directors were present when meeting was called. One new Director was added to the Board making six out of seven present by the time corporate actions were taken. Jon Tucker, Lower Subbasin Representative was absent.

Legal Counsel Present: David Atkin, Nonprofit Attorney - legal counsel

Technical Advisors Present: Lawrence Schwabe (Grand Ronde Tribe), Timothy Ernster (USACE), Grady McMahan (USFS), Brandin Krempasky (City of Salem), Bruce Zoellick (BLM).

CPRCD/NSWC Staff Present: Rebecca McCoun, Executive Director

NSWC Volunteer Intern Present: Beth Tanner

General Members Present: Woody Jackson (Breitenbush Subbasin), Stanley Neimic (Beaver Creek landowner), Jeremy Mills (Mill Creek), Jay Hennigan, Ron Garst (Pudding River WC Director), Jeff Ament (USACE), Keith Campbell, Kathleen M.

I CORPORATE ACTIONS

Minutes to Previous Meeting: Minutes of the previous meeting held on January 11, 2018 were brought to the floor. Several corrections were made to the draft. Suzette moved to approve the January 2018 minutes with corrections. Jan Irene Miller seconded the motion. No further discussion. January 11, 2018 minutes were adopted.

1. Election of Director: Dave Carpenter was not present at the January 11, 2018 meeting. Brent motioned to nominate Dave Carpenter to the NSWC Board of Directors. Suzette seconded the motion. No further discussion. Dave Carpenter is now a Director. His term will expire in 2020. His title has not yet been determined.

He may represent recreation or aquatic natural resources.

2. New Board Policies: David Atkin, legal counsel presented information on four nonprofit policies required by the IRS. Conflict of Interest Policy, Records Retention Policy, Travel & Expense Policy and the Whistleblower Policy. David went over each policy and explained the need and process.

The following motions were made by Suzette, seconded by Jan Irene, and passed:

RESOLVED to adopt the NSWC Conflict of Interest Policy, NSWC Records Retention Policy, NSWC Travel & Expense Policy and the NSWC Whistleblower Policy. The secretary was directed to certify all four policies and place them in the Corporate Minutes Books.

David noted the Directors would want to adopt additional policies to help the organization function more smoothly. Examples of other policies to consider are Operational, Financial, Employee and Safety to name a few.

II BOARD TRAINING - Annual Filings

IRS 990 Annual Tax Filing: David Atkin provided some brief information related to the IRS 990 tax form that needs to be filed the end of every year. Three versions exist. One for organizations who make over 300k, 200k and below 50k. The tax form is due November 15 of every year. If you are late, filing there is a \$20 per day fee. The 990 needs to be reviewed by all Directors on the board before filing. It would be good to go over it as a group before filing.

Oregon Department of Justice Annual Report: The NSWC will also need to submit an annual report to the Oregon Department of Justice at the same time "CT12 Form."

Annual Corporation Renewal: Every year by October 14, the NSWC will want to renew and submit an annual report with the Oregon Secretary of State Corporation Division. The annual fee for renewal is \$50.

Board Training facilitated by David Atkin adjourned at 6:35pm

