

BYLAWS
OF
SHASTA-TEHAMA WATERSHED EDUCATION COALITION
A California Nonprofit Mutual Benefit Corporation

ARTICLE I
NAME, PURPOSES AND PRINCIPAL OFFICE

- Section 1. The name of this Corporation is the Shasta-Tehama Watershed Education Coalition.
(Hereinafter referred to as "Corporation")
- Section 2. The Corporation is organized under the Nonprofit MUTUAL BENEFIT CORPORATION Law, exclusively for lawful activity, other than credit union business, for which a corporation may be organized under such law.
- Section 3. The purpose of the Shasta-Tehama Watershed Education Coalition is to promote and foster scientific and educational activities associated with developing data and identifying and implementing effective management measures for potential agricultural non-point sources of pollution for the protection of surface and groundwater in California; to promote and foster scientific and educational programs for the development of watershed management, natural resources management, air and water quality, and general agriculture.
- Section 4. The principle office and initial agent for service of process of the Corporation is 3233 Brush Street, Cottonwood, CA 96022

ARTICLE II
BOARD OF DIRECTORS

- Section 1. NUMBER OF DIRECTORS:
- The Corporation shall have five directors and each county shall be represented. The number may be changed by amendment of this Bylaw or by repeal of this Bylaw and adoption of a new Bylaw.
- Section 2. POWERS:
- Subject to the provisions of the California Mutual Benefit Corporation law and any limitations in the Articles of Incorporation and 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 be exercised by or under the direction of the Board of Directors.
- Section 3. QUORUM:
- A quorum of a fully-appointed board shall consist of 3 (three) voting Directors.
- Section 4. MEETINGS:
- Regular Board meetings shall be held as provided by the Board by resolution setting the time and place. Meetings of the Board shall be open to the general membership.

Section 5. **COMPENSATION:**
Directors shall serve without compensation. They may receive reimbursement for out of pocket expenses.

Section 6. **NON-LIABILITY:**
Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 7. **TERM OF DIRECTORS:**
Each director shall hold office for two years and shall be elected at the Annual Meeting.

A Director shall serve a two-year term, which shall begin on the date elected (or appointed in the event of a vacancy) and shall end on the date of the next election of board members. However, the initial directors of this corporation shall have the following terms: two directors for one year and three directors for two years. The two initial directors with one-year terms may be re-nominated at the second annual meeting for a two-year term. A director not elected at any annual meeting may be elected at any special members' meeting held for that purpose or by written ballot. Each such director, including a director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected and until successor has been elected and qualified.

ARTICLE III MEMBERSHIP

Section 1. **MEMBERSHIP:**
Membership may be granted to an owner or operator of irrigated lands in Shasta or Tehama County, approved by the Board of Directors. Dues must be current. Membership can be revoked by the Board of Directors for cause.
Sustaining memberships are available to the general public including residents, business, organizations and government agencies.

Section 2. **ANNUAL MEETING:**
Annual meeting to be held in the 2nd quarter of each calendar year.

Section 3. **DUES:**
Annual dues are currently \$2.00 per irrigated owned or leased acre within the Shasta & Tehama Counties Drainage System with a minimum of \$25.00.
(Annual dues shall be set by the Board of Directors.)
Sustaining membership annual dues will be \$25.00 per membership.

Section 4. **VOTING:**
Measures will be passed by a majority vote of the Board of Directors, not the general membership.

Section 5 **PROPERTY RIGHTS:**
Except upon dissolution and total liquidation of the association, no member shall have any right, title or interest in or to the property of the organization.

ARTICLE IV OFFICERS

Section 1. NUMBER OF OFFICERS:

The officers of the corporation shall be a President, Vice President, a Secretary and a Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

Section 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE:

Any member may serve as officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, which ever occurs first.

Section 3. REMOVAL AND RESIGNATION:

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors.

Section 4. VACANCIES:

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

Section 5. DUTIES:

The President shall be Chief Executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. The president shall preside at all meetings of the Board; perform all duties as required by the Articles of Incorporation and these Bylaws and the Board of Directors. The President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board.

The Vice-President shall perform the duties of the President in the absence of the President.

The Secretary shall keep a book of minutes of the proceedings of the Board and such other committees as are appointed by the Board. The Secretary shall give

notice of meetings and perform such other duties as may be prescribed by the Board.

The Treasurer shall maintain records of accounts, and shall render to the Board whenever requested an account of the financial condition of the Corporation and shall perform such other duties as may be prescribed by the Board.

ARTICLE V EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. 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 two (2) members of the board of directors for the corporation.

Section 2. DEPOSITS:

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI CORPORATE RECORDS, REPORTS

Section 1. MAINTENANCE OF CORPORATE RECORDS:

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation have members, of all meetings of members, 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 thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursement, gains and losses;
- (c) A record of its members, if any, indication their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2: DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 3: ANNUAL REPORT:

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 6 of the article.

The annual report shall be accompanied by any report thereon of independent accounts, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE VII
FISCAL YEAR

Section 1. FISCAL YEAR OF THE CORPORATION:

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII
AMENDMENT OF BYLAWS

Section 1. AMENDMENT:

Subject to any provision of law applicable to the amendment of Bylaws of nonprofit mutual benefit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaws amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board of vice versa, may not be adopted, amended, or repealed except as provided in the subparagraph (b) of the Section; or
- (b) By approval of the members, if any, of this corporation.

ARTICLE IX AMENDMENT OF ARTICLES

Section 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS:

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

Section 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS:

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of the corporation.

Section 3. CERTAIN AMENDMENTS:

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and address of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of the Shasta-Tehama Watershed Education Coalition, a California nonprofit mutual benefit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 6 pages, as the Bylaws of this corporation.

Dated: _____

Hal Crain, Director

Brendon Flynn, Director

Robert Harris, Director

Dave Martin, Director

Vieva Swearingen, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Shasta-Tehama Watershed Education Coalition Corporation and that such Bylaw were duly adopted by the Board of Directors of said corporation on the date set forth below.

Dated: _____ Vieva Swearingen, Secretary: _____

Revised 4-2007