

**BYLAWS
OF
BIG CHICO CREEK WATERSHED ALLIANCE
(A CALIFORNIA PUBLIC BENEFIT CORPORATION)**

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Butte County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives of this corporation are to protect and enhance the ecological integrity and economic vitality of Big Chico Creek watershed through cooperative efforts to foster education, sustainable land management, and ecosystem and water quality restoration and conservation. The public benefit conferred will be the protection and restoration of these values.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER AND MEMBERSHIP

The corporation shall have not less than five (5) nor more than fifteen (15) directors and collectively they shall be known as the Board of Directors. Any person holding a stake in the management of Big Chico Creek and its watershed shall be eligible for membership on the Board of Directors, except that five of the fifteen seats shall be reserved for landowner representatives sought for the following sub-watersheds:

- Rock Creek
- Mud Creek
- Lindo Channel
- Sycamore Creek
- Big Chico Creek

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws 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. TERMS OF OFFICE

The term of office is one (1) year and a director's term shall be renewable upon vote by the Board for an additional (1) year term.

SECTION 4. COMPENSATION

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

SECTION 5. CONFLICT OF INTEREST

Due to the community-based nature of the organization, conflicts of interest may arise in the course of service on the Board of Directors. To eliminate or minimize the effect of any conflict of interest, any Director who individually or through a close relative has any financial interest in a matter before the Board shall report such interest to the Board prior to Board action. After the Board is sufficiently apprised of the issue requiring Board action, the interested Director shall leave the discussion to allow for consideration among the non-interested Board members. The interested Director shall not

participate in the vote on the matter. Members of the Board may engage either as individuals or as partners, employees or agents of other business activities of the type conducted by the Corporation.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held within or without the State of California at such date, time and place as specified in the call of the meeting. Any meeting may be held by conference telephone or similar communications equipment, so as long as all directors participating in such meeting can hear one another.

SECTION 7. REGULAR AND ANNUAL MEETINGS

The Board of Directors may hold regular meetings, within or without the State of California, for the purposes of transacting such business as properly may come before the Board. The meetings will be held the second Monday of the odd-numbered months and notice of the time, location, and agenda shall be given to the Board Members.

At the annual meeting of directors held in June, Directors shall be elected by the Board of Directors in accordance with this section. Nominations for election to the board shall be by individual board members and shall not require a second. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. The Board of Directors, by a 2/3 vote, may alter the number of Board Members (within the restraints of section 1 of this Article) and fill any vacancies created as directed by section 17 of this article.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, or by any three directors, and such meetings shall be held at such date, time and place as specified in the call of the meeting. Directors may appear electronically as long as all members whether physically or electronically present can hear and speak with all other directors present.

SECTION 9. NOTICE OF MEETINGS

Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or other electronic means. If sent by mail, the notice shall be deposited in the mail four (4) days before the date fixed for the meeting. If the Board adjourns for more than twenty-four (24) hours, notice shall be given of the reconvened meeting.

SECTION 10. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting.

SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter

defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12. QUORUM AND VOTING

A quorum shall consist of a simple majority of Directors, except as otherwise provided in the Bylaws, the act of a majority of the Directors present at which a quorum is present shall be the act of the Board of Directors.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation or by law, no business shall be considered by the board at any meeting at which a quorum is not present.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, by the Vice Chair of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of meetings of the board. In his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Directors may be removed with or without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by approval of the board. A person elected to fill a vacancy as provided by this Section shall fulfill the term of the vacant position.

SECTION 15. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION

Section 16.1 **Indemnification by the Corporation.** To the extent not inconsistent with applicable law, the Corporation shall indemnify its directors, officers, and employees, and other persons described in Section 5238(a) of the California Nonprofit Corporation Law, including persons formerly occupying such positions, against all liability and expense actually and reasonably incurred by them in connection with or resulting from any claim, action, suit or proceeding (a) if such person is wholly successful with respect thereof, or (b) if not wholly successful, then if such person is determined as provided in Section 3 of the Article to have acted in good faith, in what he or she is reasonably believed to be the best interests of the Corporation, (or, in any case not involving the persons official capacity with the Corporation, in what he or she is reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon plea guilty or of nolo contendere, or its equivalent, shall not recreate a presumption that a person did not meet the standards of conduct set forth in this Article.

Section 16.2. **Definitions.** As used in this Section, the terms claim, action, suit or proceeding shall include any threatened, pending, or completed claim, action, suit or proceeding and all appeals thereof whether brought by or in the right of this corporation, any other corporation or otherwise), civil, criminal, administrative, or legislative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

- a. by reason of his or her being or having been a director, officer, employee, or other person described in Section 5238(a) of the California Nonprofit Corporation law, either for the Corporation or for any corporation where he or she served as such at the request of the Corporation, or
- b. by reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or
- c. by reason of any action taken or not taken by him or her in any such capacity whether or not he or she continues in such capacity at the time such liability expense shall have been incurred.

As used in this Section, the terms "liability" and "expense" shall include, but shall not be limited to, court costs, attorney fees, and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

As used in this Section, the term "wholly successful" shall mean:

- a. termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her,

- b. approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or
- c. the expiration of a reasonable period of time after the making of any claim or threat of any action, suite, proceeding without the instruction of the same, without any payment or promise made to induce a settlement.

Section 16.3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit , or proceeding) shall be entitled to indemnification (a) if special independent legal counsel , which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the referee) , shall deliver to the Corporation a written finding that such person has met the standard of conduct set forth in the preceding Section 1 of this Article and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referees findings that are within the possession or control of the Corporation.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

The Board of Directors is authorized to purchase insurance covering the Corporations liabilities and obligations and insurance protecting the Corporations Directors, officers, employees, or other persons.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a Chair, Vice Chair, Secretary, and Treasurer, or other officers as the Board of Directors may otherwise elect. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the Chair.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member of the Board of Directors 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 for a one (1) year term, or until his or her successor shall be elected and qualified, whichever 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 or to the Chair or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice

or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. VACANCIES

The Board of Directors shall fill any vacancy. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

SECTION 5. DUTIES OF CHAIR

The Chair shall be the 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. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she 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 of Directors.

SECTION 6. DUTIES OF VICE CHAIR

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair, if any, shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, how called, the names of those present at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records, the execution of which on behalf of the Corporation is authorized by law or these Bylaws.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, the Bylaws, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by resolution, designate four (4) or more directors of the Corporation to constitute an Executive Committee, which may consist of officers of the Corporation and/or committee chairpersons, and which, to the extent provided in such resolution and consistent with state law, shall have and exercise all of the authority by the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. In addition to holding meetings as specified in the Bylaws, the Executive Committee shall be subject to the authority and supervision of the Board of Directors. In the absence of such an Executive Committee, such authority shall rest in the

officers of the Corporation. Committee members serve one-year terms, subject to reappointment. Executive Committee decisions may be made by telephone or e-mail polling.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer 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.

SECTION 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 such person or persons as the Board of Directors may designate by resolution. Such designation may be general or confined to specific instances.

SECTION 3. 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.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

**ARTICLE 7
CORPORATE RECORDS, REPORTS AND SEAL**

SECTION 1. MAINTENANCE OF CORPORATE RECORDS AND INSPECTION RIGHTS

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has 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, disbursements, gains and losses;

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

(d) Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents and the physical properties of the Corporation.

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

**ARTICLE 7
FISCAL YEAR**

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on July 1 and end on June 30 in each year.

**ARTICLE 8
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

**ARTICLE 9
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable

purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors.

**ARTICLE 10
DISSOLUTION CLAUSE**

Upon dissolution of the Corporation, any and all assets remaining after satisfaction of all corporate debts and creditors, shall be distributed to other non-profit entities with similar goals or activities, or by order of a proper court of law. In no instance shall the assets of the corporation be transferred or used to directly benefit any individual person, or for-profit entity.

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 Big Chico Creek Watershed Alliance, a California nonprofit 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 11 pages, as the Bylaws of this corporation.

Date: _____
_____ (name)

Date: _____
_____ (name)

Date: _____
_____ (name)

Date: _____
_____ (name)

Date: _____
_____ (name)

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Date: _____
_____ (name), Secretary