

**INITIAL DISCUSSION DRAFT 10/21/14
SLS BYLAWS OUTLINE / ISSUES**

ARTICLE 1: Organization type, affiliation

- 501c3 or program of existing non-profit organization, other?
- Convened by specific entities, which act as informal advisory board?
- Partner with multiple governments, NGOs

ARTICLE 2: Membership

- Not a membership organization
- Support Team, Conveners – recognized status?

ARTICLE 3: Executive Committee (Board of Dir)

- General powers:
- Qualifications: accept SLS mission, principles, bylaws; represent farm, fish
- Duties of EC members: attend meetings
- Number of Directors: 4 or 5 farm; 4 or 5 fish (including 2 tribes)
- Appointment, Election: by Executive Committee
- Term: two-year terms
- Increase in number: by majority of EC, both Caucuses Maintain fish/farm balance
- Resignation:
- Removal: EC and both caucus majority
- Compensation: none; expenses reimbursed by prior arrangement
- Standing or Temp Committees: Stilly, Sno Basin Work Groups
 - Resignation of Committee member:
 - Removal of Committee member

ARTICLE 4: Meetings of Executive Committee

- Annual Meeting: elect officers, review org status, finances, affiliations...
- Place of meetings: as determined by EC
- Regular meetings: monthly, or as determined by EC
- Special meetings: as determined by EC or Bylaws
- Participation by phone or videoconferencing: permissible
- Presumption of Assent:
- Quorum: majority EC members
- Manner of Acting:
- Notice of meetings:
- Notice by Electronic Transmission
- Waiver of Notice: by communication, by attendance

ARTICLE 5: Actions by Unanimous consent in lieu of meeting

ARTICLE 6: Officers and Facilitators

- Positions: Co-chairs; basin-co-chairs; other officers /Sec/Treas?
- Facilitators: serve at pleasure of EC, as Exec Dirs
- Officer election and term of office: vacancies, resignation, removal, compensation, contract rights

ARTICLE 7: INDEMNIFICATION?

- Definitions
- Indemnification Rights of Dir, Officers, Employees and Agents
- Procedure for Seeking Indemnification and/or Advancement of Expenses
- Contract and related rights
- Right of Indemnatee to bring suit
- Exceptions:

ARTICLE 8: Administrative Provisions

- Books and records
- Fiscal year
- Loans to Directors and Officers Prohibited
- Rules of order: Roberts

ARTICLE 9: Definitions

Certificate of Adoption

The undersigned [Secretary] of the Snohomish Sustainable Lands Strategy does hereby certify that the above and foregoing Bylaws of said Corporation were adopted by the Executive Committee as the Bylaws of said Corporation and that the same do now constitute the Bylaws of this Corporation.

DATED this _____ day of _____, 20__.

_____, Secretary