

SLS PROPOSED BYLAWS OUTLINE

DECEMBER 8, 2014

PREAMBLE

- SLS formation
- Mission
- Approach
- Value proposition

ARTICLE 1: Offices

- TBD by Executive Committee
- Placeholder for type of organization

ARTICLE 2: Membership, Conveners

- Not a membership organization
- Conveners may be recognized and serve as advisory board to SLS

ARTICLE 3: Executive Committee (Board of Dir)

- General powers of SLS are vested in Executive Committee
- Qualifications: represent farm/fish; accept SLS mission, principles, Bylaws
- Duties of EC members: participate with mutual respect for farm-fish net gain
- Number of Directors: 4-10 EC Mbrs; balanced: 4 farm; 4 fish (including 2 tribes); Farm & Fish Caucuses (majority of both caucuses required for key votes)
- Election: by Executive Committee at annual mtg; Stilly & Tulalip invited to appoint
- Classification & Term: two-year terms, Class A & B staggered terms
- Increase in number: by majority of EC, both Caucuses Maintain fish/farm balance
- Resignation: by notification of Co-Chairs, Sec, or EC
- Removal: by majority of EC and both caucuses
- Compensation: none; expenses reimbursed by prior arrangement
- Standing or Temp Committees: Stilly, Sno Basin Work Groups

ARTICLE 4: Meetings of Executive Committee

- Annual Meeting: in Jan., elect officers, review org status, finances, affiliations...
- Place of meetings: as determined by EC
- Regular meetings: monthly, or as determined by EC
- Special meetings: called by 2 or more EC Mbrs; or per EC or Bylaws
- Participation by phone or videoconferencing: permissible
- Presumption of Assent
- Quorum: majority EC members, plus at least one Mbr of each caucus
- Manner of Acting: Strive for consensus; Mbrs may vote by proxy
- Notice of meetings: 5 days
- Notice by Electronic Transmission
- Waiver of Notice: by communication, by attendance

ARTICLE 5: Actions by Unanimous consent in lieu of meeting: record required

ARTICLE 6: Officers and Facilitators

- Positions: Co-chairs (ceo); Sec; Treasurer; basin-co-chairs – 1 year terms

- Exec. Dir, Coordinator, Facilitators: serve at pleasure of EC, neutral
- 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 Indemnitee 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