

BYLAWS OF CARMEL RIVER WATERSHED CONSERVANCY
Adopted by the CRWC Board of Directors on December 11, 2024

A California Nonprofit Public Benefit Corporation

ARTICLE I

The name of this corporation is the Carmel River Watershed Conservancy.

ARTICLE II

2.1 Charitable Purposes. The purposes of this corporation are:

The primary mission of the Carmel River Watershed Conservancy is protection of the natural resources that form the Carmel River Watershed.

To promote community education, science, and research in the conservation and protection of the Carmel River Watershed and to work with local, state and federal agencies for improved management of the Carmel River Watershed.

2.2 Non-Partisan Activities. This corporation is organized under the California Nonprofit Public Benefit Corporation Law for the public purposes described above and it shall be nonprofit and nonpartisan.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in internal Revenue Code section 501 (h); this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

2.3. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be earned on by a corporation exempt from federal income tax under Internal Revenue Code section 501 (c)(3) or the corresponding provision of any future United States internal revenue law, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

2.4. Dedication of Property. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which" is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c) (3) or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III

Principal Office

The principal office of the corporation for its transaction of business is subject to change from time to time. Presently, the official office is at 225 Crossroads Blvd, Suite 322, Carmel CA 93923.

ARTICLE IV

No Members

This corporation shall have no members.

ARTICLE V

Directors

5.1 Number. The Board of Directors shall consist of at least seven (7) but no more than eleven (11) directors until changed by amendment to these bylaws. The exact numbers of directors shall be fixed within those limits, by resolution adopted by the Board of Directors.

5.2 Qualifications. The directors of the corporation shall be natural persons who are residents of Monterey County, California or otherwise interested in advancing the purposes of the corporation.

5.3 Restriction on Interested Persons as Directors

No more than 49 percent of the persons serving on the board may be interested persons. An interested person is:

5.3.1 Any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and

5.3.2 Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

5.4 Term of Office. It shall be the policy of the corporation that Directors serve four year terms.

Nomination and Election Any person qualified to be a Director under Section 5.2 above may be nominated by any member of the Board for a vote of the full Board of Directors. New Board members must be voted in by a majority of members present at the meeting, whether in-person or electronic.

5.5 Removal of Directors. Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office.

5.6 Resignation of Director. Any director may resign effective on giving written notice to the President or the Board of Directors of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A director shall not resign where the corporation would then be left without a duly elected director or directors in charge of its affairs.

5.7 Compensation. The directors shall serve without compensation except that they shall be allowed and paid such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable. The Executive Director or the Treasurer is authorized to reimburse any expenses up to \$500.00 per month. Expenses in excess of this figure need to be pre-approved by the board.

Article VI Meetings.

6.1 Location. Meetings of the Board shall be held at such locations in the Carmel River Watershed, online via conferencing programs, or elsewhere as may be designated from time to time by the board.

6.2 Regular Meetings. It shall be the policy of the Board to hold regular meetings each year, said meetings to be convened by the Chair of the Board and/or the Executive Director. The agenda and meeting documents shall be provided to the Board via email at least 48-72 hours prior to the meeting.

6.3 Special Meetings. Special meetings of the Board may be called by the President, Vice President or the Secretary or any two directors. Special meetings shall be held on 48 hours notice by telephone or e-mail.

6.4 Quorum. A majority of the authorized number of Directors entitled to vote constitutes a quorum of the Conservancy Board for the transaction of business. Acts or decisions done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law, by the Articles, or by Bylaws of the Corporation.

6.4 The affirmative vote of a majority of all the Directors in office shall be required for the following actions of the Board:

- Amendment of the Bylaws,
- Adoption of the annual budget for the Corporation.
- Election of Officers and Board members.

6.5 Majority. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles or these Bylaws.

6.6 Telephone/Online. Members of the Board of Directors may participate in a meeting through the use of online meeting, teleconference or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

6.7 Attendance. Attendance at all Board meetings is required. If a Director cannot attend a meeting he/she must contact the Secretary or a member of the Board. This must be done before the meeting takes place. A Director missing three consecutive meetings or a total of four meetings in a year without notification and a proxy statement shall be removed from the Board. When a Director is unable to attend, it is necessary to give a proxy statement to a fellow director attending the meeting. The proxy statement will enable Director to vote and to be counted towards forming a quorum. Notice and proxy may be sent via email, with a confirmation of receipt.

ARTICLE VII Officers

7.1 Number and Title. The officers of the corporation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and a Past Chair. These officers shall comprise the Executive Committee of the Board, responsible for staff and financial oversight. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer shall serve concurrently as the Chair.

7.2 Appointment. The Board of Directors shall elect officers by majority vote at the April or May Board meeting each year. An officer may be re-elected without limitation on the number of terms the officer may serve.

7.3 Duties of officers.

7.3.1 Chair The Chair shall be the chief executive officer of the corporation. The President shall have such powers and duties as may be prescribed by the Board of Directors or these Bylaws. The Chair shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the corporation's business, and shall see that all resolutions and orders of the Board are carried into effect. The President shall be empowered to speak for, or otherwise represent the corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

7.3.2 Vice Chair. In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair 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 of, the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

7.3.3 Secretary. The Secretary shall keep or cause to be kept at the principal office of the

Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors.

The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.

7.3.4 Treasurer The treasurer is primarily responsible for overseeing the organization's finances, including oversight of cash flow, budgets, financial statements, Board financial reports, advising on financial strategy, and serving as second signatory when the needed by the Executive Director or Chair. The Treasurer shall maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

7.3.5 Resignation and Removal of Officers. Any officer may resign at any time on written notice to the Corporation, without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause by the Board of Directors without prejudice to any rights of the officer under any contract of employment.

ARTICLE VII

Committees of Board of Directors

7.1 Creation and Powers of Committees. The Board of Directors may create an Executive Committee, a Nominating Committee and such other committees as it may from time to time to time determine. Any committee exercising any function of the Board shall be composed of two or more directors elected by a majority vote of the number of directors prescribed by the Board, or if no number is prescribed, of all directors in office at the time. Each committee shall have such authority as is delegated to it by the Board, provided, such delegation may not include any of the following:

- Filling vacancies on the Board or on any committee that has the authority of the Board;
- Fixing compensation of the directors for servicing on the Board or on any committee;
- Amending or repealing bylaws or adopting new bylaws;
- Amending or repealing any resolution of the Board that by its express terms is not so amendable or repealable;
- Creating any other committees of the Board or appointing the members of committees of the Board;
- Expending corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
- Approving any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.
- Taking any final action on any matter that under the California Nonprofit Public Benefit Corporation Law also requires approval of a majority of the Board.

7.2 Meetings and Actions of Committees: Except as otherwise provided herein, meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning other Board actions, except that the time for general meetings and the calling of special meetings may be set either by Board resolution or by resolution of the committee. Minutes of each meeting shall be kept and filed with the corporate records.

Article VIII.

Legislative Issues.

For the CRWC Board of Directors to take a position on legislative issues and/or ballot measures, the matter must be clearly noticed on a regular agenda sent out 72 hours prior to the meeting.

Alternatively, a special meeting may be called with 72 hour notice to address a single, time sensitive issue. A 2/3 majority of those present must vote in favor of the position. Proxies from members not in attendance will not be allowed. Participation or voting by online conferencing and/or email will be allowed.

8.1 Hearing Panel. In the absence of a quorum, a hearing on any action item except legislative issues

and/or ballot measures may be conducted by a hearing panel of the Conservancy. The Hearing panel will consist of at least three (3) Board members. The composition of any Hearing Panel will be announced at or before any Board meeting. If there is a panel hearing, the Hearing Panel will take notes and prepare a minute item. Thereafter the meeting chair will on behalf of the Hearing Panel make recommendations to the full Conservancy Board for final action by individual telephone conversation after submitting the minutes or at a future date to be determined. The Hearing Panel will consider all information, such as a position paper and comments both verbal and submitted in writing, and will recommend an adoption of the resolution or decision to the full Board. The Board may adopt, modify, or reject the Hearing Panel's recommendation via E-mail vote.

8.2 Roberts Rules of Order In areas concerning the conduct of business in meetings not otherwise covered by these Bylaws, the most current version of Roberts Rules of order shall apply.

ARTICLE IX

Indemnification

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Corporations Code 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in specific instances, expenses incurred by a person seeking indemnification under this section of these bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

**ARTICLE X
Insurance**

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, to cover any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising from the officer's, director's, employee's or agent's status as such.

**ARTICLE XI
Corporate Records**

The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its Board, and committees of the Board. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

**ARTICLE XI
Adoption, Amendment and Repeal of Bylaws**

These Bylaws may be adopted, amended or repealed by majority vote of the directors present at any Board meeting at which a quorum is present and voting. Amendments may be proposed at a regular or a special meeting called for that purpose and adopted at a subsequent Board meeting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Carmel River Watershed Conservancy, a California Nonprofit Public Benefit corporation, that the above bylaws, consisting of eight (8) pages, are the bylaws of this corporation as adopted by the board of directors on December 11, 2024 and they have not been amended or modified since that date.

California

ATTACHMENT 1		
NAME	ADDRESS	TITLE
Jen Hunter	38601 E. Carmel Valley Rd, Carmel Valley CA 93924	Director and Chair
Abbie Beane	42 Village Drive, Carmel Valley 93954	Director Vice-Chair
Lorin Letendre	26377 Rio Avenue, Carmel, CA 93923	Director and Past Chair
Scott Hennessy	294 Corral de Tierra, Salinas CA 93908	Director and Secretary

Andy Magnasco	346 Ridge Way, Carmel Valley CA 93924	Director and Treasurer
Michael Waxer	2095 Mendocino St, Seaside CA 93955	Director
Steffanie Gamacho		Director