

## AGV Watershed Council

## Board of Directors Meeting Minutes

Minutes of March 5, 2011

The meeting convened at 10:10 am with directors Zeno Swijtink, Bob Burke, Jim Lowrie, Ingrid Stearns, Jon Sassin and Barbara Chasteen present.

- **Minutes** of 2/5/11

Barbara will summarize the discussion with Sierra Cantor of the Gold Ridge Resource Conservation District separately, send to board members and then to Sierra for review, before sending out to the general (AGVWC) list. The minutes were approved unanimously.

Barbara will add the new members to the membership list and then send the info to Zeno for the general email list.

- **Membership:** Developing a Supporting Membership category (Jon)

### Revision of Section 3 of the Bylaws

The purpose of revising Section 3 (which deals with membership issues) is to allow a new category of membership, Supporting Member.

The Board discussed some proposed changes to the bylaws, including stating the amount of dues for the membership within the bylaws; these can be left for determination by the Board. Dues are a separate decision from membership categories.

Zeno moved that we accept the proposed changes in the bylaws; Barbara seconded, passed unanimously.

The new Bylaws and membership definitions are printed at the end of these minutes.

### Supporting members: privileges and benefits

The purpose of the supporting membership will be to raise money as well as providing for community education. Initially this membership would be by invitation to businesses that are compatible with the AGVWC vision and goals.

Supporting membership benefits may include the following:

- Listing on the Council web page
- Same email access as voting members
- Maps of the Watershed
- Right to sponsor events such as creek cleanups, farm tours, etc. and educational events conducted by officers or directors

Jon will offer the new supporting membership level to five local businesses. He will work with Barbara on updating the AGVWC brochure before new ones are printed. He will also find a source for window decals.

- **GRRCD Technical Advisory Committee –**

John Roberts was suggested as the new representative from AGVWC. Zeno will ask him if he would like to serve.

## **New Business**

- **Tabling for March 5 Environmental Awards Dinner**

The group planned the exhibits for the AGVWC table at the dinner.

- **DFG input to the Timber Harvest Plan Review/Approval process**

Zeno moved and Ingrid seconded that Zeno will ask John Roberts to make modifications to the proposed SCWC letter as he sees fit to personalize it, and to send it in the name of AGVWC. The motion passed unanimously.

- **Grant Collaboration with CCWI**

Ingrid brought to the Board's attention an activity named "Quests", a fun way for people to educate themselves about the geography, biology, and history of an area such as a watershed. CCWI and AGVWC might consider hiring the developer of the idea to help develop a Quest for the A/GV watershed. He will be in the area in August.

CCWI would write the grant proposal for funds needed for development and supplies. AGVWC's part would be public awareness, focus, and possibly additional funds. The Board was supportive of the idea; Ingrid will find out more details.

- **Future leadership for AGVWC**

Bob needs to resign from this board due to his new position on the GRRCD Board. He will remain until July when AGVWC elections will be held. Zeno also will not run again for the Board. The group needs to encourage new people to step up and run for Board positions as well as to take on projects.

- **350 Garden Project**

This event returns on May 14/15. It has an extended reach to issues of water and energy. ZS will report on the event and discuss our possible participation at the next meeting.

- The Charter School near Brookhaven has received a PG&E "Bright Idea" grant to perform monitoring on Atascadero Creek. The school is allied with CCWI. Zeno moved and Jim seconded to give the school a watershed map. The motion passed unanimously.

The meeting adjourned at 12:10 pm. Next meeting will be on April 2.

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## **ARTICLE 3**

### **Members**

Section 3.1 Two Classes. The Council shall have two classes of members, Voting Members and Supporting Members. Voting Members shall have the right to vote as provided in these bylaws, and Supporting Members shall have no right to vote. Both classes of members may be referred to herein and elsewhere as "Members," but such usage shall grant no voting rights to Supporting Members. Only natural persons may be Voting Members and natural and non-natural persons may be Supporting Members. *Natural persons* shall be eligible to become Voting Members, and shall have rights and responsibilities, as set forth in Section 3.2 below, and persons shall be eligible to become Supporting Members, and shall have rights and responsibilities, as set forth in Section 3.3 below.

Section 3.2 Voting Members. Voting Members shall have the rights and responsibilities set forth in this Section 3.2.

Section 3.2.1 Eligibility. Any natural person who lives, works or owns property in the Watershed shall be eligible to become a Voting Member of the Council. Any person who does not live, work or own property in the Watershed but has an interest in the Watershed shall be eligible for voting membership in the Council if such person is sponsored by any two Voting Members of the Council.

Section 3.2.2 Dues. An eligible person shall become a Voting Member of the Council by the payment of such dues as may be set from time to time by the board of directors. The dues shall be initially ten dollars (\$10) per fiscal year, and any prospective member who for financial reasons requests a waiver of dues shall be granted such a waiver. The fiscal year of the Council shall begin on July 1 and end on June 30 and there shall be no proration of dues for someone who is a member of the Council for only a portion of a fiscal year; provided, however, if a person first becomes a Voting Member during the first six months of a calendar year, the payment of one year's dues by such person shall satisfy the dues obligation of such person for such partial fiscal year and for the immediately following full fiscal year.

Section 3.2.3 Rights. Voting Members shall have all rights (relative to the Council) of a member of a nonprofit corporation as set forth in Section 5056(a) of the California Corporations Code, including the right to vote for the election of Directors.

Section 3.3 Supporting Members. Supporting Members shall have the rights and responsibilities set forth in this Section 3.3.

Section 3.3.1 Eligibility. Any person who actively supports the purpose of the Council, as determined by the Board of Directors, shall be eligible for supporting membership in the Council.

Section 3.3.2 Dues. An eligible person shall become a Supporting Member of the Council by the payment of such dues as may be set from time to time by the board of directors. The dues initially shall be no less than two hundred fifty dollars (\$250.00) per

fiscal year.

Section 3.3.3 Benefits. Supporting Members shall have such benefits as the Board of Directors may from time to time establish.

Section 3.4 Nonliability of Members. A member of the Council is not, as such, personally liable for the debts, liabilities, or obligations of the Council.

Section 3.5 Nontransferability of Memberships. No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death or termination of membership as set forth in Article 11 below.

Section 3.6 Meetings. Voting Members shall act by meetings or by ballot, as set forth in Article 10 below.