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Alsea Watershed Council

10518 E Five Rivers Rd
Tidewater, OR 97390
541/528-3221
5rivers@pioneer.net

Faye Stewart
Lane County Commissioner
Lane County Public Service Building
125 E 8th Ave.
Eugene OR 97401

14 February 2008

The Alsea Watershed Council is seeking Lane County recognition as the voluntary watershed council representing the Alsea basin watershed.

The Alsea Watershed Council formed in 1998 with an organizational charter and a membership of about 50 people. The current contact list is about 120 people and agencies. The Alsea Watershed Council is an independent watershed council, separated two years ago from an umbrella organization with the goal of better representing the people and landowners of the Alsea basin watershed. The Alsea Watershed Council received IRS recognition of non-profit status effective December 2006. Lincoln County Commissioners recognized the Alsea Watershed Council in December 2007.

Attached to this cover letter is a copy of the IRS recognition letter, the Alsea Watershed Council bylaws and a sample resolution. Also attached is a map showing the geography involved. In Article 1.02 the mission statement of the Alsea Watershed Council is "To maintain or enhance the fauna, flora and water of the Alsea watershed, while also taking into consideration the economic and social needs of the human population, and providing a forum for people to work through differences and come to some common ground."

Wayne Giesy kindly laid the groundwork for this letter with Faye Stewart, and we appreciate the efforts on behalf of the Alsea Watershed Council.

Thank you for your assistance.

Tom Davis

Tom Davis
Chairperson
Alsea Watershed Council

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: MAY 10 2007

ALSEA WATERSHED COUNCIL
10518 E FIVE RIVERS RD
TIDEWATER, OR 97390-9634

Employer Identification Number:
20-3903141
DLN:
17053029031017
Contact Person:
SANDRA MAK ID# 95023
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Public Charity Status:
170(b)(1)(A)(vi)
Form 990 Required:
Yes
Effective Date of Exemption:
December 26, 2006
Contribution Deductibility:
Yes
Advance Ruling Ending Date:
December 31, 2010

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. During your advance ruling period, you will be treated as a public charity. Your advance ruling period begins with the effective date of your exemption and ends with advance ruling ending date shown in the heading of the letter.

Shortly before the end of your advance ruling period, we will send you Form 8734, Support Schedule for Advance Ruling Period. You will have 90 days after the end of your advance ruling period to return the completed form. We will then notify you, in writing, about your public charity status.

Please see enclosed Information for Exempt Organizations Under Section 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

Letter 1045 (DO/CG)

ALSEA WATERSHED COUNCIL

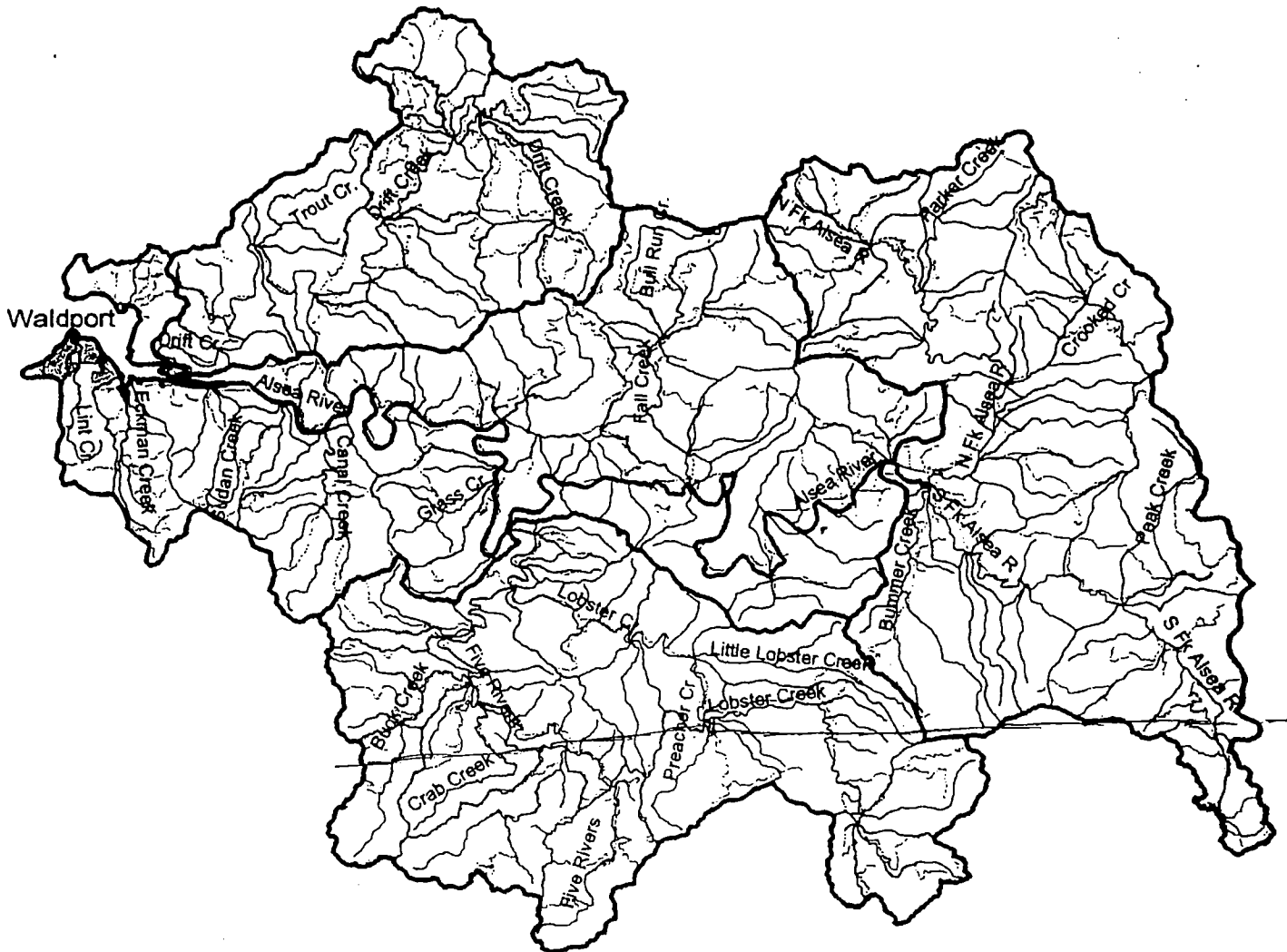
Sincerely,

A handwritten signature in black ink, appearing to read "Robert Choi". The signature is written in a cursive style with a large, looping initial "R".

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Information for Organizations Exempt Under Section 501(c)(3)
Statute Extension

Alsea: Locator map



- 5th fields
- 6th fields
- Streams (1:100k)
- Creeks/tribs
- Major rivers
- Roads
- City limits
- Lakes

Line Co roughly below line

Data used to create this map were compiled from multiple sources and may not meet federal or state mapping accuracy standards. For specific data sources see the accompanying watershed assessment report. This map has no warranties as to its accuracy and is to be used for planning purposes only.

MCWC 6th Field Assessment, 2000

Wetland & Watershed Assessment Group



Earth Design Consultants, Inc.
800 NW Starker
Corvallis, OR 97330
(541) 757-7896

<http://www.earthdesign.com>

Green Point Consulting
Green Point Consulting

(541) 752-7671

<http://www.peak.org/~brophyl>



5 0 5 10 Kilometers

Universal Transverse Mercator Projection

SET-2AL

Bylaws

Alsea Watershed Council

Article 1: Purpose, Mission and Role

- 1.01 This corporation is organized exclusively for one or more of the purposes as specified in Section 501©(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501©(3) of the Internal Revenue Code.
- 1.02 The mission of the Alsea Watershed Council (AWC) is to maintain or enhance the fauna, flora, and water of the Alsea watershed, while also taking into consideration the economic and social needs of the human population, and providing a forum for people to work through differences and come to some common ground.
- a) The AWC desires to maintain a high level of private landowner stewardship, involvement and cooperation.
 - b) The AWC works to educate citizens as to how they can help by becoming more aware of the consequences of their actions and how those actions are vital to our watershed health.
 - c) The AWC facilitates participation in watershed-level resource planning by residents, landowners, landowner groups, and agencies within the watershed.
 - d) The AWC facilitates appropriate financial, technical and other resources for activities and projects contributing to the assessment, protection, enhancement, restoration and maintenance of the watershed ecosystem.
- 1.03 The role of the AWC is to:
- a) Serve as an advisory body to Benton, Lincoln and Lane Counties and other groups as requested.
 - b) Coordinate and implement monitoring efforts in the watershed that are within the scope of our capacity.
 - c) Sponsor education programs and help to secure funds for these programs where possible.
 - d) Promote greater understanding of the Alsea River watershed
 - e) Facilitate technical assistance to landowners and others.
 - f) Ensure that no council project or activity will occur without the written approval of the affected landowner(s).
 - g) Establish and disband other committees, as needed, to assist with the purpose and roles of the AWC.
 - h) Seek funding to accomplish goals and objectives.

Article 2: Location

- 2.01 The principal office of the corporation is located in Lincoln County, state of Oregon.

- 2.02 The Board of Directors may agree to change the principal office from one location to another within Lincoln, Benton and Lane counties as these are the counties encompassed by the AWC. This change shall not require an amendment to the Bylaws.

Article 3: Board of Directors

3.01 Number and Qualifications

The Board of Directors shall have a minimum membership of five (5) people.

- a) The offices of Chair, Vice-chair, Secretary and Treasurer shall serve on the board.
- b) Members at large shall constitute the other persons on the board. These members shall have attended at least 9 out of the last 12 meetings to be eligible. Every effort shall be made to have representation from diverse interests serve on the board.
- c) Directors shall be of the age of majority in this state.

3.02 Meetings, Terms and Vacancies

Board of Directors meetings shall take place at the same location and day as AWC meetings. The Board will meet prior to the general meeting. Special meetings can be called at the discretion of the Chair with a three (3) day notice via phone, fax, regular mail or email.

Board members will be selected at the annual meeting by a 2/3 majority vote of the general membership and serve for a period of one (1) year. They may serve two or more consecutive terms.

Board members may resign by giving written notice to any officer of the board. Their position will be filled at the discretion of the Chair, with an election held at the next annual meeting.

Board members can be removed before their term is over by a two-thirds vote of the board members present at a meeting, providing that the consideration of board member termination has appeared on the agenda and provided that the member has been given at least 15 days written notice of the pending action.

3.03 Voting and Procedures

All decisions shall be made by consensus. When consensus cannot be reached, and a majority of the board members feel a decision needs to be made, a new vote can take place at the next board meeting and two-thirds majority will pass the motion.

Attendance by 50% plus one (1) of Board members at a meeting shall constitute a quorum.

Proxy voting is not allowed.

Roberts Rules of Order shall be followed.

3.04 Duties

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or otherwise sent to them at such addresses shall be valid notices thereof.

3.05 Compensation and Liability

No Board member shall receive any compensation from the AWC for services rendered as a Board member. Nothing contained herein shall be construed to preclude any Board member from serving the AWC in any other capacity and receiving reasonable compensation for personal services rendered to the AWC that are reasonable and necessary to carry out one or more of the tax exempt purposes of the AWC.

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

Article 4: Membership

4.01 Representation

The AWC is composed of all interested citizens who are welcome to attend meetings and participate in discussions. All meetings of the AWC are open to the public and are subject to the Oregon Open Meeting Law.

The AWC will make every effort to ensure that membership shall include one or more persons representing each of the following interest in the watershed:

- a) Sub-basin groups
- b) Industrial timber representatives
- c) Federal, city and state agencies, and other local governments with interests or holdings in the watershed
- d) Academic (university/scientific)
- e) Environmental advocacy groups
- f) Agriculture/ranching interests
- g) Private landowners/residents of the watershed
- h) Commercial or sports fishing
- i) Small woodland owners
- j) Tribes

- k) Public education
- l) Other/general interest

Broad representation will be maintained by keeping a list of affiliations of current membership. The AWC will periodically review membership to identify under-represented groups within the AWC. The AWC shall work to encourage membership from under-represented groups.

4.02 Meetings

The AWC will generally meet monthly on the third Thursday at 7pm with an educational program and to discuss any projects or efforts in the Alsea basin. These meetings will be held in various geographic locations within the Alsea Basin. Notification will go out at least seven (7) days in advance via email or regular mail. Special meetings may be called with a seven (7) day notice.

4.03 Qualifications and Voting

Members in good standing shall have:

- a) Attended at least one half of the meetings within the most recent 12-month period.
- b) Pay dues to AWC if required.
- c) New members will be given a copy of the mission statement and bylaws.

Members in good standing are allowed to vote to select the Board of Directors, adopt or revise bylaws and give their opinion on AWC business.

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting shall be by voice with the exception of election of the Board of Directors. Decisions are made by consensus; when consensus cannot be reached, a new vote will be taken at the next meeting and two-thirds majority will pass the motion. The Board of Directors shall be selected by written ballot at the annual meeting.

Proxy voting is not allowed.

Attendance by 50% plus one (1) of the membership at a meeting shall constitute a quorum.

Robert's Rules of Order shall be followed.

4.04 Non-liability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities or obligations of the corporation.

4.05 Non-transferability of Membership

No member may transfer a membership or any right arising from such membership. All rights of membership cease upon the member's death.

4.06 Termination of Membership

Members in good standing (see above) shall maintain their rights as long as they follow the guidelines. If they do not, then their voting privileges will be suspended until such time as they again meet the guidelines.

Article 5: Officers

5.01 Designation of Officers

The officers of the board shall be Chair, Vice-Chair, Secretary and Treasurer. Officers must be members in good standing of the AWC. Positions of Vice-Chair and Secretary or Treasurer may be shared positions.

5.02 Election and Term of Office

The officers of the corporation will be elected by the members of the Board at the annual meeting. Each officer will serve one (1) year terms and may be renewed.

5.03 Removal, Resignation and Vacancies

An officer may be removed with or without cause by a two-thirds vote of the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that the notice of intention to consider said removal has been given to each Board member and to the officer affected at least 15 days previously.

A vacancy in any office may be filled by a majority vote of the board of directors for the unexpired portion of the term. An officer may resign at any time by giving written notice to any of the other remaining officers. Unless otherwise specified in the notice, resignation shall take effect upon receipt thereof by said officers.

5.04 Duties of Chair

The Chair will be the executive officer of the AWC. Other duties are to facilitate meetings, help set agenda of the meetings, reviews AWC expenditures, sign official correspondence and agreements as the lead representative of the AWC.

5.05 Duties of Vice-Chair

The Vice-Chair shall perform the duties of the Chair in the absence or disability of the Chair and to perform such other duties as may be assigned to him or her.

5.06 Duties of Secretary

The Secretary shall keep and maintain the minutes of each meeting and see that all notices are given in accordance with these bylaws or as required by law, and in general perform all

duties incident to the office of Secretary and other such duties as may be assigned by the Board.

5.07 Duties of Treasurer

The Treasurer, or his/her appointee, shall perform all duties incident to the office of Treasurer, keep legible and accurate records of all transactions, oversee the publishing of a yearly financial report, and has charge and custody of and is responsible for all funds and securities not already administered through fiscal sponsors. Others duties include receiving and giving receipts for moneys from any source whatsoever, depositing moneys in the name of the corporation, is authorized to sign checks with one appointed co-signer and carries out all other such duties as may be assigned by the Board.

Article 6: Committees

The Board of Directors may designate one or more ad hoc committees, each of which will consist of at least one committee chair and two or more committee members. Committee members may be members of the Board of Directors, members of the corporation, or other interested individuals. The chair of the committee will be appointed by the chair of the organization who will act with the Board's approval. After consultation with the committee chair, the Board chair will appoint committee members. The studies, finding, and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the articles of incorporation, or state law.

Article 7: Miscellaneous

- 7.01 The corporation will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.
- 7.02 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the corporation. Such authority may be general or confined to specific instances.
- 7.03 The corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.
- 7.04 The fiscal year of the corporation will be January through December.

Article 8: Amendments

The Board of Directors may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least thirty (30) days, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the Board of Directors and will be adopted at such meeting upon receiving a consensus vote of the members of the Board of Directors.

Article 9: Dissolution

Upon the dissolution of the corporation and after the payment or the provision for payment of all the liabilities of the corporation, the Board of Directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.

Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of seven (7) preceding pages, as the Bylaws of this corporation.

Dated: 12/28/2006

Glenn J. David

Elmer C. Istling (12/28/06)

Brida Johnston