NOOKSACK SALMON ENHANCEMENT ASSOCIATION
Bylaws

Amendments Endorsed 9/18/2001
Amendments Endorsed 2/25/2003
Amendments Endorsed 9/23/2008
Amendments Endorsed 8/24/2010
Amendments Endorsed 5/27/2014
Amendments Endorsed 11/22/2016

ARTICLE I
NAME AND MISSION

Section 1. Name: The name of the Organization shall be the NOOKSACK SALMON ENHANCEMENT ASSOCIATION (referred to as NSEA or the organization). The Nooksack Salmon Enhancement Association is established as Regional Fisheries Enhancement Group Number One within the state's Regional Fisheries Enhancement Program and within the geographical area established and described by the Washington Department of Fish and Wildlife. The Nooksack Salmon Enhancement Association is incorporated as a 501(c) (3) organization.

Section 2. Mission Statement: The Nooksack Salmon Enhancement Association is a community-based, nonprofit organization dedicated to restoring sustainable wild salmon runs in Whatcom County.

The organization strives to accomplish this Mission through:
1. habitat restoration
2. education and stewardship through hands-on involvement
3. monitoring and research
4. stock enhancement
5. enlisting community volunteers
6. sustainable funding
7. strong community support
8. partnerships

ARTICLE II
POWERS

Section 1. Powers: The organization is empowered to employ, buy, own, pay, sell, convey, assign, mortgage, lease, rent or maintain the, property, equipment, supplies and services necessary or incidental to the provisions of the mission of the organization as described in Article I hereof and to exercise all other powers as provided by law and to do so and perform all acts reasonably necessary to accomplish the mission of the organization.
ARTICLE III
DISSOLUTION

Section 1. Dissolution: If there is dissolution of the organization or the termination of its affairs, the Board shall transfer NSEA’s assets, other than the Northwest Salmon Recovery Fund as specified in Article XI, Section 7, to an association or organization created and operated as a nonprofit with a mission similar to NSEA’s. These transferred assets shall be used to enhance wild salmonid populations and restore and protect salmonid habitats within NSEA’s geographical area as described by the Washington Department of Fish & Wildlife (See Article I, Section 1). All assets, files and records attained or established through grants will be subject to the particular granting agencies’ guidelines and procedures.

ARTICLE IV
MEMBERSHIP

Section 1. Membership: Membership in NSEA shall be as follows:

(1) Ordinary Members: An ordinary member is an individual, family, or business that supports NSEA’s mission and has paid the annual membership dues, or made a financial donation of at least equal value. The categories of ordinary membership are:
Student/Senior
Individual
Family
Business (including non-profit)
Lifetime

(2) Honorary Members: An individual, organization or business, having performed outstanding service for the community or NSEA, may be granted honorary membership upon approval by the Board. An honorary member is entitled to all rights and privileges of an ordinary member. For an individual, such rights shall include eligibility to seek, if otherwise qualified, election to the Board. An honorary membership is for life when granted to an individual.

ARTICLE V
DUES

The Board shall determine the dues for each category of ordinary membership. Unless renewed, an ordinary membership, other than a lifetime membership, expires one year from the previous payment or financial donation. An honorary member is not required to pay dues. No dues, fees or assessments in addition to those set forth herein may be levied on, or required of any member of NSEA, including its Board.

ARTICLE VI
BOARD OF DIRECTORS
Section 1. Number of Board Members: The Board of Directors (the Board) shall consist of no less than ten (10) and no more than fifteen (15) At Large Board Members and up to three (3) Student Board Members. Student Board Members shall be students enrolled in a high school, college, university or a similar institution. To the extent feasible, the Board shall be broadly representative of the community and shall be broadly representative of the organization’s requirements to carry out its mission. For the purposes of these Bylaws, an Officer is considered an At Large Board Member. Board Members include At Large Members and Student Members.

Section 2. Duties and Powers: In addition to the duties and powers, expressed and implied, as set forth elsewhere in these Bylaws, the Board shall have the following duties and powers:

1. It shall be responsible for the development and approval of the policies and procedures of the organization. The Officers and the Executive Director shall execute the implementation of the policies and procedures.

2. It shall approve the annual budget and any subsequent amendments for purposes consistent with the organization's mission and it shall determine the maximum amount of a disbursement that can be made without Board authorization.

3. It shall have power to modify, override or rescind the action of any Officer.

4. It shall establish the standing and ad hoc committees that it deems are necessary to carry out the organization's mission and to conduct the organization's business.

5. It shall be responsible for the hiring, supervision, including an annual review, and termination of the Executive Director.

Section 3. Attendance: Board Members are expected to attend all Board meetings. Board Members who anticipate not attending a Board meeting shall inform the President or the Executive Director.

Section 4. Termination: The Board, by a two-thirds vote, may remove a Board Member with or without cause after due notice to the affected Board Member and an opportunity to address the Board’s concerns. A Board Member who misses four (4) consecutive Board meetings, without approval from the Board, shall be removed from the Board. When a Board Member has missed three (3) consecutive meetings, the President shall send the Board Member a written notice of warning. A Board Member so removed may appeal to be reinstated by writing to the President. Reinstatement may be granted at the Board's discretion.

Section 5. Leave of Absence: An At Large Board Member may be granted a leave of absence from the Board for up to twelve (12) months if a majority of the Board so approves. A Board Member, while on leave, has no voting rights and shall not be
considered a Board Member when determining a quorum.

Section 6. Resignation: A Board Member may resign with thirty (30) days written notice to the President.

Section 7. Compensation: A Board Member shall not receive any compensation for any service rendered in his or her capacity as a Board Member.

Section 8. Employment: A current employee or intern of NSEA shall not serve as a Board Member.

Section 9. Membership: A Board Member must be an ordinary member or an honorary member of NSEA throughout his or her tenure.

Section 10. Voting: Each member of the Board shall possess one vote on matters coming before the Board. All voting at Board meetings shall be by each Board Member. Voting by proxy shall not be permitted. The President will refrain from voting except when the vote is by ballot or whenever the President’s vote will affect the outcome or whenever a unanimous affirmative vote is required from all At Large Board Members (See Articles XI Northwest Salmon Recovery Fund Section 2 and Article XII Amendments Section 2). Other than the number of affirmative votes required in Article XI Section 2 and Article XII Sections 1 and 2, all other decisions shall be determined by a simple majority vote. A Board Member shall disclose any potential conflicts of interest and abstain from voting where the Board determines a conflict exists. In the event that an issue arises that requires a Board decision prior to a Board meeting, the details of the issue will be circulated electronically to the Board Members and the Board’s decision can be made electronically providing there are sufficient votes to constitute a quorum and a majority decision is reached. When such electronic votes are used, the details of the issue and the decision will be reported to the Board at the next Board meeting and recorded in the minutes of the meeting.

Section 11. Length of Term: Upon being elected, an At Large Board Member shall serve immediately and shall serve in the position for three (3) years from that time or for the length of an At Large Board Member’s term that has not expired due to termination or resignation.

Section 12. Student Member: A Student Board Member shall serve in the position for one (1) year. A Student Board Member has all the duties and powers of other Board members except where it is indicated otherwise in these Bylaws.

ARTICLE VII
OFFICERS

Section 1. Officers: The Officers of the Board of Directors of NSEA shall be a President, a Vice President, a Secretary and a Treasurer. Each Officer position shall be filled by an At Large Board Member.
Section 2. Term of Office: Upon being elected, an Officer shall take office immediately and shall serve in the position for a term of one year. An Officer shall serve no more than three (3) consecutive terms in the same office.

Section 3. Duties

(1) PRESIDENT: The President is the chief executive officer and presides at all meetings of the Board and of the Executive Committee. The President oversees the activities of the organization, executes instruments on its behalf and performs other such duties usually inherent in such office. The President, together with the Executive Director, shall set the agenda prior to each Board meeting.

(2) VICE PRESIDENT: The Vice President assumes the duties of the President in his or her absence.

(3) SECRETARY: The Secretary records and maintains the minutes of a Board meeting. The Secretary ensures that the minutes of a Board meeting are available at the next Board meeting and undertakes such other duties as the President may direct. The President or the Executive Director may assign specific duties of the Secretary to a staff member.

(4) TREASURER: The Treasurer shall review the financial records of the organization and shall be responsible for providing the Board with all pertinent financial information at regular Board meetings. The President or the Executive Director may assign specific duties of the Treasurer to the Finance Manager.

ARTICLE VIII
ELECTIONS

Section 1. Nominating Committee: The President shall appoint a nominating committee at the October Board meeting. The committee shall develop a slate of nominees for election to the Board and of nominees for election to each of the four offices. In its selection of nominees for election to the Board, the committee shall attempt to select individuals so as to ensure broad community representation on the Board and to maintain the broad representation on the Board that is necessary to carry out the organization’s mission. When the one-year term of a Student Board Member will expire, the nominating committee shall recruit a student nominee for election to the Board.

Section 2. Election of Board Members and Officers: The nominating committee shall present the names of candidates for election to the Board and for election to an Office at the January Board meeting when voting shall normally occur. Voting for Board position(s) shall occur first followed by election of the Officers. For the election of a Student Board Member, the nominating committee shall present the nominee for election to the Board at the Board Meeting occurring the month of an expired term.

Section 3. Board and Office Vacancy: Any vacancy occurring on the Board shall be
filled, as soon as possible, by nomination and vote at a Board meeting. Such a Board Member shall serve the remaining time on the term of the Board Member who left the Board. To complete the remainder of an Officer's term when a vacancy occurs, the position shall be filled, as soon, as possible, by nomination and election at a Board meeting.

ARTICLE IX
MEETINGS

Section 1. Board Meetings: Generally, regular Board meetings shall be held monthly at a time and place acceptable to the Board. The notification of a regular Board meeting shall be in the form of the meeting's agenda sent to and received by each Board Member prior to the meeting. An Officer or any other two Board Members may call a special meeting of the Board to resolve pressing issues. A special meeting can be held no earlier than five (5) days after written notification to the other Board Members.

Section 2. Quorum: Other than as specified in Article XI Northwest Salmon Recovery Fund Section 2 and Article XII Amendments Sections 1 and 2 for a quorum, a quorum for a regular or special Board meeting shall be at least fifty percent (50%) of the Board Members currently serving; meaning those members not on a leave of absence. When the appropriate number of Board Members is present, the Board is authorized to act on behalf of the organization. If during a Board meeting a quorum is no longer present, an action can be approved providing the affirmative votes are at least equal to what a majority vote would have required had the quorum continued. For example, if the quorum for a meeting of a twelve (currently serving) member Board is six, then a meeting can begin with six members. If one member leaves, a motion can be approved providing there are four affirmative votes from the remaining five members. If two members leave, the remaining four members must all vote in the affirmative. If three leave, the meeting must end and no business can be transacted.

Section 3. Meeting Rules: All Board meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE X
FINANCIAL MANAGEMENT

Section 1. Board Responsibility: The Board has fiduciary responsibility for the organization as well as insuring compliance with the Internal Revenue Service laws for a 501(c) (3) organization.

Section 2. Restrictions: The Nooksack Salmon Enhancement Association is irrevocably dedicated to and operated exclusively as a nonprofit organization. No part of the income or assets of the organization shall be distributed to or insure the benefit of any Board Member, provided that the organization may pay for expenses or actual cost for travel or services rendered.
Section 3. Annual Audit: There shall be an audit of NSEA’s financial records at the end of each calendar year that is also the end of the organization’s fiscal year. The results of the annual audit shall be reported to the Board.

Article XI
NORTHWEST SALMON RECOVERY FUND

Section 1. Definition: The Board of the Nooksack Salmon Enhancement Association (NSEA) has established the Northwest Salmon Recovery Fund (NWSRF). The purpose of the NWSRF is to sustain the staff, operations and mission of NSEA in perpetuity. The NWSRF includes permanently endowed funds administered by the Whatcom Community Foundation (WCF) as well as permanently restricted funds (all donations) and temporarily restricted funds (all earnings) under the control and direction of NSEA’s Board. Hereafter in the following sections of Article XI, NWSRF means those permanently restricted funds and temporarily restricted funds under the control and direction of NSEA’s Board.

Section 2. Rules: Any distribution from the NWSRF must be authorized by the Board of Directors as set out in Article XI Sections 3, 4, 5 and 6. A Board authorized distribution from the NWSRF can only come from the temporarily restricted funds (earnings) and cannot under any circumstances be from the permanently restricted funds (donations). Any annual distribution received by NSEA from the WCF shall be invested in the NWSRF as temporarily restricted funds. To amend Article XI of these Bylaws, see Article XII Amendments Section 2, but note the exception in the following Section 4 of Article XI.

Section 3. Policies: The Board shall establish appropriate policies regarding the managing of the investments in the NWSRF. At a regular or special Board meeting, the Board may create and revise management policies (Section 4), authorize distributions as set out in Section 5, and authorize investments (Section 6) by, for each action, an affirmative vote from each of the At Large Board Members currently serving. Any action requiring a vote by each of the At Large Board member currently serving shall be circulated, with an explanation of the reasons for the vote, at least five days before the vote. An At Large Board member unable to attend the Board meeting can vote by any electronic method that can transmit the vote to both the Board President and the Executive Director.

Section 4. Management: The Board shall ensure that all permanently restricted funds in the NWSRF shall remain fully invested. The preceding statement in Section 4 is not subject to amendment under Article XII. The Board shall decide on the NWSRF manager; can decide to change a manager and can decide to have more than one manager for the NWSRF.

Section 5. Distributions to Support Operational Expenses: The Board may approve one or more distributions from the NWSRF’s temporarily restricted funds within a calendar year. The total of distributions in a calendar year cannot exceed two-thirds
(67%) of the NWSRF’s earnings of the previous calendar year.

**Section 6. Board Approved Investments:** The Board may approve the creation or the purchase of any asset; for example, a loan to NSEA. Separate from annual distributions as described in Section 5, the NSEA Board may authorize a withdrawal of funds from the temporarily restricted funds of the NWSRF, if the NSEA Board finds that there is a sufficient reason to ensure the continued existence of NSEA or its mission. A resolution authorizing such a withdrawal shall explain the reason and the specific use of the funds. Any distribution of this nature from the NWSRF to NSEA will be structured as a loan and will be documented with a contractual loan agreement with specific terms, including length of contract, interest rate, whether secured, a balloon payment or any other features determined by NSEA’s Board.

**Section 7. Dissolution of the Nooksack Salmon Enhancement Association:** In the event of the dissolution of NSEA, the Board shall appoint a nonprofit trustee to administer the NWSRF in a manner that will enhance wild salmonid populations and restore and protect salmonid habitats within NSEA’s geographical area.

**Article XII AMENDMENTS**

**Section 1. Articles I through X:** Articles I through X may be amended at a regular or special Board meeting providing a written notice stating the proposed amendment and its merits is received by each At Large Board Member at least five (5) days prior to the Board meeting at which the vote on the proposed amendment is to be taken. For approval, an amendment of Articles I through X shall require the affirmative vote of sixty-seven percent (67%) of the At Large Board Members currently serving. A quorum shall consist of at least seventy-five percent (75%) of the At Large Board Members currently serving.

**Section 2. Article XI:** Article XI (Northwest Salmon Recovery Fund) may be amended at a regular or special Board meeting providing a written notice stating the proposed amendment and its merits is received by each At Large Board Member at least five (5) days prior to the Board meeting at which the vote on the proposed amendment is to be taken. For approval, any amending of Article XI (NWSRF) shall require an affirmative vote from each of the At Large Board Members currently serving. An At Large Board Member unable to attend the Board meeting can vote by any electronic method that can transmit the vote to both the Board President and the Executive Director.

**Section 3. Article XII:** Article XII (Amendments) Section 1 and Section 2 may be amended providing the same requirements and limitations in Section 1 and Section 2 are applied.