

**Bylaws of
SKAGIT CLIMATE SCIENCE CONSORTIUM**

ARTICLE 1 - NAME, PLACE, MISSION AND PURPOSE

Section 1.1

The name of the corporation shall be Skagit Climate Science Consortium (referred to at times as SC²).

Section 1.2

The principal office of SC² shall be located within the Skagit River watershed in the State of Washington at such place as the board of directors shall designate.

Section 1.3

The mission of SC² is to:

1. To foster collaborative scientific research to understand the diverse and interrelated effects of climate change from the headwaters of the Skagit River in the State of Washington to Puget Sound.
2. To produce and foster the production of climate-related scientific papers, analyses, and studies which relate to the needs and concerns of people living and working in the greater Skagit region.
3. To serve as a conduit between scientists and Skagit communities regarding climate-related issues, problems and possible adaptations.

Section 1.4

At all times, SC² shall be organized and operated consistently with its status as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code, furthering charitable, scientific and educational purposes, and supporting other exempt entities, in furtherance of the corporation's exempt mission.

No private person or entity – and in particular, no member, director or officer of SC² – shall have any property interest in any asset of SC². The corporation may, however, pay reasonable compensation for services rendered, make reimbursement for reasonable expenses incurred on its behalf, and make payments and distributions in furtherance of its exempt purposes, so long as all such actions are consistent with section 501(c)(3) of the Code.

ARTICLE 2 – MEMBERS

Section 2.1

The initial membership of SC² shall consist of the following individuals:

Name

Alan Hamlet
Correigh Greene
Dave Peterson
Ed Connor
Eric Grossman
Greg Hood
John Rybczyk
Jon Riedel
Larry Wasserman
Roger Fuller
Ron Tressler
Tarang Khangaonkar

Thereafter, additional members shall be added first through an attempt to reach consensus of the then-existing members (including Directors). If consensus cannot be reached then a simple majority in both the members (excluding directors) and the Board will prevail.

Section 2.2

Membership shall be limited to a maximum of 15 individuals. This limitation shall not restrict staffing or consultant support.

Section 2.3

New members shall be considered in part on how individuals meet the following criteria:

1. The individual is currently conducting Skagit-based climate related research; or
2. The individual brings a new aspect of the research community to SC².

Section 2.4

Membership may be lost through resignation, or through a determination by a consensus of the remaining members. If consensus cannot be reached, then a simple majority in both the members (excluding directors) and the Board will prevail.

Section 2.5

Adopted by the Board 4-4-2013

Members are expected:

1. to attend at least 75% of regularly scheduled meetings;
2. to be actively involved in conducting or promoting the conduct of Skagit-based climate research;
3. to be involved in the publication of scientific papers or studies and/or the dissemination of scientific and educational climate-related information to Skagit-based communities;
4. to participate in the setting of an annual work plan for SC².

ARTICLE 3 - BOARD OF DIRECTORS

Section 3.1

The board of directors shall consist of five directors. The term for each director shall be three years, except that the terms of directors elected at the initial annual meeting shall be staggered, so that two directors have three-year terms, two directors have two-year terms, and one director has a one-year term. Directors shall be eligible for re-election. Directors must be members of the corporation.

Section 3.2

Directors shall serve without compensation but shall be reimbursed by the corporation for out of pocket expenses.

Section 3.3

The board is responsible for the overall policy and direction of SC². The board shall select a chair and a vice-chair to run meetings and undertake other responsibilities as assigned by the board. The board may also delegate day-to-day responsibilities to officers as set forth in Section 4 and committees as set forth in Section 5.

Section 3.4

A quorum of the board shall be at least three-fifths of the directors.

Section 3.5

A directorship may be lost through resignation, or through a determination by a consensus of the remaining members or a four-fifths vote of the entire board of directors that an individual's directorship should be terminated. The remaining directors may thereafter fill any vacancy for the director's remaining term.

ARTICLE 4 – OFFICERS

Section 4.1

The officers of the corporation shall consist of a president, a vice president, and a secretary/ treasurer. The board may establish other offices as needed. Any two or more offices may be held by the same person, except the offices of president and secretary. Each officer shall have duties as assigned by the board or applicable law.

Section 4.2

Officers shall be chosen by the board for one-year terms. Officers shall be eligible for re-election. Notwithstanding, all officers serve at the pleasure of the board and may be removed or replaced at any time, with or without cause.

ARTICLE 5 – BOARD COMMITTEES

Section 5.1

The board may establish an executive committee to which it may delegate all powers and duties delegable by law, except for the power to amend the articles of incorporation or bylaws, or to take actions which, under the articles or bylaws, are to be taken only by a three-fifths vote of the entire board. The executive committee shall be authorized to act in the intervals between board meetings, and is subject to the direction and control of the board. The executive committee shall consist at a minimum of the Chair and shall meet at least quarterly.

Section 5.2

The board may establish a financial committee to develop and review fiscal procedures, fundraising, annual budgets and other financial issues. The financial committee shall work closely with the treasurer, the executive committee, and other officers and staff as necessary.

Section 5.3

The board may appoint other standing or ad hoc committees as needed.

ARTICLE 6 – MEETINGS

Section 6.1

The annual meeting of SC² shall be held each year at a site designated by the board. At the annual meeting, the board shall: (a) elect directors as necessary to fill expired terms; (b) address as necessary any pending applications for membership; (c) receive financial, operational and other reports from the board of directors or any committees thereof; (d) discuss budgets, goals and a work plan for the coming year; (e) conduct a review to ensure SC² is operating in a manner consistent with charitable purposes per the conflict of interest policy; (f) complete annual statements per the conflict of interest policy; and (g) perform any other lawful business.

Section 6.2

Other meetings of SC² may be called by the board, the executive committee, the president, or a majority of the membership. At least 10 days notice shall be provided of such meetings.

Section 6.3

A quorum shall consist of three-fifths of the members.

ARTICLE 7 – CONFLICT OF INTEREST POLICY

Section 7.1

The members, officers and directors of SC² are primarily research scientists. It is understood that such individuals are likely to be employed elsewhere than at SC² and may pursue research funding and opportunities outside of as well as under of the auspices of SC². Such individuals may pursue parallel research efforts, compete for project funding, and conduct other activities as part of their work for other entities without being considered to have an improper conflict of interest or to be engaged in unlawful competition.

Section 7.2

Similarly, if funds are received by an individual or organization other than SC² with which a member, director or officer is affiliated, any transaction or arrangement with respect to such funding made with SC², or work to be performed by SC², shall not be deemed improper as a conflict of interest or require recusal or non-participation by a member, director or officer, so long as all relevant facts are disclosed.

Section 7.3

The Board of Directors shall have an adopted conflict of interest policy.

ARTICLE 8 - ANTI-DISCRIMINATION CLAUSE

Section 8.1

SC² shall not discriminate because of race, creed, sex, age, national origin, marital status, mental or physical disability, or sexual orientation.

ARTICLE 9 - AMENDMENTS TO THE BYLAWS

Section 9.1

These bylaws may be amended by a three-fifths vote of the entire board at any regular meeting or special meeting, but the notice of the meeting shall state any proposal to amend these bylaws.

ARTICLE 10 – INDEMNIFICATION

Section 10.1

SC² shall indemnify and hold harmless any person who is or was a director, officer, employee or agent of the organization with respect to any claims relating to such person's service with SC² (other than claims brought by SC²) so long as the individual acted in good faith. The board may also advance expenses necessary to defend an indemnified individual to the full extent permitted by law, or any lesser extent which the board may determine.

Section 10.2

SC² may purchase and maintain insurance, at its expense, to protect itself and any of its current or former members, directors, officers, employees or agents.

Section 10.3

Notwithstanding the above, members, directors, officers and others engaged in activities relating to SC² shall be responsible for assuring that they have separate insurance coverage, either personally or through their principal employer, covering automobile and other accidents. If such accidents are not covered by insurance obtained by SC², then such accidents shall not be covered by the indemnity and hold harmless provisions of this Article 10.