

MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF COAST FORK WILLAMETTE WATERSHED COUNCIL

The Board of Directors met on May 4, 2009.

The meeting was held at the Coast Fork office Old City Hall, Cottage Grove, Oregon.

The meeting was called by the Board of Directors and the Incorporator.

The notice for the meeting was given more than two days in advance by phone or in person or more than seven days in advance in writing and mailed by first class mail.

The directors present for the meeting were Brian Forge, Dave Cunningham, Larry Weaver and Deborah Schmidt.

The other people present at the meeting were David Atkin, legal counsel, and Pamela Reber.

A Quorum was present because there are currently five directors on the Board and four of them were present at this meeting.

I REPORTS AND DISCUSSIONS

1. Financial Report: A report was given and discussed regarding the Corporation's income, expenses, cash, assets and financial situation.
2. Report on Programs and Activities: A report was given and discussed regarding the Corporation's programs and activities.

II CORPORATE ACTIONS

1. Minutes to Previous Meeting: No minutes of a previous meeting were adopted.
2. Incorporated Status: The Articles of Incorporation filed with the State of Oregon were presented to the Board for its inspection and approval. The following motion was made, seconded, and passed:

RESOLVED to acknowledge that Coast Fork Willamette Watershed Council was incorporated on March 10, 2009 as a nonprofit organization in the State of Oregon. The secretary is instructed to file a certified, stamped copy of the Articles of Incorporation in the Corporate Minutes Books.

3. Initial Directors: The following motion was made, seconded, and passed:

RESOLVED to acknowledge that the initial and still current directors as appointed by the Incorporator are Brian Forge, Dave Cunningham, Larry Weaver, Jim Mough and Deborah Schmidt, and that unless they resign or are removed from office, they shall serve as directors until their successors are properly elected.

4. Election of Officers: The Board discussed the nomination and election of officers. The following motion was made, seconded, and passed:

RESOLVED to elect the following officers with terms of office beginning immediately and lasting until their successors are properly elected following the next annual election of directors.

President	Brian Forge
Vice President	Dave Cunningham
Secretary	Dave Cunningham
Treasurer	Larry Weaver

5. Bylaws: Proposed bylaws were presented at the meeting and discussed. The following motion was made, seconded, and passed:

RESOLVED to adopt the bylaws presented at this meeting. The secretary is directed to certify the bylaws and place them in the Corporate Minutes Books.

6. Depositing Funds and Signing Checks: The following motion was made, seconded and passed:

RESOLVED that the corporation will open and maintain accounts and deposit all funds into these accounts at Siuslaw Bank- Cottage Grove Branch and

RESOLVED that all checks drawn on the bank account of the corporation be signed by Pam Reber, Dave Cunningham or Brian Forge; however, no person may sign a check payable to himself/herself or a relative of theirs. Two signatures shall be required for any check over the amount of \$1000. The corporation is authorized to acquire and use a debit card, with Board authorization of expenses to it of over \$1000.

RESOLVED to authorize the account signers or corporate officers to execute any documents or forms required by the bank to open or operate the bank account authorized by the Board of Directors in this resolution.

7. Continuing Authority To Purchase Office Supplies and Services: The following motion was made, seconded, and passed:

RESOLVED that the officers, executive director or staff, if any, of the corporation are instructed to acquire any small and ordinary office supplies and services necessary to keep records and operate an office for the corporation, and they are authorized to expend the funds necessary and appropriate for this purpose, to \$500.

8. Completion of Nonprofit Corporation Obligations: The following motion was made, seconded, and passed:

RESOLVED that the officers are instructed to ensure that the corporation completes all of the necessary steps for the proper incorporation, organization, registration and establishment of the corporation; and also to ensure that it complies with all state and federal nonprofit laws; and also to ensure that the corporation submits and files all of the required state and federal forms and reports in a timely manner. The officers have hired the corporation's legal counsel, Nonprofit Support Services, to complete these tasks, and are authorized and directed to pay for those legal services, as previously agreed upon with Nonprofit Support Services.

9. The Executive Director: The Board discussed the appointment of the Executive Director for Coast Fork Willamette Watershed Council. The following motion was made, seconded, and passed:

RESOLVED that the corporation shall hire Pamela Reber to be the Executive Director for Coast Fork Willamette Watershed Council, as outlined in the existing contract she has with the Coast Fork Willamette Watershed Council, the unincorporated predecessor of this corporation.

Adjournment: There being no further business, the meeting was adjourned.

Signature of Secretary _____ Date: _____
Dave Cunningham