

BYLAWS
OF THE
BLUE WATER TASK FORCE, INC.

A non-profit corporation organized and existing under
and by virtue of the laws of the State of Montana.

ARTICLE I:

Name and Location

Section 1. Name.

The name of this corporation shall be Blue Water Task Force, Inc.

Section 2. Principal Office and Registered Agent.

The principal office shall be located at: P.O. Box 160513, Big Sky, Montana, 59716 and the registered agent shall be Kristin Gardner at 50 Meadow Village Drive.

Section 3. Other Offices.

Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE II:

Mission of the Organization

Section 1. Mission Statement.

The mission of the Blue Water Task Force, Inc. (BWTF) is to promote public stewardship of aquatic resources in the Gallatin River Watershed through community education, citizen involvement in water quality monitoring, and scientific data collection.

Section 2. Scope.

The BWTF's area of interest is the Gallatin River Watershed (HUC 10020008), described as all lands over or through which water flows into the Gallatin River.

ARTICLE III:

Definitions

The following definitions are to be used throughout these bylaws unless otherwise defined by the particular articles.

1. **BWTF:** The Blue Water Task Force, Inc.
2. **Corporation:** Refers to The Blue Water Task Force, Inc.
3. **Board:** The Board of Directors of the Corporation.
4. **Director:** A Director of the Board of the Corporation.
5. **Founding Director:** A Director appointed to the initial Board of the Corporation in the year 2004.
6. **Quorum:** The number of Directors that must be present before any business can be transacted.
7. **Majority:** A vote by more than one-half of the participating Directors.
8. **Super-Majority:** A vote by more than two-thirds of the participating Directors.

ARTICLE IV:

Board of Directors

Section 1. Authority.

Except as limited by or otherwise provided in these bylaws, all the corporate powers of the BWTF shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, its Board of Directors.

The Board of Directors will be a working board and will develop policy to be implemented by the Executive Director, sign any official BWTF correspondence or requests, review draft agendas, appoint subcommittees, review and approve annual budgets, provide a sounding board for the Executive Director, and assist the Executive Director as needed.

All Directors shall sign a Memorandum of Understanding, which describes the standards by which Directors will commit to abide by during their term. The Memorandum of Understanding may be updated from time to time.

Section 2. Number and Composition.

The Board shall strive to maintain an odd number of Directors, and will consist of at least seven and no more than eleven individuals at all times. It is the policy of the BWTF that these individuals shall be representative of a broad-based cross-section of interests and perspectives within the watershed, and shall be appointed by a super-majority of the acting Directors.

Section 3. Terms.

Each Director shall serve a one-year term.

Section 4. Attendance Policy.

If any Director fails to attend three consecutive BWTF meetings or is absent from half of the overall meetings in a year, the Board may request that a replacement be named to represent the participating group or interest (if applicable). At that time, the Board should also address the participating group or interest's commitment to the BWTF's activities.

Section 5. Resignation and Removal.

Any Director can resign at any time by giving dated written notice of such resignation to the Board. The resignation is effective upon receipt by the Board. Any Director can be removed from the Board by the vote of a super-majority of the Directors for any reason and without cause.

Section 6. Vacancies.

Any vacancy on the Board, including a vacancy created by an increase in the number of Directors, may be filled by the vote of the majority of the Directors. The new Director's term is limited to the remainder of the position filled.

Section 7. Compensation.

Directors shall not receive compensation for their services. However, Directors may be reimbursed for Board approved expenses.

ARTICLE V:

Officers of the Board of Directors

Section 1. Officers. The officers of the Corporation shall be elected from the current Board of Directors. The officers of the Corporation shall be a Chairman, a Vice-Chairman, and a Secretary/Treasurer.

Section 2. Election and Term of Office.

At the annual meeting, the officers shall be elected by the Directors from among the Board of Directors. Oral nominations will be made by one of the current Directors at the annual meeting once the new Directors have been selected. Persons nominated must be at the annual meeting to accept their nominations before voting is commenced. Officers shall be elected by a super-majority vote of the current Directors. Each officer shall hold office for a term of one year until his successor is duly elected or until his resignation, removal, disqualification or death.

Section 3. Resignation and Removal.

Any officer may resign at any time by giving dated written notice of such resignation to the Board. The resignation is effective upon receipt by the Board. Any officer may be removed from office by the vote of a super-majority of the Directors for any reason and without cause.

Section 4. Vacancies.

In the event any office becomes vacant by resignation, removal, disqualification, death or any cause, the Board shall elect via a super-majority an officer to fill such vacancy at the next regular meeting, and the officer, so elected, shall hold office until the next annual meeting.

Section 5. Chairman.

The Chairman shall be elected at the annual meeting from the Board of Directors. Only Directors that have served on the Board for at least one year may be eligible to serve as Chairman. The Chairman shall conduct all meetings, shall work with the Executive Director to prepare the agenda for all meetings, and shall delegate such duties and responsibilities as may be necessary to conduct the normal business and activities of the Corporation.

Section 6. Vice-Chairman.

The Vice-Chairman shall be elected at the annual meeting from the Board of Directors. The Vice Chairman shall assist the Chairman when necessary and act on behalf of the Chairman upon his or her absence.

Section 7. Secretary/Treasurer.

The Secretary/Treasurer shall be elected at the annual meeting from the Board of Directors. The Secretary/Treasurer shall oversee all financial affairs, assist the Executive Director when necessary, work with the bookkeeper and/or accountant in the preparation of any financial documents, and have charge of such books, documents and papers as the Board may determine.

ARTICLE VI:

Board Meetings

Section 1. Schedule and Notice.

The Board of Directors will meet monthly or as necessary at a time and place designated by the Board of Directors at the previous meeting. A reminder will be sent out via email and or telephone one week before the meeting. Anyone who prefers to be notified by any other means may make such arrangements with the Executive Director.

Section 2. Quorum.

A majority of the Board will constitute a quorum for the transaction of business at any meeting of the Board.

Section 3. Facilitation.

All meetings will be facilitated by the Chairman of the Board, in consultation with the Executive Director, unless otherwise specified by the Board.

Section 4. Manner of Acting.

The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board, unless the act of a greater number is required by law or by these bylaws.

Section 5. Transaction of Business.

The Board can transact business in any other manner permitted by the laws of the State of Montana, including telephonic or other electronic means.

Section 6. Informal Action by Directors.

Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, is signed (fax signatures are acceptable, but originals must be submitted

by the next meeting) by all the Directors and is included in the minutes filed with the corporate records reflecting the action taken.

Section 7. Open Meetings/Public Comment.

Provision will be made at each meeting for public comment. Meetings held explicitly for public comment on specific topics will be planned for as deemed appropriate by the Board. From time to time the Board may designate certain portions or all of a meeting as closed to the public in accordance with applicable rules and regulations. Such time or meeting will be given such designation on the agenda.

Section 8. Annual Meeting

The annual meeting shall be held at least once a year at a time and date to be determined by the Board. The annual meeting will be for the purpose of electing new Directors and officers and for the transaction of such other business as may come before the meeting. A statement of the activities of the Corporation relating to finances, collections and operation of the Corporation shall be made by the immediate past officers at the annual meeting.

Section 9. Emergency Meetings.

In the event a decision must be made regarding the Corporation's business affairs and a good faith effort has been made to call a special meeting, a Director or Directors may make decisions without a full quorum present to conduct business. However, the Director or Directors must document the situation in writing and attest that a good faith effort was made to call a special meeting. This documentation must be signed and dated by any Director(s) who made the decision. The documentation must be turned over to the Secretary to become a permanent part of the Corporation's records.

Section 10. Recording of Meetings.

Minutes of Board meetings will be kept describing discussion of agenda topics and any decisions made by the Board. Minutes will be reviewed and approved at the next regular Board meeting.

ARTICLE VII:

Decision-Making Process

Section 1. Group Decision-Making.

The Board of Directors will use a decision-making process guided by Robert's Rules of Order. First, a formal motion will be made and seconded by any Director other than the Chairman. Then a discussion will follow. When the discussion has concluded, the Chairman will call for a vote and a decision will be made by a majority vote of those Directors present at the meeting. Proxies shall not be permitted. Telephonic attendance of meetings is permitted.

Section 2. Minority Opinions.

Minority opinions will be reflected in the meeting record.

ARTICLE VIII:

Executive Director

Section 1. Designation.

The Directors have the authority to contract with or hire an individual to serve as the "Executive Director" of the Corporation. Applications or proposals will be reviewed by the entire Board and a selection will be made by a super-majority vote of the Board.

Section 2. Scope of Responsibilities.

The Executive Director shall oversee all aspects of program implementation and shall be responsible for managing and directing the activities of the Corporation to achieve the organization's mission.

Section 3. Duties.

The Executive Director's duties will be described in a job description (in the case of an employee) or in a contract between the Corporation and the contractor. The duties may include but are not limited to the following: implementing board policy, organizing Board meetings, developing timetables and budgets for the Corporation, preparing funding applications, keeping a record of implementation progress, coordinating Board and subcommittee efforts with other management activities in the watershed, building support for the mission, and maintaining an office. The Executive Director's progress shall be reviewed at the annual meeting or as otherwise described in the contract.

Section 4. Authority.

The Executive Director may provide recommendations to the Board but will not have the authority to make decisions on behalf of the Board. All decision-making authority rests with the Board. The Executive Director may spend up to \$500 for items within the BWTF budget. Purchases above \$500 must be approved by the board.

ARTICLE IX:

Group Subcommittees

Section 1. Formation and Termination.

Subcommittees and technical advisory teams may be formed by a majority vote of the Board of Directors, consisting of Directors, other BWTF participants, and/or members from the community at large, to carry out specific action items, all as determined by the Board. Subcommittees may be dissolved at any time by a majority vote of the Board of Directors.

Section 2. Authority.

Subcommittees will provide recommendations to the Board but will not have the authority to make decisions on behalf of the Board. All decision-making authority rests with the Board.

Section 3. Meetings.

Any such subcommittees or teams will meet as needed to effectively carry out their objectives.

Section 4. Guidance.

The Board is responsible for providing overall guidance and support to any such subcommittees or teams, and the Executive Director will provide assistance as required.

ARTICLE X:

Media Relations

Section 1. Contact Person.

The Executive Director will be the primary media contact person. No one Director has authority to speak on behalf of the Board unless appointed by the Board. Directors that have contact with the media regarding issues of concern to the BWTF must clarify that they are speaking as a private citizen.

Section 2. Topics.

The Executive Director will speak to general issues of interest or concern to BWTF activities, but will not attempt to represent any particular Director's opinion or position on an issue. Specific questions regarding agencies, organizations, industry, or other entities will be directed to the appropriate representative.

Section 3. Controversial Issues.

Controversial issues being handled at the subcommittee level, and decisions about how to respond to the media will be made by the Board in consideration of subcommittee recommendations.

Section 4. Consultation.

If possible, a list of questions should be requested of the media prior to any interviews so that the Executive Director can consult with the Board if needed.

Section 5. Press Releases.

As needed, the Executive Director will issue press releases to media throughout the watershed to highlight the Corporation's activities. Press releases must be reviewed by and approved by at least two Directors.

ARTICLE XI:

Group Comment on Public Documents

Section 1. Authorship.

All comments will be submitted by the Board of Directors of the BWTF as a whole and not from individual members by name. Individuals that wish to comment on public documents as private citizens must clarify that they are commenting as a private citizen.

Section 2. Limited Comments.

When preparing comments on public documents with potential impact to the watershed (such as environmental assessments, environmental impact statements, proposed state regulations), the

BWTF will limit its comments to statements regarding implementation of action items relating to its mission and to the encouragement of public involvement.

Section 3. General Comments.

BWTF comments will refer to general issues of interest or concern to the BWTF's work, but will not attempt to represent any particular participant's opinion or position on an issue.

Section 4. Controversial Issues.

Controversial issues being handled at the subcommittee level, and decisions about how to respond to public documents will be made by the Board in consideration of subcommittee recommendations.

ARTICLE XII:

Contracts, Checks, Deposits and Funds

Section 1. Contracts.

The Board may authorize any officer or officers, agent or agents, or Executive Director 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, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be jointly signed by the Secretary/Treasurer and countersigned by the Chairman or a Vice Chairman of the corporation.

Section 3. Deposits.

All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts.

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the corporation.

ARTICLE XIII:

Book and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board and committees having any of the authority of the Board, and shall keep at its registered or principal office a record giving the names and addresses of the members. 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.

ARTICLE XIV:

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December, or as otherwise determined by the Board.

ARTICLE XV:

Conflict of Interest

Section 1. Definition.

A conflict of interest may exist when the interests or activities of any Director, Officer or staff member may be seen as competing with the interests or activities of the nonprofit corporation, or such person or persons derive a financial or other material gain as a result of a direct or indirect relationship.

Section 2. Disclosure.

Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned.

Section 3. Abstaining from Voting.

When any conflict of interest relates to a matter requiring action by the Board of Directors, the interested party shall call it to the attention of the Board of Directors and such person shall not vote on the matter; however, any Director or Officer disclosing such matter shall be counted in determining the presence of a quorum at a meeting of the Board of Directors thereon.

Unless requested to remain present during the meeting regarding the conflict of interest, the person having the conflict shall retire from the room in which the Board of Directors are meeting and shall not participate in the final consideration or deliberations regarding the matter; however, upon request, the interested party shall provide the Board of Directors with any and all relevant information.

Section 4. Record of Conflict of Interest.

The minutes of Board of Directors' meetings related to conflicts of interest shall disclose the nature of the conflict; the identity of the person(s) with the conflict; that the interested person was not present during final consideration or and deliberations regarding the matter or vote and did not vote. When there is doubt as to whether a conflict exists, such doubt will be resolved by a vote of the Board of Directors and the interested party shall not vote thereon.

Section 5. Dissemination of Policy.

A copy of the conflict of interest provisions of these bylaws shall be furnished to each present and future Officer, Director and staff member of the nonprofit corporation and its policies shall be reviewed, from time to time, for the information and guidance of the Officers, Directors and staff members of the nonprofit corporation.

ARTICLE XVI:

Amendment to These Bylaws

Section 1. Procedure.

Suggestions for alteration or amendment of the Bylaws must be made at a Board meeting and put into the minutes. The suggestion will be discussed at the following regular meeting and voted upon at the next regular meeting following the discussion.

Section 2. Voting.

Bylaws modifications that properly come before the Board shall require the affirmative vote of a super-majority of all then-current Directors.

Section 3. Restatement.

Changes to Bylaws will be indicated by a note in the footer of the document stating “as amended per [date] meeting”, where [date] is the date of the meeting at which the amendments were adopted.

ARTICLE XVIII:

Miscellaneous

Section 1.

The Board may appoint agents and/or representatives of the corporation to perform such acts or duties on behalf of the corporation as the Board sees fit, so far as those acts are consistent with the bylaws, and to the extent permitted by law.

Section 2.

No officer, director, agent or employee, as individuals, shall have any power or authority to bind the corporation to any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or for any amount, without the express approval by vote of a majority of the Board and the signature of the Chairman.

Dated this _____ day of _____, 2007.

APPROVED:

Director, Jon Holtzman

Director, Ron Edwards

Director, Mary Jane McGarity

Director, Caroline Henley

Director, Mindy Cummings Nowakowski

Director, Sue Barton

Director, Eric Becker

Director, Brad Parsch

Director, Kevin Germain