

**BYLAWS
of the
INSTREAM FLOW COUNCIL**

**(Approved March 17, 1998; Amended: May 21, 2002; June 20, 2004;
January 31, 2008; October 10, 2008; May 3, 2010; April 23, 2018)**

Section I. **NAME**

The name of the organization shall be the Instream Flow Council (IFC).

Section II. **OBJECTIVES**

The objectives of the organization shall be as follows:

- To educate and assist state, provincial and territorial fish and wildlife management agencies concerning the establishment, maintenance, and administration of effective programs for protecting instream flows for aquatic resources.
- To identify and encourage the application of appropriate methods and strategies for identifying instream flow needs.
- To encourage and facilitate the regular exchange of information among all levels of instream flow scientists, natural resource administrators, and aquatic resource managers.
- To educate and inform the public, opinion leaders, and government officials concerning the need for protecting instream flows for aquatic resources.

Section III. **STRUCTURE / MEMBERSHIP**

The structure of the Instream Flow Council shall consist of a Governing Council, a General Council, an Executive Committee, Standing Committees and Ad Hoc Committees. Members of the Executive Committee shall be elected from the Governing Council. Within this format, each region (as described in Section V) may form working groups to promote the goals and objectives of the parent organization.

Governing Council. Membership shall be open to all state, provincial and territorial fish and wildlife management agencies, or if that agency chooses not to participate, it may recommend an alternate representative with Public Trust or instream flow stewardship responsibility for fish and wildlife. If an alternate representative is not recommended, the Executive Committee may extend a membership invitation to an alternate. Alternate membership shall be subject to annual approval by the Executive Committee. Only one agency from a state, province or territory may be a member of the Governing Council.

Each member agency shall appoint one representative to represent the interests of that agency and participate as a voting member for conducting the official business of the Instream Flow Council. Representatives should be those individuals who are most qualified in the technical or administrative aspects of instream flow for each agency. Member representatives should be in a position that is routinely involved in coordination and/or application of instream flow assessments and must be presently employed by the member agency.

General Council. Membership shall consist of four categories: (1) emeritus members, (2) honorary members, (3) employees of state, provincial and territorial agencies eligible for Governing Council membership, and (4) employees of state, provincial, and territorial agencies that share, with the Governing Council agency, that jurisdiction's Public Trust or instream flow and/or water level conservation stewardship responsibilities for fish and wildlife. Emeritus members are those previously employed by member agencies, and membership is not dependent on the good standing status of their former agency. Honorary members are those who have provided exemplary service to IFC (as determined by the Executive Committee) and are not employed by a member agency. Emeritus and honorary members must be nominated by three Governing Council members and approved by the Executive Committee. Past presidents that are no longer employed by their member agency will be offered honorary membership. A category (4) agency employee must be invited by the Governing Council member from that same state, province, or territory, and membership must be approved by the Executive Committee annually. Membership in Categories 1 (emeritus), 3 (resource agency staff) and 4 (shared jurisdiction agency staff) is subject to the approval of the Executive Committee and payment of applicable dues. Honorary members are exempt from dues payments.

Section IV. **ANNUAL DUES**

Annual dues and payment deadlines shall be set by the Executive Committee per the IFC Dues Policy. There shall be no additional initiation fees, but all Governing Council and General Council entities shall pay the annual dues specified in the IFC Dues Policy for each calendar year.

In case a member agency fails to pay its dues by the annual deadline, or formally withdraws from the IFC, that agency shall cease to be a member of the organization and its name may be stricken from the roll. The affected representative for that agency shall cease to be involved on the Governing Council but may participate on the General Council if he or she is a member in good standing. An agency may be reinstated upon full payment of the annual dues.

In case an individual General Council member fails to pay his/her dues by the annual deadline, or formally withdraws from the IFC, that individual shall cease to be a member of the organization and his/her name shall be stricken from the roll. An individual member may be reinstated upon full payment of the annual dues.

When an agency does not pay its membership dues, its representative may pay the Governing Council dues on behalf of the agency.

Section V. **REGIONS**

The Instream Flow Council shall consist of five regions, each of which is entitled to representation on the Executive Committee. The regions are as follows:

REGION	ELIGIBLE MEMBERS
1 - West	AK, AZ, CA, CO, GU, HI, ID, MT, NM, NV, OR, UT, WA, WY
2 - Central	IA, IL, IN, KS, MI, MN, MO, ND, NE, OH, SD, WI
3 - Southeast	AL, AR, FL, GA, KY, LA, MS, NC, OK, PR, SC, TN, TX, VA, WV
4 - Northeast	CT, DE, MA, MD, ME, NH, NJ, NY, PA, RI, VT
5 - Canada	AB, BC, MN, NB, NFLD, NWT, NS, NU, ON, PEI, PQ, SK, YK

This list of regional members may not be inclusive of all U.S. territories. If other territories are identified that meet the criteria for membership outlined in Section III, they will be given member status upon payment of dues and officially assigned to a region at the next biennial meeting. In the interim, the territory will be temporarily assigned to a region by the Executive Committee based on input from that territory.

Section VI. **BOARD OF DIRECTORS / EXECUTIVE COMMITTEE**

The board of directors shall be hereafter referred to as the Executive Committee and shall consist of the elected officers of the IFC, the five (5) Regional Directors, the Past President and up to two Members-at-Large.

The Members-at-Large shall be optional positions that are selected by the Executive Committee at the earliest opportunity after each biennial meeting. The term of the Members-at-Large shall expire at the following biennial meeting. A Member-at-Large may not vote on Executive Committee decisions concerning her/his term of service.

Subject to the limitations contained in the articles of incorporation and to the provisions of law requiring corporate action to be exercised, authorized or approved by the voting members and except as otherwise expressly provided in these bylaws, all lawful powers of the Instream Flow Council shall be vested in and exercised by or under the authority of the Executive Committee and the business and affairs of the corporation shall be conducted and controlled by this committee.

Duties of the Executive Committee include (but are not limited to):

- Develop a policy manual
- Respond to Regional and overall business meeting results
- Respond to requests for assistance from Governing and General Council members
- Administer a budget
- Form standing and Ad hoc committees
- Suspend or expel any member, for cause, which may include a violation of these bylaws or other conduct prejudicial to the best interests of the Instream Flow Council

All matters not provided for in the Bylaws shall be determined by the Executive Committee as provided by Section XI, until affirmed at a regular meeting of the Governing Council as a whole. The Executive Committee may provide for the employment and/or assignment of duties to subordinate employees and related matters, as they deem necessary.

A regular meeting of the Executive Committee shall be held without any other notice than this bylaw immediately after, and at the same place as, the biennial meeting of its members. The President shall serve as Chair. The Executive Committee shall meet no less often than annually. When annual meetings occur in years when a meeting of the whole is not scheduled, the Executive Committee shall, if possible, meet in conjunction with a regional meeting in a manner that rotates from region to region. Other meetings of the Executive Committee may be held at any time on call of the President. Additionally, a meeting of the Executive Committee shall be called by the President upon request of any two Executive Committee members at such place as the Executive Committee may determine.

A majority of the members of the Executive Committee then in office constitutes a quorum for the transaction of business. In the event some Executive Committee members provide notice in writing of their inability to attend meetings and willingness to abide by the actions of the other committee members in attendance, a quorum may consist of not less than one third of the Executive Committee.

If a member agency fails to pay its dues by the annual deadline established in the IFC Dues Policy, or formally withdraws from the IFC, and the official representative of that agency is a member of the Executive Committee, the Executive Committee shall select an interim replacement from the Governing Council. That individual shall serve until the next biennial meeting, when elections are held and a replacement is voted on by the Governing Council. If the affected individual is a Regional Director, the Executive Committee shall select a replacement within 60 days from another state in the affected region. Should an elected officer not be able to complete his or her term, the Executive Committee shall conduct elections for a replacement and install a new officer within 90 days.

Section VII. **OFFICERS AND REGIONAL DIRECTORS**

The officers of the Instream Flow Council shall consist of a President, President-elect, Secretary, and Treasurer. The members of the Governing Council shall elect officers prior to the biennial meeting of the whole by submission of an official mail or electronic ballot. The designated representative of a governing council agency and other employees of that agency are eligible for candidacy as an officer. Elected officers shall be installed at the end of the business session of the biennial meeting and shall serve until the subsequent biennial meeting. In the event the President-elect, Secretary, or Treasurer is unable to complete their full term of office, their office shall be assumed by the individual who finished runner-up for that position in the most recent election. If that person is unable to serve, the duties as described below shall be assumed by the next lower ranking officer or as directed by the President, and new elections shall be held to fill the vacated post within 60 days.

Officers are elected by a simple majority of eligible Governing Council member votes cast by the end of specified period for voting. All elections resulting in a tie for a particular office following the count of official ballots received by the end of the specified period for voting shall be decided by a simple majority vote of all Governing Council members present at the regular business meeting.

An individual may serve as Secretary or Treasurer for any number of terms. An individual may serve more than one term as President-elect/President, but terms may not be consecutive.

President - It shall be the duty of the President to preside at all meetings of the Executive Committee of the IFC and to have general charge and supervision overall of the affairs of the IFC.

President-elect - Duties of the President-elect shall include, in addition to those assigned by the Executive Committee, preparation of a draft biennial budget. The President-elect is also responsible for helping organize the biennial meeting in cooperation with the Regional Director of the region where the meeting is scheduled. The President-elect shall assume the duties of the President if he or she is temporarily or permanently unable to do

so. Upon completion of the term as President-elect that person shall assume the office of President.

Secretary - The duties of the Secretary shall include performing duties relating to administration of the general recordkeeping and membership affairs of the IFC. The Secretary shall record the minutes of the biennial meeting of the whole and all Executive Committee meetings, and make mailings to Governing and General Council members as directed by the President. The Secretary will also maintain membership records and provide the President with a list of paid-up members at least 30 days prior to the annual Executive Committee meeting.

Treasurer - The duties of the Treasurer shall include performing such duties relating to administration of the general financial affairs of the IFC. He or she shall also perform such duties relating to administration of the financial affairs of the Council as may be requested by the President including collection and deposit of dues and other funds in financial institution(s) or in investments approved by the Executive Committee and, upon approval of the President to draw drafts for the payment of bills and other debts incurred by the Council in the manner described in section XIII of the Bylaws. The Treasurer shall monitor and report on the finances of the organization, its bank account and collection of annual dues.

Regional Directors - Each region shall elect a Regional Director and a Regional Director-elect from among the Governing Council members in that region. The designated representative of a governing council agency and other employees of that agency are eligible for candidacy. Regional Directors represent their region as members of the Executive Committee and serve until the subsequent biennial meeting. The Regional Director-elect shall assume the office of Regional Director upon the expiration of the incumbent's term, or when the incumbent is unable to complete the term for which s/he was elected. After completing the term of the vacated office of Regional Director, the Director-elect shall also complete the normal term. If the Regional Director-elect is unable to complete the Regional Director's vacated term of office or complete his/her term as Regional Director-elect, a new regional election shall be held, as directed by the President, to fill the vacated post within 90 days. If the Regional Director position cannot be filled by the region, the President shall appoint a Governing Council member to this position until such a time that it can be filled by the region.

Within their respective regions, the Directors shall:

- Serve as the designated Instream Flow Council representative and liaison,
- Promote the Instream Flow Council as a management service organization for assisting member agencies,
- Represent their region's interests to the Executive Committee and
- Keep regional members informed of actions, decisions and developments of the Executive Committee and parent organization.

Regional Directors may not simultaneously hold any officer position in Section VII. If elected to one of those positions, he or she shall cease their responsibilities as Regional Director. The Regional Director-elect shall fulfill the above functions in these situations or in any other event where the Regional Director is unable to perform them. In situations where the Regional Director is permanently precluded from fulfilling his or her

duties as Director, the Executive Committee shall select a new Regional Director within 60 days.

If an elected officer or regional director should no longer be the official Governing Council representative of their agency due to promotion, transfer or other reasons, that individual may retain their position if: a) the affected individual desires to continue to serve in their elected capacity; b) the affected individual remains employed by the agency for which they worked when elected to office; c) the Executive Committee approves the individual's continued service; and d) the individual's agency approves of their continued service. That individual shall not cast votes in the regular business of the Governing Council except as a designated alternate for the member agency's official representative to the Governing Council.

Section VIII. **COMMITTEES**

Standing committees shall be established by the Executive Committee or majority vote of Governing Council members in attendance at national meetings. Membership on standing committees and the term of membership shall be at the discretion of the Executive Committee, unless otherwise stated below, and may include members in good standing from either or both the Governing and General Council. Ad Hoc Committee members serve at the discretion of the Executive Committee and need not be members of either the Governing or General Council. The term of membership on Ad Hoc committees shall be at the discretion of the Executive Committee.

Nominating Committee. The President of the organization shall appoint a Nominating Committee of up to three members to select candidates for the positions of President-elect, Secretary and Treasurer. The Nominating Committee shall be responsible for nominating a slate of one or more candidates for each office. The Nominating Committee shall observe the following guidelines:

- All nominees must be an employee of a Governing Council member agency in good standing.
- All nominees must consent to becoming a candidate.
- The slate of candidates shall be submitted to the Executive Committee at least 90 days prior to the annual meeting to allow notification of and consideration by voting members.
- The Executive Committee shall have final approval of the slate of candidates.

Ballots shall be provided to Governing Council members at least 75 days prior to the biennial meeting. Ballots must be returned to the Secretary at least 30 days prior to the biennial meeting in order to be valid. New officers shall be installed at the close of the business meeting.

Finance Committee. The Finance Committee shall consist of the President-Elect (chair), Treasurer, President, and two other members in good standing appointed by the President. Annually, the Finance Committee shall:

- Prepare an annual budget for adoption by the Executive Committee.
- Coordinate the budget with the annual work plan and strategic plan.
- Advise the Executive Committee on the long-term fiscal self-sustainability of the organization.

- Develop plans to raise funds necessary for IFC to achieve its objectives.
- Review the Bylaws, Financial Policy, Dues Policy and other policies for issues related to finances and budgets and recommend changes, as necessary.

Section IX. **BYLAWS**

The Executive Committee reserves the ability to amend the bylaws at any time and without notice to the members for the exclusive purpose of ensuring they are consistent with state, provincial, territorial or federal laws pertaining to the operation, management or structure of the organization. Any amendment to the bylaws by the Executive Committee requires a vote of not less than a majority of the members of the Executive Committee then in office.

All other amendments to the bylaws are accorded to the Governing Council. Resolutions for amendment must be submitted to the President of the Executive Committee at least 45 calendar days in advance of the biennial meeting. The President is responsible for circulating the resolution to the Governing Council to allow at least 21 calendar days to review them prior to the meeting. Amendments must receive a majority vote of the Governing Council quorum. Attendance and voting can either be in person or by proxy. If the Executive Committee decides by three-quarters majority of the full Executive Committee that bylaw changes are needed which are of a time-sensitive nature and cannot wait for full discussion and consideration by the Governing Council at a meeting, the Executive Committee may designate a member to prepare the necessary background materials, determine the voting timeframe (which shall be a minimum of 21 calendar days), and prepare a package for the Secretary to issue a call for a Governing Council vote by e-mail. The Secretary shall keep a written record of the responses, announce the result, and ensure the results are recorded in a manner that any member may view. Bylaw amendments voted on by e-mail must receive a majority vote of the Governing Council members whose membership status is in good standing.

Section X. **MEETINGS**

The Governing Council shall meet biennially at the place to be determined by the Executive Committee. The purpose of the national meeting shall be: 1) transaction of such business as may properly come before it; 2) presentation of papers on development, application or refinement of instream flow methods or strategies and related subjects; and 3) installation of officers. As a matter of policy, biennial meetings should be held in conjunction with one of the regional meetings in a sequential, rotating manner in the order listed in Section V. To minimize travel time and costs and maximize participation at biennial meetings, opportunities will be provided so each region may hold concurrent meetings.

All meetings of the Governing Council members shall be regular or special. Notices of such meetings shall be given to all Governing Council members of record and shall generally describe the matters to be considered. Regular meetings are the biennial meetings of the whole and annual regional meetings. Special meetings are all other meetings of the Governing Council members, which shall be held only on call. No call is required for any regular meeting. The President may call a special meeting with the consent of at least two other Executive Committee members or on the written request of at least three other Executive Committee members or on the written request of at least 10 percent of the Governing Council. A special meeting may be called to consider any

matter that may properly be brought before the Executive Committee. Only matters described in the notice of such meetings may be considered or voted on at a special meeting.

Attendance by not less than fifty percent (50%) of the official Governing Council member representatives shall constitute a quorum at regular or special meetings. Attendance can either be in person or by proxy. At such meetings, the official representative of each Governing Council member whose annual dues are paid shall be entitled to vote either in person or by authorized proxy.

Regional meetings of Governing Council members are encouraged on an annual basis and shall occur at a place and time to be fixed by the Regional Director. The purpose of regional meetings is to 1) provide a forum for information exchange among member agencies, 2) facilitate the general identification and use of appropriate instream flow methods and strategies for that region and 3) identify issues to advance to the national meetings. Representatives of a majority of members for that region shall constitute a quorum.

Standing and Ad Hoc Committees shall meet as necessary or directed by the Executive Committee. In addition, members of these committees may be requested to represent the Instream Flow Council in any of a variety of official capacities such as (but not limited to) providing testimony or counsel for development of instream flow legislation, assessing a state's overall instream flow program and resolving conflicts between a Governing Council member and a third party.

Section XI. **CONDUCT OF BUSINESS**

The Executive Committee functions by two-thirds majority.

Votes taken during biennial business meetings are for formal endorsement of items brought before the membership by the Executive Committee or to decide pertinent issues in which differences of professional opinions may exist. Members wishing to bring issues and resolutions before the Governing Council must notify the Executive Committee and provide written description and justification of the issue or resolution at least 45 calendar days in advance of the biennial business meeting. The Governing Council will then consider the matter and that Council shall take appropriate action.

Votes on formal policy, positions and certifications are accorded to only the representatives of official member agencies who serve on the Governing Council. Except as provided in Sections VII and IX, matters brought before the Governing Council for a vote shall be approved upon two-thirds majority of the Governing Council quorum.

General Council members are encouraged to provide comments and suggestions; however General Council members do not have voting privileges.

If a Governing or General Council member requests consideration and formal action by the IFC on an issue or policy not covered by existing policies or positions and on a schedule that does not afford consideration during the business meeting of the biennial meeting, that member may provide a written description of the issue and desired action to the President. For all such matters of a controversial nature not covered by IFC bylaws and/or not covered by existing policies or positions, the President will notify the other

Excom members and request they provide the President their position on the issue or resolution within seven (7) days. Based on their response, the President will then prepare a proposed position statement. The Secretary will then distribute the proposed position statement to all Governing Council members and request comments within seven (7) days. Based on the comments received from Governing Council members and other appropriate considerations, the President will then prepare the IFC's official position and provide it to the requesting member. The deadlines may be amended at the President's discretion to suit the circumstances of any particular situation.

Section XII. **ORDER OF BUSINESS**

The following shall be the order of business at meetings of the organization:

1. Reading/approval of the minutes of the previous meeting.
2. Report of the Secretary.
3. Report of the Treasurer.
4. Report of the President.
5. Reports of Committees.
6. Unfinished Business.
7. New Business.

Section XIII. **BUDGET AND FINANCIAL MATTERS**

1. The Finance Committee shall develop a draft biennial budget package for submission to the Executive Committee annually by October 15. The budget package shall consist of a draft budget for the upcoming year and a draft projected budget for the following year. Budgets shall be on a calendar year basis.
2. The Executive Committee shall consider, modify as appropriate, and approve the budget package annually by December 31.
3. The Executive Committee may review and adjust the budget at any time.
4. The budget shall adhere to specifications of the IFC Financial Policy.
5. Expenditures (including the intent to incur expenses) and contractual agreements by the organization shall be made in accordance with the IFC Financial and Contracting Policies.
6. A report of the fiscal health of the organization shall be presented at each biennial Governing Council meeting.
7. An audit of funds and expenditures may be conducted at any time as directed by the President. Said audit may be conducted either by an audit committee appointed by the President or a third party selected by the Executive Committee.

Section XIV. **PROHIBITED AND RESTRICTED ACTIONS**

Notwithstanding any other provision of the Bylaws, the Instream Flow Council shall not under any circumstances:

1. Participate directly or indirectly in the political campaigns of candidates for local, state, provincial, territorial or federal office.
2. Allow its assets and earnings to unjustly enrich board members, officers, or key management employees.
3. Allow its assets and earnings to substantially benefit private interests.
4. Operate the Instream Flow Council for the primary purpose of conducting a trade or business that is not related to its primary purpose.

5. Engage in activities that are illegal or violate fundamental public policy.
6. Devote significant assets, resources or effort to influence legislation, referenda, ballot initiatives or constitutional amendments.
7. Take any action that would be contrary to its tax exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code.

Section XV. **DISSOLUTION OF THE INSTREAM FLOW COUNCIL**

The Instream Flow Council shall be dissolved upon a majority vote by the Governing Council on a dissolution motion developed and approved by unanimous vote from the Executive Committee.

Upon dissolution, the assets of the Instream Flow Council shall be distributed to the Governing Council members in good standing based upon the following formula:

Governing Council Member Share = (Total Assets of the Instream Flow Council) *
(Total years of the member's membership/the total years of membership represented by the active Governing Council members at the time of dissolution).