

**BYLAWS
OF THE
COULEE CORRIDOR CONSORTIUM
DRAFT 5/23/2005
Confirmed by motion and vote of CCC 1-15-2010
Revisions Approved By Membership 2/18/2011**

The purpose of this organization is to promote the education, planning, development and implementation of programs which will enhance the preservation and promotion of the intrinsic qualities of the 150-mile long Coulee Corridor National Scenic Byway. These programs shall be implemented to help educate and inform Byway residents and travelers of the benefits and values of the natural, scenic, historical, cultural, recreational and archaeological resources along it. The Consortium will achieve these goals through collaboration and partnerships with individuals, groups, local government, state and federal agencies and tribes throughout the region. The Consortium shall develop long term sustainable models supplemented by additional funds, as needed.

ARTICLE I – NAME

- Section 1. The name of the organization shall be the **COULEE CORRIDOR CONSORTIUM (CCC)**.
- Section 2. The organization is an independent, nonprofit, non-partisan, incorporated-group having as its primary concern the education, planning, development and implementation of programs which will enhance the preservation and promotion of the intrinsic qualities of the Coulee Corridor National Scenic Byway
- Section 3. The fiscal year of the Coulee Corridor Consortium shall commence on the first (1st) day of January and end on the thirty-first (31st) day of December.

ARTICLE II – BOUNDARIES

- Section 1. The CCC area boundaries include all communities along Highway 17 and Highway 155 from Connell to Omak (and include approved designated spur routes) located in the counties of Adams, Douglas, Franklin, Grant, Lincoln and Okanogan Counties in central Washington.
- Section 2. CCC area boundaries may be changed to increase or decrease the size of the area provided such changes are agreed upon by an affirmative vote of two-thirds (2/3) of the Consortium at a regular CCC meeting, and provided such changes are consistent with existing authorities, policies and regulations.

ARTICLE III – PURPOSE AND OBJECTIVES

- Section 1. The purpose and objectives of the organization are:
- a. To plan and carry out a Corridor Management Plan (CMP) for the CCC in an effort to properly develop and utilize local resources.
 - b. To promote the education, planning, development and implementation of programs which will enhance the preservation and promotion of the intrinsic qualities of the Coulee Corridor National Scenic Byway.
 - c. To coordinate, cooperate and assist in carrying out local and regional development plans which enhance the CCC area.
 - d. To create a positive presence in the communities along the Byway and advance regional awareness of the features and programs that make it a special place to view, use, and conserve the resources of the area
 - e. To secure the required technical, financial, educational, and other services needed to develop and implement the Corridor Management Plan.
 - f. To function as an all “inclusive” Consortium within the meaning of Internal Revenue Code 501 c (3) or the corresponding provisions thereof including any future United States Internal Revenue Laws. Articles of Incorporation are hereto attached.
- Section 2. This organization shall not carry out any activities not permitted by an organization exempt from Federal Income Tax under Internal Revenue Code 501 (c) (3) or the corresponding provisions thereof including any future United States Internal Revenue Laws. Articles of Incorporation are hereto attached.
- Section 3. All programs and services of the CCC are offered on a nondiscriminatory basis, without regard to race, color, national origin, religion, sex, age, marital status or handicap.

ARTICLE IV – MEMBERS

- Section 1. The members of this organization are representatives of various entities, concerned citizens, cities, counties, various districts and businesses.
- Section 2. New members may be added by a majority vote of the consortium members present at a CCC meeting. Recruitment and acquisition of new sponsors and members is continuously in progress by the Consortium.
- Section 3. An exchange of membership fees in lieu of dues is applicable only if the in kind contribution is of equal or greater value to the CCC.

ARTICLE V – OFFICIAL BODIES

- Section 1. The official body shall be known as the CCC, which includes an Executive Board, and any special committees deemed necessary by the Consortium.
- Section 2. Officers of the organization shall be the Chair, 1st Vice Chair, 2nd Vice Chair, Secretary and Treasurer, herein referred to as the Executive Board. Officers shall be voted upon during a designated Consortium meeting, shall take charge January 1, and serve throughout two calendar years.
- Section 3. Consortium Members
- a. The affairs of the CCC shall be managed by the members.
 - b. The CCC general membership shall meet at least every other month or as needed to conduct the normal business of the Consortium.
 - c. A quorum shall be the presence of at least six (6) voting members from the Consortium entitled to vote, of which at least 2 shall be from the Executive Board.
 - d. Consortium (members) shall serve on the board for a period of two calendar years or until successors are designated.
 - e. Special consortium meetings may be called by a majority of the Executive Board, or by written petition signed by at least fifty percent (50%) of the members. Notice of such special meetings, either in person, by telephone, email or by first-class mail shall be given at least 48 hours prior to the meeting and shall specify the time, place, and purpose of the meeting.

- f. Voting – Each dues paying member in good standing shall be entitled to one (1) vote on all activities requiring action by the Consortium. Dues must be paid annually during the calendar year. However, dues must have been paid more than 60 days preceding elections to be eligible to vote for that year’s slate of officers. Regardless of the membership type, each membership is allotted one vote. Members may designate alternates or representatives to attend in their places at meetings though named voting members must attend to cast a vote.
- g. Consortium meetings are open to all interested individuals, representatives of clubs, groups, Tribes and local, state, and federal agencies.
- h. Participation by citizens in the Consortium region is encouraged. Citizens or designated representatives of federal, state, county, and local agencies may participate in discussions and assist in coordinating the CCC program, provide technical assistance, aid in cost-sharing, and help obtain grants and loans. Citizens or representatives may only vote, be elected to the board, or serve on resource committees if dues have been paid.

Section 4. Executive Board

- a. The elected officers of the Consortium shall function as the Executive Board. The Executive Board shall meet as needed outside of the regular meetings and work to cooperatively develop policies and programs which promote the goals of the Consortium. If employees are hired, quantifiable expectations will be developed and regular performance reviews will be conducted. Executive Board members may serve on one of more committees.
- b. At least two fifths of the board shall be elected at a meeting determined by the Consortium for a term of two years, with terms expiring in alternate years or until replacements have been elected to help ensure continuity and balance. During the fourth quarter of the year, the Chair of the Executive Board will appoint a Nominating Committee (consisting of at least 2 individuals) to solicit candidates for office at least one month prior to the planned election. Nominated candidates will be contacted to determine his/her acceptance of nomination. Members will be notified of the slate of candidates and their credentials at or before voting at a regularly scheduled meeting. Preceding voting, the Chair shall call for further nominations from the floor. Balloting may be written or by voice with votes counted by individual office or as the full slate of nominations. The nominating committee shall count election ballots and report findings to the Chair.

Proxy votes are not allowed and voting members must be present to vote. You must be a voting member (dues paid) longer than 60 days before being eligible to cast a vote for the current years slate of officers for the executive board. An election is final immediately if the candidate is present and does not decline, or if he/she is absent but has consented to the candidacy, and is final when he/she is notified. The board takes office at the beginning (January 1) of the new calendar year. Effective in 2012 or in the year following bylaws approval, the officers whose terms expire are the Chair, 2nd Vice Chair, and Treasurer. In 2013, the remaining officers, 1st Vice Chair and Secretary terms expire.

- c. The Executive Board shall be duly elected according to guidelines established by these bylaws.
- d. The Executive Board may succeed themselves in office to the same or different post.
- e. Executive Board meetings are open to any individual, representatives of clubs, groups and local, state, and federal agencies. The Executive Board shall meet as needed.
- f. A quorum of the Executive Board shall consist of three (3) out of the five (5) officers. Each Executive Board member is entitled to one vote and actions may be approved with a minimum of 3 votes. The Chair may cast the deciding vote to break a tie.
- g. The Executive Board shall make recommendations to the Consortium.
- h. Any vacancy caused by (written) resignation, death, or otherwise, shall be filled by vote of the Consortium members to fill the unexpired term of the vacant position. Resignations shall specify the effective date thereof. Members who resign from membership shall not be entitled to any refund of dues and/or investments that have been paid. Membership in the Consortium is not transferable.
- i. Removal – Any member of the Executive Board may be removed for justifiable reason (including but not limited to: obligating the organization without Executive or membership approval, using profanity, threatening or intimidating language or public humiliation toward any member of the organization, engaging in conduct that defames the organization, misusing CCC funds or failure to carry out the duties of the position) by affirmative vote of three fourths (3/4) majority of the Consortium members. Said removal may take place at any regular meeting of the Consortium or at any special meeting called for such purpose. When a vacancy occurs on the Executive Board for any reason, it shall be filled without delay, by a majority vote of the membership through a

special ballot. A person chosen to fill a vacant position shall hold office through the duration of that term.

Section 5. Resource Committees

- a. The Chair may appoint resource committees on an as needed basis on any subject area for which there is no standing committee to include but not limited to:
 - Publicity and Marketing,
 - Fundraising,
 - Big Event,
 - Signage,
 - Tours/Visitor Center,
 - Website/Byway Beat
 - Grants
- b. The Executive Board shall serve as the finance committee. The board shall meet at least once a year prior to the annual meeting to develop a budget for the CCC and submit it to the Consortium membership.
- c. Resource committee membership shall be open to any individual interested in a particular resource upon concurrence of the members and should consist of private citizens, industry, local, county, state and federal representatives from the CCC area that have an interest or expertise in a particular resource area.
- d. Each resource committee shall elect a chair who will be in charge of the committee and provide status reports to the Consortium on plan development, funding, and implementation activities of the project.
- e. Each project may be assigned to a resource committee and said committee agrees to take the responsibility for a project before final adoption or decision can be made by the Consortium.
- f. Resource committees shall have the power to submit projects to the Consortium members and provide input on project proposals being submitted to the Consortium.
- g. Resource committees will function as long as needed to fulfill the needs of applicable Corridor Management Plan goals.
- h. Each committee will decide when and how often the committee should meet.

- i. A committee shall exist when there are two (2) or more members in attendance at an officially called committee meeting. Committees shall keep minutes of their meetings (give them to the Secretary), make progress reports to the Executive Board and present findings to Consortium membership.
- j. The various committees shall have the power to fill vacancies in their membership subject to the ratification of the Chair of the Executive Board.
- k. Voting – An act of the committee members where a quorum is present shall be the act of the resource committee.

ARTICLE VI – DUTIES OF OFFICIAL BODIES

Section 1. The Executive Board shall consist of a Chair, 1st Vice Chair, 2nd Vice Chair, Secretary and Treasurer. The Executive Board shall meet when there is business that needs immediate attention and cannot wait until the next scheduled Consortium meeting.

- a. Chair – The Chair shall be the presiding officer of the Consortium and Executive Board and at all member meetings The Chair shall be responsible for planning and operations subject to the concurrence of the Executive Board and Consortium, and shall be an ex-officio member of all committees. The Chair shall discharge all the usual functions of the chief executive officer of a not-for-profit corporation in addition to such powers and duties as prescribed by law, by Articles of Incorporation and by these by-laws including but not limited to setting Executive Board and Consortium meeting agendas, providing leadership, orienting new board members, help with activities and events, etc.

Preferred Skills

- Commitment to the Consortium programs
- Knowledge of parliamentary procedures
- Ability to speak before a group
- Ability to work with people
- Ability to delegate responsibility

Minimum Time Commitment

- Two to three hours per periodic meeting
- Three to four hours per month for communication with employee(s), committee chairpersons, coordination of activities, and other duties.

- b. 1st Vice Chair – The 1st Vice Chair shall have such powers and perform such duties as the Consortium may from time to time, prescribe, or the Chair may from time to time, delegate to him/her. The 1st Vice Chair shall temporarily assume the duties of the Chair in the absence or inability of the Chair to act. Vice Chair may assist the Chair in the planning and implementation of meetings, leading Executive Board meetings, help with Consortium sponsored activities and events.

2nd Vice Chair – The 2nd Vice Chair shall have such powers and perform such duties as the Consortium may from time to time, prescribe, or the Chair may from time to time, delegate to him/her. The 2nd Vice Chair shall temporarily assume the duties of the Chair in the planning and implementation of meetings, leading Executive Board meetings, or help with Consortium sponsored activities and events.

Both the 1st and 2nd Vice Chairs shall have additional duties dealing with program development, community outreach, management of volunteers, increased media visibility, and other actions that relate to implementation of the Corridor Management Plan.

Preferred Skills

- Enthusiasm for and commitment to the Consortium
- Knowledge of basic parliamentary procedures
- Ability to work with people

Time Commitment

- Two to three hours per periodic meeting

- c. Secretary – The Secretary shall issue notices (via website or other media sources) and keep (hard copies of) minutes for all meetings of the CCC, be custodian of the records, keep the roll of all members and discharge such other duties as may be assigned by the Executive Board or the Consortium. Secretary shall also be the keeper of and/or record Executive Board meeting minutes and actions as a permanent record of decisions made.

The Secretary shall record exact vote on motions, ensure there is timely posting of meeting agendas, meeting announcements, and meeting minutes on website, keep track of memberships (in coordination with treasurer), help with consortium sponsored activities and events, help ensure there is at least one officer at all Corridor workshops.

Preferred Skills

- Typing/Word processing
- Ability to take accurate notes
- Basic writing skills
- Commitment to the Consortium
- Good communication skills

Time Commitment

- Two hours per meeting
- One to two hours per month for minutes and correspondence.

- d. Treasurer – The Treasurer shall collect all assessments that may be imposed by the members upon themselves and shall have the care and custody of all the funds, which shall be disbursed by him/her only upon the order of the Executive Board and the Consortium. The Treasurer shall track the Consortium’s funds. Complete and maintain financial reports required in accordance with policy. Send in reports as required by governmental agencies. Keep accurate records of expenses and receipts and volunteer time. Make payments as directed by the board. Attend and give financial report at each meeting. Provide membership/donor receipt. Deposit all monies and other valuable effects, in the name of the Consortium. Coordinate with other Executive Board members to ensure that a minimum of one Officer attends all Corridor workshops

Preferred Skills

- Commitments to the Consortium
- Ability to work with other people
- Some knowledge of accounting methods

Time Commitment

- Two or three hours per month for managing funds and keeping records.
- Two hours per periodic meeting

In addition to all duties prescribed by law, by the Articles of Incorporation, by these bylaws, and by the membership, the Treasurer shall:

- a. Furnish at meetings, and whenever requested by the Consortium, a statement of the financial conditions of the Consortium.

- b. Deposit all funds in the name of the organization in such bank as may be designated by the Executive Board, and shall establish a checking account ensuring all disbursements have joint signatures of the Treasurer and a designated board member.
- c. If the Consortium's Executive Board shall require, the Treasurer shall give bond, in such sum and with such surety as the Executive Board may direct, for faithful performance of his/her duties and for safe custody of funds and/or property of the CCC in his/her possession.
- d. All or part of the duties of the Secretary and/or Treasurer may be aided by Consortium's paid staff or volunteers approved by the Executive Board.

Section 2. The duties of the CCC shall be:

- a. Formulate and approve CCC objectives which direct the major type of activities of CCC will address during implementation of its annual or long range plan or Corridor Management Plan (CMP).
- b. Adopt CCC projects identified in the Corridor Management Plan or Annual Plan of Work as resources permit and as committees are established to follow through with project planning, funding, and implementation of the projects adopted.
- c. Conduct and direct the activities of the organization.
- d. Develop an annual plan to cover (1-3 years or more) and carry out this plan of work during this planning and implementation period.
- e. Cooperate with other organizations, corporations, agencies, etc., in planning and carrying out endeavors to improve the social, economic and environmental conditions of the area.
- f. Address the objectives of the Corridor Management Plan and Annual Plan of Work through quarterly updates and revisions.

Section 3. The duties of the resource committees shall be:

- a. Provide guidance to the Consortium on objectives and actions that will enhance and conserve the resources they represent.
- b. Using the Corridor Management Plan (CMP) as a guide, develop strategies, set goals, annually establish and implement work plans, and (track) measure success in meeting Consortium objectives
- c. Attend Executive Board meetings as requested and make presentations at Consortium meetings to keep members up-to-date on activities and project accomplishments.

ARTICLE VII – OPERATING FUNDS

- Section 1. The Coulee Corridor Consortium Executive Board shall develop and present to the membership an annual budget of estimated planned yearly expenses.
- Section 2. The CCC shall be authorized and empowered to pay reasonable compensation for services rendered and to make subsistence payments for out-of-pocket expenses to members, Executive Board, and other private persons on authorized Consortium business, if local funds are available.
- Section 3. No part of the finances of the Consortium shall be used for benefit of or be distributed to, its members, Executive Board, or other private persons, except for legitimate and reasonable expenses incurred on behalf of the Consortium.
- Section 4. Should this corporation be dissolved, all assets of the corporation shall be distributed only to organizations exempt from income tax under the provisions of Section 501 (c) (3) or 501 c (6) under the Internal Revenue Code of 1954, or the Federal government or to the State or local government for a public purpose. No part of the assets of the association shall ever be distributed to or used for the benefit of any members, trustees or officers, CCC association, or any private individuals or corporation.
- Section 5. Gifts and donations may be solicited for and/or accepted by the CCC.
- Section 6. All checks issued shall be signed by the Treasurer and one of the additional designated members of the Executive Board.

ARTICLE VIII - CHECKS AND BALANCES

- Section 1. Audits - Internal audits will be conducted of CCC books at least every other year. "Trustees" may be solicited from membership to conduct these reviews. Trustees must recuse themselves from voting on money issues the year(s) they audit. External audits should be conducted at least every fifth year or as directed by Executive Board.
- Section 2. Loans - No loans shall be made by this Consortium to its Members or Officers.
- Section 3. Checks -All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the this Consortium, shall be signed by designated Executive Board members or authorized agents and in such manner as is determined by the Executive Board.
- Section 4. Deposits - All funds received on behalf of this Consortium shall be deposited within a week of receipt to the credit of this Consortium in such banks, trust companies or other depositories as is determined by the Executive Board.
- Section 5. Limitations of Liability - No board member (elected or appointed) is liable for acts, defaults or omission of such member or of any other member or for any liability, damage or loss sustained by this Consortium or any member, unless the same was caused by or resulting from the willful misconduct or gross negligence of such member.
- Section 6. Limitations of Authority - No member shall use his/her authority as a(n) (Executive Board) member as a means of furthering any personal, political or other aspirations, nor shall this Consortium as a whole take part in any activity or movement not in keeping with its real and established objects and purposes set forth in the Articles, these Bylaws or any strategic plan, mission statement or other promulgation of the Executive Board. Further, no (Executive Board) member shall take part in any act or transaction which would disqualify this Consortium as tax-exempt under sections 501(c) of the Internal Revenue Code.

ARTICLE IX – CHANGE IN BYLAWS

- Section 1. The bylaws of this organization may be amended or revised by the CCC by an affirmative vote of at least two-thirds (2/3) of the Consortium members present. Proposed amendment(s) (notice of intent) shall be (e)mailed or posted on website to the voting members at least thirty (30) days before a CCC meeting at which voting on changes are intended.

ARTICLE X – RULES OF ORDER

- Section 1. Robert’s Rules of Order, revised, shall be the parliamentary authority for this Organization except as described by above mentioned protocols.

ARTICLE XI – SAVINGS CLAUSE AND EFFECTIVE DATE

- Section 1. Any portion of these bylaws found to be contrary to the law shall not invalidate other portions.
- Section 2. These revised bylaws shall be effective as of February 2011, or shall be effective as revised when voted upon.