

Attachment I

ESJWQC Business Rules

**RESPONSIBILITIES
MEMBERS OF THE BOARD OF DIRECTORS
EAST SAN JOAQUIN WATER QUALITY COALITION**

The Directors of the East San Joaquin Water Quality Coalition (COALITION) shall govern the activities of the organization in such a manner as to achieve the objectives of the COALITION as prescribed in Article III, Section 1, of the Bylaws of the Corporation as given below.

ARTICLE III

OBJECTIVES, PURPOSES AND POWERS

Section 1. **Objectives.** The *raison d'être* of the Corporation shall be:

- (a) **Nonprofit Public Benefit Corporation.** The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The Corporation was organized and exists for charitable, scientific, and educational purposes under the Nonprofit Public Benefit Corporation Law;
- (b) **Specific Purposes.** The specific purposes of the Corporation are:
 - (1) Support research on farming practices;
 - (2) Monitoring of local waterways;
 - (3) Stewardship of the environment with respect to the use of various agricultural inputs by proactively communicating environmental issues and disseminating information leading to solutions;
 - (4) To raise funds via contributions from centers for higher learning, business and professional groups, corporations, foundations, and individuals in order to further the purposes of this Corporation;
 - (5) To pursue charitable endeavors that develop, support, and promote activities and programs that improve water quality throughout the San Joaquin Valley of the State of California for all beneficial uses; and,
 - (6) To undertake such other projects, programs, and activities that fall within the foregoing specific purposes of this Corporation that are not inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future internal revenue law of the United States of America).

- (c) **Section 501(c)(3) Charitable Organization.** The Corporation has been organized and shall be operated exclusively for charitable, scientific, educational, and prevention of cruelty to children purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future internal revenue law of the United States of America);
- (d) **Prohibited Activities.** Notwithstanding any other provision of this Article, the Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future internal revenue law of the United States of America) or (b) a corporation contributions to which are deductible from gross income pursuant to Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future internal revenue law of the United States of America); and
- (e) **No Propaganda Or Political Activities.** Except as provided in Section 501(h) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future internal revenue law of the United States of America) following the filing by the Corporation with the Internal Revenue Service of an election under Section 501(h)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future internal revenue law of the United States of America) to have applied to the Corporation the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future internal revenue law of the United States of America), no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

In pursuing the achievement of these objectives the Board of Directors of the COALITION shall utilize the powers provided to the Board of Directors by the Bylaws of the Corporation in Article V, Section 1. as given below.

ARTICLE V BOARD OF DIRECTORS

Section 1. Powers.

A. **General Corporate Powers.** Subject to the provisions of the Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate

powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the Corporation to any person or persons, a management company, or committee however composed, *provided* that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is expressly declared that the Board of Directors, in addition to the other powers enumerated in these Bylaws, shall have the powers enumerated in Subsection B of this Section.

B. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:

- (a) Select and remove all officers, employees, and agents of the Corporation; Prescribe any powers and duties for the officers, employees, and agents of the Corporation that are consistent with law, the Articles of Incorporation, and these Bylaws; Fix the compensation of the officers, employees, and agents of the Corporation;
- (b) Change the Principal Executive Office or the principal business office in the State of California from one location to another; Cause the Corporation to be qualified to do business in any other state, territory, dependency or country and conduct business or hold any meeting or meetings of the Board of Directors, including the Annual Meeting Of The Board Of Directors, within or outside the State of California;
- (c) Adopt, make, and use a corporate seal and alter the form of the seal;
- (d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities; All checks, drafts or orders for the 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 of Directors; In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chief Financial Officer or an Assistant Treasurer and countersigned by the Chief Executive Officer / President or a Vice President;
- (e) Accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation;
- (f) Contract for goods and/or services for the Corporation, subject to the limitations elsewhere provided in these Bylaws, to maintain and otherwise manage or cause to be managed, all other property acquired by the Corporation and to

contract and pay for maintenance, utilities, materials, and supplies and services relating to facilities and to employ personnel reasonably necessary for the operation of the Corporation, including, without limitation, where appropriate, attorneys-at-law and accountants;

- (g) 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 a specific instance;
- (h) Adopt and publish rules and regulations governing the use of facilities of the Corporation, and the personal conduct of the directors and their guests and delegates thereon, and to establish penalties for the infraction thereof;
- (i) Conduct, manage, and control the affairs and business of the Corporation;
- (j) Contract and pay for the expenses of the Corporation;
- (k) Prescribe such rules relating to the affairs and conduct of the Corporation as in the judgment of the Board of Directors, from time to time, may be found necessary or proper;
- (l) Pay taxes and special assessments that are or would become a lien on property of the Corporation;
- (m) Exercise all other powers granted to the Board of Directors by the laws of the State of California or the Articles of Incorporation or these Bylaws;
- (n) From time to time, amend, revise, restate or repeal these Bylaws; and
- (o) Remove a director from the Board of Directors for cause (the absence of a director from four (4) consecutive meetings of the Board of Directors shall constitute cause for removal).

Membership Policy

East San Joaquin Water Quality Coalition

Draft v 6-6-08

As a registered member of the Coalition, irrigated acres that you own or manage are now legally covered under the requirements described for watershed coalitions in the Irrigated Lands Regulatory Program (Amended Coalition Group Conditional Waiver of Waste Discharge Requirements for Discharges from Irrigated Lands, Order No. R5-2006-0053).

As a member of the East San Joaquin Water Quality Coalition, I agree to:

1. Respond to requests for information by ESJWQC that enable the coalition to remain in compliance with requirements of the ILRP.
2. Cooperate with the ESJWQC to take corrective action should water quality problems be tracked back to your farming operation.
3. Implement management practices that minimize or eliminate fertilizer, pesticide and sediment runoff.

ESJWQC Responsibilities

1. Perform activities that enable members to be in compliance with the Irrigated Lands Regulatory Program.
2. File required reports with the Central Valley Regional Water Quality Control Board (Regional Board) to maintain ILRP coverage for Coalition members.
3. Implement an economical and scientifically valid water monitoring program for waterways within the ESJWQC boundaries.
4. Spread costs equitably among Coalition members.

5. Communicate to landowners where water monitoring indicates problems and work to solve those problems.