

YAKIMA BASIN FISH AND WILDLIFE RECOVERY BOARD

BYLAWS

1. PURPOSE—MISSION

1.1 Purpose

As set forth in the Yakima Basin Fish and Wildlife Recovery Board Interlocal Agreement (the “Agreement”), the Organization is organized in accordance with the Interlocal Cooperation Act (chapter 39.34 RCW) as a public body that is a separate legal entity from its Members. The Organization is to be a regional recovery organization under Chapter 77.85 RCW, and to provide such other fish and wildlife recovery efforts as the Members may otherwise have the authority to provide. The Organization intends to carry out its tasks in a coordinated, cost effective and environmentally sensitive manner.

1.2 Mission

The mission of the Organization is to restore sustainable and harvestable populations of salmon, steelhead, bull trout and other at-risk fish and wildlife species through the collaborative, economically sensitive efforts, combined resources, and wise resource management of the Yakima River Basin.

2. BOARD

The name of the organization shall be the “Yakima Basin Fish and Wildlife Recovery Board” (the “Organization”).

3. GEOGRAPHICAL BOUNDARY

The initial boundary of the Organization shall be the Yakama Nation and Water Resource Inventory Areas 37, 38 and 39 that are also included in the jurisdictional boundaries of Yakima, Kittitas, and Benton Counties of the Yakima River Basin.

4. ORGANIZATIONAL STRUCTURE

The Organization shall be governed by a Board of Directors, an Executive Committee and such standing committees and advisory committees as established by the Board of Directors.

4.1 Yakima Basin Fish and Wildlife Recovery Board

4.1.1 Under the Agreement, the Organization is responsible for carrying out the mission of restoring sustainable and harvestable populations of salmon, steelhead, bull trout and other at-risk species through the collaborative, economically sensitive efforts, combined resources, and wise resource management of the Yakima River Basin.

4.1.2 The Yakima Basin Fish and Wildlife Recovery Board of Directors (“Board of Directors”) shall be selected in accordance with the Agreement.

4.1.3 Each Director shall submit to the Chair in writing, the names and contact information of such Director and alternate for the Board of Directors and, if applicable, the Executive Committee. The designated alternate for each Director may be either an elected or appointed official from within the same member organization who has been designated to represent the Director during such Director’s absence.

4.1.4 Each Director shall hold office until replaced by resolution or written motion of the legislative body of the appointing member jurisdiction or group of jurisdictions. Notwithstanding the foregoing, no Director shall continue in that capacity if he or she is no longer an elected official of the member jurisdiction or group of jurisdictions whom he or she represents.

4.1.5 If a Director and designated alternate have more than three consecutive unexcused absences at regular Board of Directors meetings, the Board of Directors shall request that the appropriate appointing authority replace the Director and alternate.

4.2 Administration

All administrative, fiscal, fiduciary and contracting practices shall be performed by or at the direction of an Executive Director or designee appointed by, and whose actions shall be subject to, Board of Directors guidance and approval. Examples of such activities include:

- 4.2.1 Signing of contracts;
- 4.2.2 Hiring of employees, contractors and subcontractors;
- 4.2.3 Receipt of payments from all funding sources;
- 4.2.4 Paying of expenses and compensation;
- 4.2.5 Providing meeting notices to members and the public;
- 4.2.6 Providing meeting materials and the taking of minutes;
- 4.2.7 Receipt payment requests from all contractors and subcontractors; and
- 4.2.8 Compliance with federal, state and local filing and reporting requirements.

4.3 Contracts

The Organization may contract with an entity to administer payroll, property rental and other needs as required to carry out Board of Director decisions.

5. DEFINITIONS

5.1 General

The definitions in this Section 5 apply to these Bylaws, unless the context clearly requires otherwise.

5.2 Incorporation

The definitions set forth in RCW 77.85.010 are incorporated into these Bylaws by this reference.

5.3 Terms

5.3.1 “Agreement” means this Yakima Basin Fish and Wildlife Recovery Board Interlocal Agreement.

5.3.2 “Board of Directors” means the administrative body responsible for oversight and governance of the Organization, as provided by this Agreement. At such time as the Organization establishes a public nonprofit corporation, the Board of Directors shall serve as the corporate board.

5.3.3 “City” or “cities” mean each and any city that is both within a County and is located in whole or in part in WRIA 37, 38 or 39.

5.3.4 “County” or “counties” mean each and all of Benton County, Kittitas County and Yakima County.

5.3.5 “Lead entity” or “lead entity board” means the Organization’s status under Chapter 77.85 RCW and responsibility, in part, for submission of habitat project list(s) for salmon and wildlife species recovery, prioritization for projects (including habitat projects), and such other authority and functions as are now or in the future available to a lead entity under law.

5.3.6 “Member” means a Party.

5.3.7 “Officer” means any of the following positions:

(a) Chair (President);

(b) Vice Chair (Vice President) / Treasurer;

(c) Secretary; and

(d) Such other officers that may be created from time to time by the Board of Directors.

5.3.8 “Party” means a signator to the Agreement, and means the same as member.

5.3.9 “RCW” means the Revised Code of Washington.

5.3.10 “Regional recovery” includes but is not limited to planning, projects and other actions for salmon recovery and recovery of other wildlife species.

5.3.11 “Resolution” means an action of the Board of Directors memorialized in a separate writing or in the minutes of the Organization.

5.3.12 “SRFB” means the State Salmon Recovery Funding Board.

5.3.13 “Yakama Nation” means the Confederated Tribes and Bands of the Yakama Nation.

5.3.14 “Yakima Regional Recovery Organization” or “Organization” means the Yakima Basin Fish and Wildlife Recovery Board created by and operating under the Agreement and these Bylaws. Following incorporation as a public nonprofit corporation, the Organization may be alternatively referenced as the “Corporation.”

6. OFFICES

The office and place of business of the Organization in the State of Washington shall be located at such location as may be established by the Board of Directors.

7. MEETINGS

7.1 Meetings of the Members.

7.1.1 Annual Membership Meeting and other Regular Membership Meetings. The annual meeting of the Members shall be held in August of each year, at the principal office of the Organization or at such time and place as may be determined by the Board of Directors, for the transaction of such business as may come before the meeting. The Board of Directors may specify by Resolution the time and place for holding any other regular meetings of the Members, if any. Meetings of the Members are subject to the Open Public Meetings Act (Chapter 42.30 RCW).

7.1.2 Special Membership Meetings. Special meetings of the Members may be called by the Chair, the Vice-Chair, the Secretary or by the written request of at least 25% of the Members (by number of Members). Special meetings of the Members shall be held at either the principal office of the Organization, or at such other place as the Board of Directors or the Chair may designate.

7.1.3 Notice of Membership Meetings. Notice of meetings of the Members stating the date, time and place thereof shall be delivered to Members in accordance with RCW 24.06.105 and the Open Public Meetings Act as those statutes may be amended. The notice must be written or by electronic means, unless such notice is waived consistent with the Open Public Meetings Act. Notice shall also be given to any other persons as may be required by Chapter 24.06 RCW and the Open Public Meetings Act (Chapter 42.30 RCW) or other applicable law.

7.1.4 Participation by Conference Call. Members may participate in any meeting by means of a conference call or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by such a means shall constitute presence in person at a meeting.

7.2 Meetings of the Board of Directors.

7.2.1 Regular Meetings. Meetings of the Board of Directors shall be held at least quarterly at the principal office of the Organization, or such other place as may be established by resolution of the Board of Directors. The Board of Directors may specify by resolution the time and place for holding any other meetings; provided, meetings of the Board of Directors shall be held at least quarterly. All meetings of the Board of Directors are subject to the Open Public Meetings Act (Chapter 42.30 RCW).

7.2.2 Special Meetings of the Board of Directors. A special meeting of the Board of Directors may be called at any time by the Chair, the Vice-Chair, the Secretary or by the written request of members of the Board of Directors representing 25% of the Members (by number of Members) by delivering written notice to: (a) each Director, (b) each Member, and (c) to such other persons as may be entitled to receive notice under the Open Public Meetings Act (Chapter 42.30 RCW) or other applicable law.

7.2.3 Notice.

(a) Regular Meetings. Adoption by the Board of Directors of a resolution establishing the regular meeting schedule for the Board of Directors shall be sufficient notice for all regular meetings and no additional notice shall be required except for budget and work plan amendments as described in paragraph (c), below. Meetings other than those on a regular schedule established by a resolution meeting the requirements of RCW 42.30.070 shall be considered special meetings and shall require notice as described in paragraph (b), below.

(b) Special Meetings. In accordance with RCW 42.30.080, notice of a special meeting of the Board of Directors must be delivered personally, by mail, by fax, or by electronic mail not less than 24 hours prior to the time of such meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted. The Board shall not take final action on any matter not specified in the notice.

(c) Additional Notice Required for Budget and Work Plan Amendments. Notwithstanding the foregoing and in addition to any other notice that may be required, any proposal for amendment to the budget or the work plan presented at a regular or special meeting other than at the August meeting that coincides with the annual Members' meeting shall require a minimum 14 days written notice that includes a copy of the proposal to be sent to all Members and all Directors in advance of the meeting at which the proposed amendment is to be considered. Failure to provide the notice describe in this paragraph shall prevent the Board of Directors from taking action on any proposed amendment to the budget or work plan, but shall not preclude the Board of Directors from other action.

(d) Waiver of Notice. Any Director may waive written notice by delivering to the Secretary of the Board a written waiver given by telegram, fax or electronic

mail at or prior to the meeting. Notice is automatically waived by any Director who is actually present at the meeting when it convenes. Notice may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such notice would make notice impractical and increase the likelihood of such injury or damage.

7.2.4 Quorum. A majority of the Directors (or Alternate Directors) shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors; provided, however, at no time may the Board of Directors act in the absence of: the Director appointed by the Yakama Nation; a minimum of two (2) Directors appointed by the counties; and, a minimum of two (2) Directors appointed by member cities.

7.2.5 Voting. Voting and decisions of the Board of Directors shall be by consensus as defined in the Interlocal Agreement, but a Director, may provide such minority or other reports and opinions to assure alternative perspectives are recorded.

7.2.6 Participation by Conference Telephone. Directors may participate in a regular or special meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating can hear each other during the meeting and participation by such means shall constitute presence in person at the meeting.

7.2.7 Compensation. The Board of Directors may by resolution adopt a policy that permits directors to be reimbursed actual out-of-pocket expenses, if any, for attendance at meetings of the Board or a committee thereof or conducting other business, provided that the expenses are reasonable and such reimbursement has been provided for in the budget.

8. OFFICERS

8.1 Number

The Organization shall have a Chair (President), a Vice-Chair (Vice President)/Treasurer and a Secretary, each of whom shall be a member of and appointed by the Board of Directors. The Chair shall serve as and shall be designated the Chair of the Board of Directors. Such other Officers as may be deemed necessary or appropriate may be appointed by the Board of Directors. Any two or more offices, with the exception of the Chair and Secretary, may be held by the same person.

8.2 Appointment and Term of Office

The Officers shall be appointed by the Board of Directors at the Annual Meeting in even-numbered years, to serve for two years until the next Annual Meeting in an even-numbered year or until removed by the Board of Directors. Each Officer shall hold office until a successor shall have been appointed, except in the event of the removal of an Officer in the manner herein provided.

8.3 Resignation

Any Officer may resign at any time by delivering written notice to the Chair, the Secretary or the Board of Directors, or by giving oral notice at any meeting of the Board of Directors. Any such resignation shall take effect at any subsequent time specified therein or if the time is not specified, upon delivery thereof and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.4 Removal

Any Officer appointed by the Board of Directors may be removed by the Board of Directors upon thirty (30) days written notice, with or without cause, or as called for in Section 4.1.4. Appointment of an Officer or agent shall not of itself create contract rights in the individual or in a party or other entity concerned. An Officer shall not continue to be an Officer if they have been removed from the Board of Directors.

8.5 Chair (President)

The Chair of the Board of Directors shall preside at all meetings of the Organization, shall serve on and shall Chair the Executive Committee and shall exercise and perform such other powers and duties as may be determined from time to time by Resolution of the Board of Directors. In the absence of the Chair, or if there be none, the Vice-Chair/Treasurer shall preside at all meetings of the Organization. The Chair may sign deeds, leases, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or the Executive Director or shall be required by law to be otherwise signed or executed. In general, the Chair shall perform all duties incident to office of Chair and such other duties as may be prescribed by Resolution of the Board of Directors.

8.6 Vice Chair/Treasurer

The Vice-Chair (Vice President)/Treasurer shall serve on the Executive Committee and shall perform the duties of the Chair in the absence of the Chair. When so acting, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon such Officers and shall perform such other duties as from time to time may be assigned to the Chair by Resolution of the Board of Directors. The Vice-Chair/Treasurer shall be responsible for maintaining or overseeing maintenance of all financial records, the development of the annual budget, assuring the appropriate handling of all revenues and expenditures, and shall assist the Board of Directors in preparation of the annual budget. The Vice-Chair/Treasurer shall maintain or oversee maintenance of complete books and records of account for all funds and securities, the transfer of receipts for money due and payable from any source whatsoever, and the deposit of all such money in the name of the Organization in the banks, trust companies or other depositories as shall be selected in accordance with law. The Vice-Chair/Treasurer may sign with the Chair, deeds, leases, bonds, contracts or other instruments that shall have been authorized by Resolution of the Board of Directors and, in general, shall perform all duties incident to the office of Vice-Chair/Treasurer and such other duties as from time to time may be

assigned to the Vice-Chair/Treasurer by Resolution of the Board of Directors. If required by the Board of Directors or by law, the Vice-Chair/Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine.

8.7 Secretary

The Secretary shall serve on the Executive Committee and shall keep or cause to be kept, the minutes of the proceedings of the Organization, the Board of Directors and the Executive Committee, shall give notices in accordance with the provisions of these Bylaws and as required by law, shall be custodian of the corporate records, shall have charge and custody of and be responsible for maintaining or overseeing maintenance of correct and complete non-financial books and records. The Secretary shall perform such other duties as from time to time may be assigned by Resolution of the Board of Directors.

8.8 Delegation

In the case of absence or inability to act of any Officer and of any person herein authorized to act in his/her place, the Board of Directors may, from time to time, delegate the powers or duties of such Officer to any other Officer, Director or other person whom it may select. The Chair may delegate duties or powers in addition to those listed herein to Officers or Directors as necessary or appropriate to the conduct of the Organization's affairs.

8.9 Vacancies

Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board of Directors.

8.10 Indemnification

The Organization hereby indemnifies the Officers, Directors and Members as set forth in the Agreement.

8.11 Communications

8.11.1 All official public statements on behalf of the Organization will be made by the Chair or designee appointed by the Board of Directors;

8.11.2 Only documents approved by the Board of Directors will be represented as official acts of the Organization;

8.11.3 In public discussions, individual directors will provide a disclaimer that their statements are personal opinions and not necessarily those of the Organization;

8.11.4 Following each meeting of the Board of Directors, a summary of the meeting topics and discussions will be prepared as draft minutes, transmitted to the Board of Directors in advance of the next meeting, and subject to approval at the next meeting;

8.11.5 After approval, unless otherwise exempt in part or in whole from disclosure, such minutes shall be made available to the public;

8.11.6 The Board of Directors shall at its earliest opportunity adopt rules under the Public Records Act or other applicable law governing public access and disclosure policies for the public.

8.11.7 Organization staff shall be responsible for document management and indexing of the records of the Organization.

9. COMMITTEES

9.1 General

The Board of Directors shall by Resolution create the committees and boards (collectively, “committees”) set forth below. The Board of Directors may create additional standing committees and special committees as it deems appropriate, and members of such committees shall be appointed by and serve at the pleasure of the Board of Directors. Unless otherwise stated, persons who serve as members of a committee shall not be required to be Directors or to be elected officials or employees of Members. The Board of Directors shall attempt to appoint committee members in a manner that encourages diversity of representation that reflects the diversity among Members. Committees shall be governed by such rules regarding meetings, action without meetings, notice, waiver of notice, and quorum as deemed necessary and appropriate by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not relieve the Board of Directors or any Members thereof, of any responsibility imposed by law. No committee shall have the authority to take any action inconsistent with these Bylaws or the Agreement.

9.2 Executive Committee

9.2.1 The Executive Committee consists of a minimum of five directors or their appointed alternates.

9.2.2 The Executive Committee includes at a minimum, representation of the Chair, Vice-Chair/Treasurer, Secretary and two (2) representatives selected by the Board of Directors.

9.2.3 The Executive Committee shall act based on direction of the Board of Directors.

9.2.4 The Executive Committee shall make recommendations to the Board of Directors by consensus as defined in the Agreement, or alternatively, by a process agreed to by all members of the Board of Directors.

9.2.5 The Executive Committee shall meet as frequently as deemed necessary, but a quorum of at least three members shall be required for a meeting.

9.3 Technical Advisory Group

There shall be a Technical Advisory Group (“TAG”) to evaluate and grade salmon recovery and other fish and wildlife projects based primarily on technical merit. The TAG will also review updated plans, including prioritizing areas of interest and need; and, take such other actions as may be directed by the Board of Directors. Composition and operating procedures for the TAG will include:

9.3.1 12- to 15-person membership that is broadly representative of technical experts that are highly knowledgeable of fish and wildlife needs in the Yakima Basin.

9.3.2 Adherence to standards set in chapter 77.85 RCW when reviewing salmon recovery projects that may be submitted to the Salmon Recovery Funding Board.

9.3.3 All projects evaluated for funding under RCW 77.85.050 will be submitted to the Citizen Committee for review and ranking. All other recommendations will be made directly to the Board of Directors.

9.3.4 The TAG may choose to elect a chair and a vice-chair.

9.3.5 The TAG may choose, with Board of Directors approval, to create subcommittees, advisory groups or ad-hoc groups to meet specific needs and tasks.

9.3.6 The TAG shall use a consensus based decision making process.

9.3.7 Individual members may provide minority perspectives and guidance to the Board of Directors or, in the case of lead entity projects, the Citizen Committee.

9.3.8 TAG members may present information but shall remove themselves from participating in decisions and deliberations on projects where they have a direct interest in requested funding.

9.4 Citizen Committee

The Citizen Committee will rank and prioritize projects proposed by the Technical Advisory Group to promote fish and wildlife recovery. Composition and operating procedures for the committee will include:

9.4.1 The Citizen Committee shall be composed of four representatives working and/or residing in Benton, Kittitas and Yakima counties and the Yakama Nation (initially, 16 total). Representatives from each county should represent the diversity of interests particular to their region, e.g. – business, landowner, agricultural, habitat, and fishery enhancement. Elected officials may be representatives when not also serving on the Board of Directors.

9.4.2 The Citizen Committee shall submit to the Board of Directors a prioritized list of SRFB projects for funding. The Board of Directors may review and approve the process and/or the selection of the prioritized project list. The Board of Directors may ask

the Citizen Committee to re-assess the list, but does not have the authority to change it themselves.

9.4.3 The Citizen Committee shall use a super-majority vote of 65% for decision-making purposes.

9.4.4 Prioritization of projects being submitted for SRFB funding will follow procedures set by chapter 77.85 RCW.

9.4.5 The Citizens Committee may elect a chair and a vice chair.

9.4.6 Committee members shall remove themselves from participating in decisions and deliberations on projects where they have a direct interest in requested funding.

9.5 Public Involvement Committee

The Public Involvement Committee (“PIC”) will provide direction and oversight to the development of public outreach and educational materials and presentations. This is inclusive of school-based programs, presentations and workshops for stakeholder groups and government entities, and distribution of print and on-line promotional materials. The PIC reports to the Board of Directors. A chairperson for the committee will be selected by the Board of Directors. The specific composition and operating procedures of the PIC will be determined by the PIC.

9.6 Policy Advisory Committees

The Board of Directors may establish Policy Advisory Committees to advise the Board of Directors on legal, policy and natural resource issues. The Board of Directors shall appoint, or provide for appointment of members of such committees. The Board of Directors will select a committee chairperson. Specific operating procedures of such a committee will be determined by the committee.

10. STAFF AND CONSULTANTS

The Board of Directors may employ a chief executive officer (known as the Executive Director) and such other positions established by the Board of Directors. Only the Board of Directors shall be authorized to hire or retain legal counsel and independent accountants and auditors, unless otherwise authorized by the Board of Directors. Other consultants may be designated in such manner as the Board of Directors may determine, subject to the Agreement.

11. EXECUTION OF CONTRACTS AND OTHER INSTRUMENTS

Except as otherwise provided by Resolution of the Board of Directors authorizing the execution thereof, all contracts, deeds, leases, notes, mortgages, pledges, transfers and other written instruments binding upon the Organization for amounts involving the expenditure of or revenue to the Organization of greater than \$5,000, shall be executed on behalf of the Organization by the Chair or one other Officer. The execution of documents involving lesser

amount may be signed by the Executive Director alone, following Board of Directors authorization.

12. FINANCES AND WORK PLAN

12.1 Banking; Checks, Drafts, Warrants, Orders and Evidences of Indebtedness.

The Board of Directors may authorize any Officer to establish such banking relationships as are desirable for the carrying out of the Organization's business. All checks, drafts, warrants or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by Officers or agents in the manner as shall from time to time be prescribed by the Board of Directors. In the absence of such provision by the Board of Directors such instrument shall be signed by any two Officers (one shall be the Vice-Chair/Treasurer).

12.2 Contributions and Disbursements

All contributions and other funds received by the Organization shall be deposited in a special account or accounts in such banks, trust companies or other depositories as the Board of Directors may select. All disbursements shall be made under proper authority of the Organization. All contributions, income to and disbursements of the Organization shall be recorded by the Vice-Chair/Treasurer (or designee) in appropriate books and records and such records shall be subject to examination at any reasonable time, upon request by any Party.

12.3 Budget/Financial Management

A preliminary annual budget of proposed receipts, operating income and expenditures shall be prepared by the Executive Director or as otherwise authorized by the Board of Directors. The preliminary budget shall be submitted to the Board of Directors for its review within thirty (30) days after the effective date of the Agreement and at least sixty (60) days prior to any subsequent annual meeting of the Organization. A final annual budget shall be submitted to the Board of Directors for its approval at the annual meeting. When approved by the Board of Directors, such budget shall be the authorization for expenditures and operating expenses of the Organization, subject to subsequent changes in such budget as may be made by the Board of Directors from time to time.

12.4 Expenditures for Qualifying Purposes Only

Subject to applicable law, the funds of the Organization may be expended or distributed only for the purposes of the Organization as described in the Agreement.

12.5 Work Plan

A preliminary work plan for the Organization shall be prepared by the Executive Director or as otherwise authorized by the Board of Directors. The work plan shall be submitted to the Board of Directors for its review at least sixty (60) days prior to the first and subsequent annual meeting of the Board of Directors. A final annual work plan shall be submitted to the Board of Directors for approval at the annual meeting.

12.6 Amendments to Budget or Work Plan

In addition to such other notice as may be required in these Bylaws, any proposals for amendment to the budget or the work plan presented other than at an annual meeting of the Board of Directors shall be first sent by written notice to all Parties in advance of the meeting at which a proposed amendment is to be considered.

13. **BOOKS AND RECORDS**

The Board of Directors shall keep correct and complete books and records of account, minutes of the proceedings of the Organization and to the extent directed by the Board of Directors, any committees and such other records as may be necessary or advisable. All books and records shall be subject to disclosure to the extent required under the Public Records Law, Chapter 42.17 or 42.56 RCW.

14. **FISCAL YEAR**

The fiscal year of the Organization shall be determined by Resolution adopted by the Board of Directors. In the absence of such a Resolution, the fiscal year shall be July 1 to June 30.

15. **COPIES OF RESOLUTIONS**

Any person dealing with the Organization may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board of Directors when such records are certified by the Chair or Secretary.

16. **AMENDMENTS TO BYLAWS**

16.1 Amendment

These Bylaws and any subsequent bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors, provided that the amendment has been submitted in writing at a regular meeting of the Board of Directors. Provided, however, the Board of Directors shall not adopt any Bylaw, resolution or other act that conflicts with the Agreement.

16.2 Replacement

At such time as the Board of Directors establishes a non-profit corporation under the Agreement, these Bylaws shall govern the conduct of the board of directors of such corporation, unless amended by the Board of Directors in accordance with Section 16.1.

17. CERTIFICATION

The undersigned, being the Secretary of the Organization, hereby certifies that these Bylaws are the Bylaws of the Yakima Basin Fish and Wildlife Recovery Board adopted by Resolution No. 01-2006 of the Board of Directors on April 5, 2006.

DATED this 5th day of April, 2006.

Leo Bowman, Secretary