

BYLAWS
OF
CALIFORNIA WATER AND ENVIRONMENTAL MODELING FORUM

As amended to April 2, 2018

ARTICLE 1

OFFICE

Section 1.01 Office. The office of the California Water and Environmental Modeling Forum (herein called the "Forum") shall be fixed and located at such place within the State of California as the Steering Committee shall determine.

ARTICLE 2

PURPOSES

Section 2.01 Purposes. The Forum is a (501c3) non-profit organization. The purposes of the Forum are:

- (a) To increase the usefulness of models for analyzing water-related issues and problems in California and related areas, with emphasis in the San Francisco Bay, Sacramento-San Joaquin Delta, and the Central Valley.
- (b) To provide an open forum for the exchange, improvement, and pooling of water-related models and modeling information, and professional resources (clearinghouse).
- (c) To seek input from California water resource system stakeholders and decision makers in order to better meet their modeling needs.
- (d) To mediate technical disputes involving modeling.
- (e) To conduct impartial peer reviews of models so that strengths and weaknesses can be documented, improvements can be suggested, and appropriate applications can be identified.
- (f) To receive gifts, donations, bequests, grants, and devises of all kinds, and descriptions, and perform any and all legal acts in regard thereto as may be necessary or advisable to advance the objectives and purposes of the Forum, and to apply the principal and interest of such gifts, donations, bequests, grants, and devises as may be required by the donor, or as the Steering Committee of the Forum may determine in the absence of such direction.

ARTICLE 3

MODELING DEFINITION AND SCOPE

Section 3.01 Modeling Definition and Scope. Modeling is the use of conceptual and mathematical representations and codes, physical analogues, or combinations of these to represent the natural and managed systems of interest to the Forum, and to analyze water-related issues and problems in California and related areas, with emphasis in the San Francisco Bay, Sacramento-San Joaquin Delta, and the Central Valley. The scope of interest of the Forum includes, but is not limited to aquatic and terrestrial habitat health, data gathering, data storage and access, economics, hydrology, hydraulics, real-time management, system operations, water quality, and water resources planning.

ARTICLE 4

MEMBERSHIP

Section 4.01 Individual and Organization Members. Membership in the Forum is open to all interested individuals and organizations who agree to support the purposes of the Forum, are accepted by the membership, and pay dues. The organization members shall be represented by a representative designated by the organization, or a designated alternate representative. Members shall be required to take only those actions consistent with the legal authority of the governing body of their organization. Neither the Forum, its officers, members, or employees except as an insubstantial part of the Forum's activities, may influence, or attempt to influence, legislation on behalf of the Forum.

Section 4.02 Corresponding Members. Any person or organization may join the Forum as a corresponding member. A corresponding member receives the proceedings of the meetings and other Forum information, may attend meetings, pay dues, but is not required to support the purposes of the Forum and does not vote.

Section 4.03 Powers. Members of the Forum shall retain all powers and responsibilities for the functioning of the Forum except those which they have initially delegated through the adoption of these Bylaws, or subsequently delegated or altered by action of the membership. Except for those powers delegated to the Steering Committee in Section 6.01 or the executive director in Section 8.02, the Forum membership shall have the following powers:

- (a) Develop, approve, and amend the Bylaws.
- (b) Nominate and elect officers.
- (c) Delegate authority to the Steering Committee.
- (d) Ratify the designation of the executive director.
- (e) Develop and set the dues structure.
- (f) Approve the annual operating budget.

(g) Approve policy statements.

(h) Accept reports.

Section 4.04 Action of the Members. All actions and decisions of the Forum membership shall be taken in open, noticed meetings of the Forum and shall, unless otherwise provided in the Bylaws, be effected by a minimum two-thirds (2/3) vote of the voting members present. Recording of individual votes can be ordered by request of at least one-third (1/3) of the voting members present.

Section 4.05 Annual Meetings. The Forum shall hold an annual meeting for the purpose of organization, amendment of Bylaws, selection of officers, and the transaction of other business. No business except that mentioned in the notice shall be transacted at the annual meeting, except by consent of two-thirds (2/3) of the voting members present.

Section 4.06 Notice of Meetings. Meetings of the Forum, including the annual meeting, shall be held upon notice to the membership. The notice shall be prepared by the Forum or Steering Committee and shall include the date, time, place, and agenda of the meeting. All meetings of the Forum shall be open to the public.

Section 4.07 Place of Meetings. Meetings of the Forum may be held at the principal office of the Forum or at any other place which has been designated, from time to time, in the notice of the meeting.

Section 4.08 Conduct of Meetings. Meetings of the Forum or Steering Committee shall be presided over by the convener of the Forum, or in the absence of the convener, the vice-convener shall preside. If neither the convener or vice-convener are present, the past-convener, secretary or treasurer shall preside. In the event that any procedural disputes arise during meetings, the Forum shall be conducted in accordance with the latest edition of the Robert's Rules of Order Newly Revised.

Section 4.09 Quorums and Voting. The voting members present shall constitute a quorum. Every act or decision done or made by the members in good standing and present at a meeting duly held at which a quorum is present is an act of the Forum. Individual and organization members will each have one vote. Individual and organization members may not vote by proxy. An individual or organization member whose dues are not in arrears shall be considered in good standing.

Section 4.10 Participation in Meetings by Conference Telephone. Unless refused by all Forum officers present, members may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 4.11 Amendment of Bylaws. These Bylaws may be amended at the annual meeting or at any regular meeting if a majority of the members are present. Before any amendment to the Bylaws may be considered at any meeting of the Forum, it shall be submitted to the convener at least thirty (30) days prior to the first day of such meeting. The convener or Executive Director shall distribute copies of such amendments to all members when the meeting is noticed. This 30-day rule may be suspended at any meeting of the Forum by consent of two-thirds (2/3) of the voting members present. Voting may then proceed as provided by Section 4.04.

Section 4.12 Adjournment. A majority of the voting members present may adjourn any Forum meeting to another date, time, and place. If the meeting is adjourned for more than 48 hours, notice of any adjournment to another time or place shall be given prior to the reconvening of the adjourned meeting to the members who were not present at the time of the adjournment.

Section 4.13 Membership Candidates. Any individual or legal entity, private or governmental, interested in promoting the purposes of the Forum may become a member of the Forum in accordance with these Bylaws. The Forum does not restrict membership in accordance with the California Code of Regulations at 2 CCR §11006.

Section 4.14 Termination or Suspension of Membership. Membership with the Forum may be terminated or suspended if the Individual or Organization Member (Member) fails to pay dues, fees, or assessments by the date they become payable or if the conduct by a Member is seriously detrimental to the purposes and goals of the Forum or in violation of the rules and documented procedures of the Forum, including but not limited to a violation of these Bylaws. The loss of membership rights and the procedure for revocation and reinstatement of membership are defined in Sections 4.14(a) through 4.14(d).

(a) Loss of Membership Rights. A suspended Member shall not be considered a Member in good standing during the period of suspension, and shall take no part in any of the activities, funds, rights, and interests belonging to the Forum until such time as such Member complies with the requirements for the removal of the suspension and the return to good standing.

(b) Procedure for Revocation and Reinstatement of Membership if Dues, Fees, or Assessments are Unpaid. Membership, and all associated privileges and rights, are automatically terminated if a Member is no longer in good standing. All privileges and rights are restored when all dues, fees, or assessments are paid in full.

(c) Procedure for Suspension or Revocation of Membership for Detrimental Actions or Violations of Rules. If the conduct by a Member is seriously detrimental to the purposes and goals of the Forum or in violation of the rules and documented procedures of the Forum, the Steering Committee may initiate proceedings for suspension or termination of membership by adopting a resolution of intention to take such action against the affected Member. The resolution must be adopted according to the requirements of Section 6.03 and Section 6.04. A written notice shall be given to the affected Member stating the action proposed to be taken by the Steering Committee (i.e., termination or suspension of membership) and the facts and circumstances relied upon by the Steering Committee as the justification for such intended action. The notice shall also specify the date on which the Steering Committee proposes to take such action, which shall be more than thirty (30) days from the date of the notice. The notice shall further advise the affected Member that the Member is entitled to an opportunity to be heard, either orally or in writing, prior to the date of the intended action. Upon request by the Member, the Steering Committee shall schedule a meeting for the purpose of hearing any evidence the Member desires to present to the Steering Committee in person or through a representative selected by the

Member. The decision by the Steering Committee concerning suspension or revocation of membership shall be final and binding.

(d) Reinstatement of Membership After Revocation. A Member whose membership has been revoked shall be eligible to rejoin the Forum by submitting a petition to the Steering Committee. Such petition must be approved according to the requirements of Section 6.03 and Section 6.04. A former Member shall not be considered for readmission until all arrears in dues and/or other monetary obligations to the Forum, including assessment of reasonable costs related to the loss and restoration of membership, shall have been paid.

ARTICLE 5

OFFICERS

Section 5.01 Officers. The officers of the Forum shall be a convener, vice-convener, past-convener, secretary, and a treasurer. The offices of secretary and treasurer may be held by the same person. The officers of the Forum shall serve at the pleasure of the Forum membership.

Section 5.02 Election. The officers of the Forum, except such officers as may be elected or appointed in accordance with the provisions of Section 5.05, shall be chosen by the members voting at the annual meeting or at a regular meeting, if a vacancy occurs. Election of officers shall be by voice vote, count of hands, or by a secret ballot circulated by the Secretary and counted under the supervision of tellers appointed by the Convener. A secret ballot shall be used if requested by any voting member present. The person who receives the largest number of valid votes for an office shall be declared elected. The officers shall take office immediately upon the conclusion of the meeting at which they are elected and they shall hold their respective office for two years or until such time as their respective successors are elected or appointed. Upon election to office, the officers of the Forum shall automatically become members of the Steering Committee.

Section 5.03 Removal. Any officer may be removed, either with or without cause, by a majority of the membership at any time.

Section 5.04 Resignation. Any officer may resign at any time by giving written notice to the Forum membership and the convener. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis. The vice-convener shall, in the absence of the convener, assume all of the duties of that office and, if a vacancy occurs, succeed thereto for the unexpired term. Except as provided above, should vacancies occur in any office, the Steering Committee (Article 6) may fill any vacancy on an acting status for a period not to exceed 120 days.

Section 5.06 Convener. The convener is the chief executive officer of the Forum and has, subject to the control of the membership, responsibility for general supervision and direction of the business, and responsibility for coordinating the activities of the officers of the Forum. The convener shall preside at all meetings of the Forum and Steering Committee. The convener has the general powers and duties of management and such other powers and duties as may be prescribed from time to time by the Forum or Steering Committee. The convener shall be ex officio a member of all committees.

Section 5.07 Vice-Convener. In the absence or disability of the convener, the vice-convener shall perform all the duties of the convener and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the convener. The vice-convener shall have such other powers and perform such other duties as from time to time may be prescribed by the Forum or Steering Committee.

Section 5.08 Past-Convener. The immediate past-convener shall have such powers and perform such duties as from time to time may be prescribed by the Forum or Steering Committee. The purpose of the past-convener is to help provide continuity from one administration to the next.

Section 5.09 Secretary.

(a) Book of Minutes. The secretary shall keep or cause to be kept, at the principal office or such other place as the Steering Committee may order, a book of minutes (paper or electronic) of all meetings of the Forum and Steering Committee, with the time and place of holding, whether regular or special, and if special, how authorized, the names of those officers present, and a description of the proceedings thereof. The secretary shall keep, or cause to be kept, at the principal office in the State of California, the original or a copy (electronic or paper) of the Forum's Bylaws, as amended to date.

(b) Notices and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the Forum, Steering Committee and any committees thereof required by these Bylaws or by law to be given, and shall distribute the minutes of meeting of the Forum and Steering Committee to all members after the meetings. The secretary shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent the same are to be kept or filed by the treasurer. In general, the secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the Forum or the Steering Committee.

Section 5.10 Treasurer.

(a) Books of Account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Forum, including accounts of its assets, liability, receipts and disbursements. The books of account shall at all times be open to reasonable inspection and audit by any member.

(b) Deposit, Investment, and Disbursement of Money and Valuables. The treasurer shall deposit and invest or cause to be deposited and invested all moneys and other valuables in the name and to the credit of the Forum. Investments shall be consistent with policies applicable to California general law agencies. The treasurer shall disburse or cause to be disbursed the funds of the Forum as may be

ordered by the Steering Committee, and shall render to the Convener and Forum members, upon request, but not less frequent than annually, an account of all transactions as treasurer and of the financial condition of the Forum. The treasurer shall present to the Forum at all regular meetings an operating statement and report since the last preceding regular meeting of the Forum. If authorized by the Steering Committee, the treasurer shall cause the books of account to be audited by an independent certified public accountant approved by the Steering Committee, and a report of such audit or review shall be presented to the Forum not later than the fourth month following the close of the fiscal year. The treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Forum or the Steering Committee.

(c) Checks, etc. All checks, drafts, or other orders for payment of money, notes or other evidences of financial obligation, issued in the name of, or payable to, the Forum shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Steering Committee.

ARTICLE 6

STEERING COMMITTEE

Section 6.01 Powers. The Forum hereby designates a Steering Committee of the Forum to carry out certain responsibilities and functions under these Bylaws. Reserving all other authority and responsibilities to the Forum, the Steering Committee shall have the following powers:

- (a) To carry out all policies established by the Forum when delegated by the Forum and advising on formation of these policies.
- (b) To establish committees, appoint committee members, and appoint committee chairs.
- (c) To facilitate the interaction with the California water resource system stakeholders and decision makers who have an interest in the Forum's functions.
- (d) To prepare, approve, and modify the annual operating budget.
- (e) To designate the Executive Director, and to carry out the responsibilities listed in Section 8.02 when an executive director is not designated.
- (f) To select and remove all of the other officers, agents, independent contractors, and employees of the Forum, prescribe such powers and duties for them not inconsistent with law, or these Bylaws, and fix their compensation, if any.
- (g) To conduct, manage, and control the affairs and business of the Forum and make such rules and regulations therefore not inconsistent with law or these Bylaws, as they may deem best.
- (h) To change the principal office for the transaction of the business of the corporation from one location to another as provided in Article 1 hereof.

Section 6.02 Designation, Term, and Qualification of Steering Committee Members.

(a) The Steering Committee shall be comprised solely of individual members and representatives of organization members, in good standing. Each individual or representative of an organization member shall have one vote.

(b) The officers of the Forum shall serve as officers and members of the Steering Committee. Each officer shall have one vote unless already voting as per Section 6.02(a).

Section 6.03 Quorum and Membership. The quorum and membership provisions for the Steering Committee shall be the same as those imposed under Sections 4.04, 4.06, 4.07, 4.08, 4.09, 4.10, and 4.12 for the Forum membership, except that under Section 4.09, eleven (11) members of the Steering Committee shall constitute a quorum. Written and electronic proxies, authorizing a specific member to vote on behalf of an absent member, will be counted towards constitution of a quorum.

Section 6.04 Action of the Steering Committee

All actions and decisions of the Steering Committee shall be taken in open, noticed meetings of the Steering Committee and shall, unless otherwise provided in the Bylaws, be effected by a minimum two-thirds (2/3) vote of the voting members present (including proxies). Recording of individual votes or a one-meeting delay of a vote on a specific issue can be authorized by a minimum two-thirds (2/3) vote of the voting members present (excluding proxies).

ARTICLE 7

COMMITTEES

Section 7.01 Committees. From time to time, committees may be established, committee members appointed, and committee chairs appointed, as need may determine, by the Steering Committee. The committees shall have such duties as specified by the Steering Committee.

Section 7.02 Committee Types. Committees that may be established include, but are not limited to, peer review, technical, stakeholders, finance, fundraising, and membership committees.

ARTICLE 8

ADMINISTRATION

Section 8.01 Executive Director. The Steering Committee may designate an Executive Director or other administrative designee to assist in the Forum's business and programs. The Executive Director shall be given only the authority and responsibility necessary to operate the Forum's activities, consistent with such policies as may be issued by the Forum, the Steering Committee, or by any of its committees to which it has delegated power for such action. The Steering Committee shall act as the duly authorized representative of the Forum in all matters in which the Forum has not formally designated some other person or group to so act.

Section 8.02 Authority and Responsibility. The Executive Director shall work for, and at the pleasure of, the Steering Committee. In the absence of an Executive Director all authority and responsibilities defined in this section shall reside with the Steering Committee. The authority and responsibilities of the Executive Director may include, but not necessarily be limited to, the following:

- (a) Carrying out all policies established by the Forum and advising on formation of these policies;
- (b) Developing and submitting to the Forum for approval a plan of organization for the conduct of operations and recommending changes when necessary;
- (c) Preparing an annual budget showing the expected revenue and expenditures as required by the Forum;
- (d) Advising in the selection, employment, control and discharge of employees, and maintenance of personnel policies and practices established by the Forum;
- (e) Maintaining any physical properties in a good and safe state of repair and operating condition;
- (f) Supervising business affairs to ensure that funds are collected and expended to the best possible advantage;
- (g) Working continually with the members and other professionals to the end that high quality technical and advisory programs are carried out;
- (h) Presenting to the Forum, Steering Committee, or its committee's periodic reports reflecting the activities and programs and financial activities of the Forum and such special reports as may be required by the Forum.
- (i) Attending all meetings of the Forum and serving ex officio on committees thereof, as directed by the Forum.
- (j) Preparing a plan for the achievement of the Forum's specific objectives and periodically reviewing and evaluating that plan;
- (k) Representing the Forum in its relationships with other corporations, civic organizations, governmental entities, the business community, and the public in accordance with direction and guidelines from the Forum;
- (l) Reporting to the Forum all reasonable steps to be taken to conform to applicable federal, state, and local laws and regulations;
- (m) Coordinating and assisting in the selection of consultants; and
- (n) Performing other duties that may be necessary or in the best interests of the Forum in accordance with the Forum's policy or direction.

ARTICLE 9

OTHER PROVISIONS

Section 9.01 Fiscal Year. The fiscal year of the Forum shall be set by the Steering Committee.

Section 9.02 Dues and Other Payments. The annual dues of each member shall be set by the Forum to be paid in the amount and manner as the Forum provides. Additional funding may be requested from and accepted from any member.

Section 9.03 Services by Represented Organizations. The Forum may accept without payment, or may contract and pay for under mutually acceptable terms, services from represented organizations to assist in carrying out its purposes. Such services may include, but is not limited to, technical, legal, fiscal, public relations, and support of staff and other administrative functions.

Section 9.04 Publications. Publishing and distribution of resulting documents, opinions, findings, and recommendations (collectively "reports") shall be announced to the membership and others who may be interested, and reports shall be made available to all upon request and payment of a reasonable charge.

Section 9.05 Disclaimer. Any reports issued by the Forum shall state that the reports do not necessarily represent the views of the governing bodies of the represented organizations or individual members.

Section 9.06 Separate Organization and Individual Member Views. Any member may have included in any Forum report, at its timely request, a brief and timely separate statement as to their views.

Section 9.07 Nondiscrimination. The Forum shall be an equal opportunity organization and employer. In considering applications for membership, and in contracting for materials or services, the Forum shall ensure that women and minorities, and business entities owned by women and minorities, are welcome and have an equal opportunity to be considered with others.

CERTIFICATE OF ADOPTION OF BYLAWS

I certify that I am the elected and acting Secretary of California Water and Environmental Modeling Forum, a nonprofit organization, and that the foregoing Bylaws, comprising of 9 pages, constitute the Bylaws of the Forum as adopted at a meeting of the Forum held on

April 2, 2018.

IN WITNESS WHEREOF, I have signed by name and affixed the seal of the Forum to this certificate on

_____.

George Nichol, Secretary