

**ACF Stakeholders
Charter and Bylaws
Revised and Approved May 11, 2017**

I. Preamble:

Whereas, citizens in the Apalachicola-Chattahoochee-Flint (ACF) River Basin desire to understand the water resources of the basin and find collaborative solutions to its water management conflicts. The ACF Stakeholders (ACFS) is a non-profit organization created to provide a forum for diverse interests throughout the Basin to work together to achieve the Mission and Goals as stated in this Charter and Bylaws document.

II. Mission and Goals:

A. Mission:

To change the operation and management of the ACF Basin to achieve:

- a. Equitable solutions among stakeholders that balance economic, ecological, and social values.
- b. Viable solutions that ensure that the entire ACF Basin is a sustainable resource for current and future generations.

B. Goals:

- a. To develop a consensus-based basin-wide vision and a unified voice for the ACF Basin.
- b. To resolve longstanding conflicts over the water resources in the ACF Basin outside of litigation.
- c. To enhance communication among stakeholders in the ACF Basin.
- d. To develop and disseminate a common scientifically valid understanding of the ACF Basin, including the inter-related nature of water management in the basin, the needs of all of its stakeholders and the limitations of the system.
- e. To implement solutions that are based on the best available science and technology
- f. To pursue appropriate change to institutional structure, policies, and procedures in implementing the solutions set forth by this entity ACFS Charter and Bylaws.

III. Definitions – Glossary of Terms and Acronyms

The following definitions as well as any definitions in Addendum 1 to the ACFS Operating Policies and Procedures (“Non-Disclosure Principles Pertaining to Restricted Materials Generated in the ACFS”) shall apply to the ACFS Charter and Bylaws, Operating Policies and Procedures, and ACFS materials generally.

- A. **ACF Basin Stakeholder Boundary (see Appendix A)** - The stakeholder boundaries of the ACF River System, as defined for the purposes of the ACFS, is the drainage basin comprised of the Apalachicola, Chattahoochee, and Flint River Basins and Apalachicola Bay watershed. This area includes all tributaries, estuaries, streams (wet or dry), lakes, reservoirs, locks and impoundments bounded by the high ridge lines that define the flow of all waters into Apalachicola Bay. The origins of the water begin in the southern Appalachian Mountains and the adjacent Piedmont and flow to the southern extent of the basin boundary within Florida including the Flint, Chattahoochee, Chipola,

Apalachicola, and New Rivers and their major receiving water body, Apalachicola Bay. The southern boundary is considered the mean high water line along the south shore of the barrier islands (St. Vincent, St. George, and Dog islands) and Alligator Point that form the Apalachicola estuary.

- B. **Administrative issue:** Of, or related, to the management and operation of the ACFS.
- C. **Stakeholder:** A Stakeholder is any person, party or entity which has an interest in, utilizes, or has an expressed concern in the surface and/or subsurface waters of the ACF Basin Stakeholder Boundary as defined in this document.
- D. **Direct Stakeholder:** Stakeholders that reside in or own real or personal property, or have a property interest in land or facilities that utilize these resources.
- E. **Indirect Stakeholder:** Any Stakeholder that is not a Direct Stakeholder.
- F. **Federal and State Agencies:** Federal and State Agencies constitute a special interest of stakeholder in the ACFS due to their control and permitting responsibilities and authorities. Their role in the organization will be defined as the organization adapts to changing governmental and legal environments. As such their membership status is defined in the Operating Procedures.
- G. **In Good Faith:** The sincere intention to deal fairly and equitably with others, without deception. The willingness of all ACFS members to interact openly, honestly, and respectfully with all other members.
- H. **Meeting:** A gathering of the ACFS lasting one or more partial or full days.
- I. **Substantive Issue:** An issue related to the use, operation and management of the ACF system for which the group is considering developing recommendations and/or solutions.

IV. Charter Amendment

The ACFS may propose amendments to the Charter and Bylaws in accordance with its decision making process. Charter Amendments may be made at a meeting of the General Membership.

V. Membership:

The ACFS will be inclusive and consist of three bodies: General Members, Associate Members and the Governing Board. The Governing Board will be comprised of a group of General Members selected by the General Membership by caucus as described below. Members in all categories shall, as a condition of their participation in ACFS and through their signature on the application for membership, agree to abide by the provisions of the ACFS Charter and Bylaws and the ACFS Operating Policies and Procedures, including but not limited to Addendum 1 - Non-Disclosure Principles Pertaining to Restricted Materials Generated in the ACFS Process.

A. General Members, Associate Members and the Governing Board

a. General Members

The ACFS will consist of unlimited General Members. General Members are direct stakeholders as defined in this Charter and Bylaws. The General Members will meet formally once a year at the Annual Meeting, although members may attend and observe Governing Board meetings. Term limits for General Members are unlimited. General Members will be organized according to two relationships. Each stakeholder's area of primary interest and their location within the ACF Basin will be defined during the applications process:

i. Sub-Basins

The ACFS consists of four (4) sub-basins (see Appendix A), including:

(1) Upper Chattahoochee- The watershed and waters of the Chattahoochee River Basin that drain and may enter the river north of the USGS Franklin Gage at US 27 in Franklin GA.

(2) Middle and Lower Chattahoochee – All waters of the Chattahoochee watershed that enter the basin below the US 27 USGS Gage at Franklin GA, and end at the confluence of the Chattahoochee and the Flint rivers at Jim Woodruff Lock and Dam (JWLD).

(3) Apalachicola – The watershed and waters that drain into Apalachicola Bay including the Apalachicola River below JWLD, the Chipola River, and the New River basins.

(4) Flint - The Flint River Basin is delineated by the USGS National Hydrologic Database as all areas draining through the point of the confluence between the Flint and Chattahoochee Rivers within Lake Seminole near Jim Woodruff Dam. This includes all areas on the Flint River and Spring Creek tributaries of Lake Seminole.

ii. Stakeholder Interests

Fourteen (14) Stakeholder Interests have been identified to participate in the ACFS, including:

- (1) Navigation
- (2) Recreation
- (3) Water Quality
- (4) Water Supply
- (5) Farm & Urban Agriculture
- (6) Industry and Manufacturing
- (7) Seafood Industry
- (8) Hydro Power
- (9) Thermal Power
- (10) Local Government
- (11) Environmental and Conservation
- (12) Business and/or Economic Development
- (13) Historic and Cultural
- (14) Other (i.e., interests not covered by the other 13 interest categories)

b. Associate Members

Associate Members are indirect or direct stakeholders that may join ACFS but shall not have voting rights. Associate Members can attend all meetings of the General Members as well as the Governing Board and contribute comments in accordance with procedures established by the Governing Board. Associate Members will also

receive any information distributed by the ACFS to its General Members or to the public.

c. Governing Board

The purpose of the Governing Board is to plan and execute the business of the ACFS. The Governing Board shall consist of up to fifty-six (56) General Members. Stakeholders who sit on the Governing Board must have a direct interest in the ACF Basin. Members of the Governing Board will be selected by a caucus of the General Members from each Stakeholder Interest in each Sub-basin. For example, all General Members who share an interest in Recreation, and are from the Middle/Lower Chattahoochee, shall appoint one member from that caucus to the seat on the Governing Board representing Recreation in the Middle/Lower Chattahoochee. If any of the Governing Board positions are left vacant, up to three (3) at-large members per Sub-basin may be appointed by the other Governing Board members from that specific Sub-basin to fill those positions as at-large members of the Governing Board. Prior to appointing such at-large representative, the Sub-basin Governing Board members are encouraged to recruit a direct stakeholder that can represent the stakeholder interest in question.

B. Terms Limits, Qualifications, Attorneys and Attendance

- a. **Terms:** The standard Governing Board appointment will be for a term of three years.
- b. **Term Limits:** Governing Board members and General Members may have unlimited terms.

c. Governing Board Application Qualifications:

Potential Governing Board members will:

- i. Have a base level of knowledge of the ACF River Basin
- ii. Have an interest in the ACF River Basin
- iii. Have the availability to participate on the Governing Board
- iv. Be willing to work together with other Governing Board members to find solutions
- v. Provide a formal endorsement if representing an organization, entity, or constituency
- vi. Have standing in the community of interest (i.e. stakeholder interest) that they seek to represent, and be willing to further enhance that relationship and establish communications within that community.

d. Attorneys

Attorneys cannot participate as a general member in the ACFS while engaged or working for a legal fee as a representative in any form for any stakeholder entity.

e. Proxies:

Governing Board members may send a proxy to represent his or her interests to no more than one (1) Governing Board meeting per year. To send a proxy, the Governing Board member must notify the Chairperson in writing or by e-mail. No

one GB member shall hold more than three proxies at any particular meeting. A proxy which is not a GB member may not be a proxy for more than one GB member.

f. Conflict Resolution and Termination:

Members must adhere to the member responsibilities outlined in this Charter and Bylaws and the Operating Policies and Procedures, including any Addendums. If he or she does not fulfill this commitment, the member may be terminated prior to the end of his or her term. This remedy shall not be exclusive. Compliance with the Charter and Bylaws and the Operating Policies and Procedures shall be a reciprocal duty but members must first seek remedy within the ACFS process before taking action in other venues. The following process will be used in investigating claims, resolving disputes, or prematurely terminating the term of a Governing Board member:

- i. Any General Member or Governing Board member may make a claim about a Governing Board member to the Chairperson or Executive Committee.
- ii. The Executive Committee will investigate the claim and raise the issue with the Governing Board member to seek resolution.
- iii. If there is no resolution, the Executive Committee may take the issue to the appropriate ACFS members from that Sub-basin/Stakeholder Interest to determine a resolution or terminate the term of the Governing Board member.
- iv. If there is still no resolution, then the Executive Committee has the authority to decide on a course of action to resolve the dispute.

VI. Roles, Responsibilities, and Leadership

A. Executive Committee

The Executive Committee shall be comprised of eight (8) Governing Board members. The eight members will be selected to represent each of the four ACF sub-basins, two from each, including the Flint, Upper Chattahoochee, Middle/Lower Chattahoochee, and Apalachicola. The members from each Sub-basin are responsible for selecting appropriate representatives and making any changes in their Executive Committee representatives from that Sub-basin. Sub-basins shall first seek consensus in their selection for their Executive Committee representatives. If consensus cannot be reached the administrative decision of 80% approval process shall be used. The decision process within the Executive Committee shall operate under the same decision making process as the Governing Board regarding substantive and administrative issues, namely consensus and 80% respectively.

- a.
- b. The Executive Committee will be responsible for the day to day affairs and operation of the ACFS, which includes the following tasks:
 - i. Assist the Chairperson with the development of meeting agendas
 - ii. Assist on any process related issues between meetings
 - iii. Guide and manage the ACFS in a fair and equitable manner consistent with the intent of the Charter

- iv. Establish and execute the ACFS work plan and group decisions
 - v. Report work plan status to the Governing Board
 - vi. Plan and organize Governing Board and Annual meetings.
 - vii. Provide for the management of all internal issues and administer all salaried or consulting personnel.
- c. Governing Board members appointed to the Executive Committee shall serve a one (1) year term on the Committee. Number of terms shall be unlimited.
- d. Members of the Executive Committee shall caucus to fill the officer positions of the ACFS. A proposed list of officers approved by consensus of the Executive Committee will be presented to the Governing Board for ratification. Ratification requires an 80% vote by the Governing Board. The officers include: one (1) Chairperson, one (1) Vice Chairperson, one (1) Secretary, and one (1) Treasurer.
- i. Chairperson
 - (1) The Chair position shall be staffed by a member of the Executive Committee. The Chair shall serve a one (1) year term. The Chair position will rotate equally on an annual basis among the four ACF sub-basins.
 - (2) The Chair may be removed with the consensus (exclusive of the Chair) of the Governing Board. Should a Governing Board member believe the Chair is not performing in a fair and balanced manner, it is the responsibility of the member to raise his/her concerns to the Chair or to the Governing Board for consideration.
 - (3) The Chair will be responsible for protecting the interests of all ACFS members. S/he will act in a fair and balanced manner with respect to the operation of the ACFS and the conduct of ACFS meetings. The Chair will strive to determine the views of all ACFS members regarding the work to achieve consensus.
 - (4) The Chair will be responsible for running ACFS meetings, including opening, enforcement of operating rules, and adjournment. The Chair will be responsible for developing meeting agendas in coordination with the Executive Committee and reviewing draft meeting minutes and summaries for accuracy and completeness.
 - (5) The Chair shall have the authority to represent the mission and the objectives of the ACFS and to convey ACFS status to agencies, elected officials, media and in public settings, in a manner consistent with Addendum 1 to the ACFS Operating Policies and Procedures - Non-Disclosure Principles Pertaining to Restricted Materials Generated in the ACFS Process.
 - (6) The Chair, upon administrative issue approval of the EC, will have the authority to create or disband working groups or ad-hoc committees subject to the requirements for such groups in the Charter and Operating Procedures.
 - ii. Vice Chairperson
 - (1) The Vice Chair position shall be staffed by a member of the Executive Committee. The Vice Chair shall serve a one (1) year term.

(2) The Vice-Chair will assist the Chair in the execution of his or her duties, and will assume the duties of the Chair in her/his absence.

iii. Secretary

(1) The Secretary position shall be staffed by a member of the Executive Committee. The Secretary shall serve a one (1) year term.

(2) The Secretary shall assure the development of meeting summaries of the Governing Board, and is responsible for the storing and dissemination of information to the full body, which includes agendas, records from committees, work groups and all official records of the organization. The Secretary shall assure that ACFS records are accessible as appropriate.

(3) The Secretary shall attest to the Chair's signature of any legally binding document of the organization authorized by the board

iv. Treasurer

(1) The Treasurer position shall be staffed by a member of the Executive Committee. The Treasurer shall serve a one (1) year term.

(2) The Treasurer will be responsible for establishing the financial procedures to secure adequate financing to meet the needs of the ACFS.

(3) The Treasurer will chair the standing finance committee.

(4) The Treasurer will be responsible for ensuring that accurate and timely accounting and reporting of ACFS financial matters is accomplished.

B. General Member and Governing Board Member Responsibilities

- a. General Members are expected to honor their commitment to seek solutions and consensus when required.
- b. General Members are required to pay annual dues as set by the Governing Board.
- c. General Members must act in good faith in their dealings with the ACFS and its members.
- d. General Members will be accurate and respectful with regard to their communications with others.
- e. General Members will be responsible for representing the interests and concerns of the organizations, institutions, and constituencies they represent.
- f. General Members are responsible to voice dissent if they cannot support or live with a recommendation. If a member objects to a recommendation, it is also his/her responsibility to articulate the reasons behind the objections and to provide an alternate proposal if possible.
- g. General Members are free to abstain from a determination of consensus for whatever reasons. However, it is the responsibility of each member to state his or her desire to abstain from participating in a determination of consensus if she/he so chooses. Abstentions will not affect the determination of a consensus or a quorum.
- h. General Members will adhere to the ACFS Charter and Bylaws. They are expected to give due consideration to the procedural guidance and recommendations of the Chair.

- i. General Members may participate in the annual meeting, participate on committees or work groups, and vote on specific issues as defined in this Charter and Bylaws.

C. Governing Board Member (Only) Responsibilities

- a. Governing Board members, or their proxy, must attend 75% or more of the ACFS Governing Board meetings in any given year. GB members that fail to attend at least 75% of the GB meetings in a given year are subject to removal by the Executive Committee as defined in the Operating Procedures.
- b. Governing Board members are responsible for representing the interests and concerns of the General Members from their Stakeholder Interest/Sub-basin, as well as their own.
- c. Governing Board members must maintain an open two-way communication network with those General Members in their Stakeholder Interest/Sub-basin.

D. Associate Members

- a. Associate Members are required to pay annual dues as set by the Governing Board.

E. Standing Committees

- a. Several Standing Committees shall be convened at the earliest convenience of the Governing Board, and shall remain in operation until the Governing Boards agrees otherwise. The Standing Committees have no authority to make decisions impacting the entire ACFS independently, and all substantive issues will be brought before the Governing Board to be discussed and decided upon. Any General Member may participate in a Standing Committee. Appointments to the Standing Committees shall be made by the Governing Board. There will be a minimum of one (1) Governing Board member from each sub-basin on each Standing Committee except for the Issues Committee, for which there will be a minimum of two (2) Governing Board members from each sub-basin.
- b. The Standing Committees shall include:
 - i. Issues Committee
Responsible for recommending issues to the Governing Board for consideration by the full organization. The Issues Committee will be responsible for:
 - (1) Identifying and prioritizing issues for consideration by the Governing Board
 - (2) Setting the guidelines for the issue process
 - (3) Recommending working groups to address specific issues
 - (4) Setting expectations for the issue process
 - (5) Establishing a work plan for consideration by the Governing Board
 - ii. Education and Outreach Committee
Responsible for educating the General Membership and the public on issues related to the ACFS. Establishes the processes and procedures to

incorporate the public's voice on ACFS business. Develops an Education and Outreach work plan for consideration by the Governing Board.

- iii. Finance Committee
Establishes the financial requirements and the procedures to secure adequate accounting and/or financing to meet the needs of the ACFS. Develops a budget for consideration by the ACFS.
- iv. Inter-Governmental Affairs Committee
Responsible for developing and implementing an appropriate strategy to engage the affected state and federal agencies in ACFS affairs. Develops a communication strategy to interact with the appropriate agencies. Establishes an Inter-Governmental Affairs plan for the consideration of the Governing Board.
- v. Membership Committee
Responsible for vetting potential members requesting admission to General Membership and the Governing Board of the ACFS. Evaluates balance of the ACFS with respect to geography and interest representation, and seeks to improve the balance if necessary.

F. Working Groups

- a. The Governing Board may create special work groups as necessary to accomplish its purposes. The working groups may include any General Member or individuals that are not members of ACFS. Any such non-members must agree to and execute the ACFS Non-Member Non-Disclosure and Non-Use Agreement, attached as Exhibit A to the ACFS Operating Policies and Procedures, in order to gain access to Restricted Materials as defined in Addendum 1 to the ACFS Operating Policies and Procedures.

G. Written Directives for Standing Committees and Working Groups

- a. Prior to commencing work, the committee or working group will develop and outline the purpose of the work and the tasks being requested, and specify its members, their roles and responsibilities, the expected work products, and the specific time frames for reports and completion of the group's work. The written directive must be approved by the Governing Board with the decision making process set forth in this document.

H. Standing Committee, Working Group and Ad-hoc Committee Decision Making

- a. Standing committees, working groups, and ad-hoc committees shall operate under the same decision making process as the GB regarding substantive and administrative issues, namely consensus and 80% respectively.

VII. General ACFS Operations

A. Operating Policies and Procedures

The Governing Board will develop a set of Operating Policies and Procedures to set forth in detail how it shall conduct meetings and accomplish the requirements of this Charter. The Governing Board will conduct a self-evaluation of its operations every year.

B. Executive Director and Support Staff

The Governing Board may appoint an Executive Director, or seek the appropriate resources to fulfill the administrative functions of the Governing Board, as it sees fit.

C. Meetings

a. Governing Board Meetings

- i. Governing Board meetings (face-to-face) will occur quarterly at a minimum, and additionally as determined by the Governing Board.
- ii. The location of the Governing Board meetings will rotate evenly among the four sub-basins.
- iii. Governing Board meetings may occur virtually (e.g. teleconference or web conference) for information sharing purposes or decision making. Official notice of a called virtual meeting must be provided to Governing Board members no less than seven (7) business days prior to the meeting.
- iv. Only Governing Board members may actively participate in Governing Board meetings. However, these meetings will be open to General Members and the public to observe and provide comments, unless the Governing Board is meeting in executive session.
- v. Sixty-six percent (66%) of all Governing Board members shall constitute a quorum for the transaction of business. The quorum shall be established at the call of any individual day of a meeting.

b. General Member Meetings

- i. There shall be an annual meeting at such time and location as determined by the Governing Board. The date shall be chosen to afford maximum participation by General Members of the ACFS.
- ii. The purpose of the annual meetings is to update General Members of the activities and finances of the ACFS, to approve modifications to the ACFS Charter and Bylaws, and to approve of other business recommended by the Governing Board. New items of business may be brought by General Members for discussion and approval at the annual meeting with the exception of revisions to the Charter and Bylaws, which require prior approval of the Governing Board.
- iii. Ad hoc General Member Meetings may be called to order by the Governing Board. These meetings may occur face-to-face, or virtually via video or teleconference.
- iv. Sixty-six percent (66%) of all General Members shall represent a quorum at General Member Meetings.

D. Communications, Record Keeping, Documents, and Reports

a. Open meetings

Each ACFS meeting will be open to the public, unless in executive session. Interested persons may file statements with the ACFS or offer public comment in a process defined by the Governing Board.

b. Executive Session

ACFS meetings shall be held in executive session to discuss Restricted Materials as defined in Addendum 1 to the ACFS Operating Policies and Procedures - Non-Disclosure Principles Pertaining to Restricted Materials Generated in the ACFS Process or for any other purpose agreed to by the Executive Committee. Only those who have agreed through the ACFS membership application or otherwise in writing to abide by the ACFS Non-Member Non-Disclosure and Non-Use Agreement attached as Exhibit A to the ACFS Operating Policies and Procedures may attend executive sessions.

c. Meeting Summaries

Meeting summaries will be kept. They will be approved by the Governing Board in accordance with its decision making process.

d. Restricted Materials

ACFS has designated statements or documents to be Restricted Materials pursuant to the provisions of Addendum 1 to the ACFS Operating Policies and Procedures - Non-Disclosure Principles Pertaining to Restricted Materials Generated in the ACFS Process. The terms of this Addendum shall control in the event of any conflict or inconsistency with the others terms of the Charter and Bylaws or of the Operating Policies and Procedures adopted by ACFS. Procedures for managing Restricted Materials will be established in the ACFS Operating Policies and Procedures. The Governing Board shall have the authority to approve the release of Restricted Materials or to make provision for the conditional or limited release of Restricted Material by consensus and on such terms as it deems appropriate. The two-step voting process for substantive issues shall not apply.

e. Availability of records

Any records, reports, transcripts, meeting summaries, appendices, working papers, studies, agenda, or other documents that were made available to or prepared for or by the ACFS that do not include, discuss, or summarize Restricted Materials will be available for public inspection, except as provided by law. Restricted Materials will be made available only to ACFS members in good standing and non-members who have executed the Non-Member Non-Disclosure and Non-Use Agreement.

E. Decision Making

a. Governing Board Decision Making Process

The following process shall be followed for issues put before the Governing Board. The Decision Making process shall differ for substantive and administrative issues.

i. Substantive Issues and Procurement of Professional Services

(1) Decision Rule:

The ACFS's goal is to reach consensus on all substantive issues, and issues involving the procurement of professional services, brought before it. Consensus is defined as cooperative development of mutually acceptable decisions. A consensus decision is understood to mean members have had an opportunity to express their views, understand the decision and, given the efforts made to address different interests, are willing to live with the specified course of action.

(2) No Consensus

No consensus is defined as when one or more Governing Board members "cannot live with" a particular issue or decision put before the Governing Board. If consensus cannot be reached, the Chair will designate a period of time to be set aside to address the issue during at least two different Governing Board meetings. The Executive Committee is encouraged to re-frame the question/issue and identify elements of potential consensus to reintroduce to the Governing Board. If consensus still cannot be reached, the summary of the discussions shall be documented to accurately represent the different perspectives.

(3) Two Step Voting Process for Substantive Issues

Consensus recommendations regarding substantive issues at Governing Board meetings will be made using a two-step process with information, discussion, proposal development, and tentative consensus at the first meeting and actions no sooner than the next meeting to assure adequate notification of and deliberations by Governing Board members and the interests they represent.

ii. Administrative Issues and Revision to the Charter and Bylaws

(1) Decision Rule

Any administrative issue may be approved by consensus of the full Executive Committee or by 80% of the Governing Board (proxies included). Proposed revisions to the Charter and Bylaws and Operating Policies and Procedures must be approved by 80% of the Governing Board (proxies included), unless the proposed revision pertains to the release of Restricted Materials in which case consensus is required.

(2) The Governing Board shall first attempt to achieve consensus on any administrative issue it considers. If there is no consensus, the issue may be approved at the same Governing Board meeting by 80% of the Governing Board (proxies included).

(3) Two Step Voting Process for Administrative Issues

Voting on administrative issues will not have to adhere to the two step process.

b. General Membership Decision Making Process

The following process shall be followed for all issues put before the General Membership.

i. Decision Rule

For any of issue to be approved by the General Membership, 80% of all voting General Members must approve.

ii. Two Step Voting Process

Voting will not have to adhere to the two step process.

c. Abstention

Governing Board and General Members are free to abstain from a determination of consensus. Abstentions will be recorded in the meeting record when requested by the individual who wishes to abstain. Any abstention does not affect the quorum or consensus.

F. Budget, Funding and Organization

The Finance Committee shall be responsible for developing programs, policies, procedures and an audit of financial standing and obligations to report to the Governing Board. The Finance Committee shall also be responsible for the development of a budget for submittal to the General Membership one (1) month prior to Annual Meeting.

VIII. Neutral Facilitation

The Governing Board shall consider the use of a neutral 3rd Party Facilitator to assist with process design and agenda development, to coordinate and facilitate meetings, and to resolve conflicts among members. The facilitator shall be selected in accordance with the ACFS decision making process and must adhere to the provisions of the ACFS Charter and Bylaws and the Operating Policies and Procedures, including but not limited to the provisions concerning Restricted Materials. The procurement of a named facilitator shall be decided by consensus.

IX. Dissolution

Upon dissolution of the ACFS, the Governing Board shall, after paying or making provisions for the payment of all the liabilities of the ACFS, dispose of all the assets of the ACFS exclusively for the purposes of the ACFS in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under the applicable sections of the Internal Revenue code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Such disposition shall be consistent with Addendum 1 to the ACFS Operating Policies and Procedures (“Non-Disclosure Principles Pertaining to Restricted Materials Generated in the ACFS”). Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the ACFS is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

X. Corporation Activities

The ACFS shall have all power and authority set out in its Charter, and as enumerated in and granted by the Nonprofit Code. The ACFS shall exercise its powers in furtherance of its mission

and goals as set forth in the Charter. The ACFS powers and authority shall include, without limitation, the power and authority to do all things necessary and proper for the accomplishment of any of the objectives set forth in the Charter, as necessary or incidental to the protection and benefit of the ACFS, and, in general, either alone or in association with other associations, corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment, attainment or furtherance of the purposes and objectives of the ACFS.

The ACFS, as a part of its authorities, shall be authorized to conduct lobbying (when required and limited to the amount permitted in the applicable rulings of the Internal Revenue Code of 1986) in the respective jurisdictions on subjects related to water and water resources. The General Members on behalf of ACFS shall not participate in or intervene in any political campaign on the behalf of any candidate for public office. The ACFS shall not carry on any activities not permitted to be carried on by an entity established under the applicable United States Income Tax Code Section.

Appendix A - ACF Basin Stakeholder Boundary and Sub-basins

