

**BYLAWS OF
CEDAR RIVER INSTREAM FLOW OVERSIGHT COMMISSION**

ARTICLE I

NAME AND PURPOSE

The commission created pursuant to Part F of the Instream Flow Agreement (IFA) for the Cedar River shall hereafter be referred to as the “Cedar River Instream Flow Commission” (“Commission”). The Commission will serve as a forum for communication, coordination and sharing of information among the Parties to support the implementation of the IFA and for the coordination of flow management issues related to the Cedar River.

ARTICLE II

MEMBERS

1. Designation of Members and Alternates. As specified in section F.1 of the IFA, there shall be six regular Members (“Members”) of the Commission and one Advisory Member (“Advisory Member”). One Member shall represent each of the following agencies: the City of Seattle, the Washington Department of Ecology, the Washington Department of Fish and Wildlife, the National Marine Fisheries Service, the U.S. Fish and Wildlife Service and the Muckleshoot Indian Tribe. King County may participate as an Advisory Member contingent upon the County’s prior written endorsement of the HCP. In addition to the Members, each agency may designate an Alternate who shall serve on the Commission in the absence of that agency’s regular Member. Only designated regular Members or their Alternates may vote on Commission decisions or take other Commission action, although Advisory Members and non-members may serve on subcommittees or workgroups as provided in Article IV.

2. Member Responsibilities. Member responsibilities shall include: a) attending in person or through an Alternate every meeting of the Commission; b) accurately communicating discussions, actions, decisions, issues and progress of the Commission to the agency represented by that Member; c) representing the positions, opinions, concerns and perspectives of the Member's agency; and d) facilitating input and decisions from the Member's agency when requested by the Commission.

ARTICLE III

MEETINGS

1. Time and Place of Meetings. The Commission shall meet at such times and places designated by the Chair in consultation with Commission Members. Two weeks advance notice shall be given for all meetings unless emergency circumstances dictate otherwise.

2. Agenda. An agenda prepared by the Chair shall be sent to the Members at least one week prior to any regular meeting. All Commission agendas shall be approved by the Commission at the beginning of each meeting. Items may be added to the current agenda during the course of a given meeting by majority vote of the Members.

3. Emergency Meetings. The Chair has the discretion to call emergency meetings when he/she determines it is appropriate. The Chair shall give notice of all emergency meetings a minimum of seven days in advance of the meeting, unless exigent circumstances require shorter notice, which shall in no event be less than 48 hours

4. Notice of Meetings. Notice of the time and place of any regular or emergency meeting of the Commission shall be given by the Chair by mail, electronic mail, facsimile, or personal communication over the telephone.

5. Quorum. A majority of Members shall constitute a quorum for the transaction of business but only if the Chair is present. At any meeting of the Commission at which a quorum is present, any business may be transacted, and the Commission may exercise all of its powers except as provided in Article V(1). A Member present at such a meeting shall be presumed to have assented to the action taken at the meeting unless the Member's dissent or abstention is entered in the minutes of the meeting.

6. Chair. The City's designated Member (or Alternate) shall serve as Chair of the Commission, as provided in Section F.1.b. of the IFA. The Chair shall be responsible for conducting all Commission meetings pursuant to these bylaws and the IFA.

7. Meetings Held by Telephone or Similar Communications Equipment. When necessary, Members may participate in a meeting of the Commission or its subcommittees by means of a telephone conference or similar communications equipment, and such participation shall be deemed equivalent to personal presence.

8. Meeting Conduct. Only Commission Members and alternates shall partake in Commission actions. The Commission may make decisions according to the provisions of Section F.3. of the IFA. Professional staff from Member and Advisory Member agencies and consultants may participate in discussions and provide information to the Commission when asked to do so.

9. Form of Actions. The table in Attachment A describes the decisions to be made by the Commission and indicates the action to be taken for each as provided in the IFA. These, in addition to the following actions of the Commission, shall be taken and memorialized in the form of resolutions: designation and elimination of ad hoc working groups; specification and modification of additional powers and duties of the Chair; amendment of the Bylaws; appointment of a party to undertake projects on behalf of the Commission and such other actions as the Commission shall determine. Unless

otherwise provided in Attachment A or the IFA all decisions will be made by a simple majority of a quorum as defined in Article III(4).

10. Minutes. The Commission Chair shall be responsible for providing staff for the purpose of keeping minutes of each meeting of the Commission. Minutes shall include a summary of each agenda item discussion and a record of actions taken by the Commission. Minutes shall document key arguments made for or against motions of the Commission. A verbatim record of dialogue shall not be required.

ARTICLE IV

SUBCOMMITTEES

The Commission shall designate individuals or organizational representatives to serve as Subcommittee members, but must include at least two Commission Members on each Subcommittee. Subcommittees shall be advisory in nature and shall not exercise authority of the Commission.

ARTICLE V.

ADMINISTRATIVE PROVISIONS

1. Amendment of Bylaws. These Bylaws may be amended by the unanimous vote of the Parties and an affirmative majority vote of the non-signatory Members at any regular or special meeting. Any proposed bylaws changes need to be submitted to the Chair no later than 30 days prior to the meeting at which they will be considered. The Chair shall notify the Commission Members of proposed changes no later than 21 days prior to the meeting at which they will be considered.

2. Rules of Procedure. The Commission shall strive to make decisions by consensus. However, when, in the judgement of the chair of the Committee, a consensus cannot be reached after a reasonable amount of effort and time, Roberts Rules of Order on Parliamentary Procedure, newly revised, will be used, so far as applicable and when not inconsistent with the Bylaws, to reach decisions.

(Adopted February 7, 2001)