

**SAN LUIS REY WATERSHED COUNCIL
MEETING MINUTES: 12/17/2007**

- **(Item 1) Call to Order:** 1:07 pm
- **(Item 2) List of Attendees present on 12/17/07:**

Casey Anderson	San Diego County Farm Bureau
John Beresford	La Jolla Band of Luiseno Indians
Heidi Brow	Pala Band of Mission Indians
Henry Contreras	San Luis Rey Band of Indians
Paul Dorey	Vista Irrigation District
Ruth Harber	River Watch
Cynthia Mallett	Bonsall Sponsor Group
Bruce Posthumus	San Diego Regional Water Quality Control Board
Rob Roy	La Jolla Band of Luiseno Indians
Todd Snyder	County of San Diego, Dept. Planning/Land Use
Wallace Tucker	Fallbrook Land Conservancy

- **(Item 3) Approval of Minutes:**

The minutes from 11/26/07 were approved with a minor grammatical change under the first bullet of Item 5. [John Beresford motioned; Todd Snyder seconded; and it was approved unanimously]

- **(Item 4) SLRWC Nonprofit Formation: Draft By-Laws - Review/Discuss/Vote:**

Nothing was voted on officially at the 12/17/07 Meeting; all items will be voted on at the 01/28/08 Meeting.

Membership & Voting Structure:

- It was stated that the use of the word, ‘member’ was confusing, since the nonprofit group will not legally be a ‘membership-based nonprofit group (this type of group means that every single person who belongs to the group must be noticed & allowed to vote on all items....similar to groups like AAA where everyone is a shareholder).’ There was discussion about either changing the word ‘member’ to something else (ie: associate, etc), or else making it very clear in the By-Laws that we are not a ‘membership-based nonprofit group.’
- There was some confusion about the wording used in the section regarding the number of meetings a person must attend prior to being allowed to vote. Therefore, we would like to use the wording from the SLR Watershed Council’s current Operational Laws instead.
- In the section regarding who gets to vote & for what items....the council discussed changing one item—they felt the Board should get to vote on membership fees (rather than the membership voting on how much their own fees should be). The rationale behind this change was that the Board would be more in touch with the Council’s finances, and therefore be better able to break down how much the Council needs for an income (for routine tasks like insurance or mailing fees ~ not for project tasks), and therefore how much would be appropriate to charge the membership.
- There was some discussion on whether or not the membership vote should be allowed to over-ride a Board decision. Does this take power away from the Board? If the membership is allowed to over-ride a Board decision, then there should be some restrictions to this (such as: the membership can only over-ride a recently-noticed decision, & only with a 2/3rds majority vote; membership cannot over-ride a legal or financial decision made by the Board, etc). If the council decides not to allow membership to over-ride a Board decision, the membership would still have the ability to change the by-laws or vote in/out Board members at the annual meeting. The original idea behind allowing members to over-ride a Board decision, is to write a ‘checks and balances’ clause into the system...if the members felt the Board had acted against their wishes, then they would have to ability to over-ride the decision (if enough members felt that way).

Draft By-Laws

- There were a handful of legal questions regarding the Draft By-Laws (ie: legal phrases or certain regulations that were cited, etc). Cynthia Mallett agreed that she would compile a list of these questions, and then email them out to John Beresford, who could forward them to a nonprofit attorney that he works with (from NAEPC).

Board Member Nominating Process:

- There was some discussion on how the council would like to nominate Board members: do all members get to nominate & vote on all 9 Board Categories?
- The majority of the Council liked this nominating method: have the members split themselves up into their own groups (ie: all the Tribes together, all the water districts together, etc); then each group would nominate a person(s) within their own group to run for the Board; then the entire voting membership would come together & vote in a single member for each of the 9 Board Categories.

Nonprofit Paperwork Submittal Plan/Timeline:

- The council would like to vote on items in January, when there is a larger audience in attendance, and then submit the papers afterwards.
-

• **(Item 5) Attendee Reports & News:**

- There were no formal attendee reports this month.
- There was an article in the Union Tribune regarding local Steelhead along the SLR River & damages from October's Wildfires. A copy of this article will be found & brought to the January 28th meeting.

• **(Item 6) Upcoming Meeting Dates/Facilitators:**

January 28, 2008—SLR Watershed Council Meeting: Facilitator Needed

CA Dept. of Fish & Game Steelhead Assessment Report

February 25, 2008—SLR Watershed Council Meeting: Facilitator Needed

March 24, 2008—SLR Watershed Council Meeting: Facilitator Needed