

KITTITAS STEWARDSHIP FUND

CHARTER

OVERVIEW

Background

Today, lands open to public recreation in the Upper Yakima Basin are at a crossroads. They face increasing recreational demand that land managers do not have the resources to meet. Coupled with declining or stagnant management budgets, the region is unprepared to deal with such pressures and to prepare for the future.

In 2017, The East Cascades Recreation Partnership (ECRP) was established to craft and implement a sustainable recreation strategy for Kittitas County. ECRP members - land management agencies, tribal entities, partner organizations, local communities, and recreational users - recognized a need to bridge the gap in local capacity to meet the challenges and opportunities raised by increased recreation on our public lands. By means of numerous interviews and surveys among their constituencies, they explored the possibility of forming a non-profit fundraising organization. The results of this exploration provide a compelling case for the creation of this Kittitas Stewardship Fund.

Vision

The Kittitas Stewardship Fund will support and augment multiple land managers and non-profits in their efforts to: improve watershed health; support working forests; increase fire resiliency; conserve lands at risk of development; develop and manage recreational infrastructure; and address the backlog of maintenance on lands open to the public.

Mission

The Kittitas Stewardship Fund provides financial and organizational support to community projects that incorporate sustainable recreation, benefit lands open to the public in Kittitas County, and build communities of responsible stewards.

ORGANIZATIONAL STRUCTURE

The Kittitas Stewardship Fund ("KSF") will not seek separate incorporation or IRC Section 501(c)(3) status at the time of its founding; KSF reserves the right to pursue incorporation and charitable non-profit status in the future. For the foreseeable future, KSF will rely on an established non-profit corporation to act as KSF's fiscal agent. KSF has entered into an agreement with The Kittitas County Chamber of Commerce (the "Chamber") under which the Chamber will act as KSF's fiscal agent.

Fiscal Entity Role

As the KSF's fiscal agent, the Chamber will perform the responsibilities described below. In exchange, the Chamber will receive the compensation stipulated below.

- The Chamber will accept, hold, administer, and disburse any funds and properties that may be given to it from time to time by the KSF or by individuals, groups, or entities that designate donated funds to support the KSF. In performing these duties, the Chamber will

comply with the terms and conditions of any such gift of funds or properties, except to the extent that doing so would violate any applicable law or regulation.

- The Chamber will maintain rules, regulations and procedures for the necessary management of all of its affairs consistent with the laws and regulations described in Section 501(c)(3) of the Internal Revenue Code of 1954.
- The Chamber will properly account for all donations that are received by it from the KSF or from any individual, group, or entity when such donations are designated for the benefit of the KSF.
- Until the balance on deposit for the KSF reaches \$10,000, the Chamber will provide the KSF with an annual statement detailing the principal and interest (if any) from any contributions received for the benefit of the KSF. When the balance on deposit for the KSF reaches \$10,000, the Chamber will provide the KSF with quarterly statements of principal and interest.
- The Chamber will use all funds received by it from or for the KSF for the exclusive benefit of the KSF.
- In consideration for all of its services, the Chamber is authorized to withdraw from the funds held for the KSF an annual amount equal to ten percent (10%) of the total contributions received from the KSF or others for the benefit of the KSF. This fee is intended to cover all of the reasonable and necessary administrative expenses the Chamber incurs in acting as the KSF's Fiscal Sponsor and performing the duties outlined herein.

KSF Steering Committee

The KSF is overseen and managed by a Steering Committee that is the accountable decision-making body. The Steering Committee has the authority to establish by charter, populate, and dissolve subcommittees of any nature to help the KSF accomplish its mission and goals. A subcommittee may include individuals who are not members of the Steering Committee. Steering Committee members are individuals who are active partners and community members committed to managing all aspects of the KSF conscientiously and in a manner that is responsive to the broadly shared public lands conservation, maintenance, and recreation interests of Kittitas County.

A. Steering Committee Role and Duties. The Steering Committee is established to oversee and allocate the monies that are received into the Kittitas Stewardship Fund from participating businesses, organizations and individuals. The KSF strives to serve and support the relevant recreational geographies and interests of Kittitas County. Interests include open space and habitat conservation and restoration; recreational uses (motorized and non-motorized); local economies; and community leadership. Through KSF financial grants and other work, the Steering Committee seeks to improve watershed health, support working forests and fire resiliency, conservation of lands that will benefit people and wildlife, support sustainable recreational infrastructure on open lands, and provide education about responsible recreational ethics. The Steering Committee meets regularly to discuss and decide on priority actions and projects that advance these goals and align with KSF's values. The Steering Committee may seek input and advice from time to time from non-members who are subject matter experts in fields relevant to the Committee's work or to the focus of KSF grants. The KSF may also participate in coalitions or other groups to help support decision making about the management of open space within Kittitas County.

B. Composition. The Steering Committee has a minimum of nine (9) and a maximum of thirteen (13) members who represent the diversity of interests and geographies of Kittitas County. Members are individuals who support the KSF's mission and values and represent key stakeholder interest groups within Kittitas County. Steering Committee

members may include local elected officials, agency land managers, business owners, representatives of recreational interests, and interested Kittitas County residents.

The Steering Committee will strive to create and maintain itself with individuals who can effectively represent the specific interests described below. Creating and maintaining this diversity is an aspiration. The Steering Committee acknowledges that the aspiration will not be attainable at all times given the small population base of Kittitas County and other constraining factors. The categories of interests described below are referred to herein as the "Representational Categories"; one individual may effectively represent more than one category.

- *Local Economy (a goal of 2-3 members)* – Individuals from local or regional businesses and markets associated with the economic role of recreation within Kittitas County.
- *Conservation (a goal of 2-3 members)* – Individuals employed by a governmental agency or a non-profit conservation organization with a focus on open space preservation, restoration of critical fish and wildlife habitat, or watershed and forest health.
- *Recreation (a goal of 2-4 members)* – Individuals who represent trail design and maintenance, physical infrastructure, and a wide variety of trail and diverse recreational user groups.
- *At-Large (a goal of 2 members)* – Individuals who represent other community interests relevant to sustainable habitats, recreation, open space, and other local interests who are not representing partner organizations. One person should represent upper Kittitas County and the other person should represent lower Kittitas County.

C. Terms; Resignation; Removal. Once the Steering Committee is established and has been operating beyond the initial year, Steering Committee members will serve terms of two (2) years, with an aggregate limit of four (4) years of consecutive service. A person who has termed off the Steering Committee for at least two years may be considered for re-appointment. For continuity and representational diversity, the Steering Committee will strive to stagger the terms of individual members from the same Representational Category. To accomplish this goal, some initial members may need to be appointed to serve an initial term of three years rather than two years. A Steering Committee member may resign at any time by giving written notice of resignation to the Chair of the Committee. A Steering Committee member may be removed by a two-thirds vote of Steering Committee members.

D. Expectations of Steering Committee Members. In accepting an appointment to the Steering Committee, each member assumes duties to the KSF and to the other Steering Committee members. Among those duties are the following:

1. **To act with care**, which requires that a member's decision-making be on an informed basis after examining relevant materials, asking questions and, where necessary, engaging experts to assist in evaluating courses of action.
2. **To act in good faith** so that actions taken by the member are in furtherance of the vision, mission and goals of the KSF as a whole, even though the member may be on the Steering Committee to voice the interests, positions, and concerns of a particular subgroup.

3. **To maintain the confidentiality** of confidential information presented to the Steering Committee.
4. **To act with accountability**, which requires the member to strive to attend all meetings and be prepared for each meeting, and to participate constructively in discussion, evaluation and decision-making.

E. Nomination and Appointment. Membership on the initial Steering Committee will be accomplished through recruitment by the KSF founding members, whose names are listed at the end of this Charter. The founding members will strive to establish an initial Steering Committee that meets the goals for the Representational Categories while staggering the terms of members and assuring continuity. After the initial Steering Committee has been formed, subsequent nominations and appointments will be accomplished through a process established by the initial Steering Committee.

F. Steering Committee Officers. The Steering Committee will appoint members to serve in the roles of Chair, Vice-Chair, Secretary, and Treasurer. Each officer role will carry the duties and have the authority described below. Each officer will be chosen by a majority vote of the Steering Committee, and each can also be removed from the officer role by a majority vote of the Steering Committee. The Chair and the Vice-Chair each serves a two-year term. While the Vice-Chair may be elected to the role of Chair, there is no expectation or requirement that the Vice-Chair subsequently be elected Chair. The Secretary and Treasurer can each serve until their resignation or until a majority of the Steering Committee votes to make a change.

1. The Chair is responsible for general oversight and administrative leadership of the KSF. This includes representing the interests of the KSF and serving as primary spokesperson and principal point of contact for the KSF both internally and externally, including with the public, land managers, and the media. The Chair leads the KSF Steering Committee, including developing agendas and presiding at the regular and special meetings of the Steering Committee. Leadership duties include interacting and coordinating with the other officers, KSF staff and contractors, grant recipients, and others.
2. The Vice-Chair is responsible for assisting the Chair in the general oversight and administrative leadership of the KSF and fills in for the Chair when requested or needed.
3. The Secretary is responsible for distributing an agenda and relevant documents before meetings and taking and preparing the official minutes of meetings.
4. The Treasurer is responsible for establishing and maintaining the relationship between the Chamber and the KSF for purposes of accounting for and reporting on the donations received and funds held for the KSF.

G. Meetings; Minutes; Operational Practices. The Steering Committee may establish its own policies, procedures, and practices for the conduct of business at its meetings and meetings of subcommittees and for the process of putting a matter before the Committee. The Steering Committee will meet as often as the members deem advisable to accomplish the Committee's work and duties, but not less frequently than four (4) times per calendar year. Once the dates for meetings are established, no additional notice to Committee members is required. The Steering Committee will take and maintain simple minutes of each meeting to document decisions of a material nature, and those minutes may be posted on the KSF's webpage so that members of the public can view them.

The Steering Committee requires a quorum at its meetings to take a formal decision. A quorum is a simple majority of current Steering Committee members, and they may be

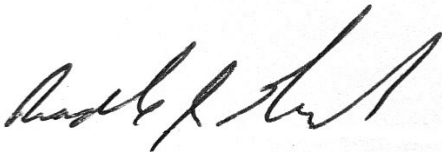
present in person, by phone, or by video. In its discussions, Steering Committee members are expected to listen actively; keep an open mind and consider others' ideas and perspectives; focus on finding solutions and offer constructive alternatives; and critique ideas not people. In its decision-making, the Steering Committee will strive to achieve consensus. If consensus is not achieved, objecting members will be asked the following questions:

- Is there a way to modify the proposal to gain your support? If yes, how would the proposal need to change?
- Even if the Steering Committee cannot secure your full support, are you able to live with the decision and will you refrain from objecting to it publicly and privately?

If good faith efforts to achieve consensus fail, as determined by the Chair, any member may bring the matter or decision to a vote of the Steering Committee in the form of a motion or resolution. The motion/resolution must be seconded and, if so, put before all members present for a vote. A simple majority vote of "yes" to the motion is needed to carry the motion unless the Steering Committee has established different voting thresholds pursuant to an adopted policy.

ADOPTION AND AMENDMENT OF CHARTER

The founding members, as listed below, have adopted this Charter of the Kittitas Stewardship Fund effective as of November 1, 2021. This Charter may be amended by a majority vote of the Steering Committee at a duly noticed meeting at which a quorum of members is present (in person; by phone; or by video).



Bradley Gasawski



Mitchell Long

Stephen Malek

Nicky Pasi

Nicky Pasi



Adam Torem



Steven Townsend



Catherine Walker