

BY-LAWS

THE STEERING COMMITTEE

LOWER COLORADO RIVER MULTI-SPECIES CONSERVATION PROGRAM

**An unincorporated association of water users, power users, and others
participating in the development and implementation of
a Multi-Species Conservation Plan for the
Lower Colorado River**

ARTICLE I PURPOSE AND TERMS

The Steering Committee will work with the Bureau of Reclamation to coordinate implementation of a multi-species conservation program for the Lower Colorado River. The program has been developed and adopted pursuant to the Lower Colorado River Multi-Species Conservation Program (LCR MSCP) in order to obtain and retain incidental take authorizations issued by the United States Fish and Wildlife Service pursuant to sections 10(a)(1)(B) and section 7 of the Federal Endangered Species Act and, for its Members that are public agencies in California, to obtain and retain an incidental take permit issued by the California Department of Fish and Game pursuant to Section 2081 of the California Fish and Game Code (2081 Permit). The 10(a) (1) (B) Permit and the 2081 Permit may be referred to hereinafter collectively as the “Permits”.

Many of the provisions in these bylaws are the same as provisions in the LCR MSCP Funding and Management Agreement (FMA). Duplicate language is identified by 10-point Arial narrow font and by its section in the FMA. In the event of any conflict between any term or provision contained within these by-laws or any amendment or revision hereto, and the terms of the LCR MSCP Implementation Agreement (IA) or the FMA, the terms of the IA and FMA shall control. In the event of a conflict between the IA and the FMA, the FMA shall control.

1.1 Definitions. Terms used herein shall have the same meaning as those terms have in the FMA and the IA, both of which documents are dated as of April 4, 2005. Additional Terms are listed below.

1. “Participant Group Representative” means a Voting Representative belonging to a Participant Group.

ARTICLE II MEMBERS

2.1 Initial Members (FMA 7.3.1). The following entities are the initial Members of the Steering Committee and are Members of the Participant Group indicated:

- 2.1.1 The Federal Participant Group:
 - Bureau of Indian Affairs
 - Bureau of Land Management
 - Bureau of Reclamation
 - Fish and Wildlife Service
 - National Park Service
 - Department of the Interior
 - Western Area Power Administration

- 2.1.2 The Arizona Participant Group:
 - Arizona Department of Water Resources
 - Arizona Electric Power Cooperative, Inc.
 - Arizona Game and Fish Department (implementing entity for Arizona Game and Fish Commission)
 - Arizona Power Authority
 - Central Arizona Water Conservation District
 - Cibola Valley Irrigation and Drainage District
 - City of Bullhead City
 - City of Lake Havasu City
 - City of Mesa
 - City of Somerton
 - City of Yuma
 - Electrical District No. 3, Pinal County, Arizona
 - Golden Shores Water Conservation District
 - Mohave County Water Authority
 - Mohave Valley Irrigation and Drainage District

Mohave Water Conservation District
North Gila Valley Irrigation and Drainage District
Town of Fredonia
Town of Thatcher
Town of Wickenburg
Salt River Project Agricultural Improvement and Power District
Unit "B" Irrigation and Drainage District
Wellton-Mohawk Irrigation and Drainage District
Yuma County Water Users' Association
Yuma Irrigation District
Yuma Mesa Irrigation and Drainage District.

- 2.1.3 The California Participant Group:
City of Needles
Coachella Valley Water District
Colorado River Board of California
Bard Water District
Imperial Irrigation District
Los Angeles Department of Water and Power
Palo Verde Irrigation District
San Diego County Water Authority
Southern California Edison Company
Southern California Public Power Authority
The Metropolitan Water District of Southern California

- 2.1.4 The Nevada Participant Group:
Colorado River Commission of Nevada
Nevada Department of Wildlife
Southern Nevada Water Authority
Colorado River Commission Power Users
Basic Water Company

- 2.1.5 The Native American Participant Group:

- 2.1.6 The Conservation Participant Group:

- 2.1.7 The Other Interested Parties Participant Group:

2.2 Participant Groups. The following lists the qualifications for Participant Groups outside of the initial members listed in Section 2.1 (FMA 7.3.2)

- A. Members within the Federal Participant Group must be agencies of the Federal government or entities created pursuant to Federal law.
- B. Members within the Arizona Participant Group must be Permittees that undertake or implement Covered Activities within the state of Arizona.
- C. Members within the California Participant Group must be Permittees that undertake or implement Covered Activities within the state of California or the California Department of Fish and Game.
- D. Members within the Nevada Participant Group must be Permittees that undertake or implement Covered Activities within the state of Nevada.
- E. Members within the Native American Participant Group must be Native American tribes whose lands are located adjacent to, or who divert water from, the LCR.
- F. Members within the Conservation Participant Group must be conservation or environmental organizations having an interest in the LCR.
- G. Members within the Other Interested Parties Participant Group must be public or private organizations not described in these FMA sections 7.3.2 (A) through (F) inclusive, that have an interest in the LCR, and wish to participate in the implementation of the LCR MSCP.

2.3 Application for Membership (FMA 7.3.3). Any interested public or private entity may apply for membership on the Steering Committee within the appropriate Participant Group, set forth in section 7.3.2 of the FMA, by submitting a letter of interest to the Chair. The letter must:

- A. Describe the nature of the organization, and its interest in the affairs of the LCR MSCP.
- B. Identify the Participant Group within which it wishes to participate.
- C. Identify a contact for the organization or entity.
- D. State that it will abide by the terms of the FMA and the by-laws of the Steering Committee and regularly attend Steering Committee meetings.

At its next meeting, the Steering Committee shall review the application. If the application complies with section 7.3.3 of the FMA and the by-laws, the Steering Committee shall notify the entity and the Program Manager in writing that the entity may participate in the LCR MSCP as a Member of the Steering Committee within the Participant Group specified in the Steering Committee's notice. Members shall not be required to be Permittees. Acceptance of a new Member to the Steering Committee shall not constitute that entity's designation as a Permittee. **The Chair shall also add such Member to the list of Members and distribute a new contact list. If the application does not fulfill the requirement hereof, the Chair of the Steering Committee shall promptly notify the applicant and the Program**

Manager in writing that the applicant may not participate in the Program as a Member of the Steering Committee. The Chair shall include in the written notification the specific reason(s) for rejection and provide an opportunity for the applicant to rectify any deficiencies. Determining whether an applicant meets the criteria of Section 7.3.3 of the FMA will be in accordance with the provisions of Section 4.2.

2.4 Suspension, Termination, and Reinstatement of Membership (FMA 7.3.4 & 7.3.5).

2.4.1 The Steering Committee may suspend or terminate the membership of any Member if the Steering Committee determines that the Member no longer meets the conditions of eligibility for its' Participant Group, or has dissolved, or has violated any provision of the FMA or the by-laws of the Steering Committee.

2.4.2 The Steering Committee may reinstate a suspended or terminated membership upon the application of the suspended or terminated Member and satisfaction of the provisions of section 7.3.3 of the FMA. The vote to suspend, terminate, or reinstate any Member of the Steering Committee will follow the process specified in Section 4.2 of these by-laws. The vote to suspend, terminate or reinstate a Member shall be final.

ARTICLE III ROLES AND AUTHORITY

3.1 Steering Committee. The role of the Steering Committee and its Voting Representatives shall be as set forth in Sections 7.3.11 and 7.3.12 of the FMA. The Steering Committee shall continue to be designated by the Director of the Service as the Ecosystem Conservation Recovery Implementation Team (ECRIT) for the Lower Colorado River as indicated in the Record of Decision dated April 2, 2005

3.2 Role of Steering Committee (FMA 7.3.11). In addition to those powers and authorities conferred or described elsewhere in the FMA and these by-laws:

- A. The Steering Committee shall work with the Program Manager to coordinate implementation of the LCR MSCP.
- B. The Steering Committee may create standing or ad hoc subcommittees or work groups as it deems necessary to carry out its responsibilities under the Program Documents.

- C. Except with respect to designating subcommittees and work groups, and except as otherwise provided in the FMA, the Steering Committee shall have no decision-making authority with respect to the management and administration of the LCR MSCP.
- D. As described in section 2.4 of the FMA the Steering Committee shall review certain matters presented by the Program Manager.
- E. The Steering Committee shall appoint one Voting Representative from each of the Arizona, California, and Nevada Participant Groups to represent the interests of Permittees in any relevant consultation, conference, or re-initiation of consultation pursuant to section 7 of the ESA, as provided in sections 8, 9, 15.5, and 15.6 of the IA.

3.3 Review by Steering Committee (FMA 7.3.12). Prior to taking any action with respect to the following types of matters, the Program Manager shall first present the proposed action to the Steering Committee for its consideration:

- A. Annual Implementation Report, Work Plan, and Budget and Contribution payment schedules related to the LCR MSCP.
- B. Additional or modified Conservation Measures proposed pursuant to the Adaptive Management Program.
- C. Land and water acquisitions.
- D. Reports and responses to Congress and Federal and state regulatory agencies concerning the LCR MSCP, where practicable.
- E. Financial reports and accountings.

3.4 Consensus (FMA 7.3.13).

With respect to those matters that must be presented to the Steering Committee, the parties intend that every effort should be made to have each such matter approved by a consensus of the Members. Consensus is reached when it becomes evident through deliberation that every Member, at the very least, does not oppose a decision. In its deliberations, the Steering Committee shall use appropriate tools for developing consensus, and shall seek to exhaust every reasonable and practicable effort to reach consensus.

- A. In the absence of a consensus, the Chair shall determine, pursuant to section 7.3.14 of the FMA, whether there is sufficient opposition to the proposed action to constitute a Dispute. If the Chair determines there is a Dispute, until the dispute resolution process as herein described is completed, or the Dispute is otherwise resolved, the Program Manager shall not implement any action or decision which is the subject of the Dispute.
- B. In the absence of a Dispute, the decision of the Program Manager shall be final.

3.5 Existence of Dispute (FMA 7.3.14).

- A. A Dispute exists where either (i) any one of the three state Participant Groups, or (ii) an aggregate of at least six (6) votes, oppose a proposed action of the Program Manager as described in section 7.3.12 of the FMA. In the event of a Dispute between any of the Federal Parties, representatives of the Federal Parties shall meet to resolve any such difference, as a supplementary approach to the provisions of the FMA.
- B. Each Voting Representative shall have a vote equal to the quotient of a fraction, the denominator of which is the number of Voting Representatives of that Participant Group who are present or participate by telephone and the numerator of which is five (5); provided, however, that no Voting Representative shall have more than one vote. Voting by proxy is not permitted.
- C. A state Participant Group shall be deemed to have opposed a proposed action of the Program Manager as described in section 7.3.12. of the FMA where a majority of the Voting Representatives within that state Participant Group, present at the meeting, votes against the motion. In addition to the provisions of the preceding sentence, for each such state Participant Group, this method of calculating the dissent of the state Participant Group may be replaced by some other method described in a writing signed by the Voting Representative of each Member within the state Participant Group and submitted to the Chair and the Program Manager at any time before the vote is taken.

3.6 Resolution of Disputes (FMA 7.3.15).

3.6.1 Informal Dispute Process. After a vote of the Steering Committee, the Chair will determine whether a Dispute exists pursuant to the provisions of section 7.3.14 of the FMA. In the event that a Dispute exists, the informal Dispute process shall be initiated pursuant to section 2.7 of the FMA. The dissenting Members, singly or jointly, shall furnish to the Program Manager and each other Member, a written request to initiate the informal Dispute process. This request must, with reasonable specificity, identify the issue(s) in dispute and the relief sought. If such a request is not received by the Program Manager within ten (10) days after the initial vote that determined the existence of a Dispute, the Dispute shall be deemed to be abandoned.

Any other Member may submit written comments to the Program Manager regarding the Dispute. The Program Manager shall work with the Members of the Steering Committee to attempt to resolve the informal Dispute prior to the Steering Committee meeting. In the event that such efforts are not successful, the goal of the Steering Committee meeting is to : (i) resolve the Dispute or (ii) narrow the issues(s) in dispute so that consensus, as defined in section 7.3.13 of the FMA, to move forward can be achieved on as many parts as possible of the proposed action under consideration. At this Steering Committee meeting, after an opportunity for full discussion and consideration, the Chair will call for a vote, pursuant to section 7.3.14 of the FMA, to determine if a Dispute still exists. Any continuing Dispute shall be considered a formal Dispute and shall follow procedures of section 7.3.15(B) of the FMA.

3.6.2 Formal Dispute Process. Members representing: (i) any one of the three state Participant Groups or (ii) an aggregate of at least six (6) votes, may appeal the informal Dispute by signing and furnishing to the Regional Director, the Program Manager, and each other Member, a written request to initiate a formal Dispute. This request must, with reasonable specificity, identify the issue(s) in dispute, the relief sought, and any supporting documentation. If such as request is not received by the Regional Director within ten (10) Days after the vote that determined the existence of a formal Dispute, the formal Dispute shall be deemed to be abandoned. Within thirty (30) Days after receiving the request, the Regional Director shall issue a written decision on the Dispute. This decision shall be promptly provided to all Members.

3.6.3 Appeal Process. Members representing: (i) any one of the three state Participant Groups or (ii) an aggregate of at least fifteen (15) dissenting votes may appeal the Regional Director's decision, by signing and furnishing to the Secretary, the Regional Director, the Program Manager, and each other Member, a written request. This request must, with reasonable specificity, identify the issue(s) in Dispute, the relief sought, and any supporting documentation. If such a request is not received by the Secretary within fifteen (15) days after receiving the Regional Director's decision, the Regional Director's decision is final.

The Secretary shall, after appropriate consultation, issue a written determination regarding the Dispute on appeal from the Regional Director. The decision of the Secretary shall be final, subject to consultation with the Administrator of the Western Area Power Administration with respect to a Dispute involving Western.

ARTICLE IV ORGANIZATION

4.1 Designation of representatives.

4.1.1 (FMA 7.3.6) Within thirty (30) days after the Effective Date of the FMA or within thirty (30) days of admission to membership, and from time to time thereafter as necessary, each Member shall, by written notice to the Program Manager, designate one Voting Representative who is authorized to vote and otherwise act in its behalf on matters before the Steering Committee. Each Member may appoint one or more alternates to act as its Voting Representative in the absence of its regular representative. **A Member may send as many representatives to any meeting in addition to the Voting Representative and alternate(s), as the Member may deem desirable.**

4.1.2 Within ninety (90) days after the effective date of these by-laws and from time to time thereafter as necessary to replace its representative, each Participant Group shall, by written notice to the Program Manager, designate one Participant Group Representative who is authorized to assemble, calculate the vote of the members of the Participant Group and notify the Program Manager of the decisions of each Participant Group. Each Participant Group may appoint one or more alternates to act in the absence of its Participant Group Representative.

4.2 Voting

4.2.1 As to matters presented for review to the Steering Committee by the Program Manager pursuant to Section 7.3.12 of the FMA, voting shall be conducted in accordance with Sections 7.3.13 through 7.3.15 of the FMA. As to any other matters upon which the Steering Committee may take action, an action shall be adopted by consensus as described in Section 3.4 above, or if a Voting Representative objects to the motion, by a majority of the votes cast by the Voting Representatives then present. Each Voting Representative shall have a vote equal to the quotient of a fraction, the denominator of which is the number of Voting Representatives of that Participant Group who are present and the numerator of which is five (5); provided, however, that no Voting Representative shall have more than one vote. Voting by Proxy is not permitted. A Voting Representative may represent more than one Member in a Participant Group and may cast separate votes for those Members.

4.2.2 Votes may be submitted orally or if a written vote is required it may be submitted via facsimile or e-mail from any designated Voting Representative participating by telephone conference call.

ARTICLE V MEETINGS

5.1 In General.

5.1.1 In order to facilitate the effective work of the Steering Committee, it is expected that Voting Representatives will participate in all Steering Committee meetings. In the event that personal participation of a Voting Representative or his or her alternate is not practical for any particular meeting, the Voting Representative, or the alternate, may participate in a meeting through a telephone conference call and the Voting Representative shall be deemed present for purposes of a quorum and voting.

5.1.2 Each meeting of the Steering Committee must be open to the public, and any person attending a Steering Committee meeting may file a written statement, or provide reasonable and timely oral input regarding topics on the meeting agenda.

5.2 Regular Meetings (FMA 7.3.9 A). The Steering Committee shall hold at least one regular meeting in each calendar year and at such other times as called by the Chair or the Program Manager or as otherwise provided in the by-laws.

5.3 Notice of Meetings.

5.3.1 At least seven (7) days advance notice of any Steering Committee meeting shall be given by the Program Manager to all Members. As prescribed by Section 5.3.3, such notice shall include the time and place of the meeting and an agenda setting forth the business to be conducted at such meeting. Amended agendas may be circulated among the Members for up to two days before the regular meeting. Any Member may request that an item be included on an agenda. Notices should be accompanied by all supporting materials to be used in discussing the items on the agenda, except materials submitted to the Steering Committee pursuant to a nondisclosure or confidential agreement, pertaining to the closed portion of the meeting or declared confidential by law. Where an item on the agenda proposes an action, the supporting materials must be in sufficient detail to enable the Members to determine whether they support or oppose the proposal.

5.3.2 A Member's attendance at a meeting shall constitute a waiver of notice of that meeting, unless the Member objects, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

5.3.3. Notice shall be deemed to have been given if, seven days prior to the meeting, the notice (1) is sent by United States mail, postage prepaid, to each Member or any member of the public that has requested notice, at the mailing address last provided by such Member or public or (2) is sent to each Member, or member of the public requesting notice, electronically using the

e-mail address last provided by the Member or member of the public, provided that if advances in technology provide a more efficient method of notice, such method may be utilized and (3) is posted onto a WEB site.

5.4 Quorum. As provided in Section 7.3.10 of the FMA, at least two Members from the Federal Participant Group, one of whom shall be Reclamation, and at least one Member from the Arizona Participant Group, one Member from the California Participant Group and one Member from the Nevada Participant Group, shall constitute a quorum to do business.

5.5 Special Meetings.

5.5.1 The Chair or Program Manager shall call a special meeting upon a written request by:

- A. Any Participant Group. Except as provided in the next succeeding sentence, A Participant Group shall be deemed to have requested a special meeting where a majority of the Voting Representatives within that Participant Group sign the written request to the Chairman or Program Manager. For each such Participant Group, this method of evidencing the will of the Participant Group as a whole may be replaced by some other method described in a writing signed by the Voting Representative of each Member within the Participant Group and submitted to the Chairman of the Steering Committee at any time before the written request for a meeting is made, or
- B. A written request to the chair or Program Manager signed by at least thirty-three and one third percent of the Members listed in the last list of Members prepared in accordance with Section 2.3.

5.5.2 A written request for a special meeting of the Steering Committee must identify the primary purpose for the meeting, but once called, matters other than the primary purpose identified in the request may be considered. The date for an additional meeting must be set within ten (10) days after receipt of the written request, and the meeting must be held not later than sixty (60) days after receipt of the written request. At least seven (7) days advance notice of a special meeting must be given as prescribed by Section 5.3.3.

5.6 Waiver. The transactions of any meeting of Members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) such transaction is ratified at a subsequent meeting which has been properly called and noticed; or (2) either before or after the meeting, each Member of the Steering Committee entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of Members. All such waivers, consents, or approvals shall be filed with the Steering Committee records or made a part of the meeting notes of the meeting.

5.7 Robert's Rules of Order. Meetings shall be conducted in accordance with Robert's Rules of Order except to the extent such rules may be waived or relaxed by the Chair. The applicable edition of Robert's Rules of Order shall be maintained by the Chair and shall be brought to each Steering Committee meeting.

5.8 Emergency Meetings. Emergency meetings may be called by the Chair or the Program Manager upon at least three (3) days prior notice to each Member as specified in Section 5.3.3. Such notice shall designate the time and place of the meeting, the facts which constitute the emergency, and any action which may be considered to deal with the emergency. No business other than that dealing with the emergency may be undertaken at any such meeting.

5.9 Cost of Meeting Attendance. Members shall be responsible for their expenses incurred attending meetings and functions of the Steering Committee or any subcommittee.

ARTICLE VI OFFICERS

6.1 Officers. The officers of the Steering Committee shall include a Chair and a Vice-Chair.

6.2 Election of Chair, Vice-Chair (FMA 7.3.8). At the first meeting of the Steering Committee following the Effective Date of the FMA, and at its first meeting in each calendar year thereafter, the Steering Committee shall elect from among the Voting representatives a Chair and a Vice-Chair who will serve until their successors have been elected

and qualified as provided in FMA Section 7.3.8. Any Voting Representative may serve as Chair or Vice-Chair, but the Chair and the Vice-Chair must represent Members in different Participant Groups. Voting for the Chair and Vice-Chair will follow the process specified in Section 4.2. of these by-laws. The Chair and Vice-Chair shall hold office for one year and may be re-elected for an unlimited number of terms to the same office. In the absence of the Chair and Vice-Chair, the Voting Representatives in attendance shall select a Voting Representative among them to preside over the meeting.

6.3 Other Officers. The Steering Committee may appoint and may authorize the Chairman to appoint any other officers that the Steering Committee may require, each of whom shall have the title, hold office for the period, and have the authority and perform the duties determined from time to time by the Steering Committee.

6.4 Removal of Chair and Vice-Chair. The Chair and the Vice-Chair may be removed, with or without cause, by the Steering Committee.

6.5 Resignation of Chair and Vice-Chair. The Chair or Vice-Chair may resign upon written notice to the Steering Committee.

6.6 Vacancies in Office. A vacancy occurring in the office of Chair or Vice-Chair because of death, resignation, removal or other cause shall be filled at the next regular Steering Committee meeting.

6.7 Responsibilities of Officers.

6.7.1 Chair. The Chair shall preside at meetings of the Steering Committee, shall give notice, or cause notice to be given, of all meetings of the Steering Committee to all Members and shall exercise such powers and perform such duties as the Steering Committee may assign from time to time.

6.7.2 Vice-Chair. In the absence or disability of the Chair, the Vice-Chair, shall perform all of the duties of the Chair, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chair. The Vice-Chair shall have other such powers

and perform other such duties as from time to time may be prescribed for them by the Steering Committee.

ARTICLE VII PROGRAM MANAGER

7.1 Program Manager. The Program Manager shall be the person appointed to that position from time to time by the Bureau of Reclamation.

A. The Program Manager shall keep and maintain, or cause to be kept or maintained, meeting notes of all meetings of the Steering Committee which accurately reflect all actions of the Steering Committee. The Program Manager shall cause draft meeting notes of each meeting to be sent to each Member within two weeks of the meeting. Members will provide comments back to the Program Manager within two weeks. The Program Manager will post the revised draft meeting notes to the WEB within a week. Final Meeting Notes will be approved by the Steering Committee at its next regularly scheduled meeting and then posted to the WEB.

The Program Manager shall also keep and maintain, or cause to be kept or maintained adequate and correct books and accounts of the properties and transactions of the Steering Committee, and shall send or cause to be sent to the Members such financial statements as may be requested by the Members. All funds paid by, to, or on behalf of the LCR MSCP shall be deposited, expended and accounted for in the fashion set forth in the FMA.

B. (FMA 7.4.1) Annually, during the term of the FMA, the Program Manager shall develop and present to the Steering Committee an LCR MSCP Implementation Report, Work Plan, and Budget consistent with the Program Documents. The Implementation Report, Work Plan, and Budget shall include:

1. A current financial report.
2. A description of all Conservation Measures initiated, continued, or completed during the previous year.
3. A description of all Conservation Measures intended to be initiated or continued during the next three year period.
4. The purpose for, and the cost estimate of, all Conservation Measures intended to be initiated or continued during the next three year period.
5. A running tabulation and description of all Conservation Measures which have been completed from the commencement of the LCR MSCP to the date of the report.
6. A description of any take known to have occurred during the previous budget period.
7. A running tabulation of habitat created or restored by the LCR MSCP.

8. A description of all findings, conclusions, and results of monitoring, research, or Conservation Measures previously undertaken.
9. Any recommendation made by the Service or any state wildlife agency regarding the LCR MSCP.
10. Approval or rejection of any minor modification described in sections 14.1 of the IA.

ARTICLE VIII SUBCOMMITTEES

8.1 Creation and Membership. The Steering Committee may create one or more subcommittees, to serve at its pleasure. Subcommittees will carry out functions assigned by the Steering Committee. Any representative, employee of or staff to any Member may serve on any subcommittee. Appointments of others to a subcommittee shall be made only by majority vote of the Members then present.

8.2 Meetings and Actions of Subcommittees. Meeting and action of subcommittees shall be governed by and held in accordance with the provisions of these by-laws, concerning meetings, notices and other action of the Steering Committee, except that appointment of the Chair and setting the time for regular meetings of such subcommittees and the calling of special meetings thereof may be determined either by decision of the Steering Committee or, if there is no Steering Committee decision, by resolution of the members of the subcommittee. Meeting notes shall be kept at each meeting of any subcommittee and shall accurately reflect actions of the subcommittee and shall be filed with the Steering Committee. The Steering Committee may adopt rules for the governance of any subcommittee not inconsistent with the provisions of these by-laws or in the absence of rules adopted by the Steering Committee, the subcommittee may adopt such rules.

ARTICLE IV RECORDS AND REPORTS

9.1 Records. The Program Manager shall keep or cause to be kept, at its office:

9.1.1 A current list of the Members of the Steering Committee and the contact information of their representatives. Included on that list shall be each representative's phone number, fax number, e-mail address, overnight mail address, and mailing address. The Program

Manager shall distribute that list to all Members and provide copies of such list to a Member upon request.

9.1.2 Meeting notes of each meeting of the Steering Committee and any subcommittees.

9.1.3 Complete and accurate financial records of contributions to and expenditures on behalf of the LCR MSCP.

9.2 Reports. Each year the Program Manager shall develop and present to the Steering Committee, in addition to the Program Implementation Report, Work Plan, and Budget, such other reports as the Steering Committee shall reasonably request.

9.3 Members' Inspection Rights. Any Contributor has a right to inspect and audit LCR MSCP finances and expenditures in accordance with FMA Section 7.5.5. With reasonable notice, any Member is entitled to inspect and copy the Steering Committee Records including minutes of the proceedings of the Steering Committee and any subcommittees.

ARTICLE X ADOPTION, AMENDMENTS AND CONFLICTS

10.1 Adoption. These by-laws shall be deemed to be adopted when the adoption thereof, by consensus or a majority of the Steering Committee then present, has been noted in the minutes or meeting notes of the Steering Committee.

10.2 Amendment. (FMA Section 7.3.7) Modifications to the by-laws shall be made by majority vote. A majority vote is determined as specified in Section 4.2.1 of these by-laws.