

## Borgias, Adriane P. (ECY)

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**From:** Borgias, Adriane P. (ECY)  
**Sent:** Monday, August 06, 2012 10:09 AM  
**To:** 'Moss, David'; Moore, David (ECY)  
**Cc:** Rawls, Bruce; 'Mark Munro'; sarah@hubbardgray.com  
**Subject:** RE: SRRTTF Business Entity Articles of Incorporation & Bylaws --- review by Aug 2, 2012

**Categories:** SRTTF

Thank you.

Adriane Borgias

Spokane River Water Quality Lead  
Washington State Department of Ecology  
Water Quality Program - Eastern Regional Office  
4601 North Monroe Street  
Spokane, WA 99205-1295  
(509) 329-3515

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**From:** Moss, David [<mailto:DMoss@spokanecounty.org>]  
**Sent:** Wednesday, August 01, 2012 6:23 PM  
**To:** Borgias, Adriane P. (ECY)  
**Cc:** Rawls, Bruce; 'Mark Munro'; [sarah@hubbardgray.com](mailto:sarah@hubbardgray.com)  
**Subject:** FW: SRRTTF Business Entity Articles of Incorporation & Bylaws --- review by Aug 2, 2012

Hello Adriane ---

**I asked Mark Munro to review the subject documents, and his brief comments are listed below.**

Thank you.  
Dave Moss  
Spokane County

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**From:** Mark Munro [<mailto:MunrM@foster.com>]  
**Sent:** Wednesday, July 25, 2012 2:01 PM  
**To:** Moss, David  
**Subject:** RE: SRRTTF Business Entity Articles of Incorporation & Bylaws -- Attorney Review by Aug 2, 2012

Hi David,

**I think the articles look fine. [A few comments/questions on the revisions to the Bylaws:](#)**

**The concept of "Founding Member" was deleted, but it looks like the same members will still have the exclusive director appointment right. Was this change meant to cause a substantive change or was it merely cosmetic?**

**I'm not sure why the paragraphs dealing with proxies, quorum, voting and action without a meeting (old Sections 3.8, 3.9, 3.10 and 3.12) were all deleted. I would recommend keeping these paragraphs and tailoring them as desired. In the absence of provisions in the bylaws or articles Washington State law default rules will apply. The default quorum**

is only 10%, for example, which may be a lower threshold than is desired here. The paragraphs allowing for proxies and action without a consent are meant to make it easier for the entity to conduct business.

Let me know if you have any questions.  
Kind regards,  
Mark

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**From:** Moss, David [<mailto:DMoss@spokanecounty.org>]  
**Sent:** Monday, July 23, 2012 7:48 PM  
**To:** Mark Munro  
**Subject:** FW: SRRTTF Business Entity Articles of Incorporation & Bylaws

Hello Mark,

The SRRTTF Business Entity *Articles of Incorporation & Bylaws* have been updated a bit, based upon the drafts you sent to us on June 12, 2012.

**Please retrieve the two documents from the attached website listed below and let me know if you have any comments or feedback.**

Rick Eichstaedt (Riverkeeper attorney) and Elizabeth Schoedel (Spokane attorney) incorporated some edits, but thought your document was a great start.

Thank you.  
David Moss, PE  
Water Reclamation Manager  
Industrial Pretreatment Coordinator  
Spokane County Utilities  
(509) 568-0971 (field office)

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**From:** SRRTTF [<mailto:abor461@ecy.wa.gov>]  
**Sent:** Monday, July 23, 2012 1:31 PM  
**To:** [sarah@hubbardgray.com](mailto:sarah@hubbardgray.com)  
**Subject:** Spokane River Regional Toxics Task Force Updates CORRECTION

# Spokane River Regional Toxics Task Force

July 23, 2012

Visit SRRTTF

[www.srرتtf.org](http://www.srرتtf.org)

The Spokane River Regional Toxics Task Force Administrative Work Group requests comments on the proposed Business Entity Documents.

These will be discussed at the next SRRT full Task Force Meeting, which is scheduled for August 22, 2012.

You may access the documents here:

[Click Here](#) to view the Draft Articles of Incorporation

[Click Here](#) to view the Draft By-Laws (**revised link**)

Please submit your comments to Adriane Borgias ([abor461@ecy.wa.gov](mailto:abor461@ecy.wa.gov)) before August 2nd, 2012.

Note: the website has been updated!

New ways to navigate the website:

- Click on the topic of interest in the Cloud Tag at the bottom of the page
- View posts by category (Background information, Meetings, Workshops)
- View posts by date using the Archives link
- Access the new pages by clicking on the Menu bar