

## **BYLAWS OF THE ROCKY RIVER WATERSHED COUNCIL**

### **ARTICLE I – NAME & PURPOSE**

**Section 1:** The name of the organization is the Rocky River Watershed Council, Inc.

**Section 2:** The mission of the Rocky River Watershed Council is to protect, restore, and perpetuate a healthy watershed through public education, watershed planning, communication, and cooperation among stakeholders.

**Section 3:** Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE II – DEFINITIONS**

“Stakeholder” is defined as any resident, landowner, local government, business, institution or other person or organization that has an interest in the Rocky River Watershed and/or supports the purpose of the Council.

“Member” is defined as anyone who has paid dues to join the Council for the current year, as recorded by the Treasurer.

“Director” is defined as an elected or appointed member of the governing board of the council.

“Officer” is defined as a Director that holds the position of Chair, Vice Chair, Secretary or Treasurer.

“Misfeasance” is defined as the improper and unlawful execution of an act that in itself is lawful and proper.

“Nonfeasance” is defined as failure to perform an act that is either an official duty or a legal requirement, including two consecutive unexcused absences, or three unexcused absences in one calendar year.

“Malfeasance” is defined as misconduct or wrongdoing, especially by a public official.

“Unexcused Absence” is defined as the absence of a Director from a regularly scheduled Board meeting when not notifying the Chair or the Secretary in advance of the meeting, or as soon as reasonable after the meeting in the case of an emergency.

## **ARTICLE III – MEMBERSHIP**

**Section 1: Membership.** Any stakeholder may become a member of the Rocky River Watershed Council (Council).

**Section 2: Membership Dues.** The Board of Directors (Board) shall have the power, on an annual basis, to set a dues schedule. The schedule must be approved by a simple majority of the Board. Dues must be paid in full each year in order to be considered a member in good standing, receive membership benefits, and be eligible to sit on the Board.

## **ARTICLE IV - ROCKY RIVER WATERSHED COUNCIL MEETINGS**

**Section 1: Annual Meeting of the Rocky River Watershed Council.** The Council shall meet at least once a year to set goals for the coming year, review progress in improving water resource quality, elect Directors of the Board, and ratify bylaws and amendments.

**Section 2: Notice.** Notification of the Annual Meeting will be communicated to the membership one month before the Annual Meeting. Meeting materials, such as election materials shall accompany the Annual Meeting notice. All meetings shall be open to the public.

**Section 3: Special Membership Meetings.** The Chair, or five or more Directors may convene special membership meetings of the Council as needed. Notice shall be communicated to the membership no less than seven days prior to the meeting when possible and, in any case, not less than three days.

**Section 4: Meeting Rules.** *Robert's Rules of Order, Newly Revised*, current edition will be used to govern all meetings of the Council.

## **ARTICLE V –ROCKY RIVER WATERSHED COUNCIL BOARD OF DIRECTORS**

**Section 1: Composition.** The Board shall consist of 15 elected Directors. Directors shall be reflective of the general public, local governments, the business community, the academic community and/or other watershed stakeholders.

**Section 2: Responsibilities.** The Board shall be responsible for the following:

- Administering policy and direction as established by the Council.
- Convening Annual Meetings of the Council.
- Supporting planning and implementation efforts that help to protect and restore the environmental quality of the Rocky River and implement the Rocky River Watershed Action Plan
- Facilitating public education, community outreach and research.
- Fostering formation of tributary watershed groups.
- Fundraising to support the activities of the Council.
- Any other activities necessary to fulfill the mission of the Council.

**Section 3: Quorum.** A quorum for the Board requires a simple majority of current Directors to be present before business can be transacted or motions made or passed.

**Section 4: Notice.** Notification of Board meetings shall be issued no later than seven days in advance of a meeting.

**Section 5: Special Meetings.** The Chair, or five or more Directors may convene special meetings of the Board as needed. Notice shall be communicated to the Board no less than seven days prior to the meeting when possible and, in any case, not less than three days.

**Section 6: Officers and Duties.** The Board shall nominate and elect Officers.

**Section 6a: Chair.** The Chair of the Board shall preside over each meeting of the Council, Board of Directors, and Executive Committee.

**Section 6b: Vice-Chair.** The Vice-Chair shall preside over meetings when the Chair is unavailable.

**Section 6c: Secretary.** The Secretary shall be responsible for keeping and maintaining all records of actions of the Council and the Board. The Secretary shall take all minutes of Council and Board meetings, send meeting notifications, and distribute minutes and agendas to each Director.

**Section 6d: Treasurer.** The Treasurer shall maintain all financial records, including membership records.

**Section 7: Board of Directors Elections.** Election of new Directors or election of current Directors to an additional term will occur in conjunction with the Annual Meeting of the Council.

**Section 8: Staggered Terms.** The Board shall be composed of 15 members serving two-year staggered terms so as to maintain continuity of experienced Directors. All Directors are eligible for re-election, with no limitation on the number of terms to be served on the Board.

**Section 9: Nominations.** The Directors shall develop a slate of candidates for future Board membership. The slate shall be communicated to the membership in advance of the Annual Meeting. Nominations from the floor at the Annual Meeting will also be considered.

**Section 10: Vacancies.** When a vacancy on the Board exists, the Chair may receive nominations for new Directors from current Directors. Vacancies, including those of Officers, shall be filled by a majority vote of the Board. Directors so appointed shall serve only the duration of the unexpired term, at such time they will be eligible for nomination to a full term, per Section 6.

**Section 11: Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. A Director may be removed by a three-fourths vote of the remaining members for any misfeasance, nonfeasance or malfeasance.

## **ARTICLE VI - COMMITTEES**

**Section 1:** The Board may create committees as needed. The Chair shall appoint all committee chairs. Members of these committees may be drawn from the membership of the Council and other stakeholders.

**Section 2: Executive Committee.** The Executive Committee consists of the Chair, Vice Chair, Secretary and Treasurer.

## **ARTICLE VII – CONFLICTS OF INTEREST**

**Section 1: Financial Conflicts of Interest.** No member of the Board shall have any personal financial interest in any contract relating to the operations of the Council, nor in any contract for furnishing supplies thereto, unless authorized by the Board. Directors may be required to sign a form stating their understanding of this policy.

**Section 2: Disclosure and Abstention.** Any Director having a duality or possible conflict of interest on any matter shall not vote or use his/her personal influence on the matter, and he/she shall not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting shall reflect that disclosure was made, the abstention from voting, and the fact that the abstaining Director was not part of the quorum.

**Section 3: Ability to Act as a Resource.** The foregoing requirements shall not be construed as preventing the Director from briefly stating his or her position on a matter, nor from answering pertinent questions of other Board members since his/her knowledge may be of great assistance.

## **ARTICLE VIII – DISSOLUTION**

**Section 1: Dissolution.** Upon the dissolution of the Rocky River Watershed Council, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE IX - AMENDMENTS**

**Section 1: Amendments.** These Bylaws may be amended when necessary by a simple majority of the Board and ratified by the Council at its Annual Meeting. Proposed amendments must be submitted to the Secretary for distribution with regular meeting notices.

These By-Laws of the Rocky River Watershed Council were originally ratified on January 28, 2004. Amendments to these bylaws were ratified on February 21, 2008 and January 29, 2015.