

WATERSHED ASSOCIATION OF THE TUCKASEGEE RIVER

PROPOSED REVISED BY-LAWS

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Revised on November 13, 2007

Approved by the WATR Board of Directors on December 4, 2007
for WATR-wide discussion and ultimately for approval by the WATR members at the
Annual Business Meeting 2008

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ARTICLE I - NAME AND MISSION STATEMENT

Section 1: Name. The name of this organization shall be the Watershed Association of the Tuckasegee River (hereinafter referred to as WATR, or the organization).

Section 2: Mission Statement. WATR strives to protect and enhance the health and quality of the Tuckasegee River and its watershed. Recognizing the necessity of clean water and the value of the river to the whole community, the Watershed Association of the Tuckasegee River will encourage citizen involvement, awareness, and appreciation of the river and the watershed.

ARTICLE II - NON-PROFIT STATUS

Section 1: Tax-exempt Status. WATR shall operate exclusively for such charitable, scientific, and educational purposes as will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law, including for such purposes the making of distributions to organizations that qualify as tax-exempt under said Code. WATR shall not engage in propaganda or intervention in any political campaign on behalf of any candidate for public office nor shall any substantial part of the activities of WATR involve attempts to influence legislation beyond allowable limits. Notwithstanding any other provision of these articles, WATR shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Section 2: No Individual Profit. No part of the net earnings of WATR shall accrue inure to the benefit of any member, director, official, or individual.

Section 3: Disposition of Assets. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as such court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

ARTICLE III - MEMBERSHIP

Section 1: Qualifications. Membership in WATR shall be open to all those individuals and organizations who share the sense of the organization's Mission

Statement upon payment of the annual dues set by the Board of Directors, or whose dues have been waived by the Executive Director. WATR shall provide for Family and Organizational memberships as well as Individual memberships. Family memberships shall include two Individual memberships; Organizational memberships shall include one Individual membership.

Section 2: Communication. Members shall be notified of all organizational activities and shall receive the organization's newsletter, except that only one newsletter shall be sent to one address.

Section 3: Governance. Members shall govern the organization through the election of the Board of Directors and approval of the Bylaws.

ARTICLE IV - MEETINGS

Section 1: Membership Meetings. All meetings of the WATR membership shall be open to the public. Non-members can speak at any meeting as long as they follow the same procedures as members and respect the sense of the meeting. Non-members cannot participate in voting.

Section 2: Agendas. Agendas for meetings of the membership shall be drawn up by the Executive Director and President.

Section 3: Quorum. A quorum of 15% of the WATR membership must be present at any membership meeting to make binding decisions by voting. With a quorum present, the membership can pass resolutions by a majority vote and perform other actions allowed by these Bylaws. Proxies may be given to any member and must be submitted in writing to the Secretary or designee.

Section 4: Annual Meeting. Each year, the Board of Directors shall call an Annual Meeting of the full membership at a specified time and place. At the Annual Meeting, the membership shall elect new members to the Board of Directors. Notice of the Annual Meeting shall be sent to each member by email or by mail, at the address of record, not less than 14 days before the meeting.

Section 5: Special Meetings. Special meetings may be called by a quorum of the Executive Council, a simple majority of the Board of Directors, or by written request signed by ten percent of the ~~voting~~ members.

ARTICLE V - BOARD OF DIRECTORS

Section 1: Purpose. The Board shall determine the overall vision and direction of the organization. The Board shall have oversight of the organization, making sure that the Bylaws are carried out and that all activities follow legal and accepted business practices. The Board shall help with the promotion of the organization, fund raising, and linking to other individuals and organizations that can help WATR in its work. Any authority not expressly given to the members in these Bylaws or delegated to the professional staff by written policies of the Board is retained by the Board of Directors.

Section 2: Specific Duties. The Board of Directors shall hire, terminate, and supervise the Executive Director. The Board shall establish policies for the bidding process for any work contracted by the organization. Each year, before the Annual Meeting, the Board shall review and approve the budget prepared by the Executive Director. The Board can veto any projects or decisions deemed to be against the interests of WATR.

Section 3: Number of Members. The Board of Directors of WATR shall be between seven and 13 members in number.

Section 4: Election of Members. Members of the Board will be elected from individual members nominated by the then present Board. The Board will submit a list of nominees. Nominations for Board members must be announced at least two months before the Annual Meeting. After the membership is notified, there must be one publicized meeting of the membership held before the Annual Meeting to

introduce and discuss the candidates. This discussion meeting must have a minimum of 14 days notice to allow for nominations. Members can nominate a candidate for the Board of Directors at this discussion meeting.

Section 5: Meetings. The Board must meet at least four times each year, but can meet more often as necessary. A quorum of 30% of the Board of Directors must be present at a meeting for that meeting to make binding decisions. With a quorum present, the Board can make decisions by a majority vote. Special meetings of the Board may be called by one-third of the members of the Board. An official Board meeting requires that each Board member have notice at least five days in advance. All Board meetings shall be open to all members, except for discussions concerning personnel.

Section 6: Term of Office. Board members shall serve for a term of two years. Any member may serve a maximum of three consecutive terms.

Section 7: Vacancies. Should a Board member's inability to finish a term for any reason reduce the number of Board members below seven, the other Board members shall elect an interim Board member to fill the vacancy until the expiration of the vacant term. This interim term shall not count as one of the three consecutive terms specified in Section 6.

Section 8: Excessive Absences. If a Director has three unexcused absences from Board meetings in a year, that shall constitute an automatic tender of an offer to resign. The Board will accept or refuse that offer at the next meeting after the Director is notified of the opportunity to discuss the situation with the Board.

Section 9: Lack of Compensation. No compensation shall be paid to any member of the Board of Directors for services as a member of the Board. However, expenses may be reimbursed.

Section 10: Policies. The Board may enact policies to govern the actions of itself, the professional staff, and membership.

Section 11: Action without Meetings. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if two thirds of the directors consent in writing, including by e-mail, setting forth the action taken.

ARTICLE VI - OFFICERS

Section 1: Officers. The Board of Directors will choose individuals for the positions of President, Vice-president, Secretary, and Treasurer. Officers shall be members of the Board of Directors.

Section 2: Election. Election of officers of WATR shall be carried out by the Board of Directors at the next Board meeting following the Annual Meeting.

Section 3: Terms. Officers shall be elected for a one year term.

Section 4: Vacancies. Should an officer be unable to finish his or her term, the Board of Directors shall appoint a successor.

Section 5: Duties of President. The President, working with the Executive Director, shall be responsible for coordination of the activities of the organization. The President shall preside at all WATR Meetings. The President shall communicate project proposals, policy questions, and other relevant matters to the Board of Directors for their consideration. The President shall have the power to appoint committees.

Section 6: Duties of Vice-president. The Vice-president shall assist the President in carrying out his or her responsibilities and be available to substitute for the President when necessary.

Section 7: Duties of Secretary. The Secretary shall be responsible for overseeing the keeping of records of Board actions, the taking of minutes at all Board and

Membership meetings, sending out meeting announcements, distributing copies of minutes and the agendas to each Board member, assuring that corporate records are maintained, and taking care of correspondence for the Board. Records of the Board include terms of Board members and attendance at Board meetings.

Section 8: Duties of Treasurer. The Treasurer shall oversee the organizational accounts, assist in the preparation of the budget, help develop fundraising plans, make financial information available to the Board and WATR members, and be responsible for the sound and honest management of the organization's funds. The Treasurer shall make a report at each Board meeting and shall present an accounting of the year past and a budget for the year to come at the Annual Meeting.

ARTICLE VII - WATR ADVISORY BOARD

Section 1: Purpose. The WATR Advisory Board is a resource pool, whether members or non-members of the organization, who have a specialized or scientific knowledge of the river, its watershed, or related subject matters. Members of the WATR Advisory Board offer their knowledge and their energies for the benefit of the watershed, realizing that they will be called upon periodically by the Board of Directors to help when special knowledge or expertise is required. The Advisory Board shall assist the Board of Directors to raise funds for WATR and its projects on behalf of the river and the watershed.

Section 2: Selection. New members are invited to the WATR Advisory Board by a majority decision of the Board of Directors.

Section 3: Meetings. The Board of Directors can convene a meeting of the Advisory Board whenever necessary, but a minimum of once per year.

Section 4: Conflict of Interest. Any member of the Advisory Board who participates in the discussion of any specific plan or issue resulting in a monetary contract with WATR shall be disqualified from making application for those funds.

ARTICLE VIII - AMENDMENTS

At any Membership Meeting when a quorum is present, the membership can change any of the provisions of these Bylaws or adopt an entire revision of the Bylaws by a 2/3 vote of those present. All proposed changes must be submitted to the Secretary two months before the Membership (or Annual) Meeting at which a vote may be taken. After these proposals have been stated and the membership has been notified, there must be a preceding Membership Meeting held to introduce and discuss the proposed amendments before the Meeting at which the vote is held.

ARTICLE IX - MISCELLANEOUS

Section 1: Indemnity. WATR shall have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). WATR shall have the power to purchase or procure insurance for such purposes.

Section 2: Rules. Robert's Rules of Order shall be the authority for all questions of procedure at any meeting of WATR.

These Bylaws were approved at a meeting of the membership on _____.

Secretary: _____