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WHITE CLAY WATERSHED ASSOCIATION

New addition

BYLAWS

Fall 1997

~~(As revised November 2, 1989) White Copy~~
~~(As revised April 20, 1991) Green Copy~~
~~(As revised November 10, 1992) White Copy~~
~~(As revised November 3, 1993)~~
~~(As amended October 25, 1994)~~

ARTICLE 1

The name of this organization is the White Clay Watershed Association.

Objectives

The White Clay Watershed Association is a non-profit organization devoted to promoting the development and preservation of the natural resources of the White Clay Creek Watershed.

Membership

Section 1. Anyone interested in the objectives of the Association shall be eligible for membership.

Section 2. The fiscal year for the Association is October 1 - September 30. Annual dues are due and payable to the treasurer on October 1 of each year. New members enrolled between October 1 and June 30 ~~(amended 10-94)~~ shall pay the full annual membership dues. New members enrolled between July 1 ~~(amended 10-94)~~ and September 30 shall pay the full annual membership fee, which will grant them membership, not only for the remainder of the current fiscal year, but also the following fiscal year. Subsequent renewal of membership shall be on an annual basis. ~~(Amended 1992)~~

Section 3. Payment of dues shall **fulfill requirements for** ~~constitute election to~~ general membership **in the Association.**

ARTICLE II

Meetings

Section 1. The annual meeting of the Association shall be held at such time and place as the Board of Directors may select. At least ten days' written notice thereof shall be mailed to each member at his or her last known address. At this meeting, or through a mailed ballot, the members shall elect the Board of Directors by a secret ballot for the following year and transact such other business as may properly be brought before the meeting.

Section 2. Regular or special meetings of the Association may be called by the President or the Board of Directors, and at least ten days' written notice thereof shall be mailed to each member at his or her last known address.

Section 3. A special meeting of the Association shall be called by the President upon receiving a notice or request from ten or more members requesting such meeting and stating the purpose thereof.

Section 4. ~~Thirty~~ **Twenty** members of the Association shall constitute a quorum for the transaction of ~~all~~ business at a general membership meeting.

A R T I C L E III

Section 1. The Directors shall be members of the Association.

Section 2. The Board of Directors shall consist of not less than fifteen and no more than thirty persons who shall serve for a term of three years unless otherwise provided below.

In the event of an increase or decrease in the number of Directors, the term of any new Director shall be established by lot or otherwise, so that the term of one-third of the Directors shall expire each year; otherwise at all subsequent annual meetings, one-third of the Directors shall be elected by the members of the Association to serve for a period of three years, or until their successors are elected.

Section 3. Any vacancy, due to death, removal, resignation or otherwise of a Director, shall be filled by the remaining members of the Board by majority vote of a quorum of members at the next meeting of the Board for the unexpired term.

Section 4. The Board of Directors shall have the right by an affirmative vote of two-thirds of all Directors, to remove any member of the Board for cause.

Section 5. The Board of Directors may request the resignation of a Director who has had unexcused absences from a majority of meetings in any year and the Board may consider the Director to have resigned if no response is received within 60 days.

~~Section 9. In any year, a Director who has had unexcused absences from a majority of meetings shall be considered to have resigned.~~

Section 6. Board meetings shall be at the call of the President. Notice of such meetings shall be mailed to each member of the Board not less than five days before such meeting.

Section 7. A quorum at any meeting of the Board of Directors shall consist of not less than ~~seven directors.~~ **1/3 of the directors.** A majority shall decide any question that may come before the meeting, except as herein provided. (~~amended 1992~~)

Section 8. The Board of Directors shall have the ultimate authority with respect to business of the Association except to the extent otherwise relegated by law to the membership and shall have the power to approve acquisitions and easements, ~~to hire agents, workmen,~~ **to appoint (may or may not be compensated) workmen and other professional employees,** necessary to carry on the business of the Association, and to ~~fix~~ **determine** their compensation and duties.

Section 9. The Board of Directors each year shall ~~shall~~ **may** select an individual, preferably an Accountant, to audit the books of the Association as soon as expedient after the end of the fiscal year, ~~and~~ **with** the report of the audit ~~is~~ to be submitted at the next meeting of the Board of Directors.

A R T I C L E I V
Officers

Section 1. ~~The officers are President, Vice-President, Secretary, Treasurer, and Immediate Past President. (Amended 10-24-95)~~ At the first meeting of the Board of Directors following each annual meeting, there shall be elected from the Board membership a President and one or more ~~a~~ Vice-Presidents, a Secretary, and a Treasurer, who shall hold office for ~~two~~ **one** years or until their successors are elected. ~~(Amended 11-3-93)~~. The retiring President automatically ~~shall~~ **may** become Immediate Past President for a ~~two~~ **one** year term. The Immediate Past President ~~shall~~ **may** participate in the deliberations of the Board and Executive Committee and ~~shall~~ **may** serve as senior advisor to the Association. ~~(Amended 10-24-95)~~

Section 2. The Board of Directors also may appoint assistants for the Secretary and Treasurer who shall act in their stead and perform other services as designated.

Section 3. The President, and in his/her absence, a ~~designated~~ Vice-President, shall preside at all meetings of the Association and at all meetings of the Board of Directors.

Section 4. The Secretary shall prepare the written record of all proceedings of the Association and all actions of the Board of Directors and shall provide these records for distribution. The Secretary shall issue notices of meetings, as provided herein, and **with his/her assistant (if there be one) shall** be the custodian of all current non-financial records deemed critical to current business transactions.

Section 5. The Treasurer shall present an oral summary of the financial condition of the Association for the previous fiscal year ~~(Amended 10-94)~~ at the annual meeting of the Association, and a brief written financial report as of the close of the preceding month at each regular meeting of the Directors. The Treasurer shall be responsible for the receipt and custody of all the monies and securities of the Association, for keeping regular books of account and depositing all monies in banks to the credit of and in the name of the Association. **The Treasurer shall issue receipts for all gifts.** The Board of Directors shall designate such depositories and determine who has the powers of withdrawal. The Treasurer shall be responsible for payroll, if any, and payment of all proper bills and for signing and countersigning such instruments as requires his or her signature. The Treasurer shall be bonded at the expense of the Association to the amount determined by the Board of Directors. The Treasurer shall sign the forms necessary for maintaining tax exemption.

Section 6. In the event any of the Officers resigns or be removed by death or otherwise, the Board of Directors shall fill such vacancy from among any of its membership for the unexpired term of such office, except that in the event of the President's ~~resigning~~ resignation or removal by death or otherwise, ~~the new President will be selected only~~ **preference shall be given to selection of the new President from the existing rank of Vice-President/s.**

Section 7. The elected Officers shall perform their duties without compensation.

A R T I C L E V

Committees

Section 1. The Executive Committee shall consist of the President, Vice-Presidents, Secretary, and Treasurer, ~~and immediate Past President.~~ **Assistants to the Vice-President, Secretary, and Treasurer may substitute for an Executive Member.** ~~The Board of Directors shall have the opportunity to vote on the establishment of any standing committee, and the chairperson of that committee appointed by the President at the next Board meeting.~~ The Executive Committee shall meet and act for the Board in the interim between regular Board meetings. The Executive Committee shall be responsible to and report to the Board. Three members shall constitute a quorum. ~~Questions~~ **Approval of concerns** which come before the Committee shall require ~~three affirmative votes to be decided.~~ Amended 11-3-93) **a simple majority of the votes. Ad Hoc Committees may be established by the Executive Committee subject to review and approval at the next Board meeting.**

Section 2. ~~The President shall appoint such other standing committees as deemed necessary for the efficient operation of the Association.~~ The Board of Directors shall have the opportunity to vote on the establishment of any new standing committee(s). ~~and The President may appoint the chairperson of that committee, appointed by the President, at the next Board meeting.~~ **with preference given Directors.** Members of the committees shall be members of the Association but need not be members on the Board of Directors.

A R T I C L E VI

Dues

Section 1. The annual dues shall be set by the Board of Directors.

A R T I C L E VII

Elections

Section 1. In the election of members of the Board of Directors each member of the Association shall be entitled to one vote.

Section 2. All voting ~~shall~~ may be conducted by secret written ballot **with yea or nay.** Eligible voters for a given election may request and return ballots by mail in advance of the election meeting or in person at the meeting. The President shall appoint ~~three~~ **two** Judges of Election who shall oversee the election, count the votes, and certify the results of the meeting. The Judges of Election, in the case of the election of Directors, shall not be ~~Officers or Directors of the Association, or~~ a candidate~~s~~ for any elective position or office.

Section 3. In the election of Officers, each member of the Board of Directors shall have one vote.

A R T I C L E VIII

Seal

Section 1. The Association seal shall be in the form of a circle ~~and shall~~ **bearing** the name of the Association and the year of incorporation, **and shall be maintained by the Secretary.**

A R T I C L E IX

Amendments

Section 1. These bylaws may be amended, repealed or altered, in whole or in part, by a majority vote of the members ~~present at the annual meeting of a general membership meeting.~~ Such proposed changes in the by-laws shall first be presented at least ~~thirty~~ **ten** days in advance of the annual meeting. or a general membership meeting specially called, either by mail or a special or regular meeting of the members. **Changes may be made in the interim by a 2/3 vote of Directors but must be confirmed at a general meeting.**