

WHITE CLAY WATERSHED ASSOCIATION

BYLAWS

(Revised July 15, 2019)

ARTICLE 1

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

Objectives

The White Clay Watershed Association is dedicated to the protection and improvement of the natural, historical, and cultural resources of the White Clay Creek and valley.

Membership

Section 1. Anyone interested in the objectives of the Association who donates to the Association shall be a member.

Section 2. The fiscal year for the Association is October 1 - September 30.

Section 3. Donations are payable to the treasurer and fulfill requirements for a lifetime 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. The Board has responsibility to give proper notice to the general membership. 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. The Board has responsibility to give notice to the general membership.

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. The majority of members present shall constitute a quorum for the transaction of business at a general membership meeting.

ARTICLE III

Board of Directors

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

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

Section 3. 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 4. Board meetings shall be at the call of the President with proper notification.

Section 5. The majority of the Board shall decide any question that may come before the meeting, except as herein provided.

Section 6. 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.

Section 7. The Board of Directors each year 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, with the report of the audit to be submitted at the next meeting of the Board of Directors.

ARTICLE IV

Officers

Section 1. At the first meeting of the Board of Directors following each annual meeting, there shall be elected from the Board membership a President, a Vice President, a Secretary, and a Treasurer, who shall hold office for one year or until their successors are elected.

Section 2. The President, and in his/her absence, the Vice-President, shall preside at all meetings of the Association and at all meetings of the Board of Directors.

Section 3. 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 shall be the custodian of all current non-financial records deemed critical to current business transactions.

Section 4. The Treasurer shall present an oral summary of the financial condition of the Association for the previous fiscal year 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 5. The elected Officers shall perform their duties without compensation.

ARTICLE V

Committees

Section 1. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer. 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. Approval of concerns which come before the Committee shall require 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 Board of Directors shall have the opportunity to vote on the establishment of any new standing committee(s). The President may appoint the chairperson of that committee, with preference given to Directors. Members of the committees shall be members of the Association but need not be members on the Board of Directors.

ARTICLE VI

Donations

Section 1. Donations shall be collected by the Board of Directors.

ARTICLE 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 may be conducted by secret written ballot with yea or nay. Eligible voters for a given election may request and return ballots via mail in advance of the election meeting or in person at the meeting. The President shall appoint 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 a candidate for any elective position or office.

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

ARTICLE VIII

Seal

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

ARTICLE IX

Amendments

Section 1. These bylaws may be amended, repealed or altered, in whole or in part, by a majority vote of the Board of Directors.