

Background:

All successful watershed management groups eventually develop some basic organizational structure. These structures will evolve differently dependant upon the needs and situation(s) being addressed.

Three of the more commons structures are:

1. A sub-committee of a standing organization such as a local Soil & Water Board, a local Resources Conservation District, a Community Foundation or other broad based entity.
2. A stand alone loosely structured working group.
3. A stand alone legally organized and incorporated entity.

The following is intended as an example of bylaws that may be applicable in establishment of a watershed management group should it be appropriate for the group to incorporate and develop a legal structure. It should not be construed as a proper legal document as these requirements will differ from state to state. It may however by used as the basis for developing bylaws applicable to your situation. The authors strongly recommend having bylaws, articles of incorporation and other such documents reviewed and sanctioned by qualified legal personnel before plementation.

_____ **Watershed Improvement Group**
BYLAWS - EXAMPLE

Article I	Name	Article VIII	Executive Director
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ARTICLE I - NAME

The name of this organization shall be _____, Inc

ARTICLE II - PURPOSE

The purposes of this organization shall be to improve, protect, and conserve waters within the _____ watershed. In further recognition of the _____ as a natural, cultural and economic resource of great importance to the people of portions of _____ County, and the state of _____, the organization shall develop and implement beneficial watershed management programs, educate members, and instruct the general public for our vision of clean abundant water for you and your family now and in the future. The corporation is organized for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III - MEMBERSHIP

Regular Membership (MEMBERSHIP) in _____ shall be open to any person if:

- He/she lives, works, or owns property in the watershed. The watershed is defined by the area identified as: _____ by the USGS maps
- Is at least 18 years of age;
- Fully completes the application process for MEMBERSHIP; and,
- Regular members must be a member for at least 30 days prior to being eligible to vote.

_____ members are subject to payment of dues which will be determined by the Board. Special classes of membership, may be authorized and established by the Board of Directors; on such terms and conditions, for such dues and with such reasonable rights and privileges as it may establish from time to time.

The following list further defines the typical types of memberships and their respective voting privileges.

- Members who are located in whole or in part within the watershed:
 - 1) Individual: (one vote)
 - 2) Family: (one vote per adult in household)
 - 3) Local government: (one vote)
 - 4) Non-profit organization: (one vote)
 - 5) Private business: (one vote)
 - 6) State or federal government: (non-voting)
- Members who are located outside the watershed:
 - 1) Individual: (non-voting)
 - 2) Family: (non-voting)
 - 3) Local government: (non-voting)
 - 4) Non-profit organization: (non-voting)
 - 5) Private business: (non-voting)
 - 6) State or federal government: (non-voting)

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- Associate Members are individuals under the age of 18 and wish to contribute to SCWIG. Associate members have no voting rights.
- Patron / Honorary Members are non-voting memberships that are bestowed on individuals and guests and all volunteers who so diligently and with such hope portray all the mission and purpose of the _____.

Unless otherwise designated by the Board, Members shall renew their membership annually in March. If a member fails to remit annual dues within thirty (30) days after receiving notice, that member will automatically be dropped from the membership rolls of _____, but may thereafter reapply for membership.

ARTICLE IV - BOARD OF DIRECTORS

The Board shall have full power and authority over the affairs of _____ as limited in these Bylaws and the Articles of Incorporation. The Board shall consist of nine Directors elected from the MEMBERSHIP who are in good standing.

Election to the Board: The chairman of the board will appoint a Nominating Committee. The initial board will be comprised of nine members with the following terms:

- 3 for terms of one (1) year;
- 3 for terms of two (2) years; and,
- 3 for terms of three (3) years.

Thereafter, each board member will serve for three-year terms. The Nominating Committee shall limit the slate.

Board Terms: The term of each Director shall be for three years. The Directors will elect officers from within the board to serve for a term of one year. The Vice President will serve as President when the President is absent or unable to fulfill responsibilities of the office. In the event the Vice President cannot serve the office will be filled by the Secretary. In the event the Secretary cannot serve then the office will be filled by the Treasurer. All members of the board of directors shall serve on the Executive Committee. A director may serve no more than three consecutive terms. Terms shall begin following the April Quarterly Membership Meeting, and/or the membership meeting following the vacated director seat. Any board member missing three consecutive regular Board meetings may be removed by a 2/3 vote of Board members in good standing.

Compensation: Board members and officers shall receive no salary or other compensation for services rendered as Board members or officers. Board members and officers may receive reimbursement for approved expenses that are incurred in conducting _____ business. The Board of Directors may approve the hiring of a Board member for a particular project. The Board member shall relinquish voting rights on that particular project for the duration of the project.

Indemnification: Each Director or Officer of the corporation shall be indemnified by the corporation against any claim and liability to which he or she has or shall become subject by reason of serving or having served as a Director or Officer, and the corporation shall reimburse

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each Director for all legal expense reasonably incurred by him or her in connection with any such claim or liability, provided, however, no one shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own intentional wanton or willful conduct, or gross negligence. The amount paid to any Director or Officer by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, as may be fixed by a committee of no less than three persons, not members of the Board, who are selected by members of the Board, not affected by the matter nor involved in the matter. The committee's determination shall be binding on the indemnified Director or Officer. The right of indemnification that this article provides shall be exclusive of any other right to which any Director or Officer of the corporation may otherwise be entitled by law.

ARTICLE V – IMPEACHMENT

Impeachment is termed as a removal of officer(s) by the directing body and or membership of an organization. Impeachment requires a 2/3 vote of the board in order to remove a board member, and a majority vote of the membership for approval. The Membership may impeach a board member(s) with a 2/3 vote of the membership. In the event that impeachment will render the board of directors unable to perform the duties to the _____, the membership will have to consider the dissolution of the organization.

ARTICLE VI - OFFICERS

The _____ Officers shall be President, Vice President, Secretary, and Treasurer. The Officers shall be from the Board and elected by the Board, through a majority vote. The term of each duly elected Officer shall begin when elected and shall be for a period of one year or until a successor has been duly elected. Officers are expected to attend all Board meetings and to serve on the Executive and Finance Committees.

ARTICLE VII - DUTIES OF OFFICERS

The duties and powers of the _____ Officers shall be as follows:

President: The President shall have general direction of _____ business, subject to the authority of the Board, and shall do those things required to assist in the smooth and efficient operation of _____ including:

- Calling all regular meetings of the Board in accordance with these Bylaws, special meetings of the Board, or a vote of the Board by mail ballot at any time at his or her discretion;
- Presiding at all meetings of the Board and Membership, and presenting or having presented a report of the condition of _____ and the status of its business affairs;
- Following up on Board actions and notifying the Board of any failure to implement;
- Signing all contracts and agreements approved by the Board in the name of _____;
- Appointing all standing committees and any special committees at his or her discretion; and,
- Instructing, advising, assisting, and overseeing the progress of these committees as required for their smooth and efficient operation.

Vice President: The Vice President shall provide support for the responsibilities of the President

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during the absence and/or inability of the President to render and perform his or her duties and powers, the same shall be performed and exercised by the Vice President; and when so acting, he or she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the President.

Secretary: The Secretary is the recording Officer of _____ and the nominal custodian of its records, including but not limited to maintaining a current membership roll. The Board Secretary shall take meeting minutes and provide the minutes for distribution as directed by the President of the board.

Treasurer: The Treasurer is the chief financial officer of _____ and shall be responsible for the administration and control of _____ funds.

ARTICLE VIII - EXECUTIVE DIRECTOR

An Executive Director may be appointed at the discretion of and by the Board. The duties of the Executive Director shall be determined by the Board and set forth in an employment contract.

They shall include, but not be limited to the following:

- Serve as chief staff executive officer;
- Manage the _____ Headquarters office and hire and direct employed staff;
- Provide the principle coordination and administration of _____'s day-to-day activities and programs as approved by the Board;
- Keep or cause to be kept, correct books of accounts as may be required;
- Serve all notices of the _____ and provide for the custody of its records and seal;
- Cooperate with the Board President and Vice President to present all official communications and render or cause to be rendered a statement of the condition of the finances of _____ at each regular meeting of the Board and at such other times as shall be required;
- Cooperate with the Board Secretary to arrange for the maintenance of the records, statements, certificates, etc., required of the _____ or its Officers by law, or by any authorized action taken under the Bylaws; and,
- Cooperate with the Treasurer to arrange for fundraising, budgeting, and receipt, deposit, and disbursement of _____ funds and the handling thereof.

ARTICLE IX - COMMITTEES

Standing Committees: Committees shall consist of a minimum of one board member. The President will appoint the chairperson for each Standing Committee. The chairperson of each committee will determine who will serve on the Standing Committee. The board of directors may add or remove Standing Committees. At a minimum, there will be two Standing Committees which will include Executive and Finance.

Special Committees: The President may appoint Special Committees. The President will appoint at a minimum one board member and the chairperson of each committee. The chairperson for each special committee will determine who will serve on each special committee.

ARTICLE X - DUTIES OF COMMITTEES

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The duties of the Standing Committees and any Special Committees shall be determined by the President with approval of the Board.

ARTICLE XI - MEETINGS

Board of Directors Meetings: Unless otherwise ordered by the Board, the Board shall meet at a minimum once every two months. Notice of meetings will be provided no less than fifteen days prior to the meeting. In order to constitute a quorum at all meetings of the Board, there must be present a minimum of five board members.

Quarterly Meeting of the Membership: Unless otherwise ordered by the Board, the regular Meetings of the Membership shall be held during the month of January, April, July, and October at a time and place to be designated by the President. At least one week's notice of Quarterly Membership Meetings will be published in local newspapers.

Special Meetings: Special meetings of the Board may be called by the President. When requested by three or more Directors, the President must call a meeting within thirty (30) days. Unless waived in writing by all Directors, ten days written notice of the time, place, and purpose of all special meetings of the Board must be given by mail or email to each Director at his or her last known address.

ARTICLE XII - AMENDMENTS

These Bylaws may be amended by a majority vote of the Board and ratified at the Quarterly Membership meeting; provided, however, that any such proposed amendment shall be submitted to the Secretary of _____ thirty (30) days in advance of the Quarterly Membership Meetings. All proposed amendments will be reviewed by the board and submitted to appropriate committee for review.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in the 10th edition of Robert's Rules of Order Newly Revised shall govern _____ in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order _____ may adopt.

ARTICLE XIV - DISSOLUTION

Upon dissolution of the _____, any assets remaining after payment of or provision for its debts and liabilities shall be paid to organizations qualifying as exempt organizations corresponding to the provisions of Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of the subsequently enacted federal law. In the event of dissolution, no part of the net assets or net earnings of the corporation shall insure to the benefit of or be paid or distributed to any officer, director, member, employee, or donor of the _____ as compensation.

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