



## MISSION STATEMENT

The mission of the Clarks Creek Watershed Preservation Association (CCWPA) is to preserve, protect and enhance the environmental integrity of Clarks Creek, and to advocate the conservation and sustainability of its natural resources while promoting restoration and safety within the watershed.

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### **BY-LAWS of the ASSOCIATION**

Enacted November 9, 2010; Amended September 2011; August 2018

#### **ARTICLE I. PURPOSE**

The Association has been organized to operate exclusively for charitable purposes, including but not limited to the promoting of good stewardship of the waters and natural resources in Clarks Creek watershed. The Association will focus on projects and community partnerships that facilitate education, restoration and enhancement of the watershed. The Association will actively solicit input, support and involvement from citizens, businesses, nonprofit affiliations, farmers and local, county, state and federal government entities.

#### **ARTICLE II. MEMBERS**

§ 1. a.: Types of Membership:

There shall be five (5) types of memberships, whose cost (“dues”) is as follows:

- 1) Individual Membership: \$15 a year, due payable upon the anniversary of each payment.
- 2) Individual Life Membership: \$100.
- 3) Business Membership: \$100 a year, due payable upon the anniversary of each payment.
- 4) Non-Profit Entity Membership: \$25 a year, due payable upon the anniversary of each payment.
- 5) Non-ProfitEntity Life Membership: \$150.

### § 1. b.: Privileges of Membership

- 1) Each membership, no matter what its type, is allowed one (1) vote on all matters put to the vote of the General Membership by the Board of Directors.
- 2) In order to be a Voting Member, a Member must be in good standing at the time of the vote; that means that the Member's dues must be paid and current at that time.

### § 2.: Quorum

Four voting members or 10% of the voting membership, whichever is greater, will constitute a quorum.

### § 3.: Schedule of Regular Meetings

A schedule of regular meetings will be established by the Board of Directors and prior notification will be provided to the membership. An Annual General Membership Meeting of the members will be held in September of each year.

### § 4.: Chair of Meetings

Membership meetings will be chaired by the president. In the absence of the president, any other Board member may chair the meeting.

## **ARTICLE III. BOARD OF DIRECTORS**

### § 1.: Number of Directors

The number of members of the Board of Directors of this Association will not be less than five (5) or more than nine (9).

### § 2.: Non-Discrimination Clause

This Association is committed to a policy of fair representation on the Board of Directors, and does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation or age.

### § 3.: Election of Directors

Election of new Directors or election of current Directors to a further term will occur as the

first item of business at the Annual Meeting of the Association. Directors will be elected by a majority vote of members present at the Annual Meeting.

§ 4.: Term of Directors

The terms of Directors of the Association will be staggered. Directors will serve a two-year term. Only voting members may serve on the Board of Directors.

§ 5.: Opening on Board of Directors

When there is an opening on the Board of Directors, the Board may elect a Director to serve for the duration of the unexpired term.

§ 6.: Removal of Director

Any Director may be removed from the Board of Directors for cause by an affirmative vote of the majority of Directors present at an official meeting of the Board. Notice of the proposed removal will be given to members with the notice of the meeting. The Director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

§ 7.: No Compensation for Directors

No compensation will be paid to any member of the Board of Directors for services as a member of the Board.

**ARTICLE IV. MEETINGS OF THE BOARD OF DIRECTORS**

§ 1.: Annual Meeting of the Board of Directors

An annual meeting of the Board of Directors will be held in September of each year for the purpose of electing Officers and Directors. The Board of Directors will hold regular quarterly meetings each calendar year.

§ 2.: Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called at any time by the President of the Association, or, in his or her absence, by any member of the Board of Directors.

§ 3.: Notice of Meetings

Notice of regular, special, and annual meetings of the Board will be made (by e-mail, USPS, or telephone) at least 14 days prior to the day such meeting is to be held.

§ 4.: One Vote per Director

At meetings of the Board of Directors, each Director present will be entitled to cast one vote on any motion.

§ 5.: Quorum and Simple Majority

At a meeting at which there is a quorum (a simple majority) present, a simple majority affirmative vote of the Directors present is required to pass a motion before the Board.

§ 6.: Robert's Rules of Order

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

**ARTICLE V. OFFICERS of the ASSOCIATION**

§ .1: Title of Officers

The officers of this Association will be President, Secretary, Treasurer and other such Officers with duties as defined in § 4. below, as well as what the board may prescribe.

§ 2.: Election of Officers

The Officers of the association will be elected annually by and from the members of the Board of Directors at its Annual Meeting. Each Officer will serve a one-year term.

§ 3.: Vacancy of Office

A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

§ 4.: Duties of Officers

1) President

It will be the duty of the President to preside at all meetings of the Board of Directors,

preside at all Association meetings and have general supervision of the affairs of the Association.

2) Secretary

The Secretary will be responsible for keeping the Association records, except those of the treasurer, including the minutes of all meetings, notifications of meetings and correspondence.

3) Treasurer

The Treasurer will have general charge of the finances of the Association and is the assigned signatory of all checks. He or she will keep full and accurate account of all receipts and disbursements of the Association, which will be open at all times to the inspection of the Board of Directors. He or she will present to the Board of Directors at its annual meeting his or her report as Treasurer of the corporation and will from time to time make such other reports to the Board of Directors as it may require.

## **ARTICLE VI. COMMITTEES**

The Board of Directors will appoint committees as needed. Each committee will be chaired by a Board member. There will be a membership committee. Additional committees may include: finance, public advocacy, special events, and others.

## **ARTICLE VII. MISCELLANEOUS**

### **§ 1.: Indemnification**

The Association will 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). The Association will have the power to purchase or procure insurance for such purposes.

### **§ 2.: Authorization**

The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver and instrument in the name of, and on behalf of, the Association. Such authority may be general or confined to specific instances.

§ 3.: Records

The Association will keep correct and complete books and records of account and will also keep minutes of the proceedings of its meetings, Board of Directors, and committees having any of the authority of the Board of Directors; and through the membership committee, will keep a record giving the names and addresses of the members entitled to vote.

§ 4.: Fiscal Year

The fiscal year of the corporation shall be September 1 through August 31.