

BY-LAWS for the Licking River Watershed Watch

Adopted June 24 , 2004

Article I: Name

The name of this organization shall be Licking River Watershed Watch, Inc. , hereinafter referred to as "LRWW".

Article II: Purpose

The purpose of the Licking River Watershed Watch is to promote citizen stewardship, activism, and education throughout the watersheds of the Licking River region of Kentucky , by:

- Identifying problems
- Developing sustainable solutions
- Protecting and restoring the natural systems so that their ecological, spiritual, and economic integrity will be preserved for future generations.

Article III: Membership

Individual membership in LRWW shall be conferred on any person approved by the Executive Committee who completes a participant agreement form or registers his or her name and mailing address with the Secretary of LRWW. Individual memberships shall be renewed every two years.

Article IV: Officers

The officers of LRWW shall include the Chair, Vice Chair, Secretary, and Treasurer. The officers of LRWW shall be elected by majority vote of Steering Committee members in good standing in attendance at the Annual Meeting or the first meeting of the Steering Committee following the Annual Meeting. Their terms of office shall be for one year. Any officer must be at least 18 years of age and have been a Member of LRWW for at least 6 months prior to his or her nomination for office. An Officer may be removed from office prior to the expiration of his or her term with a two-thirds majority vote of the Steering Committee provided notice of consideration to remove has been given to members of the Steering Committee at least 5 days prior to the meeting at which the vote is taken.

Officers may receive per diem for expenses related to meetings and other actual expenses, but receive no other financial compensation.

Duties of Officers include at least the following. Other officer duties may be assigned by the Steering Committee as needed.

A. Chair

1. Presides over meetings of the Executive Committee, Steering Committee and General Membership.
2. Serves as principal spokesperson for the organization. He or she may delegate this role.
3. Serves as a member of all committees of LRWW.
4. Recommends committee chairs with Steering Committee approval.

B. Vice Chair

1. Presides over meetings of LRWW in the absence of the Chair.
2. Serves as Chair of the Finance Committee.
3. Ascends to Chair in the event of a mid-term vacancy of the Chair position.

C. Secretary

1. Maintains records and archives of LRWW.
2. Maintains membership lists of LRWW.
3. Records minutes of regular and special meetings of the Steering Committee and Executive Committee.

D. Treasurer

1. Receives and disburses funds for the organization, maintains bank accounts.
2. Submits a financial report of income and disbursements to the Steering Committee and Executive Committee at each regular meeting and at the end of the fiscal year which is January 1 to December 31.
3. Serves as Chair of the Personnel and Contracts committee.

Article V: Steering Committee

A. Duties of the Steering Committee The Steering Committee is the legal Board of Directors for LRWW. All committees report to the Steering Committee, which establishes:

1. Goals, policies, directions, and projects for LRWW
2. Committees, both standing and Ad-Hoc, as needed.
3. Dues and fees for membership in LRWW, if any.

B. Composition of the Steering Committee Members of the Steering Committee are selected at the annual meeting by majority vote from nominations from the floor. Chairs of all current committees and Designated Coordinators shall have seats on the Steering Committee. Steering Committee members may also be nominated by the Chair with approval of a majority vote of existing Steering Committee members to serve until the next Annual Meeting. Ex-Officio Members may be approved by a

majority vote of the Steering Committee. Ex-Officio Members may address the Steering Committee but are non-voting.

- C. Removal of Steering Committee Members A Steering Committee Member may be removed prior to the expiration of his or her term with a two-thirds majority vote of the Steering Committee provided notice of consideration to remove has been given to members of the Steering Committee at least five days prior to the meeting.

Article VI: Meetings

- A. Annual Membership Meetings shall be held at time and places decided by the Steering Committee and arranged by the Annual Meeting Committee.
- B. Steering Committee Meetings shall be held at least quarterly at times and places selected by the Steering Committee.
- C. Executive Committee Meetings may be held on an as-needed basis as determined by the Executive Committee.
- D. Special Meetings of the Steering Committee can be called by a majority vote of the Executive Committee or by a petition of 20% of the membership of the Steering Committee. Notice of any Special Meetings must be provided to Steering Committee Members at least one week prior to said meeting.
- E. All LRWW meetings are open to the General Membership, except for meetings of the Contracts and Personnel Committee or Executive Committee when matters regarding personnel action are being considered.

Article VII: Committees

All Committees report to the Steering Committee.

- A. Executive Committee The Executive Officers shall comprise the LRWW Executive Committee. The Executive Committee shall be responsible for the day-to-day business, following the policies set forth by the Steering Committee. The Executive Committee is responsible for assigning or accepting members to all standing and Ad-Hoc Committees, or may assign this duty to the Chair. The Executive Committee may hire Staff and delegate authority to the Staff to perform such duties as it identifies would be beneficial to the LRWW.
- B. Standing Committees
1. **The Finance Committee**, which is chaired by the Vice Chair, shall prepare a budget for the organization and foster necessary fund raising activities to meet the demands of that budget. The budget shall be submitted to the Steering Committee for approval on an annual basis.

2. The ***Personnel and Contracts Committee***, chaired by the Treasurer, shall review personnel matters and contracts and shall ensure that the provisions within those contracts are being met. The Personnel and Contracts Committee shall consist of at least two members and the Treasurer. The personnel and Contracts Committee will make recommendations regarding compensation of individuals (if any) to the Executive Committee who will be authorized to act. Salaried individuals (if any) will not be allowed to vote on their compensation.
3. ***The Science Advisory Committee*** shall be responsible for advising the Steering Committee on scientific matters including monitoring plans and data interpretation.
4. ***The Volunteer Training Committee*** shall be responsible for volunteer recruitment and training programs, including certification of training instructors.
5. The ***Data-to-Action Committee*** shall be responsible for developing strategies to address water quality issues identified by the monitoring and other research of the LRWW members.
6. ***The Education Committee*** shall be responsible for school and community-based educational activities.
7. ***The Newsletter and Internet Information Committee*** shall be responsible for developing public communication and outreach, including, but not limited to newsletters, web sites and news releases.
8. ***The Annual Meeting Committee***, selected by the Steering Committee, shall be responsible for planning the Annual Membership meeting(s).

C. ***Ad-Hoc Committees*** can be established by the Steering Committee as needed upon recommendation by the Chair

Article VIII: Coordinators

The Steering Committee may designate individuals to coordinate specific tasks of the organization, including, but not limited to:

- A. Sampling Event /Volunteer Support Coordination
- B. Area Coordination
- C. Data Management
- D. Grants Management

Article IX: Quorum

- A. Annual Meeting. The quorum for an annual Membership Meeting shall be 10% of the Membership. On alternate years, the Steering Committee may elect to hold two or more Regional Meetings, which jointly represent the entire watershed, in lieu of a single, basin-wide Annual Membership Meeting. Quorum for Regional Membership Meetings shall be 10% of LRWW membership in the Region.
- B. Steering Committee Meetings. Quorum for a regular Steering Committee Meeting shall be either five members of the Steering Committee or four members, if three of them are members of the Executive Committee.

- C. Specially- called meetings. Quorum of a specially-called meeting of the Steering Committee shall be 50% of Steering Committee membership.
- D. Executive Committee meetings. Quorum for an Executive Committee meeting shall be three members.

Article X: Parliamentary Authority

LRRW meetings shall be conducted by consensus methods. However, by decision of the presiding officer or by petition of 10% majority vote, the rules contained within the most recent edition of Sturgis Standard Code of Parliamentary Procedure may be applied.

Article XI: Amendments to the Bylaws

- A. Bylaws Amendments may be adopted by a two-thirds majority vote of the Steering Committee at a Steering Committee meeting when said amendment has been submitted in writing to the presiding officer.
- B. Incorporation Articles Amendments may be adopted by a two thirds majority vote of the Membership at the Annual Meeting when the full membership has received notice of said amendment at least once week in advance of the meeting.