

River Raisin Watershed Council Bylaws

ARTICLE I

ORGANIZATION

SECTION (1) - ORGANIZATION

The River Raisin Watershed Council the ("RRWC") is a statutory non-profit 501 (c) (3) public service organization created pursuant to Part 311 of the Michigan Natural Resources and Environmental Protection Act (Public Act 451 of 1994) dedicated to the protection and improvement of the River Raisin Watershed through education, information, research, monitoring, scientific data collection and analysis, planning, and counsel.

SECTION (2) - GENERAL PURPOSE

The RRWC was founded for the following purposes:

- A. To improve water quality throughout the River Raisin Watershed;
- B. To promote river restoration and the preservation of wildlife and natural habitat;
- C. To encourage and support outdoor recreational opportunities throughout the River Raisin Watershed that engage people with the natural habitat: canoeing, nature study, picnicking, fishing, swimming, walking, biking, etc.
- D. To educate citizens about the challenges and opportunities facing the River Raisin Watershed;
- E. To inspire actions that improve the River Raisin Watershed;
- F. To foster cooperation among local, state and federal governments, stakeholders, agencies, private interests, business and all others concerned with the restoration and preservation of the River Raisin Watershed;
- G. To partner with "stakeholders" to protect, monitor, and enhance the River Raisin Watershed by providing education, scientific data collection and analysis, volunteer and restoration opportunities.

SECTION (3) - GEOGRAPHICAL BOUNDARY

The River Raisin Watershed is composed of the entire natural, topographical River Raisin basin in all or parts of Lenawee, Jackson, Hillsdale, Washtenaw, and Monroe counties in Michigan and Fulton County in Ohio. It consists of the River itself as well as its tributaries, and all wetlands and lakes and land draining into the River.

SECTION (4) - ESTABLISHMENT

The RRWC was established under enabling legislation in accordance with Act 253 of the Public Acts of 1964, as incorporated into Public Act 451, Part 311 of 1994, of the State of Michigan, and shall have all the rights and powers of a watershed council created under said act. A petition for the formation of the RRWC was filed with the Michigan Water Resources Commission. Said Commission issued an order establishing the RRWC, September 13, 1974. The organizational meeting of the RRWC was held on December 4, 1974, in the Tecumseh City Hall, Tecumseh, Michigan.

SECTION (5) – MISSION

THE RRWC will review its mission annually and revise as needed to reflect the needs of the watershed.

SECTION (6) - ADOPTION OF BYLAWS

- A. These Amended and Restated Bylaws were adopted: October 22, 2016 meeting of the RRWC.
- B. Dates of previous adoptions of the bylaws and/or changes thereto: April 22, 2015; March 28, 2013; May 7, 2008; October 28, 2003; April 25, 2001; June 24, 1987; September 9, 1985.

ARTICLE II

MEMBERSHIP

SECTION (1) – MEMBER GOVERNMENTS AND THEIR APPOINTED REPRESENTATIVES

In accordance with Part 311 of the Natural Resources and Environmental Protection Act (Public Act 451 of 1994), the membership of the RRWC shall be the local units of government (each a "Member Government") described in subsections (A), (B), and (C) below. Each Member Government shall appoint individuals to represent the Member Government on the RRWC (each a "Member Government Representative") in the following manner:

- A. Each local unit of government using the river for water supply or waste disposal shall be a Member Government, and shall appoint one (1) Member Government Representative for each 20,000 population or fraction thereof. The governing body of such Member Government shall determine the method by which its Member Government Representatives are selected.
- B. Each county having fifteen percent (15%) or more of its area in the River Raisin Watershed shall be a Member Government, and shall appoint one (1) Member Government Representative, and one (1) additional Member Government Representative for each 20,000 population or fraction thereof, which aggregate total shall be computed from the population of eligible local units of government not otherwise represented. These local units of government shall be eligible under this section if they have fifteen percent (15%) or more of their respective areas in the River Raisin Watershed basin (Lenawee, Monroe, Washtenaw). The methods by which these Member Government Representatives are selected shall be determined by the county board of commissioners.
- C. Any "local agency" (defined as a local unit of government, special district, or other legally constituted agency of local unit of government exercising powers that may affect water resources) wholly or partly within the River Raisin Watershed basin may become a Member Government and appoint a Member Government Representative to the RRWC upon a finding by the RRWC that the local agency is so affected by or concerned with the use and development of water resources in the River Raisin Watershed basin as to warrant representation. If any local unit of government is represented under this subdivision, its population in the watershed shall not be counted in determining the eligible total representatives of its county.

SECTION (2) – TERM

Representatives on the RRWC shall be appointed by their Member Government for two (2) years, but are subject to replacement at the pleasure of the Member Government. A representative is not eligible to vote unless the Member Government has met its financial obligations to the RRWC, as provided in Article VII, Section (2).

SECTION (3) – CONTACT INFORMATION

Each Member Government shall provide a written designation of its official representative(s) and official alternate, giving complete contact information, including e-mail address. Such designation shall remain in effect until other such designation is provided by the Member Government.

SECTION (4) – CONDUCT

- A. The RRWC is an organization classified under 501(c) (3) of the Internal Revenue Code. As a federally tax-exempt, Michigan nonprofit organization, the RRWC must adhere to restrictions and responsibilities in order to keep this status.
- B. As outlined in the IRS 501(c) (3) regulations, the RRWC shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. RRWC Member Governments are also prohibited from using any property of the RRWC for personal purposes. This includes using the RRWC's tax-exempt status for personal purchases.

SECTION (5) – ASSOCIATE (NON-VOTING) MEMBERS

Any person, business, or non-governmental organization with an interest in water resources of the River Raisin Watershed is eligible to become an associate non-voting member ("Associate Member") of the RRWC, for a renewable one (1) year term. Such individuals or organizations may become Associate Members by submitting a membership form and contributing the required financial support annually as defined in the current membership dues schedule.

ARTICLE III

MEETINGS OF THE MEMBERSHIP

SECTION (1) – SEMI-ANNUAL MEETINGS

The RRWC shall meet at least two times per year. The date and time of each meeting shall be set by the Executive Committee. Notice shall be sent at least one month in advance of the semi-annual meetings as provided in Article III, Section (5). All meetings of the Board of Directors shall be public meetings, and public notification procedures shall follow the requirements of P.A. 267 of 1976, the Open Meetings Act.

SECTION (2) - SPECIAL MEETINGS

Special meetings of RRWC may be called by the Chairperson or by a majority of the Executive Committee. Notice and purpose of any such special meeting, stating the time and place thereof, shall be sent at least seven (7) days before the time set for such meeting as provided in Article III, Section (5).

SECTION (3) - QUORUM

Fifty Percent (50%) of the Member Government Representatives then in office shall constitute a quorum for the transaction of business.

SECTION (4) - PARLIAMENTARY AUTHORITY

At the discretion of the Chairperson, meetings of the RRWC shall be conducted in accordance with Robert's Rules of Order, Newly Revised, except that in any situations where Robert's Rules of Order, Newly Revised, conflicts with these bylaws, these bylaws shall govern.

SECTION (5) - NOTICE

Notices to the clerk of each Member Government and to their respective Member Government Representative shall generally be given via email. The RRWC will attempt to notify the clerk of eligible non-member governments of RRWC meetings if his/her email address is public or has been provided to the RRWC.

ARTICLE IV

VOTING

SECTION (1) - Each Member Government Representative shall have one (1) vote on matters that come before the RRWC. Votes shall be cast by Member Government Representatives present, otherwise by official alternates. Matters of concern to the RRWC shall be decided by a majority vote of Member Government Representatives present at a meeting, except as specified in Article XI, Section (1).

SECTION (2) - No Member Government Representative shall be eligible to vote on matters before the RRWC unless their appointing Member Government's financial obligations to the RRWC have been met as per Article VII Section (2).

SECTION (3) - Associate Members shall not be entitled to vote on matters coming before the Board of Directors. They may vote on special committees, with one (1) vote allotted per individual serving on that committee.

ARTICLE V

GOVERNANCE

SECTION (1) - BOARD OF DIRECTORS

- A. The RRWC shall be governed by the Member Government Representatives, operating collectively as a Board of Directors.

- B. Compensation: Directors shall serve without compensation except that they may receive reimbursement for expenses as determined by policies established by the Board of Directors.
- C. Conflict of Interest: Notwithstanding any other provision of these bylaws, no person serving on the Board of Directors shall be paid staff or interested persons. For purposes of this Section, "interested persons" means either (a) Any person currently being compensated by the RRWC for services rendered it within the previous twelve (12) months; or (b) Any close relative of such "interested person." No board member, or their immediate family, should benefit financially in any way from their volunteer role as a board member for RRWC. If at any time a board member believes a potential or real conflict of interest exists they are required to disclose that conflict. Additionally, the board member should recuse themselves from commenting or voting on the matter(s) at hand.

SECTION (2) - EXECUTIVE COMMITTEE

A. MEMBERSHIP OF THE EXECUTIVE COMMITTEE

1. EXECUTIVE COMMITTEE: Seven (7) Member Government Representatives shall constitute an Executive Committee. Each County described in Article II, Section (1) (B) shall be entitled to appoint one (1) Member Government Representative to the Executive Committee (Lenawee, Monroe, Washtenaw) provided that at the time of such appointment the County has fully paid its financial obligations to the RRWC as required by Article VII, Section (2). The Executive Committee shall have such powers as are prescribed in the bylaws, or may be, from time to time granted to it by resolution of the RRWC. Executive Committee members (other than appointees named by a County that has met its financial obligations to the RRWC as set forth above) shall be elected by the Board of Directors each year at the first general membership meeting.
2. VOTING AND ROLE OF ALTERNATES: Each of the seven (7) Members described in Section (2)(A)(1) shall have one (1) vote on matters that come before the Executive Committee. Votes shall be cast by Members present. In the absence of a Member of the Executive Committee, their alternate, as described in Article II, Section 3 shall be allowed to fully participate in all discussion, to vote on motions, but not to perform functions of any officer.
3. VACANCY: In the event that an Executive Committee position becomes vacant, a quorum of the Executive Committee shall make an interim appointment from the qualified Member Government Representatives. The unexpired term shall be filled by election at the first meeting of the Board of Directors the following year.
4. REGULAR MEETINGS: The Executive Committee shall meet at least five (5) times per year with dates to be announced at or near the beginning of each fiscal year. A quorum of the Executive Committee shall be four (4) members.
5. SPECIAL MEETINGS: Special meetings of the Executive Committee may be called by the Chairperson, or at the request of any three (3) Member Government Representatives on the Executive Committee. Notice and purpose of special meetings must be given at least seven (7) days in advance through any means.
6. REMOVAL: Any Member Government Representative, except for County member representative or alternate, on the Executive Committee may be removed from the Executive Committee by a majority vote of the Board of Directors.

7. ATTENDANCE: Any Member Government Representative except for County member representative or alternate, of the Executive Committee is automatically removed with three unexcused absences as determined by the Chairperson.
8. PARTICIPATION IN MEETINGS BY REMOTE COMMUNICATIONS EQUIPMENT: A member of the Executive Committee may participate in a meeting by conference telephone or similar communications equipment by means of which all people participating in the meeting can hear one another. Participation in a meeting and in this manner constitutes presence in person at the meeting thereby contributing to a quorum.

B. POWERS OF THE EXECUTIVE COMMITTEE

1. The Executive Committee shall supervise all the facets of the operation of the RRWC and shall assess the performance of any Executive/Program Director hired by the RRWC.
2. The Executive Committee shall review and approve, for recommendation to the Member Government Representatives, the budget, policies, work plan, strategic plan and long range goals.
3. The Executive Committee shall be responsible for the procurement of monies to fulfill responsibilities pursuant to the protection and restoration of the River Raisin Watershed.
4. The Executive Committee shall review and consider all recommendations made by the Member Government Representatives.
5. The Executive Committee shall perform any other functions designated by the Member Government Representatives.

C. OFFICERS OF THE EXECUTIVE COMMITTEE

1. Designation of Officers: Officers of the Executive Committee shall be elected by the Board of Directors at the first general membership meeting of the year. Officers shall be Chairperson, Vice-Chairperson, Secretary and Treasurer, and shall be qualified Member Government Representatives of the RRWC.
2. Terms of Office: Officers shall serve a period of one (1) year but shall continue in office after that time, if necessary, until their successors are qualified and elected, providing they remain qualified to serve. In addition, officers are not allowed to run for more than six (6) consecutive terms in the same office.
3. Chairperson: The Chairperson shall be the President of the RRWC. He/she shall preside over all meetings. He/she shall see that all orders and resolutions are carried out. The Chairperson shall be entitled to a vote on all matters.
4. Vice-Chairperson: The Vice-Chairperson shall perform the duties and exercise the powers of the Chairperson as needed. The Vice-Chairperson shall perform such duties as may be assigned.
5. Secretary: The Secretary shall keep, edit, produce and distribute minutes. The Secretary may be assigned other duties as deemed appropriate.
6. Treasurer: The Treasurer shall supervise the management and disbursement of funds by the staff of the RRWC and the preparation of financial reports. All monies of the RRWC shall be kept in a general fund, except as may be subscribed or contributed for some specific purpose, in which case such monies shall be placed or accounted in a separate fund for such purposes.

7. Ex-Officio Members: The immediate Past Chairperson and the Executive/Program Director hired by the RRWC shall be non-voting members of the Executive Committee.
8. Nominations to the Executive Committee: At least one (1) month prior to the first general membership meeting of the year, the Chairperson, with concurrence of the Executive Committee, shall appoint a Nominating Committee of a minimum of three (3) persons. Additional nominations may be made from the floor by Member Government Representatives present at the meeting. Nominees must be qualified per Article V, Section (1), and Section (2) (C) (2).

SECTION (3) - OTHER COMMITTEES

Other committees or subcommittees as are deemed helpful in the discharge of the RRWC's functions may be established by action of the Executive Committee. The Chairperson shall recommend the members of such committees, subject to the approval of the Executive Committee. Such other committees will not have decision-making powers and their members may include persons from outside of the RRWC.

ARTICLE VI

INDEMNIFICATION

SECTION (1) - DIRECTORS AND OFFICERS

- A. The RRWC shall indemnify the Executive/Program Director, members of the Executive Committee and the Board of Directors, and employees authorized by the Executive/Program Director against expenses arising from activities of the RRWC, including reasonable attorney's fees, judgments, decrees, fines, penalties, amounts paid in settlement and other liabilities in connection with the defense of any pending, or threatened action, suit, or proceeding whether criminal, civil, administrative, or investigative, to which such person is or could reasonably expect to be made party to while acting in their capacity with the RRWC, to the fullest extent authorized or allowed by the laws of the State of Michigan.
- B. The indemnification provided by this section shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled as a matter of law, or pursuant to these bylaws, agreements, insurance coverage or otherwise.
- C. The extension of rights of indemnification hereunder by liberalization of any existing law of the State of Michigan shall not be construed as limiting any right of law. It is the intention of this provision that any liberalization of the law of the State of Michigan shall inure to the benefit of those persons entitled to indemnification. No change in the law of Michigan decreasing the rights of indemnification shall be deemed to derogate from or decrease any right of indemnification which shall have accrued or vested prior to the change in such law.

ARTICLE VII

FUNDS AND FINANCES

SECTION (1) - ANNUAL BUDGET

The Executive Committee shall have the authority to create for adoption by the RRWC for the RRWC's fiscal year, funds needed to carry out its program(s), to adopt annual operating budgets and to establish apportionment of costs. Notice, as provided in Article III, Section (5) of these bylaws, of the proposed budget for the next fiscal year shall be sent to each Member Government in October. If a quorum is not present at the semi-annual meeting to adopt the budget for the next fiscal year prior to the beginning of the fiscal year, the Executive Committee shall meet to adopt the budget prior to the fiscal year. Final approval of the budget and apportionment of costs shall take place at the next meeting of the RRWC.

SECTION (2) - DUES ASSESSMENT

The dues assessment and apportionment for the RRWC's fiscal year shall be determined annually by the Executive Committee. Dues are payable by each Member Government to apply to the specified fiscal year on a date established by the RRWC. Dues paid late may not be pro-rated or reduced.

- A. Member Government dues are based on the population residing in the governmental unit's land area within the River Raisin Watershed using current U.S. census data published every ten years.
- B. The Executive Committee may establish participation in the RRWC by way of non-governmental "Associate Members," provided that such Associate Members shall not have any of the rights or obligations established herein for Member Governments.

SECTION (3) - SPECIAL PROJECT FUNDS

The Executive Committee may establish special project funds as needed to finance special studies outside its annual budget capacity and for this purpose the RRWC may accept gifts and grants from private individuals, corporations, and local, state or federal governments, and agencies thereof.

SECTION (4) - DISBURSEMENT OF FUNDS

The Executive Committee shall have the power to spend the funds of the RRWC for any purpose which it determines will advance the purposes and objectives of the RRWC as set forth in these bylaws, except that monies in any special fund or account shall be used only for the purpose for which that fund or account was created. Surpluses after completion of the special project may be transferred to the general fund (or general fund account) of the RRWC.

SECTION (5) - OUTSIDE FINANCIAL INSPECTION

The Executive Committee shall conduct an audit every year.

SECTION (6) - FISCAL YEAR

The fiscal year for the RRWC shall be the calendar year, January 1 to December 31.

SECTION (7) - STAFF

The Executive Committee is authorized to employ an Executive/Program Director and such other professional, administrative or clerical staff, including consultants, as may be provided for in an approved budget or in special project funds.

ARTICLE VIII

NONDISCRIMINATION

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It shall be the policy of the RRWC to provide equal membership, service and employment opportunities to all persons without regard to race, creed, color, sex, sexual orientation, gender, gender identity, sensory of physical handicap, age, height, weight, marital status, parental status, veteran status, organizational membership, national origin, ethnicity, citizenship or political or religious belief.

ARTICLE IX

BONDS

SECTION (1) - BONDS

Before entering upon the duties of office, if requested by the Executive Committee, officers shall procure a bond satisfactory to the Executive Committee conditioned on faithful performance of the duties of his/her office and on restoration to the RRWC upon the termination of his/her tenure, all books, papers, vouchers, money and property of whatever kind in his/her possession or under his/her control belonging to the RRWC. By action of the Executive Committee employees may be required to furnish such bonds in such amounts and on such terms and conditions as the Board of Directors may require. Premiums for such bonds shall be paid by the RRWC.

ARTICLE X

REPORTS

SECTION (1) - ANNUAL REPORT

The RRWC shall make an annual report of its activities to the Member Governments. The annual report shall consist of a financial statement, yearly audit and an update of RRWC activities for the year. The Annual Report will be made available electronically and shall be distributed to Member Governments and to organizations or individuals requesting the report.

ARTICLE XI

AMENDMENTS OF BYLAWS

SECTION (1) - AMENDMENTS OF BYLAWS

The RRWC shall have the power to recommend alterations, amendments or repeal of bylaws with the substitution of new bylaws. Amendments to these bylaws shall be proposed by the Executive Committee and approved by a two-thirds (2/3) majority of the Member Government Representatives present at a meeting.

SECTION (2) - NOTICE OF PROPOSED AMENDMENTS

Proposed amendments to the bylaws shall be sent to the clerk of each Member Government and to their respective Member Government Representative at least thirty (30) days before the date of a meeting to consider same, as provided in Article III, Section (5).

ARTICLE XII

DISSOLUTION

SECTION (1) - DISSOLUTION

In the event of dissolution of the RRWC, after all liabilities are met, any assets or monies thereof shall be distributed to a non-profit fund or foundation which is organized and operated exclusively for similar educational, scientific or conservation purposes and which has established tax exempt status under the 501 (c) (3) of the Internal Revenue Service. The organization(s) which are beneficiaries of this action will be determined by the Executive Committee at the time of dissolution.