

# BYLAWS FOR THE CODORUS CREEK WATERSHED ASSOCIATION

## Article I. Name

The name of this organization shall be The Codorus Creek Watershed Association, incorporated under the laws of the Commonwealth of Pennsylvania.

## Article II. Purpose

The purpose of the **Codorus Creek Watershed Association** (hereinafter referred to as the **CCWA**) shall be:

- A. To restore, sustain, enhance, nurture, and protect the Codorus Creek Watershed and its environs as a living resource for future generations and as a habitat for bio-diversity.
- B. To build a community consensus and action plan for the responsible stewardship of the Watershed.
- C. To involve individual citizens, organizations, the business community and policy makers in effecting watershed studies, public education, recreation and resource management, and, where appropriate, conflict resolution.

In order to promote these goals and objectives the **CCWA** shall:

1. design, advocate, and implement policies for the restoration and protection of the natural resources of the Codorus Creek Watershed and its environs,
2. facilitate studies and educational activities and promote research and publications,
3. consult and work with individuals, businesses, local, state, and federal government, and other interested agencies and organizations as appropriate,
4. work for the acquisition of and access to land or rights in land for conservation, restoration and recreation purposes, and to encourage other organizations and agencies to do the same,
5. encourage similar efforts by other organizations, businesses, individuals, agencies and public officials.

## Article III. Membership

- A. The membership shall consist of individuals and groups which support the purposes of the **CCWA**, and pay annual dues in accordance with a schedule determined by the Board of Directors, as approved by the general membership.
- B. The Board of Directors may establish rates of annual dues for various categories of members, *subject to approval by the general membership*.
- C. Voting by-proxy is prohibited.
- D. Each individual member and each group that is a member shall have one vote to cast on each vote taken at a meeting of the membership called in accordance with these bylaws. Each group that wishes to appoint a representative with the power to vote on that group's behalf shall submit a letter of verification to the Secretary of the **CCWA**. Such letter shall state the group's name, purpose, and the name of the individual voting for the group and shall be valid for one (1) year from the date received. (For the purposes of these bylaws, a group with voting rights shall be considered to be any organization, whether or not chartered under state or federal law, that demonstrates an interest in, and commitment to, the stated mission of the **CCWA**.)

## Article IV. Meeting of Members

- A. The Annual Meeting of the members shall be held in May of each year on such date and at such place as the Board of Directors may select for the purpose of electing directors and for the transaction of such other business as may come before the meeting.
- B. Special meetings of the members may be called by the Chairperson of the Board of Directors, by any 5 members of the Board of Directors, or by a majority vote of the membership at any regularly scheduled meeting of the **CCWA**.
- C. Written notice stating the place, day, and hour of any meeting of the members shall be sent to the members not less than ten (10) nor more than forty-five (45) days before the date of such meeting, by or at the direction of the chairperson of the board or persons calling the meeting. The purpose or purposes for which the meeting is called shall be stated in the notice.
- D. Ten (10) members shall constitute a quorum. Any meeting may be adjourned to a later date by a majority (show-of-hands) vote cast by the members present, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- E. Each individual member or group member present shall have one vote to cast on each vote taken at a membership meeting held in accordance with these bylaws. When a quorum is present, the vote of a majority of the voting members present shall decide any matter voted on by the members. The nature of the vote, i.e., show-of-hands, voice, or ballot, shall be at the discretion of the Chairperson of the Board of Directors.
- F. The general membership of the **CCWA** shall hold quarterly meetings throughout the calendar year.

## Article V. Duties of Members, as provided in these bylaws, shall be as follows:

- A. Choose the nominating committee prior to elections.
- B. Elect the Board of Directors.

- C. Approve all action agendas and budgets proposed by the Board of Directors.
- D. Approve all fees, dues, the Board of Directors' decision to hire staff ( The membership shall vote upon the Board's recommendation to create a staff position, not the individual chosen to serve in that capacity.) and other operational recommendations of the Board of Directors.
- E. Approve proposed letters of support, grant applications and participation in legislative initiatives.

**Article VI. Directors**

- A. Duties. The duties of the Board of Directors include management of the property, business, policy and affairs of the **CCWA**.
- B. Composition. All policies and affairs of the **CCWA** shall be overseen by the Board of Directors which shall be made up of not less than seven (7) elected Directors. All Directors shall be dues paying individual members of the **CCWA**.
- C. Salaried Positions, Ineligibility of Directors. Elected members of the Board of Directors shall not be eligible for any paid positions in the **CCWA**. However, directors may be reimbursed for expenses incurred in carrying out **CCWA** business.
- D. Election and Terms of Directors. The terms of the directors shall be three years and shall expire at the time of the first quarterly meeting of the Board of Directors following the annual meeting of the **CCWA** membership or when their successors have been selected. The terms of elected Board members shall be staggered so that a minimum of two (2) members of the Board shall be elected each year.

No Director shall serve more than two (2) consecutive terms or more than seven consecutive years on the Board. Following at least one year's absence from the Board an elected member may again serve as Director.

Honorary Directors, in addition to the seven (7) elected Directors, may be elected by the Board to serve without vote. Such honorary Directors need not be members to serve in that capacity.

- E. Nominations. Only those persons who are willing to serve, and whose names as nominees for the Board of Directors have been filed in writing with the Secretary of the **CCWA** at least thirty (30) days prior to the annual meeting, may be elected as members of the Board of Directors at the annual meeting.

Names of those persons nominated will be sent to the members of the Board of Directors thirty (30) days prior to the annual meeting.

Nominations shall be submitted by the Nominating Committee established by the *general membership*. Any member of the **CCWA** may submit nominations for positions on the board, provided such nominations are filed in writing with the Nominating Committee at least forty-five (45) days prior to the annual meeting. All nominations presented as noted above shall be included on the ballot by the Nominating Committee. A complete listing of candidates shall be mailed to the membership prior to the annual meeting.

- F. Vacancies. Vacancies as may occur on the board shall be filled by appointment of the board from eligible members of the **CCWA**. The term of such appointment shall expire at the completion of the vacated term of service or three years, whichever is less.
- G. Meetings. Directors shall meet as frequently as necessary to effectively carry on the business of **CCWA**, but no less than quarterly. Notice of meetings shall be delivered no less than three days in advance.

The attendance of 5 directors shall constitute a quorum.

Voting by proxy is prohibited.

Meetings may be held by telephone or video conference call. At least two meetings of the board shall be held in person each fiscal year.

Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, or any four directors, by giving notice of the date, time, place, and purpose of such meeting to all Directors at least three days in advance of such meeting.

- H. Inactive Directors, Replacement of: If during the course of a term of office an elected director should be unable to participate in the work of the board, or regularly to attend meetings of the board, or fails to be a member in good standing of the **CCWA** and fails to resign said office, a majority vote of the board, upon written advance notice to the director, may declare the position vacant and fill same as specified in Article V. F. above.
- I. Removal of Directors. The Board of Directors, by affirmative vote of two-thirds of all members of the Board of Directors,

may remove any director for cause. Such removal shall be final only after a vote by the general membership confirming said removal. If the vote of the general membership is in favor of retaining the director in question, that director's status as a Board member shall stand without the need for further proceedings on the matter. At all meetings at which a director's removal is considered, the director in question shall be offered the opportunity to be present and to be heard.

- J. Employees. The Board of Directors may employ such persons as may be necessary to carry out the work of the CCWA, designating by resolution any titles, duties, compensation and expenses appropriate for the positions created.

#### **Article VII. Officers**

- A. Officers are a Chairperson, Vice Chairperson, Secretary and Treasurer. Officers are elected by and from the Board of Directors at the first meeting of the Board immediately after the annual meeting of the members. The Chairperson shall serve for a minimum two (2) year term.
- B. Duties of the Chairperson. The Chairperson shall have general oversight of the affairs and finances of the CCWA. The Chairperson of the Board shall be the principal officer of the corporation and shall preside at all Board and membership meetings at which she or he is present. The Chairperson may sign, with the secretary, or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation. The Chairperson shall appoint all members of special committees as deemed appropriate by the Board of Directors. Special committees may be formed to address any specific or general topic of study or concern deemed appropriate to carry out the mission of the CCWA.
- C. Duties of the Vice Chairperson. The Vice Chairperson shall, in the event of absence, disability or death of the Chairperson possess all the powers and perform all the duties of that office, until such time as the Board of Directors shall elect a member to fill the vacancy. The Vice Chairperson shall perform such other duties as the Chairperson and the Board of Directors may designate.
- D. Duties of the Secretary. The Secretary issues notices, keeps the minutes of meetings of the Board of Directors, the Executive Committee (comprised of all of the officers), and the membership in one or more books provided for the purpose; sees that all notices are duly given in accordance with the provisions of these bylaws or as required by law; maintains the records of the organization; and performs other duties as may be assigned by the Board of Directors. Copies of the minutes of all meetings of committees, the Board, and the general membership shall be mailed by the Secretary to all CCWA members no less than 10 days prior to the next quarterly meeting of the CCWA. For those meetings at which the Secretary's presence is not required, such as special committee meetings, CCWA members present shall be responsible for taking the minutes of such meetings and forwarding said minutes to the Secretary in a timely fashion.
- E. Duties of the Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the CCWA and in general, perform or supervise all the duties incident to the office of treasurer and which other duties as from time to time may be assigned by the Board of Directors.

#### **Article VIII. Staff Leader (executive director)**

- A. A staff leader (Executive Director) of the CCWA may be appointed by the Board of Directors after approval of the creation of the position by the general membership. The Executive Director's powers, duties, and compensation shall be fixed by the Board. The executive director, hired by the Board, shall be responsible for design, implementation and supervision of: 1) environmental programs, 2) fund-raising, 3) staff hiring/firing and office management, 4) administration, 5) public outreach. The executive director shall be responsible for implementing Board policies and financial commitments within the budget approved by the Board of Directors.

#### **Article IX. Committees**

- A. There shall be the following standing committee: Nominating. Three Nominating Committee members shall be chosen by the general membership. All other committee members shall be appointed by the Chairperson of the Board of Directors. Appointment of members of all committees other than the nominating committee shall be subject to approval of the Board of Directors.
- B. The Chairperson, with the approval of the Board, may create and appoint other committees to facilitate the business and special projects of the CCWA.

#### **Article X. Personal Liability**

The members, directors and officers of the CCWA shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or making any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgement or decree, or of any money that may otherwise become due or payable to them from the corporation.

**Article XI. Indemnification of Directors, Officers, Staff and Volunteers**

The Corporation shall indemnify each person formerly, now or hereafter elected or appointed a Director, Officer, Employee or Agent of the Corporation against all expense reasonably incurred or paid by him or her in connection with the defense or disposition of any actual or threatened claim, action, suit, or proceeding (civil, criminal or other, including appeals) in which he or she may be involved as a party or otherwise by reason of having served in any such capacity, or by reason of any action or omission or alleged action or omission (including those antedating the adoption of this article) by him/her while serving in any such capacity; except for expense incurred or paid by him/her 1) with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in the reasonable belief that his or her action was in the best interests of the corporation, or 2) which the corporation shall be prohibited by law or by order of any court of competent jurisdiction from indemnifying.

No matter disposed of by settlement, compromise, or the entry of a consent decree, nor a judgment of conviction or the entry of any plea in a criminal proceeding, shall of itself be deemed an adjudication of not having acted in the reasonable belief that the action taken or enacted is in the best interests of the corporation. The term "expense" shall include, without limitation, settlements or attorney's fees, costs, judgments, fines, penalties and other payments. The rights of indemnification herein provided for shall be in addition to any other right which any person may have or obtain; shall continue as to any person who has ceased to be such trustee, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of any such person.

**Article XII. Conflicts of Interest**

Elected members of the Board of Directors or their immediate family shall not be eligible for any paid positions in the CCWA. Directors may be reimbursed for reasonable expenses incurred in carrying out CCWA business.

Directors, staff, and other officials of the CCWA have an affirmative obligation to reveal to the board any and all possible conflicts of interest relating to the policies, goals, and operations of the CCWA, including but not limited to financial or policy interests inuring to the director or any member of her or his family. Directors shall also reveal how they propose to separate themselves from a conflict on a case-by-case basis for approval by a majority of the Board of Directors.

**Article XIII. Chapters**

Chapters of this organization may be created or authorized by resolution of the Board of Directors.

**Article XIV. Dissolution**

On dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the corporation, distribute all property of the corporation, from whatever sources arising, to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or any comparable section then in effect, as the directors of the corporation shall determine.

**Article XV. Fiscal Year**

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year, unless otherwise designated by the Board of Directors.

**Article XVI. Corporate Seal**

The Board of Directors shall provide a Corporate Seal, as required, which shall be in the form of a circle, and shall have inscribed thereon the name of CCWA, and the word "Pennsylvania", and the year of incorporation.

**Article XVII. Amendments to Bylaws**

Except as may be otherwise required by law, or these bylaws, these bylaws may be altered, amended or repealed and new bylaws adopted by a majority vote of the general membership present at any regular meeting or at any special meeting, if at least thirty (30) days written notice is given to the general membership of the intention to alter, amend or repeal, or to adopt new bylaws at such meetings.

**Article XVIII. Saving Clause**

Any portion of these bylaws found to be contrary to law shall not invalidate the other portions.