

Tyler Creek Watershed By-Laws

ARTICLE 1

PURPOSE

The Tyler Creek Watershed Coalition is a group of diverse stakeholders working to preserve, restore, and protect the Tyler Creek Watershed's resources by encouraging sensible growth, reducing flood damages in existing developed areas, and connecting people with the watershed through educations, restoration and advocacy.

ARTICLE 2

MEMBERSHIP AND DUES

2.1 Eligibility. Any individual or group who supports the purpose of the Tyler Creek Watershed Coalition (the "Coalition") is eligible for membership in the Coalition. An eligible individual or entity may become a member by completing a membership application and paying the annual dues in accordance with Section 2.2 (each a "Member"; collectively, the "Members"). The Board of Directors (each as "Director", collectively the "Directors" or "the Board") shall have the power to designate additional requirements for membership.

2.2 Dues Assessment. Dues for Members shall be determined annually by the Board. (Individual or homeowner memberships are \$10 annually and corporate and government dues are \$50 annually. Regardless of when dues are paid, they afford membership to the paying party from January 1 to December 31 of the year they are paid. All officers and directors must be paid members of the Coalition.)

2.3 Rights of Members. Each Member is entitled to one vote. Each group that is a Member shall designate one individual to cast one vote on behalf of the group. A Member's right to vote shall cease upon lapse of membership pursuant to Section 2.4. Voting by proxy is prohibited. (This has to refer to the annual, general membership meetings, otherwise it conflicts with the voting at board meetings.)

2.4 Renewal of Membership. Unless otherwise determined by the Board, the membership of a Member who completed a membership application when he/she joined the organization may be renewed from year to year without an additional application, upon payment of the annual dues as provided in Section 2.2; provided, however, that the Board shall have the authority to reject the renewal of a membership.

ARTICLE 3

MEMBER MEETINGS

3.1 Annual Meeting. The Coalition shall hold one Annual Meeting at a time and place to be fixed by the Board of Directors.

3.2 Special Meetings. Special meetings of the Members may be held at the call or the request of the President, a majority of the Board of Directors, or at least 50% of the Members.

3.3 Attendance and Voting. The attendance at the Annual Meeting and any special Meeting is open to all Members. In accordance with Section 2.3, each Member is entitled to one vote. Unless otherwise stated in these Bylaws, all matters submitted to the Members are determined by a majority vote of those present and voting at a meeting at which a quorum is present. (It needs to be clear that each membership is entitled to ONE VOTE only. If two people from one household attend a general membership meeting, they get only one vote.)

3.4 Quorum for Member Meeting. Except as otherwise provided in these Bylaws, a majority of the (officers and directors) ~~committee members~~ shall constitute a quorum at all meetings of the Board.

3.5 Conduct of Meetings. The President shall preside over all meetings of the Members. The Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as record all transactions occurring at the meeting. Meetings through conference call may be permitted as long as a quorum of Directors is represented for the conference call meeting.

3.6 Informal Action. The authority of the Board may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by a majority of the Board as outlined in section 4.10. For purposes of this section, "in writing" includes a communication that is transmitted or received by electronic means, and "signed" includes an electronic signature.

3.7 Notice of Meetings. Notice of a Member meeting, the Annual Meeting, and each special meeting shall be given to each Member, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting. Notice of these meetings shall be given not less than two (2) days, nor more than forty-five (45) days, before the date scheduled for the meeting referred to in the notice. Notice may be given by electronic mail; provided, however, those Members who cannot receive notices electronically, and so request, shall receive notice via mail or personal delivery or phone call.

ARTICLE 4

BOARD OF DIRECTORS (Defined as four officers and four directors)

4.1 General Powers. The management, control and operation of the affairs and properties of this Coalition are vested in the Board of Directors of the Coalition. The Board is responsible for planning, coordinating, communicating and managing all Coalition activities.

4.2 Number of and Qualifications for Directors. The Board of Directors, (including the four officers,) will consist of no more than nine (9) ~~eight~~ (8) nor fewer than three (3) persons (a "Director" or, collectively, the "Directors"). The number of directors shall be set from time to time by resolution of the Directors. Directors must be Members of the coalition who meet the criteria set forth in Section 4.5 of these Bylaws. At no time may more than three (3) Directors reside or work outside of the watershed boundaries.

4.3 Term. Each Director shall serve a term of one (1) year and shall serve until his/her successor is elected. When vacancies on the Board occur by reason of death, resignation, failure of qualification, or otherwise, the number shall be reduced by such vacancies until qualified replacements are appointed. Replacements shall be selected by the President, subject to the approval of the remaining Directors, for unexpired terms, but in no event will the number of Directors be fewer than three. No Director may serve for more than five (5) consecutive terms, unless this restriction is waived by the affirmative majority vote of the Directors not affected by this restriction. After an absence of [one] year from the Board, an individual shall become eligible again for election to the Board.

4.4 Election of Directors. The Directors shall be elected by the Members at the Annual Meeting. (The slate will include 4 officers and 4 directors.) The Directors shall be selected from the slate of nominees put forward by the nominating representative or committee pursuant to Section 4.5 of these Bylaws. Each Member shall vote for the number of directors to be elected. The nominees with the greatest number of votes are elected.

4.5 Nomination of Directors. The Board shall appoint a nominating representative or committee. Recommendations for director nominees may be submitted by Members, Directors, officers, or any other interested persons, unless otherwise determined by the Board. The nominating representative or committee shall select a slate of candidates based on the following criteria and any other criteria determined by the Board from time to time:

a) A demonstrated commitment to the purpose of the coalition as stated in Article 1;

- b) An ability to make a positive and material contribution to the operation of the coalition; and,
- c) A commitment to participate actively as a director by attending meetings, serving on committees, promoting the goals of the coalition and participating in the activities of the coalition.

The slate of nominees shall be included with the notice of the Coalition's Annual Meeting of Members and shall be sent at least fourteen (14) days in advance of the Annual Meeting.

4.6 Resignation, Removal and Vacancies. A Director's resignation from the Board must be in writing and is effective when received by the Secretary. A Director may be removed from the Board for any reason by a majority vote of the other remaining Directors. If a Director is removed from the Board for any reason, the Board shall elect a Director to fill that vacancy which Director shall serve until the next Annual Meeting of the Members, at which time the replacement Director shall be elected by the Members or replaced by another Director elected by the Members. (Is this conflicting with Section 4.3 since it indicates that, "Replacements shall be selected by the President, subject to the approval of the remaining Directors, for unexpired terms, but in no event will the number of Directors be fewer than three.")?

4.7 Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such times as the President may designate, at the office of the Coalition or such other place as the President may designate. Special meetings of the Board of Directors may be called by the President of the Coalition or by at least two Directors of the Coalition at such time and place as the officer or Directors calling the meeting may specify and in accordance with the notice requirements of this Article 4.

4.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present, those Directors present may adjourn the meeting from without further notice. (This is different from what was originally in Section 3.4. With the changes suggested in Section 3.4, this would be acceptable.)

4.9 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or by these Bylaws.

4.10 Informal Action. Any action required to be taken at a Member meeting or a meeting of the Board of Directors, may be taken without a meeting

if a consent in writing setting forth the action to be taken shall be signed by two-thirds of the Directors, provided all directors receive notice of the text of the written consent and of its effective date and time. For purposes of this section "in writing" includes a communication that is transmitted or received by electronic means, and "signed" includes an electronic signature.

4.11 Compensation. Directors will not be paid compensation for their services as Directors; provided, however, this section shall not be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Coalition in another capacity and the Board may, from time to time, approve reimbursement of out-of-pocket expenses incurred by an officer in the direct pursuit of the Coalition's business.

4.12 Notice. Meetings must be preceded by at least forty-eight (48) hours written notice to each Director if mailed, personally delivered, called via phone or if given by electronic mail. Notice may be given by electronic mail; provided, however, Directors who cannot receive notices electronically, and so request, shall receive notice via mail, phone or personal delivery.

4.13 Director Conflict of Interest. No contract or other transaction between the Coalition and one or more of its Directors or officers or any other organization, firm, association, or entity in which one or more of the Directors or officers are Directors or officers or has a material financial interest shall be entered into by the Coalition unless the fact of such relationship or interest is disclosed or known to the Board and the Board authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors or officers. Common or interested Directors or officers may be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves or ratifies such contract or transaction.

ARTICLE 5 OFFICERS

5.1 Officers. The officers of the Coalition are a President, a Vice President, a Secretary, and a Treasurer of the Coalition. The Board may elect such other officers as it deems desirable. Only the President of the Coalition need be a Director. (This last sentence makes no sense to me. If the board of directors is defined as the 3 officers and 6 directors, all of whom have an equal vote, why name the president as a director, unless he gets 2 votes.)

5.2 Election and Term of Office. At the first meeting of the Board of Directors following the annual meeting, the newly constituted Board shall elect the officers of the Coalition. Officers shall be elected for one year terms and shall

serve until their successors are elected. (This implies that the president, treasurer, and secretary are NOT elected by the membership but are appointed or elected by the directors who were elected at the general membership meeting. We might considering changing this.)

5.3 President. The President will preside at all meetings of the Board of Directors and the membership meetings. The President will have the necessary authority and responsibility for the administration of the affairs of the Coalition subject only to such Bylaws as may be adopted and such orders as may be issued by the Board of Directors. The President will advise and make recommendations to the Board of Directors relating to the operation and long-range planning of the Coalition. The President may sign with the Secretary or other proper officer of the Coalition authorized by the Board of Directors any deeds, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

5.4 Vice -President. The Vice-President will have such duties as determined from time to time by the Board of Directors. The Vice-President will discharge the duties of the President in the event of his or her absence or inability to act, in order of rank. The Vice-President will assist the President in the performance of his or her duties as the President directs.

5.5 Secretary. If the Coalition employs an Executive Director, he/she may serve as Secretary of the Coalition. The Secretary will sign documents of the Coalition from time to time as required, perform such duties as may be assigned by the President, and will keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records. (If we eliminate the office of Vice President, we need to renumber everything after that or make the changes in a list of amendments.)

5.6 Treasurer. The Treasurer will be responsible for the custody of the funds and securities of the Coalition which will come into the Treasurer's hands, and will advise the Board of Directors respecting its financial condition and the handling of its monies and grants and perform such additional duties as may be assigned to the Treasurer by the President.

ARTICLE 6

COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors may designate by resolution one or more committees, each committee to contain a representing Director. To the extent provided in

said resolution, such committees will have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Coalition, except action in respect to election of officers or the filling of vacancies in the Board of Directors or committees. The designation of such committee or committees and the delegation thereto of authority will not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him or her by law.

ARTICLE 7

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Coalition, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Coalition, will be signed by such officer or officers, agent or agents of the Coalition and in such manner as is from time to time to be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the Treasurer and countersigned by the President or a Vice-President of the Coalition.

7.3 Deposits. All funds of the Coalition will be deposited from time to time to the credit of the Coalition in such banks, trust companies or other depositories as the Board of Directors may elect.

7.4 Gifts. The Board of Directors may accept on behalf of the Coalition any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.

7.5 Books and Accounts. The Coalition will keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board of Directors and its committees, and the meetings of the Members. In addition, the Coalition will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

ARTICLE 8

INDEMNIFICATION

The Coalition shall indemnify each Director and officer of the Coalition against reasonable expenses and against liability incurred by a Director or officer in a

proceeding in which he/she was a party because he/she was a Director or officer of the Coalition. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The corporation may indemnify, reimburse, or advance expenses of Directors, officers, or members. (We could be in trouble here since buying liability and officers' insurance would deplete our treasury.)

ARTICLE 9 FISCAL YEAR

The fiscal year of the Tyler Creek Watershed Coalition is January 1st to December 31st.

ARTICLE 10 DISSOLUTION

The Coalition may be dissolved by a written vote of a minimum of 75% of eligible voting members. All assets purchased with grant funds shall be returned to the granting organization. All other assets will revert to one or more 501(c)(3) organizations with comparable mission within the watershed that is approved by the Board of Directors.

ARTICLE 11 OFFICES

The Coalition shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine. (We are not registered with the State of Illinois as a not-for-profit corporation. Do we need to register?)

ARTICLE 12 AMENDMENTS

12.2 By Directors. These Bylaws may be amended by the Board at any meeting upon the vote of two-thirds of the Directors then in office, provided that included in the meeting notice is a statement of the nature of the proposed amendment; but no bylaw adopted or amended by the Members shall be amended or repealed by the Directors unless the bylaw adopted by the Member confers such authority upon the Directors.