

**BYLAWS OF THE
UPPER SUGAR RIVER WATERSHED ASSOCIATION, INC.
APPROVED FEBRUARY 21, 2002**

ARTICLE I. NAME AND PURPOSE

Section 1. The name of the association is the Upper Sugar River Watershed Association, Inc. (USRWA).

Section 2. The USRWA will serve as a forum to preserve and enhance the watershed resources through an impartial partnership among diverse community interests. The purpose of this nonprofit organization shall be to promote opportunities through programs and activities that provide education, restoration and preservation of cultural and natural resources in the Upper Sugar River Watershed.

ARTICLE II. MEMBERSHIP

Section 1. Any person who lives, works or recreates in the watershed may become a voting member upon payment of dues. One-year (fiscal year) membership categories include Individual \$20, Family \$35, and Municipality, Organization or Business \$50. All members shall be eligible to receive all annual or other reports of the association, attend all meetings, and to become officers or directors. Each Individual membership and each person over 16 years of age in a household with a Family membership shall be entitled to one vote each at meetings of the membership. Municipalities, Organizations, or Businesses are entitled to one vote each. Membership shall terminate automatically for non-payment of dues thirty (30) days following the date on which renewal payment is due. Dues are non-refundable. Memberships terminated for non-payment shall be reinstated as of the date payment is received. Any member may be removed from membership upon good cause and by unanimous vote of the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1. The Board of Directors, all of whom shall serve without compensation, shall consist of nine directors elected from the voting membership of the association. No more than three directors may be from the same municipality.

Section 2. Election of new directors or election of current directors to a successive 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 the current members present.

Section 3. The term of each director of the association will be two years. There will be no term limits.

Section 4. When a director dies, resigns, or is removed, the board may elect a director to serve for the duration of the unexpired term.

Section 5. Three consecutive unexcused absences of a director will warrant discussion for removal. Any director may be removed from the board of directors by an affirmative vote of two-thirds 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.

Section 6. By resolution of the board, reasonable expenses may be allowed for attendance at special meetings or conferences.

ARTICLE IV MEETINGS

Section 1. An annual meeting of the association will be held in February of each year to include at a minimum election of directors, annual reports, and other business pertinent to the association. The board of directors will hold regular meetings at least four times each calendar year at such place as may be designated in the notice of the meeting. Directors will elect officers.

Section 2. Special meetings of the board of directors or membership may be called at any time by the president of the association or in his or her absence by the vice-president or up on receipt of a request therefore signed by three or more directors.

Section 3. Notice of regular, special, and annual meetings will be mailed at least ten days prior to the day such meeting is to be held.

Section 4. At all meetings of the board of directors, each director present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the membership of the board will constitute a quorum at any meeting. Voting on minutes and other administrative details may be approved by unanimous consent of the members present (no quorum necessary) unless objected by any member.

Section 5. At a meeting at which there is a quorum present, a simple majority affirmative vote of the directors present is required to pass a motion before the board.

Section 6. Proxy voting will not be permitted.

Section 7. Roberts Rules of Order will be the authority for all questions of procedure at any meetings of the corporation.

ARTICLE V OFFICERS

Section 1. The officers of this association will be a president, vice-president, secretary, treasurer and such officers with duties as the board prescribes.

Section 2. The officers of the association will be elected annually by the members of the board of directors at its annual meeting. Each officer will serve one-year terms.

Section 3. Any officer may be removed with or without cause by the board of directors by a vote of a majority of all of the board members present at the meeting. The matter of removal may be acted upon at any meeting of the board, provided that the notice of intention to consider said removal has been given to each board member and to the officer affected at least 21 days previously.

Section 4. A vacancy in any office may be filled by the board of directors for the unexpired portion of the term. That office shall be elected by a majority vote of the board.

Section 5. The president will be the chief executive officer of the association. It will be the duty of the president to preside at all meetings of the board of directors and to have general supervision of the affairs of the association. He or she will execute on behalf of the association all contracts, deeds,

conveyances, and other instruments in writing that may be required or authorized by the board of directors for the proper and necessary transaction of the business of the association.

Section 6. It will be the duty of the vice-president to act in the absence or disability of the president and to perform such their duties as may be assigned to him or her by the president of the board. In the absence of the president, the execution by the vice-president on behalf of the association of any instrument will have the same force and effect as if it were executed on behalf of the association by the president.

Section 7. The secretary will be responsible for keeping the association records. He or she will give or cause to be given all notices of meetings of the board of directors and all other notices required by law or by these bylaws. The secretary will be the custodian of all books, correspondence and paper relating to the business of the association, except those of the treasurer. The secretary will present at each annual meeting of the board of directors a full report of the transactions and affairs of the association for the preceding year and will also prepare and present to the board of directors such other reports as it may desire and request at such time or times as it may designate.

Section 8. The treasurer will have general charge of the finances of the association. When necessary and proper, he or she will endorse on behalf of the association all checks, drafts, notes, and other obligations and evidences of the payment of money to the association or coming into his or her possession; and he or she will deposit the same, together with all other funds of the association coming into his or her possession, in such bank or banks as may be selected by the board of directors. He or she will keep full and accurate account of all receipts and disbursements of the association in books belonging to 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 prior to its annual meeting his or her annual report as treasurer of the association and will from time to time make such other reports to the board of directors as it may require.

Section 9. Any officer of the association, in addition to the powers conferred upon him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said board.

ARTICLE VI COMMITTEES

Section 1. The board of directors may create and define one or more ad hoc or standing committees, each of which will consist of at least one committee chair and two or more committee members. Committee members may be members of the board of directors, member of the association, or other interested individuals. The chair of the committee will be appointed by the president of the association who will act with the board's approval. After consultation with the committee chair, the president will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the board of directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the articles of incorporation, or state law.

ARTICLE VII. MISCELLANEOUS

Section 1. 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.

Section 2. The board of directors may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by the bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the association. Such authority may be general or confined to specific instances.

Section 3. All checks, drafts, and other orders for payment of funds will be signed by the treasurer or such other persons as the board of directors may from time to time designate.

Section 4. The association will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors; and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the association may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII AMENDMENT OF BYLAWS

The board of directors may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 72 hours by mail or 24 hours by telephone or email, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the association and will be adopted at such meeting upon receiving a majority vote of the members of the association present at that meeting.

ARTICLE IX DISSOLUTION

Upon the dissolution of the association and after the payment or the provision for payment of all the liabilities of the association, the board of directors will dispose of all of the assets of the association exclusively for the purposes of the association or to organizations that are qualified 501(c)(3) organizations.