

Stones River Watershed Association, Inc.

Bylaws

Article I: Name

The name of the corporation shall be Stones River Watershed Association, and it shall alternately be known as SRWA.

Article II: Mission

The mission of the SRWA is to protect, preserve, enhance and restore the natural resources within the Stones River Watershed.

Article III: Goals

All efforts and activities of the SRWA will support the following goals:

1. To protect the streams, rivers, creeks, springs and wetlands comprising the Stones River watershed of Middle Tennessee for the benefit of the public and the welfare of the general environment.
2. To advance public awareness of the importance of the Stones River, its tributaries and associated wetlands for water supply, recreation, flood control, wildlife habitat, agriculture and other purposes.
3. To promote responsible stewardship of private and public lands in the watershed as a means of improving water quality in the Stones River and its tributaries.
4. To increase public access to rivers and streams for low-impact recreational activities such as fishing, swimming, and boating.
5. To encourage the preservation of natural and historic resources located near or otherwise associated with the Stones River and its tributaries.
6. To provide educational opportunities, including water-based outdoor activities, for students, youth groups and the general public.

Article IV: Policies

Policies under which the organization will operate include:

1. The SRWA shall be non-partisan and non-sectarian.
2. The SRWA may receive by gift, grant, bequest, contract or other means funds that will be used solely for advancing the goals enumerated in Article III.
3. The SRWA is not formed for financial gain and no part of the assets held by the organization may be distributed to its officers or members.
4. Should the SRWA dissolve itself or cease to function, its assets will be distributed to one or more non-profit organizations whose activities benefit the Stones River watershed.
5. The SRWA may cooperate with public agencies and private organizations that share an interest in or have a responsibility related to the Stones River and the goals of this organization.

6. The SRWA will not contribute funds to political campaigns or candidates and will not lobby legislators at the local, state or national level.
7. The SRWA may advise its members of opportunities to individually influence public policies and legislation at any level of government.
8. Additional policies of the SRWA not enumerated in the bylaws will be established by the Executive Board and duly noted in minutes of proceedings.

Article V: Membership, dues and meetings.

1. Any individual who supports the goals of the SRWA and agrees with its policies may become a member of the organization.
2. The Executive Board may assess annual dues for membership as needed for the successful functioning of the organization. All dues collected must be used solely for support of the goals of the organization, including communication with members and other administrative functions.
3. The SRWA will conduct an annual meeting in June of each year and all members will receive written notice of the meeting at least 15 days in advance.
4. Other membership meetings may be scheduled at the discretion of the Executive Board or at the written request of a minimum of 20% of the members.
5. Business of the organization will be conducted by the Executive Board at meetings open to the membership and members will be notified of all meetings by mail, e-mail or telephone.
6. The decisions of the Executive Board will be guided by the Goals and Mission Statement in Articles II and III.
- ~~7.~~ A quorum of the Executive Board will be 50% of its members.
- ~~8.~~ Meetings of the Executive Board and business meetings of the membership shall be conducted in accordance with Roberts Rules of Order.

Article VI: Executive Board Composition and Election.

1. The SRWA shall elect an Executive Board consisting of Chair, Vice-Chair, Secretary, Treasurer and at least three but not more than ten Directors.
2. Election of the Executive Board will take place each year at the Annual Meeting and may be conducted by either written ballot or voice vote at the discretion of the members present at the meeting.
3. The term of office shall be one year. Officers and Directors may be re-elected without restriction except that no individual may remain in the same Officer's position for more than three years.
4. Conflict of interest: Any executive board member having a conflict of interest on any matter involving the association or any other business or person shall refrain from voting on such matters. Board members shall serve without compensation for their services.

Article VII: Duties of the Executive Board Officers

1. Duties of the Executive Board will include but not be limited to the following:

- a) To transact business, set policy, determine long-range objectives, and to approve expenditures within the limits of the budget which are consistent with the purposes of the SRWA.
- b) To create, elect and appoint standing and ad hoc committees as are needed to carry out the purposes of the SRWA.
- c) To approve the work plans with the standing and ad hoc committees. To delegate authority when applicable.
- d) To present a report at the annual meeting (and other meetings as necessary) of the membership.
- e) To arrange for an annual audit of the financial records of the association.
- f) To prepare, approve and report to the membership a budget for the fiscal year.
- g) To elect officers for the SRWA.

2. Removal of Executive Board. In the event that a board member cannot attend a regular meeting of the board, the person shall inform the President within a reasonable time prior to that meeting. Any three (3) consecutive absences from the regular meetings without said notification shall constitute grounds for removal from the board.

3. Board position duties:

- a) Chair: to assure that each meeting of the organization is effectively conducted, either by serving that function or designating another officer, director, member or facilitator to serve; to be the primary contact for the organization in interactions with agencies, other organizations, and the media; to assign responsibilities as needed to officers, directors and members.
- b) Vice-Chair: to serve in place of the Chair as needed; to perform other duties at the request of the Chair.
- c) Secretary: to take minutes of each Executive Board and membership meeting, or designate another member for that function; to maintain corporate records.
- d) Treasurer: to collect and disburse funds for the organization; to submit an annual budget at the Annual Meeting; to present a financial statement at the Annual Meeting and at other times as directed by the Chair; to maintain the financial records of the organization.

Article VIII: Fiscal Year.

The fiscal year of SRWA shall be from July 1 to June 30.

Article IX: Committees.

1. The Executive Board may name both standing committees and special committees of the organization.
2. The duties of each committee and its chair must be specified in the minutes of the Executive Board meeting at which it is created.
3. Each standing committee must include at least one member of the Executive Board.

4. Each standing committee will provide a report to the membership at the Annual Meeting.
5. The Executive Board may discontinue any committee if it is no longer needed or is not serving the purpose for which it was created.

Article X: Amendments to the bylaws.

These bylaws may be amended by vote of a quorum of SRWA members, consisting of at least 20% of members in good standing, at any general membership meeting, provided that all members of the organization have been provided written notice of the proposed changes, by postal mail or e-mail, at least 10 days before the meeting.