

Constitution and By-Laws of the Conewango Creek Watershed Association

ARTICLE I – NAME

The name of the organization, by agreement of the membership, will be known as the **Conewango Creek Watershed Association (CCWA)**.

ARTICLE II – PURPOSE

The mission of the Conewango Creek Watershed Association is to promote stewardship that enhances water quality and related resources throughout the Conewango Creek watershed. This mission will be pursued through, but not limited to, the identification and evaluation of potential resource problems in the watershed, the development of practical solutions to address resource concerns, and the involvement and education of those living within the Conewango Creek watershed community.

The immediate preceding “Purpose” shall be implemented subject to the limitation that no part of the assets of the Association may, at any time, be used for any activity not permitted to be conducted or carried on by an organization: (i) exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1954 as amended (hereinafter called “I.R.C.”), as an organization described in I.R.C. Section 501 (c)(3); (ii) contributions to which are deductible in I.R.C. Section 170 (c)(2); and (iii) classified as other than a private foundation in I.R.C. Section 509(a).

ARTICLE III – LOCATION

The principle business office of the Conewango Creek Watershed Association, at which the general business of the Association will be transacted and where the records of the Association will be kept, will be at such locations as the Board of Directors may from time to time determine.

ARTICLE IV – MEMBERSHIP

Section 1: The membership of the Association shall be comprised of individuals and organizations that have an interest in the Conewango Creek watershed, pledge to uphold its By-laws, and pay the applicable membership dues. The categories of membership will be as follows:

- Individual
- Junior
- Organization/Business
- Life

Annual dues will be determined, and changed from time to time, by action of the Board of Directors. Each individual member shall have the right to one vote, to be eligible for election to the Board of Directors, to initiate petitions to the Board of

Directors, to vote on the amendment of the By-laws or the Articles of the Association, and to otherwise participate fully in the activities of the Association. Junior members will be non-voting persons under 18 years old. Organizations will be affiliate members without voting rights.

Section 2: Any member of the Association may resign his or her membership by submitting written notice to that effect to the officers of the Association, or may be suspended or expelled from the Association for nonpayment of dues. Any member who violates the By-laws, or is charged with conduct unbecoming a good citizen or member, shall be given thirty days' (30) notice of a hearing before the Board. If, by a two-thirds vote of the Board, the member is found guilty, he/she may be suspended or his/her membership terminated by appropriate action of the Board.

Section 3: Those members present shall constitute a quorum for the transaction of business at any annual or special meeting of the Association. Except as prescribed in Article IX, a motion shall require for adoption a simple majority of the members present at such meeting. Members may not vote by proxy at any meeting of members.

Section 4: Notice of meeting of the membership must be sent or emailed to each member and must be sent or delivered at least ten (10) days prior to the day such meeting will be held.

Section 5: Membership meetings will be chaired by the Chairman of the Board of Directors. In the absence of the chairman, the vice-chairman will chair meetings of the membership.

Section 6: Membership meetings will be held not less than annually. The annual meeting at which directors will be elected will be held in the latter part of each year.

ARTICLE V – BOARD OF DIRECTORS

Section 1: The number of members of the Board of Directors of this Association will be nine (9). Directors will be representative of the three counties in the Conewango Creek watershed (Cattaraugus, Chautauqua, and Warren) and will share the mission and goals of the Association. Each county shall be represented by a member involved with agriculture and 2 at-large members, with one having some political background. This Association is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation, or age.

Section 2: Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the Association. Directors will be elected by a vote of the membership present. Each newly elected director's term will begin on January 1st. The term of each director of the Association will be three (3) years. Initial terms of the first Board of Directors will be staggered by year and position

to help maintain continuity and stability. The following schedule will be used to elect new directors:

<u>Year</u>	<u>Warren</u>	<u>Chautauqua</u>	<u>Cattaraugus</u>
1 st	Agricultural	At-Large	At-Large
2 nd	At-Large	At-Large	Agricultural
3 rd	At-Large	Agricultural	At-Large

Section 3: When a director dies, resigns, or is removed, the Board may elect a director to serve for the duration of the unexpired term.

Section 4: No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By resolution of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board.

ARTICLE VI – ASSOCIATE DIRECTORS

Section 1: The Board of Directors may chose to nominate a member of this Association to the position of Associate Director. The nominee must be a member in good standing who attends meetings regularly, contributes to the overall goals of this Association, and participates in the activities of this Association.

Section 2: The nomination of a candidate for this position of Associate Director will come from one or more Directors of the Board. All Directors will be notified of the candidacy at least ten (10) days prior to a vote. Election to the position of Associate Director will be by a majority affirmative vote of the Directors at which there is a quorum present.

Section 4: The term of each Associate Director will be three years.

Section 5: An Associate Director will not have a vote in decision-making, but will contribute in Board discussion leading to a decision. No compensation will be paid to any associate Director for services as an associate member of the Board.

ARTICLE VII – MEETINGS OF THE BOARD OF DIRECTORS

Section 1: An annual meting of the Board of Directors will be held in the later part of each year for the purpose of electing Directors. In addition to its annual meeting, the Board of Directors may hold additional public meeting as often as deemed worthy at such places as may by designated in the notice of the meeting.

Section 2: Special meetings of the Board of Directors may be called at any time by the chairman of the Association or in his or her absence the vice-chairman or upon a request signed by four (4) or more directors or by a majority of the full-time, permanent paid staff of the Association.

Section 3: Notice of regular, special, and annual meetings will be mailed or emailed at least ten (10) days prior to the day such meeting is to be held.

Section 4: At all meeting 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 Board of Directors will constitute a quorum at any meeting. 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 5: Proxy voting will not be permitted.

Section 6: Robert's Rules of Order will be the authority for all questions of procedure at any meetings of the Association.

ARTICLE VIII – OFFICERS

Section 1: The officers of the Association will be a chairman, vice-chairman, secretary, treasurer, and such officers with duties as the Board prescribes.

Section 2: The officers of the Association will be elected annually by the Board of Directors at the January meeting or as close to that as possible. Each officer will serve one-year terms. Each term will begin as of that date.

Section 3: Any officer may be removed by the Board of Directors by a vote of two-thirds of all of the board members. 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 ten (10) days previously.

Section 4: A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 5: The *Chairman* will be the chief executive officer of the Association. It will be the duty of the chairman 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-chairman* to act in the absence or disability of the chairman and to perform such other duties as may be assigned to him or her by the chairman or the Board of Directors. In the absence of the chairman, the execution by the vice-chairman on behalf of the Association of any instrument will have the same force and effects as if it were executed on behalf of the Association by the chairman.

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 By-laws. 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. The Board of Directors at its discretion may elect a recording secretary, not necessarily a member of the Board of Directors, who will perform the duties and assume the responsibilities of the secretary as above set forth under the general direction of the secretary or chairman.

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 at its annual meeting his or her 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 By-laws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said Board.

ARTICLE IX – COMMITTEES

Section 1: The Board of Directors may designate one or more ad hoc committees, each of which will consist of at least one (1) committee chair and two (2) or more committee members. Committee members may be members of the Board of Directors or members of the Association or other interested individuals. The chair of the committee will be appointed by the chairman of the Association who will act with the Board's approval. After consultation with the committee chair, the chairman will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these By-laws, the Articles of Incorporation, or state law.

Section 2: **The Board of Directors will have the following standing committees.**

Executive Committee: This committee will be chaired by the chairman of the Association and will consist of all other officers of the Association and the chairs of all

other committees. This committee will serve as the central planning and advisory group for the Association. It will also have full authority to act for the Board in managing the affairs of the Association during intervals between meetings of the Board.

Budget and Finance Committee: This committee will be chaired by the treasurer and will consist of at least three (3) members appointed by the chairman to two (2) year terms. This committee will oversee and monitor the fiscal operations of the Association, develop an annual budget for recommendation by the Board, and develop and assist in the implementation of a funding strategy for the Association.

ARTICLE X – MISCELLANEOUS

Section 1: The Association is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c) (3) status of the Internal Revenue Code.

Section 2: The Association will have the power to indemnify and hold harmless any director, officer, or employee from any suit, damage, claim, judgement, 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 3: The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-laws, 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 4: All checks, drafts, and other orders of payment of funds will be signed by such officers or such other persons as the Board of Directors may from time to time designate. All documents will require two (2) signatures, one (1) of which must be that of the treasurer, and the other of the executive director as designated by the Board of Directors.

Section 5: 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.

Section 6: The fiscal year of the Association will be January 1 through December 31.

Section 7: No part of the net earnings of the Association shall be to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II hereof.

ARTICLE XI – AMENDMENTS

The Board of Directors may amend these By-laws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written or emailed notice of at least fifteen (15) days, any number of amendments or an entire revision of the by-laws may be submitted and voted upon at a single meeting of the membership and will be adopted at such meeting upon receiving a two-thirds vote of the members present.

ARTICLE XII – DISSOLUTION

Upon the dissolution of the Conewango Creek Watershed association, assts shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Federal Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.