

**BY-LAWS OF THE ROGUE RIVER WATERSHED COUNCIL**

**ARTICLE I**

**NAME AND ESTABLISHMENT**

Section 1 - NAME

The name of the organization shall be the ROGUE RIVER WATERSHED COUNCIL (the "Watershed Council.")

Section 2 - ESTABLISHMENT

The Watershed Council has been established as an "agency" of the Grand Valley Metropolitan Council ("GVMC"), a Michigan non-profit corporation established pursuant to Public Act 292 of 1989.

**ARTICLE II**

**PURPOSES AND FUNCTIONS**

The general purposes and functions of the Watershed Council are as follows:

1. The long-term protection and enhancement of the Rogue River and its tributaries through education, community stewardship and watershed-based land use planning.
2. Establishment of measures to ensure the long-term organizational stability of the Watershed Council and to ensure continuity in filling the mission of the Watershed Council.
3. Development of a comprehensive information program by compiling data about the Rogue River and its tributaries through the use of appropriate scientific principles and through the effects of stewardship teams comprised of community members. The primary goal will be to assess and characterize the natural resources and water quality conditions of the Rogue River and its tributaries and to identify critical areas and environmental threats.
4. Development of a broad-based public education and communication program with an emphasis on providing specific information about the Rogue River and its tributaries to the general public and individuals and organizations within the watershed area.
5. Sustenance of a dynamic and a comprehensive watershed plan which will establish water quality, natural resources and recreational goals, which may meet and exceed criteria established by governmental agencies having jurisdiction over the Rogue River Watershed, and address appropriate watershed-based land use planning initiatives such as storm water management techniques, waste disposal alternatives and open space

preservation schemes to protect natural resources, ensure public health and safety, provide for recreational opportunities and control the negative effect of urbanization and uncoordinated development. An emphasis will be placed on management practices to address both non-point and point source pollution including agricultural, industrial, and construction-related pollution sources.

6. Implementation of the watershed management plan emphasizing measures to address identified environmental threats in a proactive manner where possible and in a reactive manner where necessary. Such measures would include implementation of management practices aimed to protect ecological systems and water quality, protect against environmental threats such as sedimentation and erosion, preserve and provide fish and wildlife habitat, and provide for recreational opportunities.
7. Conduct, or cause to be conducted, studies of water resources of Rogue River Watershed; including investigations of water use, water quality, and the reliability of the water resources.
8. Prepare periodic reports concerning among other things, trends in water use and availability, emerging water problems, and recommendations for appropriate public policies and programs necessary to maintain adequate water resources for the Rogue River Watershed area.
9. Function as an ongoing multi-jurisdictional forum for coordinated planning based upon the Blueprint II Principals adopted by the Grand Valley Metro Council on 9/7/00 and as may be incorporated into the Blueprint II Regional Development Framework process.
10. Cooperate with federal, state, and local agencies in providing stream gauges, water quality sampling stations, and other water resource data-gathering facilities or programs that aid the Watershed Council in its responsibility for studying and reporting on water conditions.

### **ARTICLE III**

#### **MEMBERSHIP**

##### Section 1 - ELIGIBLE MEMBERS

The following organizations shall be eligible for membership on the Watershed Council:

##### **Resource Members**

Grand Valley State University Annis Water Resources Institute

Schrems West Michigan Trout Unlimited

West Michigan Environmental Action Council

Izaak Walton League- Dwight Lydell Chapter

West Michigan Steelheaders Association

Nature Conservancy

Land Conservancy of West Michigan

Ducks Unlimited

Timberland Resource, Conservation, and Development

Friends of the White Pine Trail

**Agency Members**

Kent County Road Commission

Kent County Parks Department

Kent County Board of Commissioners

Kent County Drain Commissioner

Newaygo County Road Commission

Newaygo County Board of Commissioners

Newaygo County Drain Commissioner

United States Department of Agriculture, Natural Resources and Conservation Service

Michigan Department of Environmental Quality, Land and Water Division

Michigan Department of Environmental Quality, Surface Water Quality Division

Michigan Department of Natural Resources, Fisheries and Wildlife Division

Michigan Department of Natural Resources, Southern Michigan Rivers Administrator

Michigan Department of Agriculture

Michigan Department of Transportation

**Municipal Members**

City of Rockford

Plainfield Township

Algoma Township

Cannon Township

Sparta Township

Village of Sparta

Tyrone Township

Solon Township

City of Cedar Springs

Kent City

Courtland Township

Village of Sand Lake

Village of Casnovia

Nelson Township

Alpine Township

Grant Township

Ensley Township

Croton Township

**Community Members**

Greater Grand Rapids Home Builders' Association

Rockford Chamber of Commerce

Cedar Springs Chamber of Commerce

Sparta Chamber of Commerce

Wolverine World Wide

Rockford Paperboard Company

The Board of Directors may from time to time determine and establish the eligibility of other organizations or individuals in accordance with these bylaws.

#### Section 2 - RESOLUTION OF INTENT

Any eligible organization as specified in Article III may become a voting member of the Watershed Council. The governing body of any such unit may make it a voting member of the Watershed Council by passage of a resolution of intent and by contributing the required financial support as defined in Article IX.

#### Section 3 - DESIGNATION OF REPRESENTATIVE

Voting Member organizations shall appoint to the Watershed Council one (1) representative. Each member organization shall file with the Chair of the Watershed Council a written designation of its official representative, and any official alternate or alternates, giving the address of each, which shall remain in effect until another such designation is filed with the Chair by the same member organization.

#### Section 4 - WITHDRAWAL

Any member organization may withdraw from the Watershed Council by action of its governing body and by giving notice of such action to the Chair.

#### Section 5 - ASSOCIATE (NON-VOTING) MEMBERSHIPS

Any person or organization with an interest in water resources of the Rogue River Watershed is eligible to become an associate non-voting member of the Watershed Council for a renewable one (1) year term. Such individuals or organizations may become associate members by submitting a membership form and contributing the required financial support annually as defined in Article IX.

### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

##### Section 1 - GENERAL POWERS AND DUTIES

Each voting Member organization's representative is entitled to serve on the Board of Directors. The Board of Directors shall manage the business and affairs of the Watershed Council. The powers and duties of the Board of Directors shall include, but not be limited to, the following:

- (a) The principal duties of the Board of Directors will be to establish policies and programs for the completion of the Watershed Council's mission.
- (b) The Board of Directors shall have the power to receive gifts in the name of GVMC from any source, whether such gifts be permanent or of a temporary nature; or it may reject same, if in its opinion such gifts are contrary to or not included in the purposes of the Watershed Council as expressed its mission statement and these By-Laws, or in any manner impractical in purpose or otherwise disadvantageous to the spirit, intent, or administrative procedures of the Watershed Council.
- (c) The Board of Directors shall have the right to appoint advisory committees, either of or outside its own members, as the said Board shall deem advisable; engage agents, or other representatives for any and all proper purposes, including necessary legal counsel.

#### Section 2 - COMPENSATION

Directors shall serve without compensation.

#### Section 3 - NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Watershed Council approved by the Board in accordance with these By-Laws.

### **ARTICLE V**

#### **VOTING**

##### Section 1 - VOTES PER MEMBER ORGANIZATION

Each member shall have one (1) vote before the Watershed Council. Votes shall be cast by official representatives if present, otherwise by official alternates. Voting by proxy shall not be permitted. Matters of concern to the Watershed Council shall be decided by a majority vote.

##### Section 2 - FINANCIAL CONTRIBUTION REQUIRED

No representative or alternate of a member shall be eligible to vote on the Watershed Council unless the member organization s/he represents has met its financial obligation to the Watershed Council.

##### Section 3 - MAIL BALLOT

A mail ballot may be used in securing a vote of the membership of the Watershed Council when in the opinion of the Executive Committee this is necessary.

#### Section 4 - NON-VOTING MEMBER PARTICIPATION

Associate members as described in Article III, Section 5, shall not be entitled to vote on matters coming before the Watershed Council. They may vote on special committees, with one (1) vote allotted per individual serving on that committee.

### **ARTICLE VI**

#### **MEETINGS OF THE WATERSHED COUNCIL**

##### Section 1 - ANNUAL MEETING

An annual meeting of the Watershed Council's Board of Directors shall be held in the month of September of each year for the purpose of electing officers and for the transaction of any regular business brought before the Board of Directors.

##### Section 2 - NOMINATING COMMITTEE

At least one (1) month prior to yearly elections, the Executive Committee shall appoint a nominating committee of three (3) voting members who shall submit a slate of qualified candidates for officer and the Executive Committee positions to the voting membership. Additional nominations may be made from the floor at the annual meeting.

##### Section 3 - REGULAR MEETINGS

Meetings of the Watershed Council's Board of Directors shall be held quarterly. At least ten (10) days prior to the meeting date, written notice of the time and place of such meeting shall be mailed to each official representative. All meetings of the Watershed Council shall be public meetings, as per state statutes (i.e., Open Meetings Act).

##### Section 4 - SPECIAL MEETINGS

The Chair may call special meetings of the Watershed Council. Notice of any such special meeting stating the time and place thereof, shall be mailed to each official representative and alternate at least five (5) days before the time set for such meeting.

##### Section 5 - QUORUM

Fifty percent (50%) of the official representatives or alternates of voting members of the Watershed Council shall constitute a quorum for the transaction of business. In cases where less than a quorum shall be assembled, action may nonetheless be taken upon any question which could be decided by a simple majority vote, if such action shall be supported by the absolute number of Representative votes as would be required at a meeting where a quorum is assembled.

## Section 6 - PARLIAMENTARY AUTHORITY

All meetings of the Watershed Council shall be conducted in accordance with Robert's Rules of Order, Revised, except that in any situation where Robert's Rules of Order, Revised, conflicts with these By-Laws, these By-Laws shall govern.

## **ARTICLE VII**

### **OFFICERS**

#### Section 1 - DESIGNATION

Officers of the Watershed Council shall be a Chair, Vice-Chair, and Secretary who shall be elected at the annual meeting and who shall be official representatives of voting member organizations of the Watershed Council. Such officers shall serve for a period of one (1) year but shall continue in office after that time, if necessary, until their successors are elected and qualified.

#### Section 2 - CHAIR

The Chair shall be the chief executive officer of the Watershed Council. S/he shall preside over all meetings of the Watershed Council and of the Executive Committee. S/he shall see that all orders and resolutions of the Watershed Council and of the Executive Committee are carried out. The Chair shall be entitled to a vote on all matters coming before the Watershed Council.

#### Section 3 - VICE-CHAIR

The Vice-Chair shall assist the Chair with the Chair's duties and functions, perform the duties, and exercise the powers of the Chair during disability or absence of the Chair.

#### Section 4 - SECRETARY

The Secretary shall perform all duties incidental to the office of Secretary and such other duties as prescribed by law, by these By-Laws ,or by the Board of Directors.

#### Section 5 - DIRECTOR AND STAFF

All employees working for the Watershed Council shall be deemed to be employees of GVMC. All GVMC Personnel Rules and Regulations shall apply to the hiring, termination, compensation and working conditions for said employees. If the Board of Directors determines it would be beneficial to the Watershed Council to employ a Director for the Watershed Council, the Executive Director of GVMC shall consult with the Board of Directors and consider its recommendations in the hiring, termination of, and/or setting the compensation of the Director.

The Director shall be a non-voting ex-officio member of, and attend all meetings of, the Watershed Council and its committees and shall preserve in books belonging to the Watershed Council true minutes of the proceedings of all such meetings. S/he shall give all notices required by these By-Laws. As chief administrative officer s/he shall at all times be responsible to the Watershed Council and to the Executive Committee for the administration of the organization.

#### Section 6-ADMINISTRATIVE SERVICES

GVMC shall provide administrative services for the Watershed Council, including, but not limited to, maintenance of accounting records; receipt, disbursement, and investment of funds and reporting of results to the Board of Directors.

### **ARTICLE VIII**

### **COMMITTEES**

#### Section 1 - EXECUTIVE COMMITTEE

An Executive Committee may be established consisting of the Watershed Council's officers and the Executive Director, if applicable. The Executive Committee shall meet four (4) times per year between meetings of the full Board of Directors. The Executive Committee shall keep minutes of its meetings and shall report its actions to the Board. The Executive Committee may exercise all powers and authorities of the Board of Directors in management of the business and affairs of the Watershed Council during intervals between meetings of the Directors provided however, that such committee shall not have the power or authority to:

- (a) Adopt an agreement of merger or consolidation;
- (b) Fill vacancies on the Board; or
- (c) Recommend to members dissolution of the Watershed Council.

The Chairperson of the Board of Directors shall be the Chair of the Executive Committee.

No two (2) of the members of the Executive Committee shall represent the same member organization.

In the event that an Executive Committee position becomes vacant between annual meetings, a quorum of the Executive Committee shall be authorized to make an interim appointment to fill the unexpired term.

The Executive Committee shall meet at the call of the Chair. Reasonable advance notice of each meeting shall be given each member of the Executive Committee. A quorum of the Executive Committee shall be two (2) members. If and when the members of the Executive Committee

shall all consent in writing to any action to be taken by the Executive Committee, such action shall be as valid as though it had been authorized at a meeting of the Executive Committee.

## Section 2 - OTHER COMMITTEES

Other committees as deemed helpful in the discharge of the Watershed Council's actions, may be established by action of the Board of Directors or Executive Committee. The Chair shall appoint the members of such committees from the membership of the Watershed Council and from such other persons as the Board of Directors or Executive Committee may deem advisable.

# ARTICLE IX

## FUNDS AND FINANCES

### Section 1 - ANNUAL BUDGET

At its annual meeting, the Watershed Council shall adopt an annual work program and operating budget. Approval of the budget and apportionment of costs shall be an affirmative vote of a majority of the voting members present at the annual meeting. The Executive Committee may authorize a mail ballot. Upon approval by the voting members, the budget shall be submitted to GVMC in June for final approval in July

The Executive Committee may amend the budget and work program as conditions warrant; however, all expenditures must be in strict conformance with the amended budget and approved by GVMC.

### Section 2 - BASIS OF ASSESSMENT

The Board of Directors shall determine the basis of assessment and apportionment annually. Dues are payable by each member or organization on a date established by the Watershed Council. Associate member dues shall be payable on an annual basis on a date established by the Watershed Council.

### Section 3 - SPECIAL PROJECT FUNDS

The Watershed Council may establish special project funds as needed to finance special studies outside its annual budget capacity and for this purpose the Watershed Council may accept gifts and grants from private individuals, corporations, and local, state, or federal governments.

### Section 4 - DISBURSEMENT OF FUNDS

No part of the net earnings of the Watershed Council shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Watershed Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth

in Article II hereof. No substantial part of the activities of the Watershed Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Watershed Council shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

The Watershed Council shall not, except to an insubstantial degree, engage in activities that are not in furtherance of the purposes and functions defined in Article II.

#### Section 5 - DEPOSITS

All funds of the Watershed Council shall be deposited to a credit of the Watershed Council in such depositories as the Board of Directors and GVMC may approve.

#### Section 6 -TERMINATION

Upon the termination of the Watershed Council, assets shall be distributed to a successor corporation or to GVMC if no successor corporation exists operated exclusively for such purposes.

### **ARTICLE X**

#### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

##### Section 1 - INDEMNIFICATION

The Watershed Council shall indemnify any present or former director, officer, committee, or any person serving at the request of the Watershed Council as present or former director, officer, or committee member of another corporation, partnership, joint venture, trust, or other enterprise, and his/her heirs, executors, and administrators, against expenses (including reasonable attorney's fees), judgments, decrees, fines, penalties, amounts paid in settlement and the liabilities in connection with the defense of any pending, or threatened action, suit, or proceeding, whether criminal, civil, administrative, or investigative, to which such person is or could reasonably expect to be made party, to the fullest extent authorized or allowed by the laws of the State of Michigan.

The indemnification provided by this section shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled as a matter of law, or pursuant to these By-Laws, agreements, insurance coverage or otherwise.

The extension of rights if indemnification hereunder by liberalization of any existing law of the State of Michigan shall not be construed as limiting any right of law. It is the intention of this provision that any liberalization of the law of the State of Michigan shall be to the benefit of those persons entitled to indemnification. No change in the law of Michigan decreasing the rights of indemnification shall be deemed to derogate from or decrease any right of indemnification which shall have accrued or vested prior to the change in such law.

## **ARTICLE XI**

### **REPORTS**

#### **Section 1 - ANNUAL REPORT**

The Watershed Council shall make an annual report of its activities to the voting and non-voting members. Such report shall contain the following information in appropriate detail:

- (a) A list of the fund-raising drives, campaigns, or programs in which the Watershed Council participated during the fiscal year and the funds derived there from;
- (b) A description of the programs and services rendered during the fiscal year;
- (c) The assets and liabilities of the Watershed Council as of the end of the fiscal year;
- (d) The principle changes in assets and liabilities during the fiscal year;
- (e) The revenue or receipts, both unrestricted and restricted to particular purposes, for the fiscal year;
- (f) The expenses or disbursements, for both general and restricted purposes, for the fiscal year.

#### **Section 2 - PUBLICATION OF REPORTS**

The Watershed Council shall publicize its purposes, objectives, and findings, and shall distribute reports therein.

## **ARTICLE XII**

### **AMENDMENTS TO BY-LAWS**

#### **Section 1 - AMENDMENTS TO BY-LAWS**

Amendments to the By-Laws shall be proposed to GVMC by the Board of Directors or Executive Committee after being approved by a two-thirds (2/3) majority of representatives of member organization in good standing. Amendments so approved shall be considered for final approval by GVMC in accordance with its rules and procedures for establishing agencies.

#### **Section 2 - NOTICE OF PROPOSED AMENDMENTS**

Proposed amendments to the By-Laws shall be mailed to members in good standing at least thirty (30) days before the date of the meeting to consider same.