

## BYLAWS OF **The Herring Ponds Watershed Association**

### ARTICLE I - NAME, PURPOSE

Section 1: The name of the organization shall be **The Herring Ponds Watershed Association**

Section 2: - The Herring Ponds Watershed Association is organized to promote the protection and enjoyment of the Herring Ponds Watershed in the following ways:

- to encourage watershed residents to take an active interest in the health of the watershed.
- to create an understanding of the ecology of the watershed.
- to provide information on habits and products that will maintain and improve water quality in the ponds and groundwater.
- to undertake regular testing of pond water quality.
- to monitor for invasive plant species in the ponds.
- to encourage safe watercraft practices.

### ARTICLE II – MEMBERSHIP

Section 1: Qualifications. Any person or family member owning land and/or whose legal residence is within the Herring Pond Watershed, and who supports the goals of the Association, is eligible to become a member. Proof of eligibility may be a driver's license, tax bill, or other acceptable document. Otherwise membership eligibility may be permitted only by a majority vote of the Association's Executive Committee. To be eligible to vote, members must have paid their annual dues. Those members are hereafter referred to as voting members.

Section 2: Fees & policies. Fees and policies for membership (Appendix 1) shall be determined from time-to-time by the Executive Committee. Annual dues are payable on or before June 1 and are for membership until 31 May of the following year.

### ARTICLE III - MEMBERSHIP MEETINGS

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Executive Committee who shall also set the time and place. Business of the Annual meeting will include establishing the budget for the next Fiscal Year and election of Officers if prescribed. Votes or conducting other business will require a quorum.

Section 2: Special Meetings. Special meetings may be called by the President or five members of the Executive Committee. Votes or conducting other business will require a quorum.

Section 3: Notice. Notice of each meeting shall be given to each voting Member by verbal word, by e-mail or by announcement on the Association's web site, not less than 21 days before the meeting. Votes or conducting other business will require a quorum.

Section 4: General Meetings. General meetings of the Membership may be called by the Executive Committee by public announcement. Votes or conducting other business will require a quorum.

#### ARTICLE IV - Executive Committee

Section 1: Role of the Executive Committee, Size, Compensation. The Executive Committee is responsible for overall policy and direction of the Association, consistent with the goals of the Association as outlined in Article 1. Working Committees, which do the actual day-to-day work, are established by the Executive Committee. The establishment of new Working Committees must be ratified by the membership at the next General Meeting. The Executive Committee shall have up to 15 and not fewer than 5 members. The Executive Committee will be comprised of Officers (President, Vice-President, Treasurer and Secretary) elected by the Membership plus sitting Committee Chairpersons. The Executive Committee may, in addition, appoint up to three additional Members for a single, two-year term, at its discretion, but not to exceed the 15 person limit. The Executive Committee receives no compensation other than reasonable expenses.

Section 2: Meetings. The Executive Committee shall meet at least four times a year, at an agreed upon time and place.

Section 3: Executive Committee Elections. Election of Executive Committee Officers (President, Vice-President, Treasurer and Secretary) or reelection of current Officers to another term will occur as the first item of business at the Annual Meeting of the Association. Officer positions may be held as co-positions, but will be represented by one vote in officer voting. Executive Committee Officers will be elected by a majority vote of the **voting membership**.

To assist the Executive Committee in finding suitable candidates, an ad hoc **Nominating Committee** of three or more people shall be appointed by the Executive Committee. Members of the Nominating Committee must be voting members of the Association. Nominees for Executive Committee officers also must be voting Members of the Association.

The Nominating Committee, with input from the Executive Committee, will develop and vet a slate of candidates and present them to the Secretary. The Nominating Committee's slate will be announced by the Secretary at a membership meeting at least three weeks in advance of the Annual Meeting, and a report shall be posted on the Association's web site. After the presentation of the slate, additional nominations can be made from the floor by any voting member, and seconded by another voting member. Candidates nominated from the floor will have their views presented to the membership in the same way as candidates presented by the Secretary.

At the Annual Meeting, Executive Committee Officers will be elected by a majority vote of voting members present, provided there is a quorum.

All nominations for officers will be posted on the Association web site by the Secretary at least 3 weeks in advance of the Annual Meeting. At the Annual Meeting, Executive Officers will be elected by majority vote of voting members present.

Section 4: Terms. All Elected Executive Committee members shall serve **two** year terms, but are eligible for re-election.

Section 5: Quorum. A quorum for an Annual, Special, or general meeting must be at least **15 members** before business can be transacted or motions made or passed. A quorum for an Executive Committee meeting will be 5 or more Executive Committee members.

Section 6: Notice. An official Executive Committee meeting requires that each Executive Committee member be notified at least **10 days** in advance except in emergency situations that may be declared by three or more Officers.

Section 7. Officers and Duties. There shall be four Elected Officers of the Executive Committee consisting of a President, Vice President, Secretary and Treasurer. In addition the chairperson of appointed committees will serve as a member of the Executive Committee. In cases where positions are Co-chaired, the positions will hold only one vote (one for the position, not one per person). By vote, the Executive Committee may also appoint up to 3 other persons (voting members) to the Executive Committee. Duties of the Officers elected at Annual meetings are as follows:

The President is the general coordinator of all Association business. He or she is answerable to the Executive Committee and must enforce their vote as their spokesperson. He or she shall convene regularly scheduled Executive Committee meetings. The President shall preside or arrange for other members of the executive committee to preside at each meeting. The Vice-President will assist the President as needed, and serve as acting president should the President be unavailable.

The Secretary (or other person by designation of the Executive Committee) shall be responsible for keeping records of Executive Committee actions, including overseeing the taking of minutes at all Membership Meetings and Executive Committee meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Executive Committee members, and assuring that Association records are maintained.

The Treasurer receives and records and keeps a true account of all moneys received and expended by the Association. The Treasurer pays out moneys as directed by vote of the Executive Committee. The Treasurer makes reports at Executive Committee meetings. The Treasurer shall make financial information available to the Executive Committee, Members, and to the public. The Treasurer will work with the Executive Committee to prepare the Annual Budget. This shall be completed and made available to the Membership at least 10 days before the Annual Meeting.

Section 8: Vacancies. When a vacancy of an elected Executive Committee Officer exists, nominations for replacement members may be received from **a nominating committee** by the Secretary three weeks in advance of an Executive Committee meeting. The Nominating Committee shall be appointed by the Executive Committee. Nominations from the Nominating Committee shall be sent out to Executive Committee members with the regular Executive Committee meeting announcement. The Nominating Committee report shall also be posted on the Association's web site at least 21 days before Membership voting. Additional nominations from the Membership can be presented and voted upon (along with the slate developed by the Nominating Committee) at the next General or Annual Membership meeting, whichever comes first. These vacancies will be filled only to the end of the particular Executive Committee member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Executive Committee must be in writing and received by the Secretary. An Executive Committee member may also be dropped from the Executive Committee if s/he has three unexcused absences from Executive Committee meetings in a year. Excuses may be granted by the President or the President's designee. An Executive Committee member may be removed for other reasons by a three-fourths vote of the remaining Executive Committee members.

Section 10: Special Meetings. Special meetings of the Executive Committee shall be called upon the request of the Chair or one-third of the Executive Committee. Notices of special meetings shall be sent out by the Secretary to each Executive Committee member at least ten days in advance of the scheduled meeting date.

Section 11: Finances. Oversight of the association's finances shall be the responsibility of the Executive Committee. The Executive Committee will be responsible for approving an Annual Budget. The Executive Committee will vote on expenditures of funds. No person or committee has the authority to raise or spend funds which have not been approved by the Executive Committee. The Executive Committee may, at its discretion, delegate certain financial responsibilities to the Treasurer.

## ARTICLE V – COMMITTEES

Section 1: The Executive Committee may create working committees as needed, such as fundraising, nominating, water quality, etc. Any Association member or other persons can volunteer to become a member of a working committee. Each working committee elects a chair from among its members; the chairperson must be a voting member of the Association. The chair of the working committee becomes a member of the Executive Committee. Working Committee chairs are elected by the voting members of the committee every **year**. When committees require operating budgets they should be prepared and submitted to the Treasurer at least 2 months before the Annual Meeting. Obligations of committee chairs include calling committee meetings, making certain that all committee members are notified of all committee meetings, and making certain that committee budgets are submitted as required. The Chair also prepares committee meeting agendas and makes regular reports to the Executive Committee.

## ARTICLE VI - FISCAL YEAR

Section 1 : The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Executive Committee showing income, expenditures, pending income, and a balance sheet. The financial records of the organization are public information and shall be made available to the membership, Executive Committee members and the public.

## ARTICLE VII – INDEMNIFICATION

Section 1: Neither the members of the Association, or members of the Executive Committee, shall, to the extent legally permissible, be held personally liable for the debts, liabilities, other obligations, or any damages resulting from any activities or legal action of the Association.

## ARTICLE VIII - AMENDMENTS

Section 1: These By-Laws or amended By-Laws may be proposed by a two-thirds majority of the Executive Committee. Acceptance of the By-Laws must be ratified by vote of the Association Membership at a properly announced meeting (see Article III). Proposed amendments must be submitted to the Secretary to be sent out with regular Executive Committee announcements.

These Bylaws were approved at a meeting of the Membership of **The Herring Ponds Watershed Association**

on July 8, 2009.

(signed)

(signed)

Marleen von Goeler  
Co - Presidents, Herring Ponds Watershed Association

Eberhard von Goeler

Appendix to By Laws. Current membership categories and dues .

<b>Category</b>	<b>Annual rate</b>	<b>Description</b>
Member	\$15.	Regular, voting member, phone and/or Email communications
Family Membership	\$25	Regular, 2 voting members, phone and/or Email communications
Contributing Member	\$55.	Regular, voting member, phone and/or Email communications, plus bonus gift (watershed map)
Sustaining	\$100	Regular voting, member, phone and/or Email communications, bonus gift (watershed image), special listing/recognition on the HPWA web site
Watershed Member	\$25	A voting membership (single vote) for neighborhood associations within the Herring Ponds watershed
Honorary	No cost	Non-voting, one-time, annual informational membership by appointment of the President, all communications by Email.
Informational	No cost	Non-voting, informational membership by appointment of the Executive Committee.
Friend	Voluntary donation	Non-voting