

**BYLAWS OF The Herring Ponds Watershed Association, Ltd.****ARTICLE I - NAME, PURPOSE.**

Section 1: The name of the organization shall be **The Herring Ponds Watershed Association, Ltd. (hereafter, “Association”)**.

Section 2: The purpose of the Herring Ponds Watershed Association, Ltd. is to promote the protection and enjoyment of the Herring Ponds Watershed by encouraging watershed residents to take an active interest in the health of the watershed, create an understanding of the ecology of the watershed, provide information on habitats 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 species in the ponds, to encourage safe watercraft practice, and engage in all other activities related to or necessary for the undertaking and implementation of the purpose of the corporation, and to do all things as may be carried out by a corporation organized under Massachusetts General Laws Chapter 180 and described in Section 501 (c) 3 of the Internal Revenue Code.

**ARTICLE II – MEMBERSHIP.**

Section 1: Qualifications. Any person who supports the purpose of the Association is eligible to become a member. To be eligible to vote, Members must be present at the meeting and must have paid their annual dues. Single memberships are entitled to one vote, all other membership categories (excepting Honorary Members) are entitled to up to 2 votes. Those who qualify are hereafter referred to as Members.

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

Section 3: Annual Meeting. The date of the annual meeting shall be set by the Board of Directors who shall also set the time and place. Meetings may be held online at the direction of the Board of Directors. Business of the Annual meeting will include election of Directors and Officers if prescribed. Votes or conducting other business will require a quorum.

Section 4: Other meetings. Membership and public meetings may be called by the President, by five members of the Board of Directors, or by five Members by written request.

Section 5: Notice. Notice of members' meetings shall be given to each voting Member not less than 21 days before the meeting date by letter, verbally, or by e-mail at address of record known by the Membership Committee.

Section 6. Quorum. A quorum for any Members' meeting is 15 Members present in person or by electronic means.

### ARTICLE III - BOARD OF DIRECTORS.

The Board of Directors is responsible for overall policy and direction of the Association. Directors may not make private or public representations or commitments for the Board without expressed approval of the Board. Directors will automatically be Members of the Herring Ponds Watershed Association.

Section 1. Board composition. The Board of Directors shall have up to 15 and not fewer than 7 persons who are elected by the Membership. Vacancies on the Board of Directors may be filled by the Directors, and any person so elected shall serve until the next annual meeting of the Members. Any person so appointed may stand for election.

Section 2: Board meetings. The Board of Directors shall meet at an agreed upon time and place, or by electronic media, at least six times a year.

Section 3. Board meeting notice. An official Board of Directors meeting requires that each Director be notified at least **10 days** in advance of the proposed meeting. Exceptions may be made for special meetings that may be called by three or more Directors.

Section 4. Quorum. A voting quorum will be five Directors or half of the full Board of Directors, whichever is more.

Section 5. Staggered board elections. Directors will be elected (or reelected) by the Membership to serve two-year terms. Each director will serve in one of two Board classes which are distinguished by whether their terms expire in even or odd years.

Section 6: Finances. Oversight of the association's finances shall be the responsibility of the Board of Directors. The Board of Directors will be responsible for voting approval of an Annual Budget. No person or committee has the authority to raise or spend funds which have not been approved by the Board of Directors. The Board of Directors may, at its discretion, delegate certain financial responsibilities to the Treasurer.

ARTICLE IV - ELECTIONS. Director and Officer candidates must be Members of the Association. Elections of Directors to the Board of Directors shall be approved at valid meetings of the Association Membership.

Section 1. Officer Elections. Officers (President, Vice-President, Treasurer and Secretary) will be elected to serve as agents of the Board of Directors by majority vote of the Board of Directors. Election or reelection of Officers will occur as the first item of business at the first meeting of the Board of Directors each year or at additional occasions agreed upon by majority vote of the Board of Directors. Anticipated terms for appointed offices shall be two years.

Section 2. Election to the Board of Directors. Election of Board Directors may take place at the Annual Meeting or any valid membership meeting of the Association, provided proper notification has been given as described in Article II, Section 5.

Section 3. Nominations. To assist in finding suitable Director candidates, a Nominating Committee of three or more people shall be appointed by the Board of Directors each year. Members of the Nominating Committee shall include at least one person from the Board of Directors and at least one Member who is not from the Board. All Nominating Committee members must be voting Members of the Association.

The Nominating Committee will develop and vet a slate of candidates willing to serve as Directors, and present the slate to the Secretary. The Nominating Committee's slate will be announced by the Secretary or the Secretary's designee at a membership meeting, and by other communications that are distributed to each Member at least three weeks in advance of the Annual Meeting. A Nominating Committee report shall also be posted on the Association's web site. After the presentation of the slate, additional nominations can be made by any voting member, and seconded by another voting member. Candidates so nominated will need to agree with the nomination and then will have their views presented to the membership in the same way as candidates presented by the Secretary or the Nominating Committee.

Valid elections will be by majority vote of members present, provided there is a quorum. In the event that there is no quorum, the Annual Meeting will be suspended to be continued on a future date(s) as determined by the Board of Directors.

Section 4: Resignation, Removal and Absences. Resignation from the Board of Directors or of an Officer must be in writing and received by the Secretary or the President. A director may also be removed from the Board of Directors if s/he has three unexcused absences from Board meetings in a year. A Director may be removed by a three-fourths vote of the remaining Directors then in office.

Section 5: Special Meetings. Special meetings of the Board of Directors may be called upon the request of the President or Vice-President or one-third of the Board of Directors.

ARTICLE V - OFFICERS AND DUTIES. Officers must be Directors of the Herring Ponds Watershed Association. Officers act only under the supervision and direction of the Board of Directors.

Section 1. **President.** The President is the general coordinator of all Association business. He or she supports directives from the Board of Directors and upon directives, may act as their spokesperson. He or she shall convene regularly scheduled Board of Directors meetings. The President shall preside, or arrange for another Officer or member of the Board of Directors to preside at each meeting. The President shall also be an *ex-officio* member of all standing committees.

Immediate past Presidents shall advise the current President, and may hold a nonvoting or voting position on the Board of Directors by voted invitation of the Board.

Section 2. **Vice-President.** The Vice-President will assist the President as needed, and serve as acting president should the President be unavailable.

Section 3. **Secretary.** The Secretary is responsible for ensuring that proper notice is given of all official Directors' and Members' meetings (Articles II and III).

The Secretary shall oversee the taking of minutes and votes for all official Association meetings, including Membership and/or of the Board of Directors. Duties for taking minutes may be temporarily assigned to another person by directive of the Secretary or by persons officiating at Association meetings should the Secretary be absent.

The Secretary (or designee) will ensure that minutes of Director's meetings are distributed to all Directors soon after meetings take place, but always prior to any succeeding meeting. Exceptions may be made in the case of minutes for Special Meetings, in which case minutes should be distributed as soon as possible thereafter.

The Secretary will arrange for minutes of regular Membership meetings be made available by their timely posting on the Association's web site prior to any succeeding meeting, or by other distribution methods addressed to all Members should web-posting not be possible.

The Secretary is responsible for maintaining archival records of the Association unless such duties are officially designated to an Assistant Secretary by vote of the Board of Directors.

The Secretary, working with the President, will schedule reports from appropriate Officer for reports required by the United States and Commonwealth of Massachusetts governments.

Section 4. **Treasurer.** 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 Board of Directors. The Treasurer makes reports at Board of Directors meetings. The Treasurer will work with the Board of Directors to prepare the Annual Budget. The Treasurer will prepare and deliver timely financial statements required by governmental agencies, provide copies of these reports to the Secretary, and advise the Board of Directors when this has been accomplished.

ARTICLE VI – COMMITTEES. Board committees, standing committees or *ad hoc* committees may be created or dissolved by the Board of Directors.

Section 1: Standing Committees. The Board of Directors may create standing committees as needed, such as Membership, Education, Water Safety, Water Quality, Outreach, etc. Chairs of standing committees shall be Directors of the Association. Standing committee chairs shall be appointed annually by the Board of Directors. Standing Committee chairs also prepare their committee meeting agendas and make regular reports at Board meetings.

Section 2. *Ad hoc* Committees may be appointed at any time by the Board of Directors, and shall be chaired by a Director.

Section 3. Board Committees. Each year the Board of Directors shall appoint an Audit Committee comprised of at least two Directors, excluding the Treasurer, and such other persons as they may deem necessary. The Audit Committee shall review the treasury records for accuracy and clarity, and issue a report to the Board of Directors. The Audit Committee may, with Board approval, engage professional assistance.

ARTICLE VII.- FISCAL YEAR.

Section 1: The fiscal year shall be the calendar year.

ARTICLE VIII – AMENDMENTS.

Section 1: Amendments to the By-Laws may be proposed by approval of a two-thirds majority of the Directors. Director-approved amendments must be submitted to the Secretary or the Secretary's designee, to be sent out with proper notification of a Membership meeting. Acceptance of amended By-Laws must be adopted by a 2/3rds majority vote of the Association Membership present at a Membership meeting (see Article II).

(signed)

(signed)

Donald Williams

President, Herring Ponds Watershed Association

These revised Bylaws were approved at a meeting of the Membership of **The Herring Ponds Watershed Association, Ltd** on xx/xx/2020