

Nimishillen Creek Watershed Partners Bylaws

**Adopted:
6/29/04**

1.01 PURPOSE

The mission of the Nimishillen Creek Watershed Partners is to promote the restoration of the Creek's water quality to fishable, swimmable standards and the protection of the Creek corridor.

2.0 MEMBERSHIP

- 2.1 Membership is open to any individual, family, or organization that subscribes to the purposes of the Watershed Partners.
- 2.2 The Watershed Partners will be directed by the Nimishillen Creek Core Committee consisting of voting representatives from the following:
 - At least 5 members who are residents of the watershed.
 - 5 to 10 members from any of the following sectors: jurisdictional units of government in the watershed, educational, recreational, commercial, and agriculture.
 - The Core Committee shall consist of no more than 15 members.
- 2.3 Each participating state or federal agency may be represented by one (1) ex-officio, non-voting member of the Core Committee.
- 2.4 Core Committee membership shall be selected as follows:
 - A list of candidates from an open invitation for nominations to represent the units of government, educational, recreational, commercial, and agriculture (non-residential) sectors shall be maintained; an election by written, secret ballot of all members present shall be conducted to elect Core Committee members.
 - A list of candidates from an open invitation for nominations to represent residents of the watershed shall be maintained; an election by written, secret ballot of all members present shall be conducted to elect Core Committee members.
 - The five (5) residential and the five (5) non-residential candidates with the most votes will be elected to the Core Committee.

- The last five (5) Core Committee members shall be the remaining five (5) candidates from both the residential and non-residential sectors with the most votes.
- 2.5 Core Committee vacancies shall be filled following the process in Section 2.4, except in the case of the Chair, which vacancy shall be filled pursuant to Section 3.3.
- 2.6 Except for the initial election, all Core Committee members shall be elected to a four-year term. For the initial election, the four (4) residential and four (4) non-residential candidates receiving the most votes will be elected to a four-year term. The remaining elected members will serve a two-year term. Re-election to the Core Committee is permitted.
- 3.0 ORGANIZATION AND OFFICERS**
- 3.1 The officers of the Watershed Partners are the Chair, Vice-Chair, and Secretary. The Chair shall be one of watershed residents on the Core Committee.
- 3.2 The duties of the Chair include, but are not limited to:
- Developing meeting agendas;
 - Presiding over all meetings of the Watershed Partners; and
 - Serving as Chair of the Core Committee and as an ad hoc member of other committees.
- 3.3 The Vice-Chair may be any member of the Core Committee. The Vice-Chair shall assume the duties of the Chair for the remainder of that term should that office become vacant, and shall preside at meetings of the Watershed Partners and Core Committee when the Chair is unable to attend.
- 3.4 The Secretary may be any member of the Core Committee. The duties of the Secretary include, but are not limited to:
- Maintaining the official records of the Watershed Partners;
 - Recording and distributing the summaries of the Watershed Partners meetings;
 - Maintaining a current record of the names and addresses of Watershed Partners members; and
 - Sending out notices of meetings and any supporting meeting materials at least two (2) weeks prior to scheduled meetings.
- 3.5 Election of the Chair, Vice-Chair, and Secretary shall be by written, secret ballot by the Nimishillen Creek Watershed Partners members. For each vacant position, the candidate with the most votes wins the election. For the initial election, nomination shall be made by the Organizational Committee (refer to

Section 4.2); in subsequent elections, nominations shall be made by the Core Committee. Additional nominations may be made by any Watershed Partners member from the floor or in writing to any member of the Organizational Committee (the Core Committee after the first election). It is incumbent upon the nominator to determine willingness of the nominee to serve.

- 3.6 The Chair shall be elected for a two-year term. The initial Vice-Chair shall be elected for a one-year term; thereafter, the Vice-Chair shall be elected for a two-year term. The Secretary shall be elected for a two-year term. Re-election of these offices is permitted.
- 3.7 If a Treasurer or Fiscal Agent becomes necessary, the Core Committee shall appoint a Treasurer or Fiscal Agent for the Watershed Partners. If it becomes legally necessary that a Treasurer be elected, the election procedures in Section 3.5 shall be followed.

4.0 COMMITTEES

4.1 Standing Committees:

The following standing committees shall be established by the Core Committee to address concerns of the Watershed Partners:

- Creek LEAP
- Education Committee

4.2 Organizational Committee

The Organizational Committee was previously established on 4/10/02. When the bylaws are adopted by the Watershed Partners, the Officers elected, and the Core Committee selected, the Organizational Committee will cease to exist.

4.3 Other Committees

The Core Committee may appoint such other Standing or Ad-Hoc Committees as deemed necessary to support the efforts of the Watershed Partners.

4.4 Core Committee

The Core Committee shall be composed of residential and non-residential sector members elected by the Watershed Partners as outlined in Section 2.4.

The duties of the Core Committee shall include, but not limited to:

- Directing the business activities of the Task Force;
- Nominating members for elected positions;
- Creating or disbanding Standing or Ad Hoc Committees;

- Calling emergency meetings without two weeks' notice; and
- Recommending projects to Committees.

4.5 Each Committee shall elect a Committee Chair by the end of its second meeting, except the Chair of the Core Committee which will follow the election procedure in Sections 3.2 - 3.5.

5.0 MEETINGS

5.1 The Watershed Partners shall meet as determined by the Core Committee.

5.2 Notice shall be sent (mail or email) to all members at least two (2) weeks in advance of all Watershed Partners meetings. Notice shall include an agenda and business material that may be considered or acted upon.

5.3 The Core Committee can meet as often as needed, but must meet at least 4 times during the calendar year.

6.0 DECISION MAKING

6.1 The Watershed Partners and its Core Committee shall strive to operate by consensus.

6.2 In the event consensus cannot be reached, any Watershed Partners Core Committee member may call for a vote on any issue during the course of any meeting. However, at least seven (7) Core Committee members must be present to call for a vote.

6.3 Decisions made by vote shall require a majority of the Core Committee members present for passage.

6.4 Core Committee members may be represented by designated alternates. Alternates must be designated by letter to the Chair or Vice Chair in advance of the meeting. The alternate shall have all the rights and duties of a voting member during the meeting(s) for which they are a designated alternate.

6.5 Any officer or Core Committee member may be removed, with or without cause, by the Core Committee. A written notice of a removal vote must be sent to all Core Committee members at least two (2) weeks in advance of the meeting where the vote will occur. Any such removal shall require a two-thirds (2/3) vote by the Core Committee members who are present. In accordance with Section 6.2, at least seven (7) Core Committee members must be present in order to call for a removal vote.

6.6 Any officer or Core Committee member may resign by giving written notice to the Core Committee. The acceptance of such resignation shall not be necessary to make it effective.

7.0 MISCELLANEOUS PROVISIONS

8.0 ADOPTION AND AMENDMENTS

- 8.1 These bylaws and any amendments shall be adopted by a simple majority vote of the Watershed Partners. Amendments to the bylaws shall be summarized in the notice of the Watershed Partners meeting at which the proposed amendments are to be voted on.