

BYLAWS OF THE ELLERBE CREEK WATERSHED ASSOCIATION (as last amended at Annual Meeting of 21 November 2021)

ARTICLE I NAME, TYPE, AND PURPOSE

Section 1. The name of this Association shall be "The Ellerbee Creek Watershed Association" for official corporate purposes and "The Ellerbe Creek Watershed Association" for all ordinary business and promotional purposes. In this document it is hereinafter referred to as "the Association."

Section 2. The Association is and shall remain a non-profit corporation organized under the laws of the State of North Carolina. Its "articles of organization" comprise the articles of incorporation and these bylaws as from time to time amended.

Section 3. The objectives of the Association shall be:

- To establish and maintain public greenspace in the Ellerbe Creek watershed, in cooperation with federal, state, and local agencies, officials, and communities;
- To promote land and stormwater management methods beneficial to the ecological health of Ellerbe Creek and its tributaries;
- To promote public education through organized hikes and workshops;
- To promote scientific identification and cataloging of plant and animal life and other natural features within the Ellerbe Creek watershed;
- To promote research related to the ecological restoration of Ellerbe Creek, its tributaries, and associated native plant and animal communities;
- To cooperate with other local, state, and national organizations to achieve these and other charitable, educational, and scientific goals.

ARTICLE II MEMBERSHIP

Section 1. Individuals and families interested in the objectives and purposes of the Association shall be eligible for membership by application for membership, payment of dues as hereinafter provided, and the approval of the Board of Directors.

Section 2. There shall be two types of membership: individual and family. An individual membership shall be entitled to one vote on all matters submitted to a vote of the membership. A family membership shall be entitled to two votes on all matters submitted to a vote of the membership, so long as more than one member of the family is present to vote.

Section 3. The Association shall conduct an annual enrollment of members, but persons may be admitted to membership at any time. Memberships shall run for one year from the date that the dues were received.

ARTICLE III DUES

Section 1. The amount of the annual dues for each class of membership shall be determined for each year by the Board of Directors.

Section 2. Dues shall ordinarily be payable on or before October 1 of each year, but may be paid at any time during the year. Voting privileges at annual or special meetings are dependent on dues having been paid either at the meeting itself or at any time during the prior year.

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ARTICLE IV OFFICERS

Section 1. The officers of the Association shall consist of a President, Vice-President, Secretary, and Treasurer, all of whom shall be ex-officio members of the Board of Directors.

Section 2. Officers shall be elected from the membership by vote of the membership at its annual meeting.

Section 3. Officers shall assume their official duties following the close of the annual meeting at which they were elected and shall serve for a term of two years and until the election and qualification of their successors. Should the Board of Directors decide by majority vote that any Officer is not properly or adequately performing his/her duties, and that Officer does not then choose to resign, the Board may propose removal and replacement of that Officer to a general meeting of the membership.

Section 4. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board of Directors.

Section 5. The President shall preside at all meetings of the Association and of the Board of Directors at which he/she can be present; shall perform all duties ordinarily incident to his/her office; shall perform such other duties as may be prescribed in these bylaws or assigned to him/her by the Board of Directors; and shall coordinate the work of the officers and committees and staff of the Association in order that the Association's objectives may be promoted.

Section 6. The Vice-President shall perform all duties as assigned by the President or Board of Directors and shall be the presiding officer in the absence of the President.

Section 7. The Secretary shall be the official custodian of all records of the Association, shall keep the minutes of all meetings of the Association and of the Board of Directors, shall give all required notices, and shall conduct such correspondence as the Board of Directors shall direct.

Section 8. The Treasurer shall keep a full and accurate account of all receipts and expenditures of the Association. The Treasurer shall prepare financial statements as directed by the Board of Directors and shall be the representative of the Association in all matters involving tax and/or audit requirements.

ARTICLE V BOARD OF DIRECTORS

Section 1. The Association shall be governed by a Board of Directors.

Section 2. The Board of Directors shall consist of a minimum of ten Directors and a maximum of twenty Directors, including ex-officio members, the exact number of which shall be determined by the Board of Directors. The Directors shall be elected from the membership at the annual meeting of the Association by vote of the membership. Any directorships not filled by the members shall be treated as vacancies to be filled by and at the discretion of the Board of Directors.

Section 3. Directors shall assume their official duties following the close of the annual meeting and shall serve for a term of two years and until the election and qualification of their successors. Directors may serve an unlimited number of consecutive terms.

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Section 4. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A Director so appointed shall serve for the unexpired term of his or her predecessor in office or for a term commensurate with the terms of those Directors then in office.

Section 5. More than half the number of Board members shall constitute a quorum for doing business. Each member shall be entitled to one vote.

Section 6. The business of the Board of Directors shall ordinarily be accomplished by a majority vote of those Directors present and authorized to do business at a meeting of the Board. The Board of Directors shall also be permitted to conduct votes via electronic mail (e-mail) at the discretion of the President, unless at least one-third of the Board members object to e-mail voting on a particular issue. Board members who do not have access to e-mail shall be notified of all votes and shall be permitted to cast a vote in a written format, e.g., fax or postal mail. All votes taken via e-mail shall be recorded in the meeting minutes for the following meeting.

Section 7. Board members shall serve without compensation.

Section 8. The powers and duties of the Board of Directors shall include:

- the appointment and dissolution of all committees and task forces and the chairpersons thereof;
- the appointment of all persons or organizations to serve the Association;
- interpretation of the Bylaws;
- the establishment of a budget and the approval of non-budgeted expenditures;
- the establishment of policy for the Association, including policies for regulating any reimbursement for expenditures.

Section 9. Directors and Officers must excuse themselves from discussions or votes if a conflict of interest arises. All officers and directors must have a signed Conflict of Interest form on file with the Secretary.

Section 10. The Board of Directors may choose to establish staff positions for the Association, establishing mechanisms for the hiring, compensation, and termination of such staff members and delegating to the staff such authority as it shall deem fit. The staff will have no authority other than that explicitly delegated to it by the Board of Directors, as that delegation is interpreted by the President.

ARTICLE VI NOMINATING COMMITTEE

Section 1. There shall be a nominating committee composed of four members selected by the Board of Directors from the membership. The chair shall be selected by the members of the nominating committee.

Section 2. The nominating committee shall nominate one eligible person for each office and directorship to be filled and report its nominees at the annual meeting, at which time additional nominations may be made from the floor.

Section 3. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such offices or directorships.

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ARTICLE VII COMMITTEES

Section 1. The Board of Directors may create such committees and task forces as it may deem necessary to promote the objectives and carry on the work of the Association. Each such committee shall have as a member at least one director. The Board shall appoint the chair or delegate selection to the President. In addition, the Board may appoint some or all additional members of any committee, or the Board may delegate selection to the chair. The Board shall charge every committee, and every committee shall report on its activities as it is directed to by the Board.

ARTICLE VIII MEETINGS

Section 1. There shall be an annual meeting of the Association in the month of October or November each year, the exact time and place to be decided upon by the Board of Directors.

Section 2. Special meetings of the Association may be called by the President or by the Board of Directors.

Section 3. Written or printed notice stating the place, day, and hour of the Association meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, to each member entitled to vote at such meeting.

Section 4. Members holding one-tenth of the votes entitled to be cast, represented either in person or by written proxy, shall constitute a quorum for the transaction of business at any meeting of the members. A majority of the votes entitled to be cast by the members present or represented by written proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Section 5. The Board of Directors may establish a schedule of regular Board meetings and change that schedule from time-to-time. When meetings of the Board are held in accordance with such a schedule no notice shall be required. Members of the Board must receive a minimum of five days notice of any change to that schedule. Notice must be by printed or electronic mail. The President or two Directors may call a special meeting of the Board upon five days notice to the members of the Board.

ARTICLE IX FINANCES

Section 1. All funds shall be deposited in an account or a set of accounts in the name of the Ellerbe Creek Watershed Association. All Association monies received by any other members or staff shall be immediately delivered to the Treasurer, unless the Treasurer has authorized a staff member (such as an Executive Director) to make deposits, providing information on them to the Treasurer.

Section 2. All withdrawals of funds shall be performed only by the Treasurer or the President, unless the Board of Directors chooses also to delegate such authority to one or more staff members (such as an Executive Director).

Section 3. The Association's fiscal year shall begin on October 1 and shall end on the following September 30.

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ARTICLE X PROCEDURE

Section 1. The President shall regulate and govern all debate and action by the Board of Directors at any meeting in a manner which promotes a fair exchange of views and the efficient dispatch of business.

ARTICLE XI AMENDMENTS

Section 1. These bylaws may be amended by a vote, at any meeting of the Board, provided all Directors have been notified at least one week in advance of this purpose, of the majority of the directors in office at the time the amendment is adopted.

ARTICLE XII DISSOLUTION

Section 1. In the event that the Association becomes inactive or dissolves, all the Association's holdings, including all monies and other properties, shall be distributed in accordance with the Association's articles of incorporation.