

Fishkill Creek Watershed Association

By-Laws of the Organization

March 5, 2012

I. Organization Name and Purpose

1. The name of the organization shall be the Fishkill Creek Watershed Association.
2. The Association is a non-profit, community service organization whose purpose is to encourage individuals and entities, both public and private, to work for the protection of the natural environment within the Fishkill Creek Watershed.
3. The Association is a volunteer organization whose mission is to encourage individuals, municipalities, and entities, both public and private, to cooperate for resolution of issues that affect the natural environment within the Fishkill Creek Watershed. Typical issues include: reduction of non-point source pollution to the watershed, assessment of creek conditions, cleanup and riparian buffer projects, education of the public and officials regarding watershed issues and water quality, and guidance of the public in watershed activities.
4. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

II. Board of Directors / Officers

1. A steering committee of volunteers shall provide nominations for formation of the original Board. Board members shall be selected by majority vote of the steering committee.
2. Upon formation of the Board of Directors, the steering committee shall be dissolved and upon conclusion of the Director's terms of office, subsequent Boards shall be elected by majority vote of the general membership at an annual meeting.
3. The Board of Directors shall serve without compensation and consist of five members.
4. Directors shall be at least 21 years of age, be residents within either Dutchess or Putnam counties, and be active members of the Association.
5. Directors shall serve a maximum of four consecutive two-year terms.
6. Any Vacancy occurring during a term of office shall be filled by the Board of Directors for the balance of the term as soon as practicable, using the provisions of Section IV of these by-laws.
7. A Director with three consecutive absences from Board meetings without explanation(s) acceptable to the Board shall be deemed to have resigned.
8. Board members shall be subject to termination based upon breach of commitment to the Organization or conviction for felony offense.
9. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, shall inform the Board of such conflict. That member will refrain from the discussion of, and recuse him/herself from voting on said item.

10. The officers of the Board shall consist of a President, Vice President, Secretary, and Treasurer and shall be selected by majority vote of the Board of Directors following election of the Board.
11. Officers will serve a term of two years.
12. If there is more than one candidate for any position, an election by paper ballot will be held for that position.
13. The duties of the officers shall be:
 - a) The President shall preside at Board meetings, coordinate the scheduling of Board meetings, develop agendas for Board meetings, appoint committee members, oversee the work of committees and perform other duties as appropriate.
 - b) The Vice President shall assume the duties of the President in the event of his/her absence and shall be responsible for maintaining the membership list of the Association.
 - c) The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, distribute copies of minutes to Board members and maintain the organization's by-laws, amendments and correspondence.
 - d) The Treasurer shall propose the organization's budget to the Board, update the budget as necessary, maintain appropriate bank account(s), distribute funds as directed by the Board, prepare and file timely tax returns as required by law and prepare financial reports as needed, using standard accounting practice.

III. Committees

1. The President may appoint standing and ad hoc committees as needed.
2. Committees shall report to the Board on the status of their work.
3. Ad hoc committees shall be dissolved upon completion of their stated objective(s).
4. Standing committees shall be established for the following purposes:
 - Membership
 - Grants
 - Programs and Outreach

IV. Meetings

1. Regular meetings of the Board shall be held not less than once per quarter and be open to the general membership.
2. Special meetings may be held at any time, upon notice of one week, when called for by the President or a majority of Board members.
3. Three Board members present at a meeting constitute a quorum.
4. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
5. Passage of a motion requires a majority of the Board members present.
6. An annual meeting will be held once each year, which will provide for:
 - a) a review of the state of the organization
 - b) election of the Board of Directors as required.
7. Meeting agendas shall be provided at least five days in advance of each regular or special Board meeting.

8. Any member of the Board may submit an item for the agenda if it is provided to the Secretary in writing at least one week prior to the meeting.
9. At general membership meetings, all active members current with dues are eligible to vote.
10. Except as otherwise stated in these by-laws, all proceedings of the Association will be governed by Roberts Rules of Order as a guideline for conducting the business of the organization.

V. Fiscal Policies

1. The fiscal year of the Board shall coincide with the calendar year.
2. The Board shall be responsible for having an audit of the organization's finances performed on an as needed basis.
3. Recommendations for additions or modifications to fiscal policies may be made by passage of a motion by the Board.
4. Upon the dissolution of the organization, assets shall be distributed to the Cornell Cooperative Extension Dutchess County (CCEDC) for appropriate environmental purpose. If that organization no longer exists or is not exempt under section 501 (c) (3), assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
5. The Board shall conduct its business in a manner that:
 - a) Does not jeopardize the 501(c)(3) tax exempt status of the Organization
 - b) Supports the mission statement of the Organization
 - c) Uses standard accounting methods, and
 - d) Provides for two eligible signatures for all transactions of the Association.

VI. Members

1. The Membership Subcommittee shall solicit members for the Association.
2. Membership shall strive to be diverse and be open to the general public.
3. Individual memberships shall be established upon payment of an annual membership contribution.
4. Membership levels shall be established by the Board for various levels of contribution as appropriate.

VII. Amendments

1. These by-laws may be amended by an affirmative vote of four Board members present at any meeting, provided a copy of the proposed amendment(s) has been given to each Board member at least one week prior to such meeting.

Approval Date: March 5, 2012 Approved by: Rick Witt, President Pete Berasi, Secretary