

By-Laws of the Niantic River Watershed Committee, Inc.

A 501(c)(3) Corporation formed pursuant to the Niantic River Watershed Protection Compact, signed in 2011 by the Towns of East Lyme, Montville, Salem, and Waterford, CT

(Approved by Board Development Committee 11-9-10; Revised 10-26-11, 12-7-11, 6-6-13, 5-3-18)

Article I. Mission

To restore and preserve the Niantic River Watershed through inter-municipal cooperation and the sound development of land use practices that mitigate pollution of the watershed, and that support all uses including shellfishing, fishing, swimming, boating, habitat, and drinking water supplies.

Article II. Charges and Duties

The **Niantic River Watershed Committee (NRWC)** shall be an advisory committee with the following charges and duties:

- Implement the goals and recommendations of the *Niantic River Watershed Protection Plan (NRWPP)*, as amended
- Establish a sustainable coalition of partners to manage the Niantic River Watershed
- Provide outreach and education regarding water quality issues in the Niantic River Watershed
- Support and improve water quality and biological monitoring of the Niantic River and its tributaries
- Produce an annual Plan of Work to help implement and record goals of the NRWC
- Periodically review and update the *NRWPP*

Article III. Niantic River Watershed Committee

The NRWC shall be composed of the Board of Directors and may include a Watershed Coordinator, who shall be approved by a majority vote of the Directors. Representatives may come from local environmental and/or community groups, local business owners, utility companies, regional environmental and planning organizations, state and federal agencies, or interested private citizens.

Article IV. Voting Membership

A. Board of Directors

The Board of Directors shall be the governing body of the NRWC and shall be responsible for planning, directing and evaluating the activities of the Committee. Members of the Board of Directors will constitute the voting membership of the corporation. All actions by the Board shall be decided by a majority vote of the Directors present at an authorized meeting. The terms “member” and “membership” in these bylaws shall refer to the participating entity and not the actual representative as described below. The term “Director” shall refer to the actual appointed representative. Directors and alternates appointed by member town governments and specific commissions shall serve as official voting members. Alternates may be seated in place of absent Directors by a vote of Directors present. Staff from any organization having expertise relevant to the Board’s activities will be

encouraged to participate on an advisory basis. A representative of the Connecticut Department of Energy and Environmental Protection (CT DEEP) may serve as a non-voting (*ex officio*) member.

a. Board Membership: The Board Membership of the NRWC shall consist of the following entities:

Town of East Lyme (2)	East Lyme Harbor Management/Shellfish Commission (1)
Town of Salem (2)	Waterford/East Lyme Shellfish Commission (1)
Town of Montville (2)	CT DEEP (1; non-voting <i>ex officio</i>)
Town of Waterford (2)	

Insofar as practical, directors appointed shall be knowledgeable and experienced in the management, protection and promotion of the natural resources of the watershed and of the purpose and goals of the *NRWPP*. Directors shall serve without compensation except to receive reimbursement for reasonable expenses incurred on behalf the NRWC that is approved by the Board.

B. Appointments: Each municipality or member entity shall appoint representatives to the Board of Directors. Each municipality may have two representatives and one alternate; all other member entities may have one representative and one alternate. The governing body of each shall be requested to appoint regular and alternate representatives.

C. Terms: The term of office of a Director shall be 4 years except that, initially, one Director shall be elected for a term of 1 year in Waterford and Salem, one Director for a term of 2 years in East Lyme and Montville, one Director for a term of 3 years in Waterford, East Lyme and Montville, and one Director for a term of 4 years in Waterford and Salem. Subsequently, appointments shall be for terms of 4 years. Thereafter, each new appointment shall be for a term of 4 years, except that for vacancies occurring for any reason, appointments may be made to fill the unexpired portion of such term by the governing body of the municipality or entity represented by the vacant seat.

Article V. Officers

The Board of Directors shall elect a Chair, a Vice Chair, a Secretary, and a Treasurer. The Directors may elect such additional officers as they deem necessary. Officers shall be elected by a majority vote of the full Board at a meeting held during February of odd-numbered years. Officers shall hold office for terms of 2 years from the date of the adoption of these bylaws. The Officers of the Board of Directors shall have such authority and shall perform such duties as are customary to their respective offices and such other duties as may from time to time be required of them by the Board.

Article VI. Duties and Powers of the Board of Directors

The duties of the Board of Directors shall include directing the activities of the NRWC in conformance with goals and recommendations of the *NRWPP*, creating and appointing subcommittees as needed to

carry out its stated goals, and reviewing, evaluating and revising the NRWC implementation activities (Plan of Work) on an annual basis.

A. Advisory Members: The Board may, from time to time, appoint as advisors persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes of the NRWC.

B. Staff: The Board is authorized to engage staff as needed for the administration of the NRWC and to pay reasonable compensation for services and expenses thereof within available appropriations.

C. Committees: The Board shall have the authority to create and populate committees as needed and to dissolve such committees when their work is complete. Each such committee shall be advisory to the Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed for it by the Board. Appointments to and the filling of vacancies on such committees shall be made by the Board unless otherwise provided. Any action by each committee shall be reported to the Board.

Article VII. Non-voting Membership

The Board shall have the authority to establish and define non-voting categories of membership. This type of member is simply one who in return for a membership fee or other donation receives a benefit of some kind, usually a newsletter, or other benefits as determined by the Board. This type of member has no legal rights or legal standing in the organization. All NRWC meetings shall be open to the public, unless an Executive Session has been declared and approved by a majority of the Directors present.

Article VIII. Watershed Coordinator

The NRWC may appoint a Watershed Coordinator to assist the Board in implementing the *NRWPP*, including conducting inter-jurisdictional coordination activities, grant-writing, and evaluation of plan achievements. The Coordinator may provide administrative functions to the Board as directed by a majority of the Directors, including planning meetings and implementing projects furthering the goals of the NRWC. Activities of the Coordinator may include attending meetings and providing reports on current activities pertinent to the Watershed including, but not limited to, education and outreach, environmental monitoring, grant proposals, projects of interest occurring within the Watershed, and time spent on Coordinator activities. The Watershed Coordinator position may be supported financially by the NRWC to the extent possible by the Board through grants and other sources of funding.

Article IX. Meetings

The Board shall hold regular meetings at a time and place as may be fixed by the Chair and approved by the Board. Special meetings of the Board may be called by the Chair, and shall be called by him or her upon the request of any two Directors. Five voting members shall constitute a quorum for a meeting.

Notice of all Board meetings shall be given by electronic or surface mailing at least 10 days before the meeting to the preferred business or residence address of each Director. At any meeting for which notice has been given, any business may be transacted. Presence at any meeting shall constitute a waiver of notice for that meeting.

Except as otherwise specifically provided in these By-Laws or as is required by law, action approved by the affirmative vote of a majority vote of the Directors present at a meeting shall be the action of the Board of Directors. Approval of grants shall require the vote of a majority of all Directors.

The proceedings of the Board of Directors of the NRWC shall be subject to the provisions of the Freedom of Information Act (FOIA) as they pertain to a 501(c)(3) non-profit organization.

Article X. Treasury and Finances

The NRWC may maintain a treasury account into which funds received through grants, membership fees, donations, or other sources shall be deposited. Any such funds are to be used only for business conducted by the Board in furtherance of its purposes. This account shall be maintained by the Treasurer and subject to audit as directed by the Board. The Treasurer's activities shall be guided by the most recent Board-approved *Accounting Policies and Procedures Manual*. The Treasurer shall also submit an annual business filing with the Connecticut Secretary of State along with any required fee and an annual filing to the U.S. Internal Revenue Service in accordance with current rules applicable to a 501(c)(3) non-profit organization.

Article XI. Amendments

These By-Laws may be amended or repealed by a majority vote of the Board of Directors.

Adopted by action of the Niantic River Watershed Committee, Inc. Board of Directors.

Date: May 3, 2018_____

_____, Secretary