

Article I Membership

Section 1: Composition and Resignation

The membership of the Little Falls Watershed Alliance, Inc. (hereinafter “corporation”), shall consist of all those natural persons and legal entities who support the mission of the corporation and who have asked to have their names entered on the corporation’s mailing list. A natural person or legal entity can resign from membership by asking for his/her/its name to be removed from the mailing list.

Section 2: Meetings, Notice, Quorum, and Voting

The membership shall meet annually to review the corporation’s accomplishments over the past year, to hear about plans for the upcoming year, and to elect directors. The president(s) may convene a special meeting for other purposes when necessary. Notice of a meeting shall be provided to each member by mail or e-mail at least 2 week before the meeting. Fifteen members or, if less, one-quarter of the membership shall constitute a quorum. A quorum being present, a majority vote by the members attending the meeting shall be dispositive. Proxy voting shall not be allowed.

Article II Board of Directors

Section1: Responsibilities

The board of directors (hereinafter “board”) is responsible for a) guiding the direction and development of the corporation according to its purpose; b) assuring compliance with its articles of incorporation and bylaws; c) overseeing its fiscal management, including approving the operating budget and any applications for funding, and providing financial accounting to the public, donors and members, as appropriate; d) approving public positions and communications of the corporation, and authorizing civic and promotional use of its name; and e) delegating daily management to an executive committee, whose work it shall regularly review and direct.

Section 2: Size, Terms, and Qualification

The board shall have up to 13 voting directors, each serving a renewable term of 2 years, except that the directors elected at the first board meeting shall allocate among themselves, as nearly as possible, an equal number of 1-year and 2-year terms, so that

terms expire in rotation. An unlimited number of individuals may serve as honorary, nonvoting directors, whose selection and tenure shall be determined by a vote of the board. Any natural person who is a member of the corporation and who is at least 18 years old qualifies to be a director.

Section 3: Election of Board Members

At the first meeting of the board, the first board of directors named in the articles of incorporation shall elect a new board. Thereafter, directors shall be elected by the membership at its annual meeting, provided that interim vacancies may be filled by a vote of the board. If for any reason there is a failure to elect directors at an annual membership meeting, the incumbent directors shall hold over until their successors are elected by the membership and qualify. In this circumstance, any member may request the president(s) to convene a special membership meeting to conduct the election, which request will not be unreasonably denied.

Section 4: Meetings, Notice, Quorum, and Voting

The board shall have at least 4 regular meetings each year, with all directors receiving notice by mail or e-mail at least 3 days in advance. Special meetings may be convened by the president(s) or at the request of a majority of all voting directors. At least 3 days notice (by mail or e-mail) of a special meeting must be given unless all voting directors - for a matter of urgency - consent to a shorter notice. A majority of voting directors shall constitute a quorum and, a quorum being present, actions of the board generally shall be determined by a majority vote of the voting directors attending a meeting. However, a majority vote of the entire board (except honorary directors) is necessary to amend the articles of incorporation or these bylaws, to dissolve the corporation, and to remove a director. Voting by proxy shall be allowed only as follows: 1) On any matter requiring a majority vote of the entire board, proxies shall be allowed, if signed and dated by a director and provided to the president(s) before the vote, and 2) Any director unable to attend a meeting may designate another natural person to act as his or her substitute for purposes of that meeting, with the same powers as the absent director.

Section 5: Resignation and Removal

Notice of resignation from the board must be in writing (including in electronic form) and takes effect when received by the president. A director may be removed from the board by a majority vote of the entire board (except honorary directors), as provided in Section 4 of this article.

Article III Executive Committee

Section 1: Composition and Terms

The board shall elect officers from among the voting directors to serve on an executive committee. The executive committee shall be composed of a president or co-presidents, a vice president, a secretary, a treasurer, and any other officers that the board deems advisable. Officers shall serve one-year terms. The terms of officers other than the president(s) shall be renewable indefinitely. The president(s) shall not simultaneously hold another office in the corporation and shall not serve for more than two years consecutively.

Section 2: Role, Actions, and Responsibilities

In intervals between board meetings, the executive committee, subject to the board's direction and oversight, shall have all of the responsibilities, powers, and authority of the board, except those relating to elections of directors or officers, removal of directors or officers, amendments to the articles of incorporation or these bylaws, and such other matters as the board may reserve to itself. Actions of the executive committee shall be determined by a majority vote of all of its members, whether or not present at a meeting.

Individual responsibilities that the four core officers serving on the executive committee shall perform, or cause to be performed, include:

President(s): Convening and presiding over meetings of the membership, the board, and the executive committee; communicating with the membership regarding actions taken by the board and the executive committee; and representing the corporation in public and legal matters.

Vice President: Performing as president when the president(s) is/are absent or otherwise unavailable.

Secretary: Recording board and executive committee actions; taking minutes at meetings; distributing meeting announcements, copies of agendas, and minutes; and maintaining membership records.

Treasurer: Receiving and disbursing all funds and managing the finances of the corporation; keeping the corporation's financial books and records; assisting in budget preparation and development of fund-raising plans; and making financial information available to the board, the membership and the public. For disbursements over \$1,000, the signatures of both the treasurer and another authorized officer are required.

Section 3: Standing and Ad Hoc Committees

The executive committee may establish standing and ad hoc committees to assist with the performance of its responsibilities.

Article IV Adoption, Amendment, and Review of Bylaws

These bylaws were adopted at a meeting of the board on June 30, 2008. They may be amended by a majority vote of the entire board (except honorary directors), as provided in Article II, Section 4, above. The board shall review the bylaws annually.