

Bylaws
of the
Raccoon Creek Partnership

ARTICLE I. - NAME

The name of the organization shall be the *Raccoon Creek Partnership* and referred to as the *RCP*.

ARTICLE II. – PURPOSE

The mission of the Raccoon Creek Partnership is “to work toward conservation, stewardship, and restoration of the watershed for a healthier stream and community”.

The primary objectives of the Raccoon Creek Partnership are:

1. To partner with local, state and federal agencies and organizations to facilitate and implement water quality restoration, enhancement, and protection projects.
2. To conduct outreach activities and provide environmental education to the public and watershed partners with regard to Raccoon Creek watershed management.
3. To create, enhance, and promote recreational opportunities on Raccoon Creek.
4. To support and coordinate watershed related research activities.
5. To develop and support stewardship programs to activate and educate the local watershed community.
6. To advocate and support activities that support and further the mission of the RCP.

ARTICLE III. - NATURE

This organization is formed as a partnership of individuals, businesses, agencies, organizations, institutions, corporations, and governmental units with the common mission and purpose of the Raccoon Creek Partnership. This organization shall be a not-for-profit organization and is formed exclusively for educational, scientific, and testing for public safety purposes within the meaning of section 501(c)3 of the Internal Revenue Code. The Raccoon Creek Partnership is a non-political organization and will not undertake any action that could jeopardize the not-for-profit status of the corporation under federal and state law for Section 501(c)3 organizations. The RCP may endorse issues related to the Raccoon Creek and its tributaries.

ARTICLE IV. – MEMBERSHIP

The corporation shall have two levels of membership, designated as “General” and “Supporting”.

1. **General Membership:** General membership may be extended to any agency, business, organization, corporation, governmental unit, or other entity that is interested in promoting the common mission and purpose of the Raccoon Creek Partnership. Members are considered in good standing at the first of the month in the month that annual dues are paid.

- a) General Membership in the Raccoon Creek Partnership will commence with the signing of a membership agreement and membership will be effective the date of receipt of payment of dues.
- b) Each General Member is entitled to one vote. Organizations, agencies (or divisions of), businesses, corporations, governmental units, and other entities shall designate a voting representative and an alternate.
- c) Each General Member shall have the privilege to nominate and elect board members, vote on bylaw amendments, articles of incorporation, dues, and other issues brought forth by the Board of Directors.
- d) Each General Member may bring forth issues related to the mission, purpose, function, and funding to the Board of Directors of the Raccoon Creek Partnership.
- e) General Membership may be revoked for just cause as determined by a two-thirds majority vote on the Board of Directors and a simple majority vote of the members present at the next scheduled meeting.

2. **Supporting Membership:** Supporting membership may be extended to any individual interested in promoting the common mission and purpose of Raccoon Creek Partnership. This provision is to allow and encourage participation from individuals who desire to support the Raccoon Creek Partnership but who do not represent any entity or organization.

- a) Supporting Membership in the Raccoon Creek Partnership will commence with the issuance of a membership card by the Treasurer, effective the date of payment of dues.
- b) Each Supporting Member has the privilege to nominate and vote for the Board of Directors at the annual meeting.
- c) Supporting Members may bring forth issues related to the mission, purpose, function, and funding to the Board of Directors of the Raccoon Creek Partnership.

- d) Membership may be revoked for just cause as determined by a two-thirds (2/3) majority vote on the Board of Directors and a simple majority vote of the members present at the next scheduled meeting.

ARTICLE V. – DUES

Dues shall be reviewed and recommended annually by the Board of Directors and approved by a simple majority vote of the members present at a regularly scheduled meeting. Dues shall be renewed annually and payment will be due in full the first of the month in which dues were collected the previous year. New members shall be required to make payment in full with a signed partnership agreement.

ARTICLE VI. – MEETINGS

Meetings of the Raccoon Creek Partnership will consist of three types, “annual”, “regular”, and “special”.

- a) “*Annual Meetings*” – shall be held during the last quarter of the fiscal year.
- b) “*Regular Meetings*” - shall be conducted quarterly with dates to be set at the annual meeting for the next year.
- c) “*Special Meetings*” – may be scheduled by the Chairperson and/or the Board of Directors. The secretary shall send out notices of special meetings to each member marked two weeks in advance.

ARTICLE VII. – BOARD OF DIRECTORS

There shall be a Board of Directors of seven (7) elected members. All Board members will be elected by the entire membership present at the annual meeting, beginning with the first annual meeting. All Board members are required to be a member of the Raccoon Creek Partnership and in “good standing”.

An interim board will be established for the organization until elections can be held at the first annual meeting of the organization.

The initial Board of Directors terms will be staggered to avoid complete turnover of the Board. Four of the initial Board members terms will be two years in length and three of the board members terms will be one year in length. Board members elected beginning with the second election and beyond will serve a two-year term. A Board of Director’s term will begin with annual meeting in which elected and end at the close of the annual meeting, which their term expires. Board members may serve a maximum of three consecutive terms.

A quorum shall be required to conduct business at all board meetings. A quorum is defined as 51% of the Board of Directors. If the meeting has been advertised

and scheduled in advance to the membership, the membership present shall constitute a quorum. A majority vote of the Board of Directors present shall be required to pass a motion.

When a vacancy on the Board exists, nominations for new members may be received by the Secretary or Chairperson from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. A Board vacancy will be filled through nomination from the Board only to the end of the vacant Board members term when a new election will occur.

Resignation by a Board member must be in writing and received by the Secretary. A board member can be dismissed from the Board for excessive absences if he/she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a two-thirds (2/3) majority vote on the Board of Directors and a simple majority vote of the members present at the next regularly scheduled Raccoon Creek Partnership meeting.

ARTICLE VIII. – OFFICERS AND DUTIES

Officers of the RCP shall serve one (1) year terms with reappointment optional each year. These officers shall be nominated and elected by a majority vote of the Board of Directors at the first Board meeting following the annual meeting. In the case of death, resignation, or inability to continue as an officer, the Board of Directors may declare the office vacant and appoint his/her successor. All officers shall be nominated and elected from the currently serving Board of Directors.

Chairperson – Duties of the chairperson shall be to determine the regular meeting schedule, preside over all meetings of the RCP, call special meetings of the RCP and Board of Directors, determine agendas for the meetings, appoint committees, perform all acts and duties usually performed by an executive or presiding officer, and sign all membership agreements and other such papers of the RCP as authorized by the Board of Directors on their behalf.

Vice-Chairperson – Duties of the vice-chairperson shall include all duties of the chairperson in his/her absence.

Treasurer – The treasurer shall have general charge and supervision of the RCP's financial records including handling all receipts and disbursements of all monies. He/she shall serve, mail, or deliver all notices required by law and these bylaws. He/she shall make a full report of all matters and business pertaining to the office to the members at the Annual Meeting or at such other times as the president directs. He/she shall make all reports

as required by law and perform other duties required by the RCP. Upon election of a successor, the treasurer shall turn over all books and other property belonging to the RCP that he/she may have in his/her possession. The treasurer shall cooperate with the president in an audit of the financial records.

Secretary – The secretary shall keep a complete record of all meetings of the RCP and make the minutes available to the membership. He/she shall make all reports as required by law and perform other such duties as required by the RCP.

ARTICLE IX. – COMMITTEES

1. **Standing Committees** – Standing Committees will operate as an entity of the board of directors and will work towards achieving specific duties of the Board and toward the RCP’s mission and goals. Standing Committee Chairperson(s) will be appointed by the Board of Directors and will be responsible for conducting committee meetings and reporting to the Board about committee activities and recommendations. Standing Committee membership is open to any member of the RCP.

- a) Finance Committee - The “Treasurer” will serve as the chair of the Finance Committee, which will include at least three (3) other board members. Additional RCP members may serve on the finance committee if interested. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other board members. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any major changes to the budget. The committee shall prepare a report attesting to the financial condition of the RCP as of January 1st each year for the preceding year and submit the report to the Chairperson of the RCP prior to the annual meeting for attachment to the Annual Treasurer’s Report. The financial records of the organization are public information and shall be made available to the membership, Board members, and the public.
- b) Technical Advisory Committee – The Technical Advisory Committee, i.e. Raccoon Creek Forum, will assist with and develop research ideas, and investigate, plan, and recommend water quality improvement or protection projects for the RCP. The committee will provide advice, direction, and guidance on scientific and technical matters related to water quality and watershed issues to the Board and members.
- c) Membership and Development Committee – The Membership and Development Committee will evaluate and provide guidance to the

Board and members regarding operating procedures and policy. The committee will also be responsible for recruiting partnership members and handle membership related tasks.

2. **Special Committees** – The Board of Directors shall have the authority to appoint special committees as necessary, and at their discretion, and to appoint a chairperson of that committee from the Board. Special Committee membership is open to any member of the RCP.

ARTICLE X. – FINANCIAL PROVISIONS

The fiscal year of the organization shall begin the 1st day of January in each calendar year.

Disbursements shall be made by check, with two signatures. A check can be signed by the Treasurer, Chairperson and any other alternate person authorized by the Board. Disbursements in conformance with an approved budget of less than \$500 may be made without the Board approval. Disbursements not in conformance with an approved budget or over \$500 will first need to be approved by the Board.

ARTICLE XI. – QUORUM

A quorum shall be required to conduct Raccoon Creek Partnership business at partnership meetings. A quorum is defined as 51% of the Raccoon Creek Partnership General Membership. If the meeting has been advertised and scheduled in advance to the membership, the membership present at the meeting shall constitute a quorum. A majority vote of the General Membership present shall be required to pass a motion.

ARTICLE XII. - AMENDMENT PROCEDURES

Proposed amendments to the Bylaws shall be presented in writing to each member of the Board of Directors at least thirty (30) days prior to the Board of Director's meeting at which the amendment is proposed to be adopted. An affirmative vote of two-thirds (2/3) of the Board of Directors shall be necessary for adoption of amendments to the Bylaws. When the Board of Directors has approved amendments to the Bylaws, they shall be submitted to the membership of RCP for a simple majority approval at the next meeting.

