



Upper Maumee Watershed Partnership

promoting conservation, restoration and appreciation of local natural resources

uppermaumeewatershed.com

Bylaws for

Upper Maumee Watershed Partnership

(UMWP)

Approved 3-4-15

Revised 9-2-15

Article 1: Name & Geographic Extent

1. The name of the organization shall be the Upper Maumee Watershed Partnership, hereafter referred to as UMWP.
2. The Upper Maumee River begins in Fort Wayne, IN at the confluence of the St. Joseph and St. Marys Rivers. It then flows northeast to Defiance, OH until the Tiffin River enters. The Upper Maumee River Watershed is located in Allen and DeKalb Counties in IN and Defiance and Paulding Counties in OH and the eight digit HUC is 04100005.

Article 2: Mission

To protect and restore the Upper Maumee River Watershed through public education and participation via planning and implementation of best management practices with the goal of improving local and regional water quality, increasing habitat quality, promoting sustainable land use practices and providing recreational opportunities that improve the ecological health of the region.

Article 3: Purpose & Goals

With accordance to the Upper Maumee Watershed Action Plan, the UMWP will:

1. Assess and monitor watershed condition
2. Identify opportunities and recommend priorities for maintenance and improvement of the watershed
3. Promote public understanding and facilitate impartial and broad-based discussion of watershed issues
4. Promote learning about the watershed
5. Promote stewardship by landowners and land managers by assisting them with projects that benefit the watershed
6. Promote collaboration among organizations and agencies

Article 4: Organizational Structure

1. The UMWP shall be incorporated.
2. **Board of Directors:** The Board of Directors shall be composed of 9-15 people selected to include diverse backgrounds and interests from all areas of the watershed. Representatives of businesses, environmental interests, agricultural producers and suppliers, organizations, institutions, and government units along with individuals at large who have committed to the purposes of the UMWP.
3. **Director's Term:** The term for a Director shall be 2 years. Each year a Nominating Committee shall be appointed by the Chair of the Board of Directors. By November 1st, the Nominating Committee shall present a list of nominees for Directors to fill positions being vacated in that year. The nominations for Director shall be approved by majority vote of the Directors attending the Board of Directors' next meeting. There is no limitation on the number of terms a representative may serve as a Director so long as he or she has committed to support UMWP and has been nominated and approved by the Board. Directors are expected to attend at least 75% of meetings.
4. **Officers:** Officers of the Board of Directors shall serve 2 year terms of office and shall be elected by the Board of Directors. An officer shall be limited to 2 consecutive terms. The Chair shall appoint a staff member (SWCD) to conduct the election of officers. In the case of death, resignation, or inability of an elected officer to serve, the Board of Directors may, by majority vote at a meeting when a quorum is present, declare the office vacant and elect a successor for the balance of the term. The Board of Directors shall have the following officers:

Chair –Duties include presiding over all meetings of the Board of Directors, appointing committee members and chairs, and perform all other acts and duties usually performed by the presiding officer.

Vice Chair – Duties include directing and overseeing the activities of the Special Committees of the Board of Directors and performing the duties of the Chair in his or her absence.

Secretary/Treasurer – Duties include recording minutes of all meetings of the Board of Directors, providing the minutes to all Directors prior to the next meeting, and ensuring that Directors are notified of upcoming meetings. Secretary/Treasurer shall notify individuals of their nomination and election to the Board of Directors. The Secretary/Treasurer shall be responsible for general supervision of the UMWP financial records, handling/recording receipts and disbursements, and preparing and distributing all financial/business reports as required by law.

5. **Technical Advisors:** The technical advisors shall be made up of District Administrators/Watershed Coordinators from Allen, Defiance and Paulding Soil & Water Conservation Districts and/or USDA NRCS, Ohio EPA, IDEM staff. Technical Advisors will be ex officio, nonvoting, members.

Article 5: Committees

Executive Committee- Will be made up of the Chair, Vice Chair, Secretary/Treasurer, and a Director representative from each state designated by the Chair. The Executive Committee can, by majority, make decisions on behalf of the Board of Directors.

Special Committees- The Chair may establish special committees as deemed useful and necessary. The chair and members of the special committees will be designated by the Board Chairman. Individuals who are not members of the Board of Directors may serve on Special Committees. All contemplated actions of special committees that would potentially impact the operating procedures must be presented to the Board of Directors and recommended for approval by the Board.

Nominating Committee - A Nominating Committee consisting of three Directors shall be appointed by the Chair annually and will serve for one year.

Article 6: Meetings

Regular meetings of the Board of Directors shall be held at least bimonthly. The last yearly meeting shall also serve as the organizational meeting for the coming year and shall include the approval of any changes to the Board of Directors and the election of new Directors.

Special meetings of the Board of Directors and Executive Committee meetings may be scheduled at the discretion of the Chair.

Article 7: Quorum

During any meeting a quorum shall be required to conduct official business. A quorum is defined as 51% of the members of the Board of Directors. In the event that a Director is unable to be present at a meeting, he or she may send an alternate to represent him or her as long as the Chair is notified with the name of the alternate prior to the start of the meeting.

Passing a motion will require a simple majority of the Directors present, once it is determined that a quorum is present.

Email is an acceptable way for Directors to vote.

Article 8: Amendments

These by-laws may be repealed or amended by a two-thirds vote of a quorum of the Board of Directors at a regular meeting. Written notice of the intent to amend the bylaws must be mailed or e-mailed to each Director at least 15 days prior to the meeting at which the vote is to be taken.

Article 9: Miscellaneous

1. A strategic plan will be established for every 1, 5, and 10 year period.
2. Goals and objectives will be established on an annual basis.
3. The Watershed Coordinators/SWCD staff shall be the liaison between the UMWP and governments. It shall be the responsibility of the Watershed Coordinator to assist the Board and Committees by providing administrative support and technical assistance.
4. The use of the UMWP name or logo must be approved by the Board of Directors.
5. The meetings shall be conducted in accordance with Robert's Rules of Order.