

**BYLAWS**

*Revised 10/11/17*

**1. Name**

The name of this organization shall be the “Wallkill River Watershed Alliance”, heretofore referred to as “the Alliance”.

**2. Mission**

There is no life without water, and the water that flows through our communities is our responsibility. A river we can swim in and eat from is both our right and our responsibility. The Wallkill River Watershed Alliance exists to restore the Wallkill River to its prime, to act as the voice of the River, and to advocate for the restoration of its entire watershed, using whatever means we find necessary.

**3. Membership**

A. Individual Members:

1. An individual may become a Member of the Alliance upon donating time or resources. Individual members shall participate in a Working Group, or otherwise volunteer with the Alliance.
  - a. The Chair of each Working Group shall determine what participation is required.
  - b. The President shall determine what participation is required without a Working Group
2. Individuals must also affirm their interest in becoming a member by returning a membership form provided by the Alliance.

B. Local Government Members:

1. Villages, Towns, Cities and Counties may become members of the Alliance upon:
  - a. Making a \$1,000.00 (one thousand dollar) annual donation in membership dues and,
  - b. Optionally appointing a representative to the Alliance, who shall have all the benefits of membership. Each such representative shall participate in at least one Working Group.
2. Each municipality shall have one vote.

C. Organizational Members:

1. Nonprofit organizations, businesses, and community groups may become members of the Alliance upon either:
  - a. Optionally appointing a representative to the Alliance, who shall have all the benefits of membership. Each such representative shall participate in at least one Working Group.
2. Each Organizational Member shall have one vote.

**5. General Meetings**

- A. The Alliance shall meet at least monthly.
- B. Consensus shall be attempted on all issues facing the meeting.
  - a. In the absence of consensus, a majority vote of all members in attendance shall decide all issues.

**6. Working Groups**

- A. The Alliance shall be organized into Working Groups.
- B. Working Groups shall be sub-committees of the General Meeting, established by majority vote at a General Meeting, and may be dissolved by majority vote of the General Meeting.
- C. Working Groups shall:
  1. meet at least monthly.

2. report on their progress at the monthly General Meeting.
3. elect one of their members as Chair of that Working Group. Working Group Chairs shall:
  - a. be elected by majority vote of the members of that Working Group
  - b. shall maintain a list of all current Working Group members.
  - c. Working Group Chairs may be recalled by majority vote of the members of said Working Group.
  - d. Working Group Chairs shall serve a term of one year.

## 8. Board of Directors

- A. The Board of Directors shall be composed of the following Officers:
  1. The President shall be responsible for:
    - a. General oversight of the Alliance as a whole.
    - b. Facilitating General Meetings of Alliance Chapters, unless otherwise delegated.
    - c. Representing the Alliance to the public, the press and other organizations.
  2. The Treasurer shall be responsible for:
    - a. Maintaining a bank account and books in the name of the Alliance.
    - b. Maintaining the Alliance's donor list.
  3. The Secretary shall be responsible for:
    - a. Maintaining all records of the Alliance, including by not limited to:
      - i. A list of all members, with:
        - a. Name
        - b. Address
        - c. Email
        - d. Phone
        - e. Working Group(s)
        - f. Organizational Affiliation (if any)
        - g. type of Membership.
      - ii. Notes and/or Minutes of each General Meeting.
      - iii. Notes and/or Minutes of each Working Group.
    - b. Maintaining any and all email lists and/or discussion groups created by the Alliance.
  4. Four (4) At-Large members, who are responsible for general oversight of the Alliance.
- B. Elections for all Officers shall:
  1. Be held annually each January.
  2. Be decided by majority vote of the Membership of the Alliance present at the January General Meeting.
  3. Be announced on all Alliance email lists at least thirty (30) days prior to the January General Meeting.
  4. A member of the Board may be removed from office with or without cause via a vote as per Section 8(B)(2) above.
- C. Decision Making.
  1. The Board of Directors shall be responsible for all decisions required between General Meetings.
    - a. The Board of Directors shall vote either in person or via email.
  2. The Board of Directors shall be responsible for approving all contracts.
  3. The Board of Directors shall meet:
    - a. at the request of the President.
    - b. at the request of a majority of the Board
    - c. as established by Board decision.
- D. Financial Disclosure.

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.
- E. Expenditures

1. The fiscal year of the Alliance shall run from January 1st to December 31st, matching the calendar year.
2. Annual Budget.
  - a. Prior to November 1st of each year, the President shall email the Chair of each Working Group for their budget requests.
  - b. An itemized Draft Budget shall be prepared by the President and emailed to the Board of Directors no later than midnight on December 1st of each year.
  - c. The Board of Directors shall amend and approve the Final Budget no later than midnight on December 31st of each year.
  - d. A contingency fund of up to \$100.00 for incidental expenses may be established by the Board of Directors in the approved Final Budget.
    - i. Expenditures from this contingency fund require the approval of both the President and Treasurer, notwithstanding the provisions of section 6(E)(3) below.
3. Authorization for Payments
  - a. All expenses itemized in the approved budget may be purchased by the President and/or Treasurer without further approval by the Board of Directors, provided funds are available.
  - b. Any and all expenses (of any amount) not itemized in the approved Final Budget may only be approved by a vote of the Board of Directors, with the exception of any contingency funds established as per section 6(E)(2)(c) above.

#### **7. Quorum**

Unless otherwise stated, a quorum for all Working Groups, General Meetings and the Board of Directors shall be a simple majority of the members present.

#### **8. Subwatershed Alliances**

- A. The Alliance encourages the founding of watershed alliances for any and all streams, creeks, kills, lakes, and reservoirs that flow or drain into the Wallkill River or otherwise comprise a portion of the Wallkill River watershed.
- B. In order to be affiliated with the Alliance, each subwatershed alliance shall:
  1. Be comprised of at least three members.
  2. Abide by the Mission Statement and Bylaws of the Wallkill River Watershed Alliance.
  3. Approve a set of bylaws for the subwatershed alliance by majority vote of the members of that alliance.
  4. Elect a President, and define that position's role in the subwatershed alliance's bylaws.
  5. Meet at least monthly
  6. Send at least one representative to meetings of the Wallkill River Watershed Alliance.
- C. Each subwatershed alliance shall be granted membership in the Wallkill River Watershed Alliance by majority vote of the Board of Directors after meeting the above criteria.

#### **9. Advisory Board**

- A. An Advisory Board member:
  1. May or may not participate in Working Groups
  2. Is affiliated with a related government agency, nonprofit or citizens' group.
  3. Provides policy, technical or other advice and support to the Alliance.
  4. May not vote on issues facing the the Alliance unless they meet the criteria for membership.
  5. May also be a Member
- B. Advisory Board members are appointed by either:
  1. majority vote of the Board of Directors, or
  2. the President of the Alliance

- C. Charter Advisory Board members:
1. David Church, Director of Planning, Orange County
  2. Maureen Cunningham, Executive Director, Hudson River Watershed Alliance
  3. Scott Cuppett, Water Quality Specialist, Hudson River Estuary Program
  4. Martha Cheo, Wallkill River Task Force (defunct)
  5. David Gilmour, Director of Planning, Village of New Paltz
  6. Simon Gruber, President, Hudson River Watershed Alliance
  7. Laura Heady, Conservation/Land Use Coordinator, Hudson River Estuary Program
  9. Marty Irwin, Mohonk Consultations
  10. Dan Shapley, Water Quality Program Manager, Riverkeeper
  11. KT Tobin, Deputy Director, SUNY New Paltz CRREO
  12. Emily Vail, Watershed Outreach Specialist, Hudson River Estuary Program

**10. Amendments**

- A. These Bylaws may be amended by a majority vote of the membership of the Alliance present at two successive General Meetings, and a vote by a majority of the Board of Directors.
1. If the Board of Directors disapprove of the proposed changes, those changes shall be returned to the General Meeting for further revision.