

By-laws and Board Policies

BY-LAWS

ARTICLE 1: PURPOSE

The purpose of this organization is to protect, restore and preserve the Warm Springs Run and its watershed through education and the establishment of partnerships with concerned citizens, civic organizations, and governmental agencies.

ARTICLE II: MEMBERSHIP

Members are persons or entities who pay annual dues set by the Board of Directors (referred to thereafter as the Board) during the current fiscal year, which begins each year on January 1 and ends on December 31. Members may participate in and may vote in general meetings and engage in other association activities.

ARTICLE III: OFFICERS

Section 1. Officers: The officers of the Association shall be a President, a Vice President, a Secretary, and a Treasurer. These officers constitute the Executive Committee.

Section 2. Election of Officers: The officers of the Association must be members of the Board. The officers shall be elected by a majority vote of the Board at the first meeting following the annual meeting.

Section 3. Terms of Office: The terms of office of all officers shall begin upon election, and continue until the next election of officers, until the term of office of their respective successors begins or until their resignation or removal. An officer may resign by written notice to the Association. The resignation shall be effective upon its receipt by the Association or at a subsequent time specified in the notice of resignation. The Directors shall have power to fill any vacancies in any offices occurring for whatever reason.

Section 4. Compensation: The officers of the Association shall not receive compensation for their services.

Section 5. Removal: Any officer elected or appointed by the Board may be removed by said Board whenever, in its judgment, the best interest of the Association would be served.

Section 6. President: The President shall be the principal executive officer of the Association. Subject to the direction and control of the Board, the President shall be in charge of the business and affairs of the Association, including the establishment of the agenda for meetings. The President shall see that the resolutions and directives of the Board are carried out, except in those instances in which responsibility is assigned to some other person by the Board. The President may execute any contracts, deeds, mortgages, bonds, or other instruments for the Association which the Board has authorized to be executed. The President will sign all correspondence on behalf of the Association.

Section 7. Vice President: The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board shall prescribe.

Section 8. Secretary: The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings. The Secretary shall prepare and send notice of all meetings to the Directors. and shall perform such other duties as may be prescribed by the Directors or by the President, under whose supervision the Secretary shall act. The Secretary shall execute, with the President, all authorized conveyances, contracts, or other obligations in the name of the Association, except as otherwise instructed by the Board.

Section 9. Treasurer: The Treasurer shall administer the funds of the Association and shall keep full and accurate accounts of receipts and disbursements. This financial record belongs to the Association and will be presented for review at regular meetings. The Board shall choose three (3) people who are knowledgeable about proper accounting procedures to check financial records. The audit will be done on a yearly basis, as directed by the Board, and will be presented to the Board in writing.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Election: The Board is voted upon by the membership at the annual meeting except as expressly provided herein. Directors must be members of the Association.

Section 2: General Powers: The WSWA shall be managed by its Board.

Section 3: Number, Tenure and Qualifications: The number of Directors on the Board shall not be more than ten (10) nor fewer than three (3) members. If the election of Directors is not held at the Annual Meeting, such election shall be held within 30 days. The terms of office shall be three years.

Section 4. Vacancies: In the case of vacancies, remaining Directors may elect by majority vote a successor to hold office until the next scheduled Board election.

Section 5. Removal: A Director may be removed for cause, including for breach of fiduciary duty, by a vote of two-thirds (2/3) of all Directors then in office. Such action shall be taken at a regular meeting of the Board, or at a special meeting with notice sent to all Board members at least ten (10) days prior to the meeting. A Director may be removed by the Board upon missing four consecutive meetings without an excused absence.

Section 6. Compensation: Directors shall not receive any compensation for their services. Association related expenses, including travel, can be reimbursed at the discretion of the Board. No obligation of expense shall be incurred and no money over \$25.00 shall be appropriated without prior approval of the Executive Committee. Upon approval of a budget, authorized disbursement of funds may be made if the expenses are provided for in the budget, without further approval of the Executive Committee.

ARTICLE V: MEETINGS

Section 1. Annual Meeting: The annual meeting of the members of the Association shall be held in Morgan County, West Virginia, on a date in each year designated by the Board for the purpose of electing Directors. At the Annual Meeting, the Directors will also report progress in accomplishing the organization's goals. Members will be notified of meetings by e-mail, and by mail sent through the USPS for those without an e-mail account.

Section 2. Regular Meetings: Regular meetings of the Board will be held monthly or as otherwise determined by the Board, to which the general membership will receive notice and be encouraged to attend.

Section 3. Special Meetings: Special meetings of the Board may be called by the President. The Board, or WSWA members, may request a special meeting, which shall be agreed upon by a majority vote of the Board.

Any request for such meeting shall state the purpose of purpose(s) of the proposed meeting.

Section 4. Notice: Notice of all meetings of the Board shall be given to each Director at least ten (10) days prior to the meeting. The time and location of the Annual Meeting shall be published in the local newspaper at least thirty (30) days prior to the meeting.

Section 5. Quorum: A majority of the Directors then in office shall constitute a quorum for the transaction of business by the Board.

Section 6. Conduct of Meetings: The rules contained in Robert's Rules of Order shall be used as a guide for meetings and actions of the Association.

Section 7. Action: Actions by the Association will be recorded in the minutes of proceedings of the Board. A copy of the minutes will be kept by the Secretary in a location determined by the Board.

Section 8. General Powers: Each year, the President, Treasurer and one member of the Board shall each be designated to sign or endorse checks on behalf of the Association for the payment of financial obligations. Checks shall be signed by two persons.

Section 9. Powers as to Other Documents: The President shall be authorized to sign all other documents on behalf of the Association, if the activities and agreements contained within the documents have been approved by the Board.

ARTICLE VI: COMMITTEES

Section 1. Committees The Board may designate committees to act on their behalf to manage specific activities of the Association. Each committee shall consist of one or more Directors and other appointees. Committees shall report their activities at regular meetings.

ARTICLE VII: FISCAL YEAR

The fiscal year of the Association may be changed by resolution of the Board

ARTICLE VIII: AMENDMENTS

Notice of any proposed amendments to or revision of the Association bylaws shall be sent to all members at least thirty (30) days prior to a regularly or specially scheduled meeting at which approval will be considered. Changes must be approved by a majority of the members present at the meeting.

ARTICLE IX: DISBURSEMENT OF INCOME

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article Third thereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or other attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an Corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or (b) by an Corporation, contribution which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of, shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ADOPTED BY THE BOARD OF DIRECTORS on June 27, 2012

BOARD POLICIES

Conflict of Interest

Section 1: Conflict defined. A conflict of interest may exist when the interest or activities of any Director or Officer may be seen as competing with the interests or activities of the Council; Officer or a staff member, or any member of his/her immediate family, derives a financial or other material gain because of a direct or indirect relationship.

Section 2: Disclosure Required. Any possible conflict of interest shall be disclosed to the Board of Directors by the person concerned.

Section 3: Absence from Discussion. The person having the conflict shall leave the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration.

Section 4: Abstention from Vote. When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall not vote on the matter.

Section 5: Minutes. The minutes of the meeting of the Board or the Committee shall reflect that the conflict-of-interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict-of-interest exists, the matter shall be resolved by a majority vote of the Board of Directors or its committee, excluding the person concerning whose situation the doubt has arisen.

Section 6: Annual Review. A copy of this conflict-of-interest By-Law shall be furnished to each Board Member and Officer presently serving the WSWA, or who may hereafter become associated with the WSW. This policy shall be reviewed annually. New Board members or officers shall be advised of this policy upon undertaking the duties of such office.

The WSWA prohibits discrimination in all its programs and activities on the basis of race, color, national origin, age, disability, and where applicable, sex, marital status, familial status, parental status, religion, sexual

orientation, genetic information, political beliefs, reprisal. Persons with disabilities who require alternative means for communication of program information (large print or audiotape, etc.) should contact the President. WSWA is an equal opportunity provider and employer

WSWA will not sell or exchange its donor list (contributions) with any other organization.

The Directors shall not be held personally liable for the debts, liabilities, or other obligations of the corporation.

Section 12. Indemnification by the Corporation.

The Directors and officers of the association shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of West Virginia.

Non-Discrimination Policy

The Warm Springs Watershed Association has adopted a stated policy of nondiscrimination in regard to all persons, irrespective of their race, color, creed, religion, national origin, sex, sexual preference, age, disability or veteran's status. Further the WSWA will comply with all requirements of law and regulations with respect to employment, volunteer participation and the provision of services.

Policy adopted by the WSWA Board of Directors on August 29, 2012.

Kate Lehman, President

Susan Jones, Secretary