

**BYLAWS
OF
ROCK RIVER WATERSHED GROUP**

Adopted by initial participants: 7/20/2020

ARTICLE I.
NAME, PURPOSE AND MISSION

1. Name. The name of this corporation shall be Rock River Watershed Group.
2. Purpose. The Rock River Watershed Group is organized and shall be operated exclusively for charitable, research and educational purposes.
3. Mission. The mission of the Rock River Watershed Group, which furthers its charitable and educational purposes, is to bring together a diverse coalition of stakeholders to work together to preserve and/or enhance water quality in the Rock River watershed, The activities of the Rock River Watershed Group shall include, but are not limited to, the following:
 - a. participation in water quality monitoring efforts in the Rock River watershed;
 - b. development of a plan to preserve and/or enhance the water quality of the Rock River; and
 - c. promotion, as needed, of the adoption of the watershed plan by the appropriate entities who have the authority for its implementation.
4. Limitations. Notwithstanding any other provisions of these Bylaws:
 - a. No part of the net earnings of the Rock River Watershed Group shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Rock River Watershed Group shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
 - b. No substantial part of the activities of the Rock River Watershed Group shall be the carrying on of propaganda, or otherwise attempting to influence legislation.
 - c. The Rock River Watershed Group shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
 - d. The Rock River Watershed Group shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Code, or corresponding section of any future federal tax code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.
 - e. Upon the dissolution of the Rock River Watershed Group, after paying or making provision for the payment of all of the liabilities of the Rock River Watershed Group, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future

federal tax code, and any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Rock River Watershed Group is then located, exclusively for such purposes or to such organization as said court shall determine, which are organized or operated exclusively for such charitable and educational purposes.

ARTICLE II. MEMBERS

5. Powers. Subject to any limitations of the Articles of Incorporation, the Bylaws, or applicable law, and subject to the duties of Members as prescribed by the Bylaws, all powers of the Rock River Watershed Group shall be exercised by or under the authority of, and the business and affairs of the Rock River Watershed Group shall be controlled by, the Board.

Without limitation of the general powers of the Board, the Board shall have the following powers:

- a. To select and remove the members, officers, agents and employees of the Rock River Watershed Group; to prescribe their powers and duties, consistent with law, the Articles of Incorporation or the Bylaws; and to fix their compensation.
 - b. To change the principal office of the Rock River Watershed Group from one location to another, and to establish the date, time and place of meetings of the Board.
 - c. To elect an Executive Committee and to appoint other committees and to delegate to them any of the powers and authority of the Board in the management of the business and affairs of the Rock River Watershed Group, except as limited by law. Any committee shall be composed of one or more Members.
6. Membership. Membership in the Workgroup shall be classified as an Agency Member, an Associate Member or an At-Large Member.
- a. Agency Member – A public agency or unit of local government holding an NPDES permit for a discharge from a publicly owned treatment works or from a public separate storm sewer system. Each Agency Member shall have one Member plus an additional Member for each 100,000 capita served by that agency.
 - b. Associate Member – A non-permit holding, formal or informal organization that is located in the Rock River Watershed and has an interest in the mission and objectives of the Rock River Watershed Group. Examples include Sierra Club, Winnebago County Soil and Water Conservation District, or the Rockford Park District.

- c. At-Large Members – An individual interested in the mission and objectives of the Rock River Watershed Group who is not eligible for membership as an Agency Member or Associate Member.
 - d. Admission to any membership category will be determined by the Executive Board. Upon receipt of a written request for admission, the Executive Board may approve said membership which will become effective upon the payment of the appropriate dues and will remain in effect as long as the member remains in good standing with the Group.
 - e. Each Agency Member and Associate Member shall designate one (1) or more authorized delegate(s) to cast its vote at Rock River Watershed Group meetings.
 - f. Agency and Associate Member representatives shall each have one vote. At-Large Members serve in an advisory capacity and do not have a vote.
7. Number of Members. The Board shall consist of seventeen (17) members: ten (10) Agency Member representatives; four (4) Associate Member representatives; and three (3) At-Large Member representatives.
 8. Removal. The Board may remove a Member by two-thirds vote of the Members present.
 9. Place of Meetings. Regular and special meetings of the Board shall be held at the principal office of the Rock River Watershed Group or at any place designated from time to time.
 10. Annual Meetings. The annual meeting of the Board shall be held each year at the date, place and hour fixed by the Members and stated in the notice of the meeting. The purposes for which the annual meeting is to be held, in addition to those prescribed by law or by these Bylaws, may be specified by the Board. If no annual meeting is held in accordance with the foregoing provisions, a special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the annual meeting.
 11. Regular Meetings. The Board shall meet a minimum of four regularly scheduled meetings in a calendar year.
 12. Special Meetings. Special meetings of the Members may be called by five or more Members, by written notice given as provided by the Bylaws. No call of a special meeting of the Members shall be required if notice of the meeting shall have been waived in writing or by other written means of communication by every Member entitled to notice thereof.

13. Conduct of Meetings. The Chair shall preside at all meetings of the Board, or if the Chair is absent, by the Vice-Chair, or if the Vice-Chair is absent, by a designee appointed by the Chair to preside at such meeting.
14. Notices. Notice of all meetings of Members shall be given in writing, stating the place, day and hour of the meeting, by the Secretary or Assistant Secretary, or the person or persons calling the meeting, e-mailed to each Member at the email address provided to the Secretary. No notice need be given to any Member with respect to a regular meeting where the place, day and hour of such meeting was announced at a prior meeting and such Member was present for such announcement.
15. Quorum. A majority of the number of Members in office shall be necessary to constitute a quorum for the transaction of business at any meeting. Every act or decision done or made by a majority of the Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by law or by the Articles of Incorporation. The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.
16. Adjourned Meetings. A majority of the Members present at a meeting, whether or not a quorum, may adjourn any Members meeting to meet again at a stated day and hour or until the time fixed for the next regular meeting of the Board.
17. Action at Meeting. At any meeting of the Members, the action of the Members on any matter brought before the meeting shall be decided by the vote of a majority of those present and voting. Each Member shall have one vote which may be executed in person, by telephone or written communication. Every reference to majority or other proportion of Members shall refer to a majority or other proportion of the votes of such Members. All votes may be by voice or show of hands, unless a written ballot is requested by a Member.
18. Action Without a Meeting. Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken by ballot without a meeting in writing by mail, email or any electronic means pursuant to which the Members are given the opportunity to vote for or against the proposed action, and the action receives approval by the majority of the Members casting votes, or such larger number as may be required by the Act, articles of incorporation or bylaws, provided that the number of Members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than five (5) days from the date the ballot is delivered; provided, however, in the case of a removal of one or more Members, a merger, consolidation, dissolution for sale, lease or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered.
19. Policies. The Board shall be authorized to adopt, from time to time, policies by which the Board shall govern; however, in the event that any policy conflicts with either the articles

of incorporation or these by-laws, the provisions of the articles of incorporation and those by-laws shall control.

20. Telephone Meetings. Any one or more members of the Board, or any committee thereof, may participate in any meeting by conference telephone, computer network, or other method of communication that permits all persons participating in the meeting to hear or read statements of others participating at the same time. Participation by such method of communication shall constitute presence in person at the meeting.
21. Committees. The Members may appoint executive or other committees. The Board may delegate to such committee some or all of their powers, except those which by law, the Articles of Incorporation or these Bylaws they are prohibited from delegating. Except as the Board may otherwise determine, a committee may make rules for the conduct of its business, but unless otherwise provided by the Members or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these Bylaws for the Members, including recording of minutes, copies to be provided to the Board of Members within 30 days of the meeting.
22. Agents. To the extent permitted by law and not inconsistent with these Bylaws, the Board may appoint such agents or representatives of the Rock River Watershed Group with such powers and duties on behalf of the Rock River Watershed Group as the Board may delegate or assign.
23. Compensation. Members shall not receive any salary for their services as Members, but by resolution of the Board, adopted in advance of or at or after the meeting for which payment is to be made, fees and expenses of attendance may be allowed for one or more of the Members for attendance at outside meetings as a representative of the Rock River Watershed Group. Nothing herein shall be construed to preclude any Member from serving the Rock River Watershed Group in any other capacity as an agent, employee, or otherwise and receiving compensation therefore.
24. Inspection of Books and Records. Any Member shall have the right to examine at any reasonable time during regular business hours, at the principal office of the Rock River Watershed Group, books and records of the Rock River Watershed Group for a purpose reasonably related to the Member's position. When there is doubt concerning the inspection rights of a Member, the parties may petition a court of competent jurisdiction which may, in its discretion, determine whether any limitations or conditions should be imposed upon the same.

ARTICLE III. DUES

25. Annual Dues. Annual dues are due on or before January 1 of each year. The annual dues for all members shall be set each year by recommendation of the Executive Board to the membership and approval of the Board at the Annual Meeting. A member who has

voluntarily withdrawn is not entitled to a pro-rata refund of any previously paid membership dues.

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ARTICLE IV. OFFICERS

26. Number and Qualifications of Officers. The officers of the Rock River Watershed Group shall be the Chairperson of the Board, the Vice-Chair, the Treasurer/Secretary, and the Data Collection Chairman, or other officers as may be elected or appointed in accordance with the Bylaws. The officers shall be members of the Executive Committee. Every officer shall be an elected Member. No person shall hold more than two offices at a time.
27. Election. Officers shall be elected from the Board and shall serve for a term of three years, or until his or her successor is duly elected and qualified. Election should be at the annual meeting or the first meeting of the Board held after the annual meeting.
28. Chairperson of the Board. Subject to the direction of the Board, the Chair of the Board shall have general supervision of the affairs of the Board and the Rock River Watershed Group.
29. Vice-Chair. In the absence of the Chairperson, the Vice-Chair shall have the duties of the Chairperson. Further, the Vice-Chair shall have those powers and responsibilities as prescribed by the Rock River Watershed Group.
30. Secretary/Treasurer. The Secretary shall attend, act as clerk or secretary of and shall keep, or cause to be kept, a book or books of minutes of all board and executive meetings of the Board. The Treasurer shall be responsible for all monies and other valuables of the Rock River Watershed Group. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Rock River Watershed Group with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board and shall keep, or cause to be kept, an account of all his or her transactions as treasurer and of the financial condition of the corporation, and shall render to the Chair of the Board and Members, whenever they request it. He or she shall have such other powers and perform such other duties as may be prescribed by the Board and these Bylaws. He or she shall be bonded, if required by the Board.
31. Data Collection Chairperson. Subject to the direction of the Board, the Data Collection Chairperson shall have such duties as may be assigned from time to time by the Board or the Chair of the Board.
32. Subordinate Officers, Etc. The Board may appoint such other officers or assistant officers as the business of the Rock River Watershed Group may require, each of whom shall have the authority and perform the duties provided in these Bylaws or which the Board may from time to time specify, to serve for such term of office as the Board may specify, but not longer than three years, or until he shall resign or become disqualified to serve or be removed.

33. Compensation. The officers of the Rock River Watershed Group shall not be compensated.

ARTICLE V. COMMITTEES

34. Executive Committee. The Executive Committee shall be made of the Officers of the Rock River Watershed Group.
35. Monitoring Committee. The Monitoring Committee shall be a Standing Committee of the Rock River Watershed Group. The Board may establish such other committees, including Standing Committees, as it deems appropriate from time to time.
36. Committee Chair. The chair of each committee shall be appointed by the Chair of the Board and approved by the Board. Each member of a committee who is a Member shall serve in that position concurrently with the term of his or her Membership during which he or she is elected or appointed to the committee. Committee members shall be appointed by the chair of the respective committee, and approved by the Chair of the Board. Any vacancy in a position shall be filled in the same way as the original position.
37. Committee Meetings. Each committee may meet at a stated time or upon notice by the committee chair to all members.

ARTICLE VI. RESIGNATIONS AND FILLING OF VACANCIES

38. Resignations. Any Member, officer, committee chair, or committee member may resign at any time by giving notice of his or her resignation in writing to the Chair of the Board or the Secretary of the Board or chair of the respective committee. Any resignation shall be effective upon its receipt, without any necessity of acceptance.
39. Vacancies. If a vacancy in an office or position shall exist, whether by resignation, incapacity or death, in any position provided for herein, a majority of the Board then in office although less than a quorum, may appoint any qualified person to fill the vacancy for the remainder of the unexpired term or until his or her successor shall be duly elected and qualified.

ARTICLE VII. OFFICE AND BOOKS

40. Principal Office. The principal office of the Rock River Watershed Group shall be located within the Rock River watershed in Illinois, or such other location as the Board may from time to time establish.
41. Books and Records. There shall be kept at the Principal Office of the Rock River Watershed Group correct books of account of the activities and transactions of the Rock River Watershed Group.

ARTICLE VIII. CONTRACTS

42. Contracts. Except as otherwise provided, and to the extent permitted by law, the Board of the Rock River Watershed Group may authorize an officer, officers, agent or agents, or employee of the Rock River Watershed Group in the name of and on behalf of the Rock River Watershed Group, to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or the Board, no officer, Member, agent or employee shall have any power to bind the Rock River Watershed Group by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or for any amount.

ARTICLE IX. FISCAL YEAR

43. Fiscal Year. The fiscal year of the Rock River Watershed Group shall begin on the first day of January and end on the 31st day of December of each year.

ARTICLE X. AMENDMENTS

44. Amendments. These Bylaws may be amended or repealed at any meeting of the Board by two-thirds vote of Members of the Board present.

ARTICLE XI. TRANSACTIONS WITH RELATED PARTIES

45. Conflicts of Interest. Except as prohibited by law, the Rock River Watershed Group may enter into contracts or transact business with any person, corporation, association, trust, company, organization or entity with which a Member, officer or employee may be a director, officer, trustee, shareholder, beneficiary, stockholder, contractor, creditor, or otherwise interested party, provided such interest or association shall be fully disclosed to

the Board, as provided in the Conflicts of Interest Policy adopted by the Board, and provided that all other procedures of such Policy are followed by the Board.

ARTICLE XII.
INDEMNIFICATION OF DIRECTORS AND OFFICERS

46. Indemnification. To the extent permitted by law, the Rock River Watershed Group shall indemnify any person serving or who has served as a Member, trustee, officer, employee, or agent of any organization in which the Rock River Watershed Group owns shares of or of which it is a creditor, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or settlement, as fines or penalties, or as attorney fees reasonably incurred in connection with the defense or disposition of any action, suit, or other proceeding, whether civil, criminal, or administrative, in which he or she may be involved or with which he or she may be threatened by reason of his being or having been an officer, Member, trustee, employee or agent of the Rock River Watershed Group, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation.

As to the matter disposed of by a compromise payment by a Member, officer, trustee, employee or agent, pursuant to a consent decree or otherwise, no indemnification shall be provided unless:

- a. Such compromise is approved by a disinterested majority of the Members then in office, as being in the best interests of the Rock River Watershed Group, after notice that the compromise involves indemnification; or
- b. In the absence of action by a disinterested majority of the Members, at the request of a majority of the Members then in office, an opinion in writing has been obtained from independent legal counsel to the effect that the Member or Officer sought to be indemnified appears to have acted in the reasonable belief that his or her action was in the best interest of the Rock River Watershed Group.

From time to time, the Rock River Watershed Group may pay expenses, including attorney fees, reasonably incurred by the Member, officer, trustee, employee or agent, in connection with the defense or disposition of an action, suit, or other proceeding, in advance of the final disposition thereof, upon receipt of the undertaking by such person to repay the amounts paid by the Rock River Watershed Group if it is ultimately determined that indemnification is not authorized under this article.

The right of indemnification hereby provided shall not be exclusive or affect any other right to which a Member, officer, trustee, employee or agent may be entitled. Nothing contained herein shall affect any right of indemnification to which personnel may be entitled, by contract or by law.

For purposes of this article only, the terms "Member," "officer," "trustee," "employee," and "agent" shall include the respective heirs, executors, and administrators of any such person. An "interested" Member, officer, trustee, employee, or agent is one against whom, by reason of such capacity, the proceedings in question or other proceeding on the same or similar grounds is then pending.

**ARTICLE XIII.
PERSONAL LIABILITY**

47. Personal Liability. No member, Member, officer, or agent of the Rock River Watershed Group shall be personally liable for any debt, liability, or obligation of the Rock River Watershed Group. All persons, corporations or other entities extending credit to, contracting with, or having claim against the Rock River Watershed Group may look only to the funds and property of the Rock River Watershed Group for payment of any such contract or claim or for payment of the debt, damages, judgment or decree, or any money that may otherwise become due or payable from the Rock River Watershed Group.

**ARTICLE XIV.
PUBLIC STATEMENTS**

48. Public Statement. Public statements made in the name of this corporation must have the approval of the Board of Members.