

Whippany River Watershed Action Committee By-Laws

ARTICLE I—Name, Location, Purpose, and Objectives

1.1 Name

The name of this organization shall be the WHIPPANY RIVER WATERSHED ACTION COMMITTEE, referred herein as the Committee.

1.2 Location

The principal office of the committee shall be 31 Rockaway Boulevard, Lake Hiawatha, New Jersey 07034. The location of the principal office may be changed by the Board of Trustees without amending these by-laws.

1.3 Purpose

The Whippany River Watershed Action Committee is organized for the purpose of preserving, protecting, and maintaining the land and water resources of the Whippany River watershed. The annual and long range plans will be developed and then amended as future conditions require.

1.4 Objectives

1. To recommend specific actions and programs to achieve these objectives.
2. To cooperate with other municipalities and entities within Watershed Management Area #6, as defined by the New Jersey Department of Environmental Protection, so as to create and implement an appropriate watershed management plan for the Passaic River Basin.
3. To generate, manage, and disburse funds. This includes but is not limited to grants for the purpose of carrying out the organization's objectives.
4. To carry out any and all other activities necessary or incidental to the furtherance of its purpose and objectives provided however that:
 - (i) No part of the net earning 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 purposes set forth in these by-laws.
 - (ii) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise 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 or in opposition to any candidate for public office.

- (iii) The corporation shall not carry on any other activities not permitted to be carried on:
 - (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
 - (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II—Membership

1. Membership shall be open to municipalities within the Whippany River Watershed. These sixteen municipalities are the Town of Boonton, Boonton Township, Denville Township, East Hanover Township, Borough of Florham Park, Hanover Township, Harding Township, the Borough of Madison, Mendham Borough, Mendham Township, the Borough of Morris Plains, Morris Township, the Town of Morristown, the Borough of Mountain Lakes, Parsippany-Troy Hills Township, and Randolph Township.
2. Applications for membership shall be received by the Treasurer with the appropriate resolution adopted by the municipality's governing body and an initial contribution of \$1,000 toward the start up expenses of the Committee.
3. Each municipality will have three representatives appointed by their mayor: an elected official of the municipality; a member of the municipality's professional staff or a Board or Commission member of the municipality; and a resident of the municipality.
4. The Morris County Board of Chosen Freeholders shall appoint three advisors to the Committee, at least one of whom shall attend meetings.

ARTICLE III—Dues

1. The fiscal year of the Committee shall be the calendar year.
2. The annual contribution of each member shall be payable as of January 31st.
3. The Committee shall establish the amount of the annual contribution appropriate to the budget.

ARTICLE IV—Meetings

1. The Committee shall meet each month on the second Tuesday at 6:00 p.m., omitting July and August, unless otherwise agreed by the Committee. The date and time of the monthly meeting may be changed by the Board of Trustees without amending these by-laws. Notice of meetings shall be sent to the sixteen municipalities. The presence of at least one representative each from at least a majority of the active membership shall constitute a quorum, except when the committee conducts major business, as defined by the Executive Committee, for which there must be at least one appointed representative of a majority of all member communities present.
2. Additional meetings may be called by the Chair as needed.
3. Meetings shall be open to the public.

ARTICLE V—Board of Trustees

5.1 Board of Trustees

1. The membership of the Board of Trustees shall be the member municipalities of the Action Committee.
2. The officers of the corporation shall consist of the Chair, Vice-Chair, Treasurer, and Secretary, who may be members or advisors of the Committee. An alternate may be appointed to represent a board member and that alternate shall have full voice and vote in the absence of the trustee. The representative will be appointed by the trustee not attending.
3. The Executive Committee shall consist of the officers and two at-large members. The regular meeting of the Executive Committee shall be at noon on the fourth Thursday of each month. The date and time of the monthly meeting may be changed by the Board of Trustees without amending these by-laws.
4. The officers shall assume their duties following their election at the January meeting and shall serve until the next election.
5. A facilitator who is not a member or advisor of the Committee shall be appointed by the Board of Trustees.

5.2 Compensation

Trustees of the board shall serve without pay. However, the payment of reasonable expenses as determined by the Board of Trustees may be authorized.

5.3 Limitation of Liability of Officers and Trustees

A trustee or officer shall not be personally liable to the corporation or its board for damages for breach of any duty owed to the corporation or its members, except that nothing contained herein shall relieve a trustee or officer from liability for any breach of duty based on act of omission: (a) in breach of such person's duty of loyalty to the corporation or its membership; (b) not in good faith or involving a knowing violation of law; or (c) resulting in receipt by such person of an improper benefit.

5.4 Terms of Appointments

1. The initial appointment of the Board of Trustees shall be for one year.
2. After the initial appointment all terms shall be for a period of one year.
3. Appointments shall begin at the start of each fiscal year, except when filling vacancies.
4. All officers/trustees are expected to attend board and Committee meetings on a regular basis.
5. All officers of the corporation serve at the pleasure of the Board of Trustees. The Committee may remove any officer/trustee for cause by a 2/3 vote of the members of the Committee. An officer/trustee who is removed may remain a member or advisor unless the action of the Committee clearly indicates otherwise.
6. Any officer/trustee may resign from the corporation upon written notice to the Board of Trustees.

5.5 Powers of the Board of Trustees

1. The government and policy-making responsibilities of the Whippany River Watershed Action Committee shall be vested in the Board of Trustees, which shall control its property, be responsible for its finances, and direct its affairs. Decisions of the Executive Committee will be presented to the Board of Trustees for its advice and consent.
2. Decisions of the Board of Trustees shall be based upon a simple majority of trustees of the Board present at any officially recognized meeting.

ARTICLE VI—Elections

1. The Nominating Committee Chair shall present a slate of officers and two at-large Executive Committee members at the December meeting. Nominations may also be made from the floor.

2. The slate of officers shall be published to the sixteen municipalities within the watershed, and elections will be held at the January meeting.
3. With the exception of the Chair, which is automatically filled by the Vice-Chair, a vacancy in any office shall be filled by a majority vote of the members present.

ARTICLE VII—Voting

1. Each active member municipality (not delinquent in the payment of dues) shall have one vote.
2. Should there be disagreement among a municipality's members at a meeting as to a Yea or Nay vote by that municipality, the elected official shall be polled first and the resident last. It is expected that such members usually will agree upon a vote amongst themselves.
3. The business of the Committee shall be transacted by roll call vote.
4. Matters requiring a vote must have affirmative votes from a majority of the members (municipalities) present to be approved.

ARTICLE VIII—Duties of Officers

1. Chair—will be responsible for the general conduct of the Action Committee meetings and to see that the Action Committee's objective is pursued and with the Facilitator and Executive Committee will set the agenda for the Action Committee meetings. It will be the role of the Chair to strive for agreement and to see that decisions are based on the input from all Action Committee members. The Chair will serve as spokesperson for the Action Committee.
2. Vice Chair—will conduct meetings in the absence of the Chair and perform other duties as requested by the Chair.
3. Treasurer—will prepare, with the Facilitator, a budget and will see that monies are expended and properly accounted for on behalf of the Action Committee.
4. Secretary—will see that the Action Committee proceedings are properly recorded and will assure that proper notice of Action Committee meetings is given. The Secretary will also take responsibility for finding the site of Action Committee meetings and logistic support.
5. Facilitator—will be responsible to assure that an open and fair process is followed to permit the Action Committee members to complete their objective. The Facilitator will not be an advocate for any position and will strive to

assure an even and balanced approach is followed in reaching consensus.
The Facilitator serves as a non-voting member of the Executive Committee.

ARTICLE IX—Committees and Meetings

9.1 Committees

1. A simple majority of the Committee may create sub-committees, including an Executive Committee composed of the officers.
2. Sub-committee chairs are appointed by the Chair from the membership and advisors, with the exception of a Nominating Committee.
3. Sub-committees may include outside advisors but must include at least five members from differing municipalities.

9.2 Board of Trustees Annual Meeting

The Annual Meeting of the Board of Trustees shall be held in January of each year at a time and place designated by the Chair. Trustees shall be notified in writing 30 days prior to the meeting.

9.3 Board of Trustees Regular Meetings

The Board of Trustees regular meeting shall be held at 6:00 p.m. on the second Tuesday of each month. The date and time of the monthly meeting may be changed by the Board of Trustees without amending these by-laws.

9.4 Special Meetings

Special meetings of the Board of Trustees may be called by a majority vote at any regular or special meeting of the board or at any other time by the Chair or Vice-Chair or any three trustees of the board.

ARTICLE X—Finances and Records

10.1 Funds

1. All unrestricted funds received by the corporation shall be placed in a general operating fund. Advance payments from state contracts and other restricted funds that are required to be placed in special accounts shall be so kept. Restricted and unrestricted funds shall not be commingled. Funds unused from the current year's budget will be placed in a reserve account.
2. Expenditures may not be made without prior approval of the Committee.

3. No one may incur debts on behalf of the Committee or for which the Committee would be responsible.

10.2 Disbursements

Disbursements for approved expenditures shall be made only by check and signed by two officers of the corporation.

10.3 Accounting for Funds

1. The Treasurer shall provide a financial report at each regular meeting of the Committee and an annual report of financial standing. The Board of Trustees shall provide for any audits required by law or funding agreement.
2. The Treasurer's accounts shall be audited annually, as soon as possible after December 31, by an auditor appointed by the Chair with the approval of the Committee. The auditor's report shall be presented at the next Committee meeting following completion of the audit.
3. Each officer and sub-committee chair shall keep accurate records, summaries, and current job descriptions to be transferred to the successor upon leaving office.

10.4 Fiscal Year

The Fiscal Year shall be January 1 to December 31.

10.5 Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501©(3) of the Internal Revenue Code or the 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 a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI—Quorum

The presence of at least one representative each from at least a majority of the active membership shall constitute a quorum, except for major business, as defined by the Executive Committee, for which there must be at least one appointed representative of a majority of all member communities present.

ARTICLE XII—Order of Business

The order of business shall be:

1. Reading and approval of minutes.
2. Reports of Treasurer and other officers.
3. Reports of committees.
4. Unfinished business.
5. New business.
6. Public comment
7. Adjournment.

ARTICLE XIII—Parliamentary Authority

Robert's Rules of Order, newly revised, shall govern all meetings.

ARTICLE XIV—Amendments

These By-Laws may be amended at any general meeting of the Committee by nine affirmative votes, providing, that such amendments have been presented in writing and read before the Committee at a previous meeting and having been distributed to the sixteen municipalities.

ARTICLE XV—Ratification of By-Laws

These By-Laws were ratified at the November 14, 2000 meeting of the Whippany River Watershed Action Committee and amended and ratified on February 12, 2002.