

Opequon Creek Project Team, Inc. (OCPT) Bylaws

Article I – Name, Mission Statement, Location, and Other Offices

Section 1: Name. The name of this watershed organization shall be Opequon Creek Project Team, Inc.

Section 2: Mission Statement. The organization is formed exclusively for one or more purposes as specified under Section 501(c)(3) of the Internal Revenue Code. It is a volunteer organization dedicated to the preservation and improvement of the ecological integrity of the Opequon Creek, its tributaries, and its watershed. It will undertake projects that will lead to reduction in pollutants (primarily nutrients, sediment, fecal coliform bacteria, and trash) entering the Opequon Creek and its tributaries in Berkeley and Jefferson Counties. It will publicize the status of the watershed, and encourage education and recreational enjoyment of the watershed. It will seek wide membership and outside funding to support its activities.

Section 3: Location. The board of directors shall fix the location of the principal executive office of the corporation at any place within the counties of Berkeley or Jefferson in the State of West Virginia. Presently, the corporation's address is P. O. Box 4248, Martinsburg, WV 25402.

Section 4: Other Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

Article II - Limitations

Limitations. The corporation is dedicated to specific objectives as outlined above. Specific limitations upon the corporation include:

- A. No activity shall be undertaken by the corporation, which could jeopardize the non-profit status of the corporation under federal or state law for Section 501 (c) (3) organizations.
- B. All activities shall be open session non-partisan and non-sectarian, unless deemed legally necessary, and the corporation shall not discriminate on the basis of race, creed, color, age or sex.

Article III –Membership, Voting, and Fee

1. **Section 1. :Members.** There are two classes of membership: Regular Members and Associate Members.

- a. **Regular Members:** Voting members of this organization shall be volunteer citizens residing in, or owning land in, or doing business in, or individuals having an interest in, the watershed.
- b. **Associate Members:** Associate Members of this organization shall be government agency employees and shall have the same standing as Regular Members with the exception that they are not allowed to vote and are not required to pay a Membership Fee.

Section 2: Voting. All Regular Members of the organization shall have one vote provided they have attended or participated in a minimum of three meetings and/or activities within the last year.

Section 3: Membership Fee. A membership fee of \$10.00 shall be collected from each Regular Member.

Article IV – Board of Directors

Section 1: Number of Directors. The OCPT shall have a minimum of five and a maximum of nine Directors and they collectively shall be known as the Board of Directors.

Section 2: Duties of the Board. It shall be the duty of the Directors to:

- a. Perform any and all duties imposed upon them collectively and individually by law, or these Bylaws;
- b. Appoint and remove, employ, supervise, and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the organization;
- c. Meet at such time and places as directed by these Bylaws.

Section 3: Powers of the Board. The powers of the Board of Directors are subject to the provisions of the laws of the State of West Virginia and any limitations set forth in the Articles of Incorporation. The Board of Directors shall generally conduct the business of the corporation.

Section 4: Term of Office. Directors shall hold office for a period of two years with no limit to the number of consecutive terms served. Directors 1, 3, 5, 7, and 9 will be elected in the odd years and Directors 2, 4, 6, and 8 will be elected in the even years.

Section 5: Compensation. Directors will serve without compensation except a reasonable fee may be paid to Directors to reimburse expenses incurred in the activities of the corporation, provided a motion to that end is passed by a majority of the Board.

Section 6: Meetings. Generally the Board of Directors will not hold meetings outside of the regular meetings of the corporation. Special meetings of the Board can be held as circumstances dictate.

Section 7: Election of Directors. Once a year a general meeting of the membership shall convene to elect Board Members and Officers with each qualified voting member receiving one vote.

Section 8: Quorum. A quorum of Board members shall consist of a simple majority. A simple majority vote of this quorum shall constitute an official act of the Board. Directors shall not be allowed to vote by proxy.

Section 9: Removal and Resignation. Any Director may resign at any time by providing written notice to the Board of Directors. Any Director may be removed, with just cause, by the 2/3 majority of authorized Directors.

Section 10: Replacement of Directors. In the event any Director resigns or is dismissed, an interim Director will be selected by a simple majority vote of the authorized Directors and shall serve a term not to exceed one year.

Section 11: Non-liability of Directors. 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.

Article V - Officers and Their Duties

Section 1: Designation of Officers. The Officers of this corporation shall be a President, Vice-president, Secretary and Treasurer. Other Officers may be added at the discretion of the Board.

Section 2: Qualifications. Any Director may serve as an officer of the corporation.

Section 3: Election and Term of Office. Officers shall be elected for a term of one year. Officers' terms are limited to two consecutive terms. After serving two consecutive terms, there must be a break of one year before an individual may be elected to another term.

Section 4: Removal and Resignation. Any Officer may resign at any time by providing written notice to the Board of Directors. Any Officer may be removed, with just cause, by the 2/3 majority of authorized Directors.

Section 5: Replacement of Officers: In the event any Officer resigns or is dismissed, an interim Officer will be selected by a simple majority vote of the authorized Directors and shall serve a term not to exceed one year.

Section 6: Duties of Officers.

- A. The President shall act as Chief Executive Officer for the corporation and serve as chair of the Board of Directors. The president shall have the power to appoint

- special committees, upon approval of the Board, and be responsible for public relations with the community. The president may serve as ex officio member of any or all committees.
- B. The Vice President shall assume the duties of President in the absence of the President and shall serve as assistant to the President for the good of the corporation. The Vice President shall assume the office of President in the event of vacancy of that office.
 - C. The Treasurer shall be responsible for the receipt and deposit of contributions and income to the corporation, keep separate books/ledgers for individual grants, and provide financial reports to the Board at regular meetings.
 - D. The Secretary shall be responsible for keeping accurate minutes of the meetings of the organization, sending meeting notices, maintaining membership and committee lists, and maintaining correspondence files.

Article VI - Elections

Section 1: Elections shall be held at the annual meeting each year in November.

Section 2: Board of Directors and Officers shall take office immediately following the election.

Section 3: A slate of nominations shall be presented at the October meeting. Nominations shall also be taken from the floor at the November meeting. No nomination will be accepted without the candidate's consent.

Section 4: All elections of Board of Directors and Officers shall be by ballot. No proxy votes shall be allowed. A simple majority of members voting shall be sufficient for election.

Article VII - Committees

Section 1: The Board may appoint committees from time to time as the Board sees fit.

Section 2: Committees must consist of at least three members. Additional members may sign up to serve as committee members at regular meetings.

Section 3: A committee chairperson will be elected by that committee. All committees are to report their progress to the Officers.

Section 4: Committee project proposals and budgets are to be submitted to the Board of Directors. All committee expenditures must be approved by the Board prior to the expenditures being made. Budgets may be revised at any regular meeting with the approval of the Board.

Article VIII - Policy

Section 1: Public Meetings. Regular meetings of the corporation shall be open to the public. Generally meetings will be held monthly, with a minimum of six meetings annually. Special meetings can be held as circumstances dictate.

Section 2: Non-profit Status. No part of the net earnings of OCPT shall be used for the benefit of, or to be distributed to its members, officers, or other private persons, except that OCPT shall pay reasonable compensation for services rendered as approved by the Board.

Section 3: Advocacy. No substantial part of the activities of the Opequon Creek Project Team shall be attempting to influence legislation. The Opequon Creek Project Team shall not participate in or intervene in (including the publishing/distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4: Finances.

- A. The fiscal year shall begin January 1 and end December 31.
- B. All checks, drafts, and other orders of funds shall require the signatures of two Officers. These signatures shall not be from two members within the same household.

Section 5: Corporate Records. The corporation shall keep at its principle office:

- a. Minutes of all meetings,
- b. Copies of all correspondence on behalf of the corporation,
- c. A copy of the Articles of Incorporation and Bylaws,
- d. Copies of all correspondence and filings with the Internal Revenue Service,
- e. Quarterly financial statements.

Article IX - Dissolution

Upon the dissolution of this corporation and after payment or the provision for payment of all the liabilities of the corporation, the Board of Directors shall dispose of all assets of the Opequon Creek Project Team exclusively for the purpose of the Opequon Creek Project Team or to the organizations that are then qualified as tax-exempt under section 501(c)(3) of the Internal Revenue Service.

Article X - Parliamentary Authority

Robert's Rules of Order, Newly Revised shall be the parliamentary authority at all meetings.

Article XI - Amendments

These Bylaws may be amended, altered, or repealed and new Bylaws adopted by approval of 2/3 majority of the authorized Directors.