

# **Code of By-Laws of the Wildcat Creek Watershed Alliance, Inc.**

## **Article 1 - Name**

Section 1.01. Name. The name of this corporation is the Wildcat Creek Watershed Alliance (the “Alliance”).

Section 1.02. Mission. The Wildcat Creek Watershed Alliance is a partnership of concerned citizens and organizations dedicated to improving water quality and promoting responsible use of the natural resources within the Wildcat Creek Watershed.

Section 1.03. Vision. The Wildcat Creek Watershed Alliance aspires to become an effective, resourceful, and influential organization partnering to improve water quality, land use management, and making the Wildcat Creek Watershed accessible, healthy and scenic.

Section 1.04. The Wildcat Creek Watershed. The "Wildcat Creek Watershed" is defined as the geographic region with an 8-digit hydrological unit code (HUC) designation 05120107, as referenced by the United States Department of Agriculture Natural Resource Conservation Service and as delineated by the United States Geological Survey (the “Watershed”). The Wildcat Creek Watershed is located in north—central Indiana; it encompasses 804 square miles in seven different counties and approximately 425 miles of perennial streams. The Wildcat Creek watershed system is comprised of three (3) forks: North, Middle, and South Wildcat Creek.

## **Article 2 - Members**

Section 2.01. Qualifications. Any (1) individual person over the age of eighteen (18) years who resides in, owns real property in, or does business in the Watershed, or (2) any business, community or industry group concerned about water resources in the Watershed, or (3) any governmental entity whose geographical jurisdiction lies in whole or in part in the Watershed, is eligible to become a member of the Alliance.

Section 2.02. Membership Term and Rights. Any eligible person, business, community or industry group, or governmental entity may become a member of the Alliance by paying the required dues, if any. A membership may stand in the name of only one person or entity, although an entity or an individual whose membership is in his or her official governmental capacity may designate an individual to act on its (or his or her) behalf. The right of a member to vote and all the member’s right, title and interest in or to the Alliance shall cease upon the termination of membership. No member shall be entitled to share in the distribution of the assets of the Alliance upon any dissolution of the Alliance. The term of the membership of all members shall be the period from the date dues are paid through December 31 of each year. Any member may resign at any time by giving written notice of such resignation to the President or the Secretary of the Alliance.

### **Article 3 - Dues**

**Section 3.01. Amount of Dues.** The annual dues, if any, for the Alliance shall be set by the Advisory Board at its annual meeting by the following classes of members: individuals, businesses, community or industry groups, and governmental entities (including an individual in his or her official governmental capacity).

### **Article 4 - Meetings of Members**

**Section 4.01. Place of Meetings.** All meetings of members shall be held at such places as may be designated by the Advisory Board and specified in the respective notices thereof.

**Section 4.02. Time of Annual Meeting.** An annual meeting of the members shall be held within the first quarter of the year.

**Section 4.03. Special Meetings.** Special meetings of the members may be called by the President of the Alliance, the Advisory Board or by petition of members constituting Five percent (5%) of the membership of the Alliance.

**Section 4.04. Notice of Meetings.** Notice of annual meetings of the members for each year shall be given to members by the Secretary of the Alliance by regular mail, electronic mail, or facsimile to each member by sending the date and time of the meeting. Such notice shall be given at least ten (10) days prior to the annual meeting for that year. In addition, notice of such meetings shall be given in the Alliance's newsletter. Notice of all special meetings of members shall be given by written notice (via regular mail, electronic mail or facsimile) stating the place, day and time of the special meeting, together with the purpose or purposes for which the meeting is called, which notice shall be delivered or mailed by the Secretary or by the office or persons calling the meeting to each member of record of the Alliance at least ten (10) days before the date of the meeting. Notice of any meeting of members may be waived in writing signed by any member and delivered to the Alliance. Attendance at any meeting shall constitute a waiver of notice of that meeting.

**Section 4.05. Quorum.** A majority of the members present shall constitute a quorum for the transaction of business at any meeting of the members of the Alliance.

**Section 4.06. Proxies and Representatives.** Individual members shall not be allowed to vote by proxy. The vote of an entity member shall be cast by its designated representative.

**Section 4.07. Voting Rights.** Each member present in person shall be entitled to cast one (I) vote upon each question voted upon at all meetings of the members.

## Article 5 - Advisory Board

Section 5.01. Number of Advisory Board Directors. The number of Advisory Board Directors of the Alliance shall be thirteen (13), provided, however, that the number of Advisory Board Directors may from time to time be changed by vote of the members, and provided, further, however, that the number of Advisory Board Directors shall never be reduced below seven (7).

Section 5.02. Terms of Directors. Except in the case of a Director appointed to fill a vacancy or members of the initial Advisory Board, the term of each Director shall be three (3) years. Directors elected to fill a vacancy shall serve the remaining term of the Director creating such vacancy.

Section 5.03. The Initial Advisory Board. The initial Advisory Board Directors shall have been appointed by the Incorporator of the Alliance in the Articles of Incorporation.

Section 5.04. Successor Advisory Board Directors. At the first annual meeting of members, the members shall elect one-third (1/3) of the Advisory Board Directors each year not evenly divisible by three (3) and one-third (1/3) plus one (1) during years evenly divisible by three (3). (TRANSITION: Advisory Board Directors serving under the terms of the Alliance's original By-Laws shall randomly assign Directors to the years their terms will expire.)

Section 5.05. Qualifications for Successor Advisory Board Directors. The thirteen (13) seats on the Advisory Board shall be divided as follows: One director should be chosen from each of Tippecanoe, Carroll, Clinton, Howard, and Tipton Counties. One director should be chosen from Madison or Grant counties. The remaining four directors may be chosen from any of the seven counties in the watershed. In addition, the Board should include two representatives from Government, two from Education (representative stakeholder of a public institution, university or college within the Watershed), two from industry (business or industrial representative from a facility that is within the Watershed), two owners of land adjacent the Wildcat Creek or its tributaries, and two from Agriculture (representative of the agricultural community within the watershed that farms more than 100 acres or is a current member of Farm Bureau or Agricultural related association). Directors may qualify as representing more than one stakeholder group. The remaining directors may be from any vocational field. The members at the annual meeting of the membership shall elect individuals who are so qualified as Advisory Board Directors.

Section 5.06. Vacancies: Resignation. Any vacancy among the Advisory Board caused by death, resignation, removal or otherwise shall be filled by the Advisory Board. An Advisory Board Director elected to fill a vacancy shall hold office until the expiration of the term of the Advisory Board member causing the vacancy and until a successor shall be elected and qualified. Any Advisory Board Director may resign at any time by giving written notice of such resignation to the Advisory Board, the President or the Secretary of the Alliance. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 5.07. Removal Any Advisory Board Director may be removed by the members, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”).

Section 5.08. Meetings. The Advisory Board shall meet immediately after the annual meetings of the Alliance, at the place where such meeting of the members has been held, for the purpose of organization and election of officers. If the annual meeting is not held as above provided, the election of the officers may be held at any subsequent meeting of the Advisory Board.

Section 5.09. Quorum. A quorum of the Advisory Board at any meeting of the Advisory Board shall be five (5) Advisory Board Directors present. The act of the majority of the Advisory Board Directors present at a meeting who constitute a quorum shall be the act of the Advisory Board.

Section 5.10. Committees. The Advisory Board, by resolution adopted by a majority of the Board, may designate one or more committees, each of which shall consist of two or more Advisory Board Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Advisory Board in the management of the Alliance. Other committees (specifically including, but not limited to, the Technical Committee, Land Use Committee, Education/ Outreach Committee, and the Funding Committee), not having and exercising the authority of the Advisory Board in the management of the Alliance, may be designated by a resolution adopted by a majority of the Advisory Board Directors present at the meeting at which a quorum is present. The designation of any such committee and the delegation of authority shall not operate to relieve the Advisory Board, or any individual Advisory Board Director, of any responsibility imposed by law.

Section 5.11. Action Without Meeting. Any time sensitive action required or permitted to be taken at any meeting of the Advisory Board or of any committee thereof may be taken without a meeting if the action is taken by a quorum of the directors of the Advisory Board or of such committee. The action must be evidenced by at least one written consent describing the action taken, signed by the directors of the Advisory Board or members of such committee taking the action, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 5.12. Remote Meetings. Any or all of the directors of the Board or of any committee designated by the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

## **Article 6 - Officers**

Section 6.01. Officers and Agent. The officers of the Alliance shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Advisory Board may by resolution, designate from time to time. Any two (2) or more offices may be held by the same person.

Section 6.02. Election, Term of Office and Qualification. The initial Advisory Board may elect initial officers to act until the first annual meeting of the Advisory Board. Subsequently, all officers shall be chosen annually by the Advisory Board at the annual meeting of the Advisory Board from among the directors of the Advisory Board. Each officer shall hold office (unless the officer resigns, is removed, or dies) until the next annual meeting of the Advisory Board or until a successor is chosen and qualified.

Section 6.03. Vacancies. In the event an office of the Alliance becomes vacant by death, resignation, retirement, removal or any other cause, the Advisory Board shall elect a person to fill such vacancy from among the directors of the Advisory Board, and the person so elected shall hold office and serve until the next annual meeting of the Advisory Board or until a successor is elected and qualified, or until the officer's death, resignation or removal.

Section 6.04. President. The President shall preside at all meetings of the Advisory Board and members, if present; shall appoint the chairmen and members of all standing and temporary committees; shall be the chief executive officer of the Alliance; shall have and exercise general charge and supervision of the affairs of the Alliance; and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned by the Advisory Board.

Section 6.05. Vice-President. The Vice-President shall exercise and perform all powers of, and perform duties incumbent upon, the President during the absence or disability of the President and shall exercise and perform such other powers and duties as this Code of By-Laws, the Board, or the President may prescribe.

Section 6.06. Secretary. The Secretary shall have the custody and care of the corporate records and the minutes book of the Alliance. The Secretary shall attend all the meetings of the Advisory Board and members of the Alliance, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees of the Advisory Board when required. The Secretary shall attend to the giving and serving of all notices of the Alliance, shall file and take care of all papers and documents belonging to the Alliance, shall authenticate records of the Alliance as necessary, and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed, by the Advisory Board or the President.

Section 6.07. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Alliance. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Alliance. All funds of the Alliance coming into the Treasurer's hands shall be immediately deposited in some reliable bank or other depository to be designated by the Advisory Board and shall keep such bank account in the name of the Alliance. The Treasurer shall furnish at meetings of the Advisory Board, or whenever requested, a statement of the financial condition of the Alliance and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Advisory Board or the President.

Section 6.08. Removal. Any officer may be removed from office, with or without cause, by the Advisory Board.

Section 6.09. Resignations. Any officer may resign at any time by delivering notice to the Advisory Board, the President or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

### **Article 7 - Loans to Advisory Board Directors**

Section 7.01. Prohibition. The Alliance shall not lend money to or guarantee the obligations of any member, office or director of the Alliance.

### **Article 8 - Financial Affairs**

Section 8.01. Checks, etc. All checks, drafts, notes, bonds, bill of exchange and orders for the payment of money and other evidences of indebtedness shall, unless otherwise directed by the Advisory Board or required by law, be signed by any two (2) of the following officers who are different persons: President, Vice-President, Secretary or Treasurer, provided, however, that any such obligations in an amount equal to or less than One Thousand Dollars (\$1,000) may be signed by any one (1) of such preceding officers. The Advisory Board may, however, designate officers or employees of the Alliance, other than those named above, who may, in the name of the Alliance, execute drafts, checks and orders for the payment of money in its behalf for specified expenditures.

Section 8.02. Investments. The Alliance shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it.

Section 8.03. Contracts. The Advisory Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Alliance, and such authority may be general or confined to a specific instance; and unless so authorized by the Advisory Board, no officer, agent or employee shall have any power or authority to bind the Alliance by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

### **Article 9 - Fiscal Year**

The fiscal year of the Alliance shall begin on the first day of January of each year and end on the last day of December of each year.

**Article 10 - Corporate Indemnification**

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a director or officer of the Alliance shall be indemnified by the Alliance as provided in the Act.

**Article 11 - Prohibited Activities**

Notwithstanding any other provision of this Code of By-Laws, no member, director, officer, employee or agent of this Alliance shall take any action or carry on any activity by or on behalf of the Alliance not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

**Article 12 - Amendments**

The power to make, alter, amend or repeal the Code of By-Laws is vested in the Advisory Board of the Alliance, which power shall be exercised by affirmative vote of the majority of the Advisory Board.

**The By-Laws of the Wildcat Creek Watershed Alliance are hereby adopted as approved by the membership of the Alliance on \_\_\_\_\_ day of January, 199\_\_\_\_ .**

Signed by: Jack Rhoda Attested by: \_\_\_\_\_  
Jack Rhoda, Advisory Board President Advisory Board Secretary

Amendment No. 1 to the By-Laws of the Wildcat Creek Watershed Alliance are hereby adopted as approved by the Directors of the Advisory Board on **13<sup>th</sup> day of December, 2008**. The changes include: a) removal of quarterly meetings, b) adjustments to membership meetings quorums, c) changes to Advisory Board membership requirements, and d) retitling Advisory Board Members as Advisory Board Directors.

Signed by: Jack Rhoda Attested by: Glen R. Boise  
Jack Rhoda, Advisory Board President Glen Boise, Acting Advisory Board Secretary