

Citizens Restoring Congamond, Inc. (CRC)

BY-LAWS **(Amended 2007)**

Article I - Name and Location

Section 1. Name - The name of the organization is Citizens Restoring Congamond, Inc., hereafter designated as CRC.

Section 2. Location - The location of CRC for mail delivery purposes, and the location of CRC records, shall be the home address of an elected officer or executive director. A post office box located in Southwick, Massachusetts may also serve as the mail address for CRC.

Section 3. Incorporation - CRC shall be incorporated as a not-for-profit membership corporation pursuant to the provisions of the laws of the Commonwealth of Massachusetts.

Article II - Not-For-Profit Purposes

CRC is organized exclusively for one or more of the purposes as specified in section 501 (c) (3) of the Internal Revenue Code. CRC shall use its funds only to accomplish the objectives and purposes specified in its Mission Statement, Objectives and these By-laws, and no part of net earnings, gains or assets shall inure to the benefit of or be distributed to officers, directors, other private individuals, or organizations organized and operated for profit, except to pay reasonable compensation for services rendered by outside providers.

Article III - Memberships

Membership - Each household which pays the required CRC membership dues shall be considered as a voting member having one vote.

Associate non-voting member status may be obtained by other individuals, associations or organizations whose primary interest or purpose is water management such as; for-profit agencies, representatives of political or governmental organizations, etc.

All members shall be entitled to receive CRC publications and to attend workshops and other educational functions.

Non-voting members shall be allowed to serve on committees and will be allowed to participate in all other activities of the organization as deemed appropriate by the Executive Committee. Non-voting members will not, however, be eligible to hold office.

Article IV - Meetings of Membership

Section 1. Annual Meetings - The Annual Meeting of the membership shall be held in April unless a different date is fixed by the Executive Committee. The purposes of the Annual Meeting, in addition to those prescribed by these By-laws, shall be to receive reports of officers and committees, and other business as determined by the Executive Committee. If no Annual Meeting has been held on the date fixed above, a Special meeting in lieu thereof may be held and such Special Meeting shall be in conformance with these By-laws and shall otherwise have all the force and effect of an Annual Meeting.

Section 2. Special Meetings - A Special Meeting of the membership may be called at any time by a majority of the Executive Committee. A Special Meeting of the membership may also be called by the Secretary, or in the case of death, absence, incapacity or refusal of the Secretary, by any other Officer, upon written application by not less than 10 members.

Section 3. Notice of Meetings - A written notice of the place, date, and hour of all meetings of the membership stating the purposes of the meeting shall be given at least thirty (30) days before the meeting to each member. Inclusion of such notice in a local paper or CRC's newsletter shall constitute proper notice. All notices shall be mailed to the address designated by each member.

Section 4. Quorum - At any Annual or Special Meeting of the membership, a quorum shall consist of at least fifteen (15) members.

Section 5. Voting - Each membership shall be entitled to one vote at an Annual or Special Meeting of the membership. Voting at any meeting of the membership shall be by raised hand or voice unless otherwise directed by ballot by the Executive Committee or request of the majority of the members present.

Article V - Officers and Executive Committee

Section 1. Powers - The business of CRC shall be managed by an Executive Committee who shall have and may exercise all the powers of CRC except as otherwise reserved to the membership by these By-laws.

Section 2. Officers: Enumeration, Election and Term of Office - The officers of CRC shall be a President, Vice-President, Secretary, and Treasurer. These officers shall be members in good standing and will be elected for a term of two years at the October Meeting and shall serve until the second October Meeting of CRC following their election.

Section 3. Duties of Officers - The President shall act as Chairman of the Executive Committee and preside over meetings of the members and the Executive Committee, shall be the primary spokesperson for CRC, shall

represent the Executive Committee between Executive Committee meetings, and shall perform such other duties as pertain to the office. The President shall be responsible for appointing committees that report the results of their activities to the Executive Committee. The President is responsible for executing documents, deeds, leases, contracts, mortgages, bonds, notes, releases, drafts and other obligations on behalf of CRC with the approval of the Executive Committee. The President shall serve ex-officio on all standing committees.

The Vice President shall assist the President in the conduct of his or her duties. In the absence of the President, the Vice President shall perform the duties of the President.

The Secretary shall serve as the Clerk of the corporation and shall be a Massachusetts resident. The Secretary shall assume all the powers and perform all the duties of the President in the absence of the President and Vice President. The Secretary shall cause to be published and distributed all notices which are required by CRC, its Officers, Executive Committee and By-laws. The Secretary shall be responsible for timely filing of reports to the Commonwealth of Massachusetts, for keeping a roll call of those present at all Executive Committee meetings, for keeping the Minutes of all meetings, and shall be the repository of all CRC documents.

The Treasurer shall ensure the fiscal integrity of CRC and be responsible for signing all checks, notes and drafts drawn by CRC. Checks shall require the signature of both the Treasurer and the President or the Assistant Treasurer if there is one. The Treasurer shall have custody of the cash, securities and books of accounts of CRC, and said books shall be open at all times for inspection by the Executive Committee. The Treasurer shall be responsible for the development of an Annual Budget and will present it to the Executive Committee for its approval prior to presentation at the Annual Meeting for final ratification by the membership. The Treasurer shall be authorized to make payments in accordance with the approved budget without further authorization. All non-budgeted expenses must be approved by the Executive Committee. A report of all expenditures shall be presented at each meeting of the Executive Committee. The Treasurer shall, within a reasonable time after receipt of funds, deposit all monies in the bank prescribed by the Executive Committee. All funds collected on behalf of CRC by any member and all proceeds from activities of CRC shall be turned over to the Treasurer. The Treasurer shall prepare an Annual Report for presentation to the membership at the Annual Meeting.

Section 4. Executive Committee: Enumeration, Election and Term of Office -

The Executive Committee shall consist of the elected officers of CRC and not less than three (3) directors including the immediate past president. Directors shall be elected by the Executive Committee after recommendation by the Nominating Committee. If the immediate past president prefers not to or cannot serve on the Executive Committee, then an additional director shall be elected if necessary to bring the Executive Committee complement

to at least seven (7) members.

Section 5. Executive Committee Duties - The duties of the Executive Committee shall be; interim decision-making when necessary between meetings of the membership; setting the agenda for the Annual and Special meetings; and fiduciary overview of the operations and budget of CRC.

Section 6. Executive Committee Meetings - The Executive Committee shall meet at least four (4) times annually. Meetings of the Executive Committee may be held at such times and places as determined by the Executive Committee provided that forty-eight (48) hour notice is provided. When necessary, special meetings of the Executive Committee may be called by the President with as little as twenty-four (24) hour notice. Electronic meetings may be utilized providing the results of such meetings are incorporated into the minutes of the next subsequent meeting.

Section 7. Executive Committee Quorum - At any meeting of the Executive Committee, a quorum shall consist of the majority of Executive Committee then in office.

Section 8. Resignations, Removal and Vacancies - Any Officer or member of the Executive Committee may resign at any time by delivering a letter of resignation to the Secretary, or in the absence of the Secretary, the President. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt by the Secretary or President. Any Officer or member of the Executive Committee may be removed with or without cause at any time by majority vote of the membership. Vacancies resulting from removals or resignations occurring before the expiration of the term of office shall be filled by the Executive Committee after the Nominating Committee recommendation and persons chosen shall serve until the term expires.

Article VI - Other Staff

The Executive Committee may employ staff members as the need arises. The Executive Committee shall establish personnel policies governing the conditions of employment, and the terms of employment shall be agreed upon in advance as to salary, expense allowances, duties, and privileges.

Article VII - Committees

There shall be a number of standing committees including the following:

Section 1. Membership Committee - The Membership Committee shall consist of a membership secretary and others appointed by the President. The Membership Committee shall promote and expand membership, maintain an accurate mailing list, monitor renewals and reconcile CRC membership records. This committee shall also serve as a membership retention committee.

Section 2. Nominating Committee - The Nominating Committee shall consist of three (3) members of the Executive Committee appointed by the President and shall meet in person or electronically and shall be responsible for submitting a slate of officers and directors to the Executive Committee thirty (30) days prior to the Annual Meeting. Additional nominations may be made from the floor of the Annual Meeting. The Nominating Committee shall recommend to the Executive Committee persons to replace officers or directors that have resigned or been removed from office before the end of their terms.

Section 3. Other Committees and Working Groups - The President may appoint other committees and working groups as the need arises with the approval of the Executive Committee. e.g.; Education Committee, Funding Committee, Legislative Committee, By-law Committee, etc.

Section 4. Limitations - Under no circumstances shall any committee or individual member of a committee commit CRC resources without prior approval of the Executive Committee.

Article VIII - Indemnification of Officers and Directors

CRC shall, to the extent legally permissible, indemnify any person serving, or who has served, as an officer, a member of the Executive Committee, or Executive Director. Officers, members of the Executive Committee, and the Executive Director shall not be personally liable for the debts, liabilities or other obligations of CRC.

Article IX - Dues

A dues structure for the upcoming year shall be proposed by the Executive Committee and presented to the membership for their approval at the Annual Meeting.

Article X - Donations and Grants

CRC may accept donations and in-kind services from private individuals or organizations and grants from private organizations or government agencies.

Article XI - Fiscal Year

The fiscal year of CRC shall commence on April 1 and terminate on March 31 of the following calendar year.

Article XII - Parliamentary Authority

All procedural questions not resolved by formal Articles herein shall be determined in accordance with "Robert's Rules of Order Revised."

Article XIII - Amendments

Amendments to these By-laws may be made at the Annual Meeting provided:

1. Receipt of a written proposal has been submitted as a petition by at least 10 members to the Executive Committee.
2. Presentation of the above petition shall be made to the President or another officer at least forty-five (45) days prior to the Annual Meeting.
3. The reason for the proposed change must be placed in writing and presented with the petition by the persons offering the petition.
4. The petition and the rationale shall be mailed by the Secretary with the Annual meeting agenda to the Executive Committee at least thirty (30) days prior to the Annual Meeting. This same information shall be contained in the notice of the Annual Meeting of the membership.
5. The petition shall be presented by the persons offering the petition at the Annual Meeting. A member of the Executive Committee shall state the position of the Executive Committee with respect to the petition.
6. The proposed amendment or amended amendment shall be accepted by a minimum two-thirds (2/3) majority vote of the voting members present at the Annual Meeting. Amendments to the proposed amendment may be made by any voting member at the Annual Meeting.

Article XIV - Dissolution

Upon dissolution, or final liquidation, of CRC, any remaining assets shall, after payment or the making of provisions for payment of all lawful debts and liabilities of CRC, be distributed to a non-profit successor organization or, if no such successor exists, for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.