

**BY-LAWS
OF THE
BLANCHARD RIVER WATERSHED PARTNERSHIP INC.**

ARTICLE I: NAME AND GEOGRAPHIC EXTENT

Section 1. – Name: The name of the association is the Blanchard River Watershed Partnership Inc., hereinafter referred to as “the BRWP”.

Section 2. – Geographic Extent: For the purpose of this document, the geographic extent of the Blanchard River Watershed shall include all of the land that drains via the Blanchard River from its headwaters five miles north of Kenton, in Hardin County and flows into the Auglaize River, South of Dupont, in Putnam County. It includes parts of Allen, Hancock, Hardin, Putnam, Seneca and Wyandot Counties. This area is defined by the United States Geological Survey as Hydrologic Unit – 04100008

ARTICLE II: MISSION AND GOALS

Section 1. – Mission: The Blanchard River Watershed Partnership fosters responsible land use, recreation, improvement of water quality, and the protection and enhancement of our watershed.

Section 2. – Vision: To live in a clean and productive watershed that assures long-term value to all of its inhabitants.

Section 3. – Values: The Blanchard River Watershed Partnership Values...

- The Blanchard River Watershed for its ability to sustain life.
- The natural ecosystems and the preservation of the natural and environmental aspects of the watershed.
- The partnerships and open dialogue with the community about our watershed.
- The rural lifestyle and the quality of life in townships, villages and cities.
- The use of best management practices to:
 - Sustain agriculture as an occupation.
 - Encourage environmentally sound industrial development.
 - Promote responsible residential and other urban activities.

Section 4. – Strategic Planning Goals:

- The BRWP will develop a Strategic Plan.
- The plan will be reviewed each year at the annual planning meeting.

ARTICLE III: MEMBERSHIP

Section 1. – Eligibility: Any individual or organization that subscribes to the mission, vision, values and goals of the BRWP is eligible for membership.

Section 2. – Types of Membership:

- A. Individual Membership – Individuals may become voting members of the Partnership by paying annual dues in the amount set by the BRWP at its annual meetings. All memberships will coincide with the Calendar Year. Dues must be paid before that member can exercise voting rights in that year.

- B. Family Membership - Families may become members by paying annual dues in the amount set by the BRWP at its annual meetings. Dues will be payable before that member can exercise voting rights in that year. One person will represent each family as a voting member.
- C. Membership Plus and Sponsorship – Eligible organizations and/or businesses may become members by paying annual dues in the amount set by the BRWP at its annual meetings. Dues will be before that member can exercise voting rights in that year. Organizations may appoint one person to represent them as a voting member.
- D. Cooperating Affiliates. – Organizations that are unable to pay membership dues that nevertheless support the mission, vision, values and goals of the BRWP may become cooperating affiliates by submitting a letter of support to the BRWP. They will be invited to send representatives to all BRWP events and will be listed as Cooperating Affiliates. Cooperating Affiliates do not have voting privileges.

Section 3. – Role of Members: Members are responsible for electing the Board of Directors and voting on any proposed changes to the By-Laws and other items that are presented at annual meeting of the BRWP. Members also are invited to participate in BRWP activities and will receive all information pertinent to the general membership. Members are encouraged to become active on one or more committees and give input on watershed related issues, projects, and activities.

Section 4. – Membership Diversity: The BRWP actively seeks a diverse membership that encourages all stakeholders of the watershed and other interested parties to join and become involved.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. - Board of Directors: The Board of Directors shall consist of an elected member from each of the six subwatersheds in the Blanchard River Watershed, plus 3 At-large members. The Board can appoint up to 6 more Board Members.

- A. Ex-officio members to the Board of Directors can be added as deemed appropriate. Ex-officio members do not have voting privileges.
- B. A representative of each of the committees is an Ex-officio member.

Section 2. - Board of Directors Officers: The BRWP officers shall be President, Vice President, Treasurer, and Secretary.

Section 3. – Responsibilities of the Board of Director Officers:

- A. President:
 1. Preside at all meetings of the Board of Directors, Executive Committee, and Organization / Development Committee.
 2. Develop in conjunction with the Coordinator the agenda for the meetings.
 3. Sign correspondence and other BRWP documents as needed.
- B. Vice President:
 1. Assume the above duties in the President’s absence.

C. Secretary:

1. Record the minutes of the Board of Directors and other BRWP meetings and submit an electronic copy to Coordinator in a timely fashion.

D. Treasurer:

1. Record and maintain all financial records.
2. Prepare a financial report for each month and present to the Board of Directors for approval.
3. Write and pay all invoices in a timely manner.
4. Assists in budgeting, grant financial reports, and federal and state required filings.

Section 4. – General Role of the Board of Directors: The general role of the Board of Directors is to provide overall direction to the BRWP in fulfilling its mission, vision, values and goals.

Section 3. – Responsibilities of the Board of Directors:

- A. Support the implementation of the Watershed Management Plan and propose to the membership changes to the Management Plan as needed.
- B. Prepare and approve an Annual Budget of the BRWP and the adoption of a sound accounting practices document.
- C. Approve all grant applications, contracts, and memoranda of agreement to be submitted on behalf of the BRWP.
- D. Track progress of targeted goals and finances as stated in grants received on behalf of the BRWP.
- E. Support programs of cooperating organizations that advance the mission and goals of the BRWP.
- F. Facilitate the development of consensus positions on issues arising within the watershed. Where consensus cannot be reached offer majority and minority reports on the issue.
- G. Review position statements, letters of support, and/or advocacy letters that are proposed by members or committees.
- H. Develop agenda and programs for general meetings of the BRWP.
- I. Promote a growing active membership
- J. Promote sustainability through fiscal growth, fundraising and marketing planning.
- K. Work closely with the Committees of the BRWP

ARTICLE V: ELECTIONS AND OFFICERS

Section 1. – Election of Subwatershed Representatives and At-Large Members to the Board of Directors:

- A. The President of the BRWP will appoint a Nominating Committee consisting of at least three members to compile a slate of candidates to the Board of Directors. The Board of Directors will approve the slate of candidates at least 30 days prior to the annual meeting and be sent to the membership at least 3 weeks prior to the annual meeting
- B. Nominations will also be taken from the floor at the annual meeting.
- C. Directors will be elected at the Annual Meeting of the BRWP for a three year term.
- D. Where elected directors resign or are removed for absenteeism, the Board of Directors will appoint someone to complete the remainder of the term.
- E. Elected positions to the Board of Directors shall be filled as follows. Cycle One is defined as term ending 12/31/ 2012. Each cycle follows in yearly sequence.

Cycle 1	Cycle 2	Cycle 3
Headwaters	Riley Creek	Cranberry Creek
Ottawa Creek	Eagle Creek	Lye Creek
At-Large #2	At-Large #1	At-Large #3

ARTICLE VI: COMMITTEES

Section 1. – Standing Committees: The Board of Directors will name and implement committees to meet the ongoing needs and mission of the watershed...annually and on an ongoing basis. Committees may be added or eliminated by a 2/3 vote of the Board of Directors.

Section 2. – Responsibilities of Standing Committees:

- A. Develop and support implementation of their section of the Strategic Plan.
- B. Propose revisions and updates to their section of the Watershed Management and Action Plan to the Board of Directors and membership.
- C. Investigate all sides of issues that are under their consideration.
- D. Keep the Board of Directors and the Watershed Coordinator informed regarding new issues and opportunities in their field of expertise.

ARTICLE VII: MEETINGS

Section 1. – BRWP Members Meetings: The BRWP will hold one regularly scheduled annual meeting for all members in the fall. Elections will be held at this meeting. Special meetings of the BRWP can be called as needed by the Board of Directors. The time and location of each meeting shall be determined by the Board of Directors. Members will be notified a minimum of three weeks prior to any meeting. A quorum shall consist of those members present.

Section 2. – Board of Directors Meetings: The Board of Directors shall meet at least four times a year. The President may call additional meetings as needed. The time and location of each meeting shall be determined by the Board of Directors. A quorum shall consist of the Board members present at that meeting. . Board Members who miss three meeting in a given year without being excused by the President may be removed from the Board by a majority vote of the Board.

Section 3. – Standing Committee Meetings: Standing Committees shall meet no fewer than two times per year. Standing Committees can meet via conferencing. Pending prior notification, a quorum shall consist of those members present.

ARTICLE VIII: STAFF

Section 1. – Watershed Coordinator: In order to fulfill the Mission and Goals of the BRWP every effort will be made to support a fulltime Watershed Coordinator.

Section 2. – The Responsibilities of the Coordinator are to:

- A. Assist in carrying out the Work Plan of the BRWP.
- B. Aid the Board and Committees in fulfilling their responsibilities.
- C. Complete and submit all documentation required for grants and other reports submitted on behalf of the BRWP.
- D. Seek out and coordinate the preparation of grant applications that further the implementation of the Work Plan and BRWP objectives.
- E. Oversee the day-to-day operations of the BRWP.
- F. Assist the Organization & Development Committee to organize fundraising efforts for the BRWP and to promote membership growth.
- G. Maintain secure records for the BRWP.
- H. Supervise other staff, interns, and volunteers.
- I. Assist the Education & Communication Committee to coordinate education and outreach efforts:
 1. Prepare newsletters and maintain website.
 2. Public relations.
- J. Network with other watershed professionals and groups.
- K. Seek professional training and development opportunities.

Adopted November 18, 2015

ARTICLE IX: PARLIMENTARY AUTHORITY

Section 1. – Parliamentary Authority: Except where otherwise specified these By-Laws are adopted by a majority vote of the voting members present at an annual meeting. The rules contained in the most recent edition of Robert’s Rules of Order shall govern BRWP proceedings.

ARTICLE X: AMENDMENTS TO BY-LAWS

Section 1. – Amendments to By-Laws: These By-Laws may be amended by a 2/3 vote of members present at the annual meeting of the BRWP or at a meeting specifically called for this purpose.