

PARTNERS FOR CLEAN STREAMS, INC.

BYLAWS

(as approved by the Board of Directors on December 18, 2007)

ARTICLE 1- NAME AND PURPOSE

This nonprofit organization shall be known as the Partners for Clean Streams, Inc. (hereafter referred to as PCS). PCS has been organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code. Partners for Clean Streams, Inc. is striving for abundant open space and a high quality natural environment; adequate floodwater storage capacities and flourishing wildlife; stakeholders who take local ownership in their resources; and rivers, streams and lakes that are clean, clear and safe.

No part of the net earnings of PCS shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

No substantial part of the activities of PCS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, PCS shall not carry on any other activities not permitted to be carried on a) by an organization exempt from federal income tax under section 501 (c) 3 of the Internal Revenue Code; or by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 2 – MEMBERSHIP & LEADERSHIP

Article 2.1 – General Membership

PCS shall be composed of members who have a common interest in accomplishing the mission of Partners for Clean Streams, Inc. Paying dues is a condition of a voting membership. Donation amounts and rights of membership are outlined in the *Partners for Clean Streams Financial Plan*.

Article 2.2 – Board of Directors Membership

The PCS Board of Directors shall consist of 7 to 9 members of whom 2 are standing appointments of the Chairs of the Maumee RAP Advisory Committee (RAC) and Finance Advisory Committee (FAC). Five to seven of the positions are elected by the General Membership with voting status at the Annual Meeting each fall. The 2 appointed positions are not to be voted upon in the general Board of Director election as they are determined by the RAC and FAC.

Article 2.2(a) - Eligibility

To be a member of the PCS Board of Directors you must be a voting member of Partners for Clean Streams as defined in the *Partners for Clean Streams Financial Plan*. All voting members receive one vote regardless of who they represent, how much they contribute or how many times they contribute.

Article 2.2(b) – Selection and Terms

The Board of Directors will accept nominations, including new and renewing members, for the month of October each year. Elections will be held at the Annual Meeting of the Partners for Clean Streams in November. Absentee votes will be accepted during the week prior to the Annual Meeting in November. All voting will be closed during the Annual Meeting. Nominees must receive a majority of the votes cast. If there are more eligible nominees than seats on the Board, those with the most votes will be selected until all available seats are filled.

Members of the Board of Directors will serve for **two** year terms. Terms will begin in January. Any vacancy on the PCS Board of Directors shall be filled by a vote of PCS Board of Directors for the remainder of the unexpired term within two meetings of the vacancy. Officers can serve consecutive terms for up to 10 years. A minimum of two years must elapse after a 10-year consecutive term before an individual can again serve as an officer or Trustee.

Board members who are unable to fulfill their elected terms shall submit a written resignation to the President stating the date the resignation shall take effect. Board members who fail to perform their duties faithfully, including attending meetings on a regular basis, will be removed from their position by a majority vote of the PCS Board of Directors.

Article 2.2(c) - Responsibility

The responsibilities of the members of the PCS Board of Directors are as follows, but not limited to:

- Signing of a membership agreement;
- Maintenance of a voting member status;
- Active participation at regularly scheduled Board meetings, or as called by the President;
- Assisting the Executive Director in fundraising and program development and implementation;
- Promoting the organization and its efforts;
- Making overall financial and organization decisions for PCS; and
- Other duties as requested by the Board or Executive Director.

Article 2.3 – Board of Directors Leadership

Article 2.3(a) - Eligibility

All officers of the PCS Board of Directors must be voting members of PCS. The officers of PCS (President, Vice-President, Treasurer, and Secretary) shall manage Partners for Clean Streams with assistance from by any staff hired for such purpose.

Article 2.3(b) – Selection and Terms

Election of Partnership officers shall take place at a regular Board of Directors meeting in January of each year for a **one** year term. Any vacancy of a PCS office shall be filled by a vote of PCS Executive Committee for the remainder of the unexpired term. The exception to this is the two appointed positions because of the two-year terms for RAC and FAC Chairs.

Article 2.3(c) - Responsibility

The officers of PCS are responsible for maintaining the organization's operation and progress. Specific responsibilities include, but are not limited to:

- President
- Prepare PCS Board of Directors meeting agendas;
 - Run meetings of PCS;
 - Break all voting ties;
 - Supervise the Executive Director and provide their performance reviews with input from PCS Board Members as desired;
 - Work closely with the Executive Director to manage and run PCS, its committees and projects;
 - Perform generally all the duties usually incident to such office; and
 - Other duties as may be requested by PCS Board of Directors.
- Vice President
- Assist the President, as needed;
 - Perform the President's responsibilities when the President is not available; and,
 - Other duties as may be requested by PCS Board of Directors.
- Treasurer
- Member of the Finance Advisory Committee;
 - Act as liaison between PCS and Maumee RAP Advisory Committee for financial issues;
 - Receive and disburse funds for Partnership activities;
 - Oversee the development of the annual operating budget and implementation of fundraising efforts;
 - Present a fiscal report to the PCS Board of Directors at least quarterly;
 - Assist the Executive Director, as necessary, in preparation of grant reports and applications, and liaison with the Accountant as necessary;
 - Upon leaving the office, the Treasurer shall deliver all books, records, and property of PCS to the successor or to the President of PCS; and,
 - Other duties as may be requested by the PCS Board of Directors.
- Secretary
- Keep the minutes of the meetings Board of Directors and Executive Committee;
 - Maintaining the records and all notices of PCS
 - Upon leaving the office, the Secretary shall deliver all books, records, and property of the PCS to the successor or to the President of PCS; and,
 - Other duties as may be requested by the PCS Board of Directors.

ARTICLE 3 – COMMITTEES

Article 3.1 – Establishment

The PCS Board of Directors shall have at least three standing committees: 1) Executive Committee, 2) Maumee RAP Advisory Committee and 3) Finance Advisory Committee. These standing committees shall report to the PCS Board of Directors and have Operating Procedures approved by the PCS Board of Directors in accordance with these Bylaws. The PCS Board of Directors may also establish other Committees and/or subcommittees as necessary for conducting its business.

Article 3.2 - Eligibility

Committee members must be voting members of PCS as defined in the *Partners for Clean Streams Financial Plan*.

Article 3.3 - Responsibility

Article 3.3(a) – Executive Committee

The Executive Committee of PCS shall consist of the Officers and 2 other designated Board Members. Executive Committee meetings are open for all Board Members to participate at-will. The duties of the Executive Committee shall include, but are not limited to:

- Advise the staff as needed, pertaining to administrative and strategic issues
- Guide the staff activities to support the mission of PCS
- Provide performance reviews for the staff annually
- Determine merit increases for the staff

Article 3.3(b) – Maumee RAP Advisory Committee (RAC)

The Maumee RAP Advisory Committee (RAC) of PCS shall consist of 12 to 15 voting members of PCS. The duties of the RAC shall include but are not limited to:

- Guide the PCS organization by advising the PCS Board of Directors as to what projects, opportunities, etc. will help to restore the Maumee AOC;
- Provide oversight of project development and implementation, delisting status, etc.;
- Coordinate the surveillance and monitoring, evaluation and education, and involvement of the community;
- Advise and consult as needed with the Ohio Environmental Protection Agency regarding implementation of the recommendations, as Ohio EPA has the responsibility for the implementation of RAPs in Ohio.

The RAC Chair has an appointed seat on the PCS Board. The RAC has their own Operating Procedures; see their document for more details.

Article 3.3(c) – Finance Advisory Committee (FAC)

The Finance Advisory Committee (FAC) of PCS shall consist of 5 to 7 voting members of PCS. The duties of the FAC shall include but are not limited to:

- Oversight of the PCS operating budget, receipts and expenditures;
- Awarding grants and/or grant matches
- Development and implementation of membership and donor programs
- Assist with financial matters including fiscal reporting and communications with accountant, etc.

The FAC Chair has an appointed seat on the PCS Board. The FAC has their own Operating Procedures; see their document for more details.

ARTICLE 4 – MEETINGS & PROCEDURES

Article 4.1 - Meetings

Notice of all PCS Board of Directors and all Committee meetings, shall be given 5 to 7 days before the date of such meeting to each member by mail, fax or e-mail at their last know address. All such notices shall state the time, place and purpose of the meeting. PCS Board of Director meetings and committee meetings shall be held at a frequency to ensure schedules and goals of PCS are met, but not less than semi-annually for PCS and quarterly for committees. Any member may waive any notice required under these regulations, and by attendance at meetings, shall be deemed to have waived notice thereof.

Special meetings may be called from time to time in accordance with notification, exclusive of the 5 to 7 day advance notice with the concurrence of one officer and one member of the PCS Board of

Directors. These special meetings may be called as a conference call/phone meeting with any decisions/votes being submitted in writing as noted under the Quorum, Voting and Proxy section. Any decision rendered shall be filed with the minutes of the proceedings of the Board.

Minutes shall be recorded and voted on for approval at the next regular meeting, or subsequent meeting at which a quorum is present. Minutes shall serve as an official record of PCS.

Meetings shall be conducted in general accordance with Robert's Rules of Order: the Modern Edition, except where otherwise stated in the bylaws.

Article 4.2 - Quorum, Voting & Proxy

A quorum shall consist of 50 percent of the current PCS Board of Directors plus 1. Any decisions must be approved by a majority of the quorum.

Voting by proxy shall be permitted by one assigned alternate, including another Board member, for each voting member. Alternates must be assigned in writing (including fax or e-mail) prior to the meeting. Alternates may only vote on a specified agenda issues for that meeting.

A proxy vote can be held at the request of any PCS Board member when an action is needed prior to the next regularly scheduled meeting. The PCS President and/or Executive Director will conduct all proxy votes. Any necessary information will be disseminated to members and a response must be received in writing (including fax or e-mail). Phone votes are not acceptable. Any decision rendered from a proxy vote shall be filed with the minutes of the proceedings of the Board.

Article 4.3 - Attendance

Attendance by voting members is expected. If a voting member cannot attend, the member may send a written proxy to vote on specific agenda items prior to the conclusion of the meeting.

All interested individuals may participate in all PCS meetings, but only elected members of the Board will vote at PCS Board meetings. The General Membership with voting rights will be asked to vote on decisions regarding the organization from time to time (i.e. annual voting for Board member positions).

ARTICLE 5 – CONFLICT OF INTEREST

For purposes of this Article, a conflict of interest exists if financial interests or other opportunities for tangible personal benefit may exert a substantial and improper influence upon a Board member's professional judgment in exercising any PCS Board of Director's duty or responsibility.

Board members are expected to review their professional activities to determine if conflicts of interest may exist, and to avoid activities that entail or create a conflict of interest. Specifically, Board members are expected to disclose having significant involvement and/or financial interest in an entity that does business with PCS. They shall also recuse themselves from that portion of a Board meeting, and refrain from voting on issues, dealing with such an entity.

ARTICLE 6 – CODE OF ETHICS

Board members are to act with honesty, integrity, and openness in all their dealings as representatives of PCS Board of Directors. This organization promotes a working environment that values respect, fairness, and integrity. Board members are expected to listen carefully and respect

the opinions of their fellow board members. They shall never exercise authority as a board member except when acting in a meeting with the board or as delegated/directed by the Board of Directors.

Board members are to keep confidential matters confidential including personnel, finances, and fund development. They shall bring to the attention of the Board of Directors any issues believed to adversely effect PCS or those we serve. Board members shall do their best to ensure PCS is well-maintained, financially secure, growing and always operating in the best interests of our mission and those we serve.

ARTICLE 7 – REVIEW & AMENDMENT OF BYLAWS

These Bylaws should be reviewed at least every two years, however they may be amended, suspended, repealed, or superseded, in whole or in part, at any time by a 2/3 majority vote of the voting members of PCS Board of Directors.

ARTICLE 8 – INDEMNIFICATION

The Partnership shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suit, or proceeding or in the right of the Corporation), by reason of the fact that he is or was a trustee, officer, employee, agent, or volunteer of the Corporation, or is or was serving at the request of the Corporation, or is or was serving at the request of the Partnership as a trustee, director, officer, employee, agent, or volunteer of another corporation (whether non-profit or for profit), partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Partnership and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Partnership and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE 9 – DISSOLUTION

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of PCS is then located, exclusively for such purposes or to such an organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved:

Partners for Clean Streams
Board of Directors



Patrick Lawrence, President

Date: December 18, 2007