

Appendix C

Duck and Otter Creeks Partnership, Inc

This Appendix includes organizational documents and reference materials regarding the Duck and Otter Creeks Partnership, Inc.



(last updated 1/20/06)

Duck and Otter Creeks Partnership Charter

The Duck and Otter Creeks Partnership promotes human and ecological health through education, protection, and restoration of these watersheds with diverse collaborative efforts dedicated to building community stewardship.

In striving to implement this mission, the Partnership has developed this Charter which outlines the premise of the Partnership and indicates the commitment of all the involved Partners to achieve the stated purpose, within their respective constraints.

The Partnership is a voluntary non-profit organization whose members include citizens, local businesses, industries, government agencies, institutions, and public organizations, formed to address the mission and purpose stated above.

The signatories are a consensus-based partnership and have established the following objectives intended to fulfill the mission and purpose of the Partnership:

- * Define the issues to be addressed to achieve the stated mission of the Partnership. This will be done utilizing the existing data and any additional data that may be obtained in the future.
- * Develop a detailed (dynamic) plan of action to address the issues identified. To devise this plan, the Partnership will explore various potential options, which are environmentally sound and balanced with economic considerations.
- * Identify resource needs for the implementation of the action plan. An undertaking of this magnitude may be expansive and require significant resources.
- * Generate a sequence of activities for implementation of the action plan. This will provide a framework for the Partners to evaluate the effectiveness of the project.

The following by signing this Charter, agree to volunteer their available time, resources, knowledge, technical skills, and efforts, to advance the mission, purpose, and objectives of the Partnership. This commitment will include attending meetings, participating in document development, and planning for the implementation of the Partnership objectives. This Charter is a public statement of intent designed to foster good faith among the parties. It is understood and agreed by the undersigned that this Charter shall not legally bind any one or any organization to this or any other agreement. This agreement does not limit or in any way restrict the statutory or contractual obligations of the signatories in carrying out their private and/or public responsibilities nor does it commit to any particular participation absent separate written agreement thereto.

Charter Organization: _____

Charter Member Signature: _____

Charter Member Name (please print): _____ *Date:* _____

Duck and Otter Creeks Partnership, Inc.

BYLAWS

ARTICLE I

Name and Purpose

This nonprofit organization will be known as the Duck and Otter Creeks Partnership, Inc. The Partnership has been formed for the purpose of promoting human and ecological health through education, protection, and restoration of these watersheds with diverse collaborative efforts dedicated to building community stewardship.

ARTICLE II

Membership

The Duck and Otter Creeks Partnership, Inc. hereinafter referred to as the “Partnership,” shall be composed of representatives who have a common interest in accomplishing the mission of the Partnership as defined in its Charter. Signing the charter and paying dues is a condition of voting membership and each individual and/or organization signing the Charter will have one membership vote. Individuals and/or organizations that do not sign the Charter may participate in the Partnership as non-voting members. Any resignations shall be in writing and acknowledged for documentation in the minutes at the next regularly scheduled Partnership meeting. Membership entitles the individual and/or organization to attend all meetings and/or events of the Partnership. Any request for financial support from a member may be approved or disapproved by the member for each specific funding request. Under no circumstances will a financial obligation for the requested funds be made by the Partnership prior to obtaining the necessary approval from the individual and/or organization being solicited.

Individuals or organizations that do not wish to vote can join the Partnership with limited rights under the status of Friends of Duck and Otter Creeks Partnership. They will not have a vote and will have reduced membership dues. Friends of Duck and Otter Creeks Partnership are eligible, but not required, to attend meetings and serve on committees.

ARTICLE III

Leadership

All officers of the Partnership must be voting members. The officers of the Partnership (Chair, Vice-Chair, Treasurer and Secretary) shall manage the Partnership assisted by the staff of the Partnership.

Election of the Partnership officers shall take place at a regular committee meeting in January of every other year for a two-year term. Any vacancy of a Partnership office shall be filled by a vote of the Partnership members for the remainder of the unexpired term.

The Partnership Chair shall preside at all meetings of the Partnership, sign the records thereof, and perform generally all the duties usually incident to such office, and such other duties as shall be from time to time required by the Partnership.

The Vice-Chair shall perform the Chair’s responsibilities when the Chair cannot be available, report to Partnership Chair and perform other responsibilities required by the Partnership.

The Treasurer shall maintain all financial records and administer fiscal matters of the organization. The treasurer shall receive and disburse all funds for the Partnership activities, file all necessary reports for the expenditures made, and prepare draft operating budgets for the following year. The Treasurer shall prepare a fiscal report to be submitted to the Partnership at least quarterly, and shall generally perform such other fiscal duties as may be required by the members. At the expiration date of the term of office the Treasurer shall deliver all books, records, and property of the Partnership to the successor or to the Chair of the Partnership.

The Staff shall be responsible for preparing and distributing all external communications of the Partnership. The Staff shall keep minutes of all Partnership proceedings and make a proper record of the same, which shall be reviewed and approved by the Secretary and sent to the members of the Partnership at least one week prior to the next regular meeting. The Secretary shall generally perform such other duties as may be required by the members. At the expiration of the term of office, the Secretary shall deliver all books, records, and property of the Partnership to the successor or to the Chair of the Partnership.

ARTICLE IV Committees

It is anticipated that, from time to time, ad hoc committees and standing committees will be appointed and approved by the Partnership. Such committees may consist of Charter signing (voting) and non-Charter signing (non-voting) members. Each operating committee shall be responsible for submitting and attesting minutes and status reports of their respective committee meetings to the Partnership at the next regularly scheduled meeting.

The Steering Committee shall be a standing committee of the Partnership.

The finances of the Partnership will be supervised by the Steering Committee.

The Steering Committee shall be comprised of: the Chair and/or Vice-Chair, the Treasurer and representatives from business and individual members for a total of five (5) members. Steering Committee meetings are open for all members to participate at-will. The duties of the Steering Committee shall include, but are not limited to:

- advise the staff, as needed, pertaining to administration issues
- guide the staff activities so they support the mission of the Partnership
- provide performance reviews for the staff at least semi-annually
- determine merit increases for the staff
- give approval for the pursuit of alternative funding opportunities for projects previously approved by the Partnership
- give authority for staff to undertake leadership positions in other organizations
- Steering Committee members will be appointed with approval by the full board for a term of two-years. Terms can be renewed.
- approve all proposals for expenditures over \$ 500.00 and less than \$ 5000.00.

ARTICLE V Meetings

Notice of all Partnership meetings, including the Steering Committee, shall be given at least seven (7) days before the date of such meeting to each member by mail, fax or E-mail at their last known address, and all such notices shall state the time, place and purpose of the meeting. Partnership meetings and committee meetings shall be held at a frequency to ensure schedules and goals of the

Partnership are met, but not less than semi-annually for the Partnership 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 seven (7) day advance notice with the concurrence of the Partnership officers.

A quorum at Partnership meetings shall consist of 50% or 9 of the voting memberships, whichever is less, with a majority vote required for approval.

Attendance by voting members is expected because each voting member's opinion is important in gaining a consensus. However, if a voting member can not 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 Partnership meetings, but Partnership decisions requiring membership input shall be made by a majority vote of voting members, each having one vote.

Committee members, regardless of Partnership voting status, may vote on committee issues as necessary with majority vote ruling. An affirmative committee vote may require a corresponding recommendation to the Partnership, which may then vote to accept or reject the committee recommendation with a majority vote ruling.

The Steering Committee is responsible for approving all proposals for expenditures over \$ 500.00 and less than \$ 5000.00. All expenditures \$ 500.00 or less shall be approved by the Treasurer and the authorized checking account signer. The Steering Committee will recommend approval or disapproval of all proposed expenditures of more than \$ 5000.00 to the membership. Proposed expenditures over \$ 5000.00 require approval of 75% or more of the voting members.

Minutes shall be recorded and voted on for approval in the next regular meeting. Minutes shall serve as an official record of the Partnership.

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

ARTICLE VI

Amendment of Bylaws

These Bylaws will be reviewed at least biennially and may be amended, suspended, repealed, or superseded, in whole or in part, only by a majority vote of no less than two-thirds of the members.

*Revised – July 15, 2004
(Mission statement updated January 19, 2006)*

Duck and Otter Creeks Partnership, Inc.

Leadership and Membership

(as of November 2005)

Board Officers

Susan Horvath, Chair (citizen)
Vice-Chair, Eric Montgomery (Sunoco)
Sandy Bihn, Treasurer (citizen)
Paul Fletcher, Secretary (Jones & Henry Engineers)

Steering Committee

Eric Montgomery
Susan Horvath
Tom Kiger
Sandy Bihn
Lynn Ackerson

Charter Signing/Voting Members

City of Oregon
City of Toledo
City of Northwood
Bowser-Morner, Inc.
The Mannik and Smith Group
Hull & Associates, Inc.
Jones & Henry Labs
Jones & Henry Engineers
GEC, Inc. (The Geoenvironmental Consortium, Inc.)
University of Toledo Lake Erie Research Center
Envirosafe Services of Ohio
Evergreen Recycling and Disposal Facility
BP Amoco
Sunoco
Pilkington North America
Susan Horvath (private citizen)
Frank Reynolds (private citizen)
Bill Katakis (private citizen)
Sandra Bihn (private citizen)
Don Scherer, Ph. D. (private citizen)
Lynn Ackerson (private citizen)
Phil Blosser (private citizen)
Steve Bartha (private citizen)

Non-Voting Participants*

Ohio EPA
US EPA
Ohio Department of Natural Resources
The Ohio State University Extension
CSX Transportation represented by ARCADIS
Toledo-Lucas County Health Department
Toledo Metropolitan Area Council of Governments (TMACOG)
Maumee RAP

**Note: This is only a partial list*