

Operating Procedures and Organizational Structure of the Southeast Watershed Alliance

Preamble

The Southeast Watershed Alliance (also known as the Alliance) was established by RSA 485-E et seq and that statute is incorporated herein by reference and made a part hereof. In order for the Alliance to exercise the powers and accomplish its duties, the municipalities who have agreed to participate in the Alliance have adopted the organizational structure and governing bylaws set forth below.

Any reading or interpretation of these governing Operating Procedures and Organization Structure, herein referred to as bylaws, shall be made or construed in conformance with the above cited statute.

Article I. Municipal Participation

- (a) Any of the municipalities listed in RSA 485-E:3 are eligible for participation in the Alliance. Any Alliance municipality may elect to participate or subsequently withdraw from participation in the Alliance by vote of its governing body. Such decisions shall be communicated to the Alliance by any verifiable written means.
- (b) Each participating municipality shall designate a representative to the Alliance who shall officially represent the municipality for Alliance activities. The municipality may also designate an alternate to serve whenever the representative is unavailable.
- (c) Representatives shall serve until replaced or removed by the governing body. Representatives shall be responsible for keeping their respective municipalities informed of Alliance activities.

Article II. Conflict of Interest

- (a) In addition to complying with any applicable laws and regulations governing conflict of interest or ethics, Representatives of municipalities shall not participate in any decision or activity which would constitute or give the appearance of a conflict of interest. A conflict includes any person's interests or that of an organization in which the Representative has a direct or indirect pecuniary interest.
- (b) It shall not be deemed a conflict of interest when a Representative also serves as an elected or appointed official or as an employee of the state or municipality.

- (c) Notwithstanding the foregoing, in the event of a conflict between the provisions of Article II (a) and (b) and applicable laws and regulations, the laws and regulations shall prevail.

Article III. Voting

- (a) Each member municipality shall be entitled to one vote cast by its Representative in matters that come before the Alliance.
- (b) A quorum for any meeting of the Alliance or the Board of Directors shall be a simple majority of the respective Representatives in the Alliance.
- (c) Passage of any motion shall require a simple majority of the Representatives present and voting at the meeting except that any amendment of the bylaws shall require two-thirds ($\frac{2}{3}$) vote of the members present and voting as provided in Article XI.

Article IV. Meetings

- (a) Meetings of the Alliance shall be held quarterly or more often as the Representatives determine appropriate.
- (b) There shall be an annual meeting at which the Board of Directors is to be elected. This meeting may coincide with a regular meeting of the Alliance and shall be held in the month of April each year.
- (c) Special meetings may be called by the Chairperson of the Board of Directors and shall be called upon written request of three members of the Board.
- (d) Meeting notices and minutes shall be posted electronically and in accordance with the requirements of the “Right-to-Know” law, RSA 91-A.

Article V. Board of Directors

- (a) The Board of Directors shall consist of eleven (11) Representatives elected by a majority vote of all Representatives attending the annual meeting. The first Board of Directors shall be nominated by the Planning Committee and elected by the majority vote of the Representatives at the first meeting following approval of the bylaws by the Attorney General.
- (b) The ordinary term of office for a Director is three years. The initial Board shall be composed of four Directors elected for a one year term, four Directors for a two year term and three Directors for a three year term. Thereafter all terms shall be three years.

- (c) Duties and Powers: The Board of Directors shall have general supervision of the affairs of the Alliance between its business meetings, fix the hour and place of meetings, make recommendations to the Alliance, and perform such duties such as are specified in these bylaws or assigned to the Board by majority vote of the Representatives. The Board shall be subject to orders of the Alliance, and none of its acts shall conflict with actions taken by the Alliance. The Directors shall formulate policies for the activities of the Alliance and its operations consistent with the legislative mandates and any guidance and principles set forth by resolution of the Representatives.
- (d) Board Meetings: Unless otherwise ordered by the Board, regular meetings of the Board of Directors shall be held monthly. Special meetings of the Board may be called by the Chairperson and shall be called upon written request of three members of the Board.
- (e) Vacancies on the Board shall be filled by vote of the remaining Directors with the replacement to serve until the next annual meeting.

Article VI. Officers

- (a) The Officers shall be named by and from the members of the Board of Directors and shall consist of a Chairperson, Vice-Chairperson, Treasurer, Secretary, and Project Coordinator.
- (b) The Chairperson shall chair all meetings of the Board and ensure compliance to all provisions of the bylaws.
- (c) The Vice Chairperson shall serve in the absence of the Chairperson.
- (d) The Treasurer shall ensure that the finances and financial records of the Alliance are maintained in accordance with the generally accepted accounting practices and that all receipts and disbursements are handled in a businesslike manner.
- (e) The Secretary shall ensure the maintenance of all non-financial records not maintained by the treasurer (including meeting minutes) keep the seal and make certifications when required.
- (f) The project coordinator shall keep informed of the activities of the various committees and projects undertaken by the Alliance and shall keep the Board and Representatives to the Alliance informed of the activities utilizing inter alia the Alliance website and special reports as may be necessary.
- (g) The term for Officers shall be one year.

Article VII. Committees of the Alliance

- (a) The *Advisory Committee* shall be comprised of those members specified by statute as well as those appointed by the Alliance at a regular or special meeting.
- (b) A *Finance Committee* composed of the Treasurer and four other Representatives shall be appointed by the Chairperson promptly after each annual meeting. It shall be the duty of this committee to prepare an appropriations resolution for the fiscal year and to submit it to the Alliance at its annual meeting. The Finance Committee may from time to time submit amendments to the appropriations resolution for the current fiscal year, which may be adopted by a majority vote.
- (c) An *Auditing Committee* of three Representatives who are not members of the Board of Directors shall be appointed by the Chairperson during the annual meeting of the Alliance whose duty it shall be to audit the Treasurers accounts at the close of the fiscal year and to report at the July meeting.
- (d) The *Education and Outreach Committee* shall be appointed by the Board of Directors. It shall have primary responsibility for the development of materials and activities for keeping municipalities and their boards and citizens informed as to the Alliance activities and for the education on the issues facing the Alliance re: State and Federal requirements. The Committee may have subcommittees and utilize outside groups and volunteers in performing its assigned tasks.
- (e) The Board of Directors may designate additional *Committees*, their duties and makeup as may be needed to accomplish the purposes of the Alliance.
- (f) The Representatives shall nominate and elect a *Nominating Committee* to identify candidates to serve on the Board of Directors. Nominees to the Board of Directors shall be representative of the makeup of the Alliance to the extent practicable.
- (g) *Program Development Committee*: The program development committee shall be responsible for identifying fund raising opportunities to support Alliance identified mission goals and objectives and preparing proposals for contracts and grantees to support these activities. All submissions and agreements shall be approved by the Board of Directors.

Article VIII. Personnel and Services

The Board may hire or contract with such persons or firms as funding permits and that is consistent with RSA 485-E and the needs of the Alliance in carrying out its duties.

Article IX. Financial

- (a) In the event any particular project or activity of the Alliance is considered contrary to the policies or interests of a municipality as determined by its representative it may choose not to participate in that project or activity without affecting its participation in other areas. Participation in a project or activity shall be subject to the terms of that agreement and its validity is not affected by this provision.
- (b) In the event a contract or grant for Alliance activities has foreseen and included a particular municipality's expense for a project or activity, then such amount may be given to the municipality as just compensation for its contribution of effort and reimbursement of costs incurred. Any such amounts shall be in accordance with the terms of the relevant agreement(s) specifically covering the project or activity. Nothing in these bylaws shall require any municipality to obligate or transfer funds.
- (c) The Alliance shall not be obligated to reimburse or assume any expenses of a Representative or alternate or for another municipality's expenses or liabilities. Participation of a municipality is at its own risk and it shall be solely responsible for handling any claims whatsoever inclusive of loss or damage, personal injury, death or other actionable causes arising out of any act or omission of its Representative in connection with the activities contemplated by the Alliance.
- (d) In exercising the powers of the Alliance under RSA 485-E:7 IV, specific work projects or activities including capital projects that involve any transfer of funds, services or property among the various agencies and offices of the parties shall require the execution of separate agreements and be contingent upon the availability of appropriated funds and authorization by the governing body of the municipality. Such activities must be independently authorized by appropriate statutory authority or contracts or grant, etc. These bylaws do not provide such authority. Negotiation, execution, and administration of each such agreement must comply with all applicable statutes and regulations.
- (e) The municipalities shall retain title to any assets they bring to and employ in their participation in the activities contemplated herein unless expressly given to the Alliance in writing.
- (f) Any expenditures shall be in accordance with RSA 485-E:8.
- (g) The Alliance shall operate on a fiscal year of one July through thirty June of the following calendar year.

Article X. Severability

If any provision of these bylaws is found to be invalid, it shall not affect the validity of any other provisions of these bylaws.

Article XI. Amendment of Operational Procedures and Organizational Structure

Amendments to these bylaws may be made by vote of the Representatives upon satisfaction of all the below conditions:

- (a) The proposed amendment has been submitted in writing to the governing body of each member municipality and endorsed by at least five (5) Representatives.
- (b) There are at least sixty days between the submission of the proposed amendment and the properly noticed meeting at which a vote is to be taken by the Representatives.
- (c) Any proposed amendment shall be submitted to the NH Department of Environmental Services and the attorney general for review and recommendations as provided in RSA 485-E:7, II(c).
- (d) An amendment shall require a two-thirds ($\frac{2}{3}$) vote in the affirmative by the Representatives present.
- (e) Amendments to the bylaws shall be effective the date of their approval, unless otherwise provided within the amendment.

Article XII. Enactment of Operational Procedures and Organizational Structure

The Representatives of the participating municipalities have voted on June 15, 2010 to establish these bylaws as the governing operating procedures and organizational structure for the Alliance.