

**BY-LAWS of the
BAKER RIVER WATERSHED ASSOCIATION**

ARTICLE I. NAME

The name of this association shall be the Baker River Watershed Association.

ARTICLE II. PURPOSES

The purposes of the Association are the establishment and promotion of the following educational, scientific, ecological, and protective objectives:

1. Promotion of educational and scientific aspects of watershed planning to include:

- Native flora, fauna, forests, wetlands, soil, fish and game.
- Water quality of surface and ground waters.
- Soil conservation.

2. Preservation, conservation and improvement of the ecology of the Baker River watershed for the benefit of its residents and the general public.

3. Protection of the natural assets of the watershed for the enjoyment of future generations.

4. Cooperation with other associations, organizations, towns, conservation commissions, and state and federal agencies to improve and conserve the watershed and promote the general welfare of its citizens and the public.

5. The Association is organized exclusively for educational and scientific purposes, including water quality testing for public safety, and may allow contributions to other organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net income of the Association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these By-Laws, the Association shall not carry on any other activities not permitted to be carried on (a) by a nonprofit corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a nonprofit corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III. MEMBERSHIP

Membership is open to all persons having an interest in the purposes of the Association.

ARTICLE IV. DUES, OTHER FUNDS, AND GIFTS

The costs of operating the Association may be offset with dues assessed to members as determined by members at its Annual Meeting. Other sources of funds and gifts may be accepted by the Association. Different classes of membership may be established for individuals, families, sponsors, and other groups.

ARTICLE V. MEETINGS

1. Regular meetings of the members may be held as determined by the Steering Committee.

2. A quorum for regular meetings where business issues are discussed shall include members from at least four of the seven towns in the watershed. Non-business meetings do not require a quorum.

3. A quorum for Steering Committee meetings shall be at least three members.

4. Notice of the Annual Meeting shall be given by publication in one or more newspapers of general circulation in the watershed at least a week prior to the designated meeting date.

5. The Annual Meeting of the members shall be held each year, on a date and at a time and place designated by the Steering Committee.

6. Notice for the Annual Meeting of the members shall be given by letter to all members at least two weeks prior to the date of said meeting.

ARTICLE VI. ASSOCIATION POWERS AND LIMITATIONS

1. The Association shall have the power to:

- a. Make contracts of any kind.

b. Do any acts necessary and proper, including the exercise of all general powers conferred by the laws of the State of New Hampshire as they may be now or as hereafter amended.

2. All gifts and bequests to the Association and the assets of the Association shall be used exclusively for charitable or civic purposes, or for the benefit of a state or any political subdivision thereof exclusively for public purposes.

3. No part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation beyond that allowed by the current Revenue Code for 501(c)(3) organizations.

ARTICLE VII. OFFICERS AND REPRESENTATIVES

1. The officers of the Association shall be: Chair, Vice-Chair, Secretary and Treasurer. The positions of Secretary and Treasurer may be combined in one member.

2. The officers, town representatives, and alternates shall be elected from the membership at the Annual Meeting. Nominations may be made from the floor by members. The White Mountain National Forest (WMNF) representative shall be selected by the Forest Service, and ideally would be an individual who lives within the watershed.

3. Officers, town representatives, and alternates shall serve for a term of three years.

4. A vacancy in the office of Chair shall be filled for the remainder of the term by the Vice-Chair. A vacancy in any of the other officers, town representatives, and alternates shall be filled by a vote of the Steering Committee for the remainder of the term.

ARTICLE VIII. DUTIES OF OFFICERS AND REPRESENTATIVES

1. Chair: The Chair shall preside at all meetings of the Association, perform such other duties as shall be required by the members, and shall serve as a member *ex officio* of all committees.

2. Vice-Chair: The Vice-Chair shall:

- a. Serve in the office of Chair in his/her absence or in the event of a vacancy.
- b. Perform the duties of the Chair as required by these by-laws.
- c. Perform such other duties as required by the Chair or the Steering Committee.

3. Secretary: The Secretary shall:

- a. Accurately record and keep up-to-date all actions of the Steering Committee and membership at meetings.
- b. Keep all records of the Association, except those pertaining to the office of Treasurer, including by-laws, a list of members with their addresses, and a list of committee members.
- c. Prepare and distribute minutes of all meetings within two weeks of said meetings.
- d. Prepare proposed changes to the by-laws as proposed by the Steering Committee for deliberation and voting at the Annual Meeting.
- e. Perform such other duties as required by the Chair or the Steering Committee.

4. Treasurer: The Treasurer shall:

- a. Receive all monies for the Association and shall deposit them in an institution approved by the Steering Committee.
- b. Disburse funds of the Association in accordance with the instructions of the Steering Committee.
- c. Present an up-to-date accounting of the financial status of the Association, at each meeting of the Steering Committee, as well as a summary report for the Annual Meeting, including a balance sheet and income statement.
- d. Submit all financial records for appropriate financial review at least annually.
- e. Prepare and submit all required documents for state and federal government reporting including, but not limited to, annual reports and tax returns.
- f. Perform such other duties as required by the Chair or the Steering Committee.

5. Town Representatives/Alternates: Town Representatives/Alternates shall:

- a. Serve on the Steering Committee and may serve on other committees.
- b. Perform such other duties as required by the Chair or the Steering Committee.

ARTICLE IX. COMMITTEES

1. Steering Committee: The Steering Committee shall be a standing committee of the Association and shall include the officers, a representative or alternate from each interested town in the watershed, and a representative of the White Mountain National Forest. It shall be the duty of the Steering Committee to call meetings, develop agendas for meetings, arrange for meeting space and presentations, and plan for the Association's future.

2. Water Quality Committee: The water quality committee shall be a standing committee of the Association. It shall be the duty of the committee to organize and schedule water quality testing and sample analysis via field meters or laboratory testing at

laboratories certified by the NH Department of Environmental Services (DES). Water samples shall be collected at locations determined by the committee. Results shall be reported to member communities that support these activities as well as to the DES, Steering Committee, and membership.

3. Special Purpose Committees may be established by the Steering Committee as the need arises.

ARTICLE X. DISSOLUTION

1. Upon termination and liquidation of the Association, any assets remaining after payment of all its obligations shall be distributed 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, or shall be distributed to the State of New Hampshire or other political subdivisions, or to one or more nonprofit charitable or civic organizations for a public purpose as may be determined by majority vote of the members.

2. No part of the net assets of the Association remaining shall in any way inure to the benefit of any member of the Association.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Association shall be the calendar year and, if necessary or appropriate, changed from time to time by the Steering Committee.

ARTICLE XII. INITIAL ADOPTION AND AMENDMENTS OF BYLAWS

1. The initial by-laws were adopted by the members at the first Annual Meeting on April 27, 1999.

2. These by-laws may be amended at any Annual Meeting or Special Meeting duly called for that purpose, by a majority vote of those present and voting.

3. The text of any such proposal shall be inserted in or shall accompany the notice of the meeting at which the amendment is to be considered.

ARTICLE XIII. NOTICE

Whenever under these by-laws written notice is required to be given, such notice shall be deemed given when deposited in the US mail addressed to the member at the address recorded in the books of the Association.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall be the parliamentary authority in all deliberations of the Association not covered by these by-laws.

ARTICLE XV. CONFLICT OF INTEREST

1. The Baker River Watershed Association shall operate in accordance with RSA 7:19II and 7:19-a in the conduct of its business. This Article is intended to comply with the requirements of those sections of the NH Statutes.

2. Pecuniary Benefit Transactions are defined as any transaction in which an officer has a direct financial interest or an indirect financial interest through a family member or business. Transactions under \$500 are exempt (measured on an annual basis).

3. Pecuniary Benefit Transactions are prohibited unless it is in the best interest of the Association and the four following conditions are met:

a. The transaction must be in the ordinary course of business for the Association and is for the actual, reasonable or discounted value of the goods or services to be received, and fair to the Association.

b. Notice of any covered transaction must be given with the notice of an Association meeting and fully discussed at the meeting with the involved officer absent. The transaction must be approved by a two-thirds majority of the members present. The meeting minutes shall detail the discussion and record of action taken.

c. The Baker River Watershed Association shall maintain a list of covered transactions and report them to the NH Director of Charitable Trusts with the Annual Report and make such list and report available for public inspection.

d. If the transaction, added to others involving the same officer, amounts to \$5,000 or more (on an aggregate basis for the fiscal year), publication in a local newspaper and notice to the Director of Charitable Trusts is required before consummating the transaction.

Original By-Laws Approved by the Membership of the Baker River Watershed Association at the first Annual Meeting on April 27, 1999

First Amendment approved at the third Annual Meeting on April 23, 2002

Second Amendment approved at the ninth Annual Meeting on April 30, 2008

Third Amendment approved at the fourteenth Annual Meeting on April 24, 2013

Fourth Amendment approved at the fifteenth Annual Meeting on April 23, 2014

_____ Chair
_____ Vice-Chair
_____ Secretary
_____ Treasurer