

## **Virginia Citizens for Water Quality General Information about Organization Formation**

Virginia citizens have been involved in water quality monitoring for many years. There are organizations, such as the Citizens for Water Quality that support these monitoring activities. However, there has never been an organization of the citizen monitoring groups. Collaboration between citizen monitoring groups can provide a more effective approach to coordinating many of the basic functions of citizen monitoring; such as recruitment, protocols, and training. A citizen monitoring organization can also provide the individual monitoring groups with a louder voice regarding regional and state water quality issues.

The perceived need for collaboration is developing into an organization known as Virginia Citizens for Water Quality. To date, there have been several meetings of representatives from interested organizations to begin to plan Virginia Citizens for Water Quality. All the minutes from these meetings can be found on the organization's website, [www.virginiacwq.org](http://www.virginiacwq.org).

The bylaws are currently in the draft stage. As outlined in the bylaws, the specific purpose of the organization is to coordinate existing volunteer water quality monitoring efforts and monitoring methodologies, provide a funding mechanism for volunteer water quality monitoring, and promote watershed water quality and stream health needs and issues. The organization will be made up of voting and non-voting members. Voting members will be from groups who have a volunteer water quality monitoring program. Non-voting members will include organizations that provide support for volunteer water quality monitoring programs, such as the Virginia Department of Environmental Quality and the Alliance for the Chesapeake Bay but do not have citizen monitoring programs. Voting and non-voting members will meet annually to agree upon the annual work plan for the organization and to elect members of the Board of Directors (in even numbered years). The Board of Directors will be made up of at least seven representatives of the voting membership and will include the offices of the organization: Chairman, Vice-Chairman, Treasurer, and Secretary.

Virginia Citizens for Water Quality is planning its first annual summit where the initial Board of Directors will be elected. A comprehensive list of organizations that have a volunteer water quality monitoring program is being compiled. Participants from these organizations will be invited to attend the Annual Summit. A list serve is being used to share information about volunteer water quality monitoring with those interested. The Virginia Citizens for Water Quality webpage will be updated periodically to include member organizations and resources.

## **Bylaws of Virginia Citizens for Water Quality**

### **Article I – Purpose**

**Section 1 – Purpose.** Said corporation is organized for educational and scientific purposes, including grant distributions consistent with these purposes to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The specific purpose of the corporation is to coordinate volunteer water quality monitoring efforts and monitoring methodologies, provide a funding mechanism for volunteer water quality monitoring, and promote watershed water quality and stream health needs and issues.

**Section 2 – No private inurement.** No part of the net earnings of the corporation shall be inure to the benefit or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Section 1 hereof.

**Section 3 – No campaigning.** No substantial part of the activities of the corporation shall be used to 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 articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

### **Article II – Offices**

The principal offices of the Corporation shall be located in the City of Richmond in the State of Virginia. The Corporation may also maintain offices at such other places as the Executive Committee may, from time to time, determine.

### **Article III – Members**

**Section 1 – Members.** The corporation shall have two classes of membership: Voting Members and Non-voting Members. Organizations may become Voting or Non-Voting Members of the Corporation by:

1. Completing the registration process
2. Paying annual dues, if any, in the amount established by the Board of Directors.

Voting Members are allowed to participate in the voting, on a river basin basis that occurs during the annual meeting. The Corporation shall keep a list of all active voting and non-voting members.

**Section 2 – Admission and Termination.** Any volunteer monitoring related organization may be admitted to membership in the corporation upon completion of a

membership application, verification of the application by the Board of Directors, and payment of annual dues, if any, in the amount established by the Board of Director. The Board of Directors may waive annual dues (if any) on a case-by-case basis. Any organization that wishes to become a voting member must have an active volunteer water quality monitoring program. An active volunteer water quality monitoring program is one where at least fifty-one percent of the monitoring of the organization is conducted through volunteer efforts. The monitoring program should include at least semi-annual monitoring activities and should be defined by a minimum of one sub basin. Non-voting members are any organization that supports volunteer water quality monitoring programs. A member may terminate membership at any time by giving notice to an officer or director of the corporation. The Board of Directors may terminate a member who has acted contrary to the interests of the Corporation. Prior to termination of a member, the Corporation shall give said member thirty days written notice to explain satisfactorily to the Board alleged to be contrary to the interests of the Corporation.

**Section 3 – Annual Meetings.** The annual meetings of the members of the Corporation shall be held each year on the 3<sup>rd</sup> Saturday of the month of July at a place designated by the Board of Directors or at such other date and place as the Board may authorize, for the purpose of electing directors and transacting such other business as may properly come before the meeting. All new business to be voted upon by the membership at the annual meeting shall be provided to the Board of Directors thirty days in advance of the annual meeting.

**Section 4 – Special Meetings.** Special meetings of the members may be called at any time by the Board or by twenty-five percent of the voting membership.

**Section 5 – Notice of Meetings.** Written or printed notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose of the meeting, shall be delivered personally or by electronic or postal mail not less than fifteen days, nor more than sixty days, before the date of the meeting. Notice shall be given to each Member of record. If mailed, such notice shall be deemed to have been delivered when deposited in the United States Mail with postage paid and addressed to the designated officer of the member organization as it appears on the records of the Corporation.

**Section 6 – Waiver of Notice.** A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**Section 7 – Quorum and Voting.** Except as otherwise provided by Statute or by the Articles of Incorporation, any corporate action shall be taken by vote of the members as outlined in this section. Each voting member group will be assigned to a river basin based on their principal area of monitoring as detailed in their registration form. Voting and non-voting members of each river basin will caucus to determine their vote. Each of the thirteen river basins will have two votes, for a total of twenty-six votes. The two

votes cast by each river basin should reflect the substantial consensus or lack of consensus of the member groups. If there is a substantial non-consensus, a yea and nay vote should be cast by the river basin caucus. In the event of a tie, the Board of Directors will provide one vote to break the tie. The thirteen river basins are named as follows: Potomac, Shenandoah, Rappahannock, York, Atlantic and Small Coastal, Lower James, Piedmont James, Upper James, Roanoke, New, Upper Tennessee and Big Sandy, Holston, Blackwater/Chowan. Appendix A contains a map of the watershed delineations.

No quorum is needed for voting at annual meetings and no proxy voting will be allowed. For special meetings, a quorum of one third of the membership and one third of the Board of Directors must be present.

Any resolution in writing, signed by two thirds of the Members entitled to vote shall be and constitute action by such Members to the effect therein expressed, with the same force and effect as if the same had been duly passed by the membership vote and such resolution so signed shall be inserted in the Minute Book of the Corporation under its proper date.

#### **Article IV – Board of Directors**

**Section 1 – Number, Election, and Term of Office.** The number of the Board of Directors shall be a minimum of seven to include four officers, at large representatives, or committee chairs.. This number may be increased by the amendment of these bylaws by the membership. Only voting members shall serve on the Board of Directors. The Board of Directors shall be elected every two years by the members at the annual meeting in even years. Each director shall hold office for two years with no limit on the number of terms, until his successor is elected and qualified, or until his prior death, resignation, or removal.

**Section 2 – Vacancies.** Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular meeting or special meeting of the Board called for that purpose.

**Section 3 – Duties and Powers.** The Board shall be responsible for the control and management of the affairs, property, and interests of the Corporation and may exercise all powers of the Corporation, except as limited by statute.

**Section 4 – Annual Meeting.** An annual meeting of the Board shall be held to coincide with the annual membership meeting, and shall be open to all members of the Corporation. Voting members of the Corporation shall provide the Board with two weeks notice in writing or email of any item to be placed on the Board agenda for consideration.

**Section 5 – Regular Meetings.** Regular meetings of the Board shall be held quarterly or whenever called by the Chairman or by one of the members of the Board, at such time and place as may be specified in the respective notice or waivers of notice thereof.

Notice of any Board meeting shall be given at least two weeks in advance to each Board member and to the membership of the Corporation by email. Regular Board meeting shall be open to all members of the Corporation. Voting members of the Corporation shall provide the Board with five days notice in writing or email of any item, including background information, to be placed on the Board agenda for consideration. A majority of the Board can decide not to place the item on the agenda if it is inappropriate for Board consideration.

**Section 6 – Telephone Meetings.** The members of the Board may participate in meetings of the board through use of a telephone if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

**Section 7 – Notice and Waiver.** Notice of any regular Board meeting shall be given by written notice delivered personally, by mail, by facsimile, or by email to each member of the Board of Directors at his or her address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any member of the Board may waive notice of any meeting, before, at, or after such meeting, by signing or emailing a waiver of notice. The attendance of a member of the Board shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 8 – Quorum and Adjournments.** At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. A majority of the members of the Board present at the times and place of any regular meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

**Section 9 - Board Action.** At all meetings of the Board, each member present shall have once vote. Except as otherwise provided by Statute, the action of a majority of the members present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the members of the Board entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the minute book. The record of actions taken by the Board at any meeting shall be emailed to all members of the Corporation within two weeks.

**Section 10 – Resignation and Removal.** Any member of the Board may resign at any time by giving written notice to the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board, and the

acceptance of such resignation shall not be necessary to make it effective. Any director may be removed for cause by action of the Board.

**Section 11 – Compensation.** No stated salary shall be paid to the Board, as such for their services, but by resolution of the Board a fixed sum and/or expenses of the attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any other capacity and receiving compensation therefore.

**Section 12 – Liability.** No member of the Board shall be liable for any debt, obligation, or liability of the corporation.

**Section 13 – Procedures.** Robert’s Rules of Order will be the authority for all questions of procedure at any meetings of the corporation.

## Article V – OFFICERS

**Section 1 – Number, Qualification, Election, and Term.** The officers of the Board shall consist of a Chairman, a Vice-Chairman, a Treasurer, a Secretary, and such other officers, as the Board may from time to time deem advisable. Officers must be members of the Board of Directors, and shall be elected by the Board of Directors. The Board of Directors shall meet within thirty days of taking office for the purposes of electing officers of the Corporation.

**Section 2 – Resignation and Removal.** Any officer may resign or be removed from office as outlined in Article IV.

**Section 3 – Vacancies.** Any vacancy in any office may be filled as outlined in Article IV.

**Section 4 – Duties of Officer.** Officers of the Board shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board.

**Section 5 – Delegation of Duties.** In the absence of disability of any Officer of the Board or for any other reason deemed sufficient by the Board of Directors, an Officer may delegate his or her powers or duties to any other Officer or any other Director.

**Section 6 – Liability.** No officer shall be liable for any debt, obligation, or liability of the corporation.

## ARTICLE VI – COMMITTEES

**Section 1** – The Board of Directors may, by resolution, designate one or more committees. Such committees shall have such functions and may exercise such power

of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees.

Committees of the Corporation may be made up of voting and non-voting members, and consist of one chairperson and at least two additional Members. Committee chairpersons must be voting Members of the Corporation and shall be appointed by the Board of Directors. Committee participation is open to any member and any non-member advisors serving at the invitation of the committee. Committee chairpersons will be responsible for coordinating committee activities, conducting committee meetings as needed, and reporting committee activities to the Executive Director and the Board of Directors.

Meetings of committees shall be called at least twice yearly by the committee chairman at such time and at such place as shall be determined by the committees. The committee shall also hold meetings at the request of the Board. The committee chairman will provide seven-day notice of the meeting to the Board and the members-at-large by email on the list-serve. The committees of the corporation shall keep regular minutes of their proceedings and report these minutes to the Board of Directors. The Board will provide the minutes to the members-at-large by email on the list-serve within 30 days of the committee meeting.

A Committee chair will be deemed vacant when a committee chairman fails to hold a meeting over a nine-month period, or following the third consecutive, unexcused failure of a chairperson from calling a meeting requested by the Board. The Board of Directors may remove, with or without cause, any committee chairperson by a simple majority vote of all the members of the Board of Directors. The matter of removal may be acted upon at any duly called meeting of the Board of Directors, provided that notice of intention to consider said removal has been given to each member of the Board of Directors and the affected chairperson at least ten (10) days prior to the meeting in which such removal is considered.

## **ARTICLE VII – BOOKS, RECORDS, AND REPORTS**

**Section 1 – Annual Report.** The Chairman of the Board shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors and the membership.

**Section 2 – Permanent Records.** The corporation shall keep current and correct records of the accounts, minutes of meetings and of the Membership and Board of Directors and membership records of the corporation. Such records shall be kept with the Secretary or at the principal place of business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

**Section 3 – Inspection of Corporate Records.** The members of the corporation shall have the right at any reasonable time, and on written demand stating the purpose thereof,

to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation.

#### **ARTICLE VIII – FISCAL YEAR**

**Section 1 – Fiscal year.** The fiscal year of the Corporation shall be January 1 – December 31 for federal income tax purposes.

#### **ARTICLE IX – AMENDMENTS**

**Section 1 – Articles of Incorporation.** The Articles of Incorporation may be amended by the membership of the Corporation as provided by law.

**Section 2 – Bylaws.** These Bylaws may be amended by the Membership.

#### **ARTICLE XI – INDEMNIFICATION**

**Section 1 – Indemnification.** Any officer, director, or employee of the corporation shall be indemnified and held harmless to the full extent allowed by law.

#### **ARTICLE XII. DISSOLUTION**

**Section 1 – Dissolution.** Upon the dissolution of the corporation and after the payment or the provision for payment of all the liabilities of the corporation, the board of directors will dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to organizations that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the corporation is located.

Watershed Delineation for Virginia Citizens for Water Quality River Basin Voting

