

**BYLAWS OF THE
LOWER DESPLAINES WATERSHED GROUP**

ARTICLE I Name, Purpose and Powers

Section 1. The name of this organization is the Lower DesPlaines Watershed Group, an Illinois not-for-profit corporation, hereinafter referred to as "LDWG."

Section 2. The LDWG is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE II Mission and Objectives

Section 1. Mission. The mission of the LDWG is to bring together a diverse coalition of stakeholders to work together to preserve and enhance water quality and stream resource quality in the Lower DesPlaines River and its tributaries.

Section 2. Objectives. The objectives of the LDWG are:

- a. Develop and implement a dynamic plan that will seek to achieve attainment of water quality standards and designated uses for the Lower DesPlaines River and its tributaries.
- b. Develop and implement a comprehensive, long-term monitoring program that will advance stream resource quality, as defined by chemical, physical and biological components, by accurately identifying the quality of the river ecosystems and the stressors associated with non-attainment of water quality standards and designated uses.
- c. Develop and implement long-term, viable management strategies that accurately address water quality and stream resource quality problems identified by the monitoring program.
- d. Identify point and nonpoint source pollution issues and develop and implement short-term and long-term strategies to address these issues.
- e. Develop and maintain appropriate computer models of the watersheds to assess attainment of these objectives.

ARTICLE III Membership

Section 1. Membership in the LDWG shall be classified as an Agency Member or an Associate Member.

Section 2. Agency Member – Any public agency holding an NPDES permit for a discharge from a publicly owned treatment works or from a public separate storm sewer system into the Lower DesPlaines River Watershed and its tributaries. An Agency Member shall be entitled to four votes at LDWG meetings.

Section 3. Associate Member – An agency, organization or company interested in the mission and objectives of the LDWG which is not eligible for membership as an Agency member. An Associate Member shall be entitled to two votes at LDWG meetings.

Section 5. Admission to any membership category will be determined by the Executive Board. Upon receipt of a written request for admission, the Executive Board may approve said membership which will become effective upon payment of the appropriate dues and will remain in effect as long as the member remains in good standing with the LDWG.

Section 6. Each Agency and Associate Member shall designate one (1) or more Authorized Delegate(s) to cast its votes at LDWG meetings. The Authorized Delegate(s) may be any employee or officer of the Agency or Associate Member.

ARTICLE IV Dues and Fiscal Year

Section 1. The annual dues for all members shall be set each year by recommendation of the Executive Board to the membership and approval at the Annual Meeting. Annual dues may consist of fees, the provision of stream monitoring or other services by members to the LDWG or a combination of fees and services, as determined by the Executive Board.

Section 2. Any member may withdraw from membership in the LDWG by advising the President of its intent to do so. A member is entitled to a pro-rata refund of any membership dues upon withdrawal from the LDWG, provided the withdrawing member's dues have not been expended or committed for payment to a third party. In the event the LDWG is still obligated or liable on any debt at the time of the withdrawal of any member, said member shall be required to pay a fee equal to the balance of its share of the remaining debts plus interest that may accrue thereon, as calculated by the Executive Board.

Section 3. The fiscal year of the LDWG shall commence on March 1 and conclude on the last day of February of the following calendar year.

Section 4. Annual dues invoices will be sent out by May 1st each year.

ARTICLE V Officers and Executive Board

Section 1. Officers. LDWG officers shall include a President, Vice President and Secretary-Treasurer. All officers must be the Authorized Delegate of an Agency Member.

Section 2. Executive Board. The LDWG shall be governed by an Executive Board comprised of the three officers and up to six Members-at-Large at least two of whom must be the Authorized Delegates of an Agency Member. Each member of the Executive Board shall be entitled to discuss and vote on matters coming before the Board. The immediate past president of the LDWG shall be an ex-officio, nonvoting member of the Executive Board. A meeting of the Executive Board may be called upon ten days written notice by either the President or three members of the Executive Board. 51% of members of the Executive Board present at any meeting thereof shall constitute a quorum. A simple majority vote of a quorum shall control the policies and actions of the Executive Board.

Section 3. The Secretary-Treasurer, or his/her designee, shall maintain the records of the LDWG, keep and distribute minutes of all meetings, receive and deposit all LDWG monies, pay all bills approved by the

Executive Board, distribute all LDWG notices and make a report to the membership of all such activities at the Annual Meeting.

Section 4. The President shall have general supervision of the affairs of the LDWG and the Executive Board and shall preside at their respective meetings.

Section 5. The Vice President shall act in the absence of the President.

Section 6. The President shall serve as the principal spokesperson for the LDWG and shall represent LDWG in discussions of mutual concern with governmental agencies or associations.

Section 7. The Executive Board shall have the authority to enter into contracts for products and services and to enter into agreements for grant funding for LDWG purposes.

Section 8. LDWG actions shall be decided by consensus at LDWG meetings whenever feasible. The Executive Board may authorize expenditures less than \$10,000 which are an emergency and cannot be delayed for review at a LDWG meeting.

ARTICLE VI Elections and Terms of Office

Section 1. The Executive Board shall nominate individuals for the offices of President, Vice President and Secretary-Treasurer and Member-at-Large positions. The Executive Board shall attempt to nominate individuals as officers and Members-at-Large who represent a cross section of LDWG members. Prior to January 1 of each year, the President shall send to the membership a complete list of officer and Member-at-Large nominees. Prior to February 1 of each year, the President shall send to the membership a copy of the proposed budget and proposed dues for the next fiscal year.

Section 2. Petition(s) presenting additional nominees for LDWG officers or Members-at-Large may be submitted to the Executive Board by LDWG members no later than February 1 of each year. A petition must contain the signatures of LDWG members representing a minimum of fifteen (15) votes and each nominee's signature.

Section 3. Election of LDWG officers and Members-at-Large shall occur during the Annual Meeting each year. Only the names of the individuals who have been nominated according to the procedures described herein will be considered, and no nominations shall be permitted from the floor.

Section 4. The President, Vice President and Secretary-Treasurer and Members-at-Large shall be elected to one year terms, beginning at the close of each Annual Meeting.

Section 5. No one shall be eligible to serve as President until he or she has been a member of the Executive Board for one year, except the first year of the LDWG.

Section 6. Vacancies shall be filled by appointment of the Executive Board until a successor is duly elected at the next Annual Meeting.

ARTICLE VII LDWG Meetings

Section 1. LDWG meetings shall be held as needed but at least quarterly. Notice of LDWG meetings and proposed meeting agendas will be provided to all LDWG members at least seven days prior to the meeting.

Section 2. An Annual Meeting of LDWG shall be held each February at a time and location to be determined by the Executive Board.

Section 3. Special Meetings of LDWG members may be called by the President or the Executive Board or upon the written request of LDWG members representing twenty-eight (28) votes addressed to the President or Executive Board.

Section 4. All meetings of the LDWG shall be held within the watersheds.

Section 5. Each Authorized Delegate member of the LDWG shall be entitled to vote at LDWG meetings.

Section 6. In the event an Authorized Delegate is unable to attend any LDWG meeting, said member may designate, in writing, a proxy to cast the Member's vote(s) at a LDWG meeting.

Section 7. At any LDWG meeting, the presence of LDWG members representing 51% of votes, either in person or by proxy, shall constitute a quorum. A simple majority vote of a quorum of the LDWG shall control the policies and actions of the LDWG.

Section 8. The LDWG shall maintain an informal atmosphere to ensure maximum participation of all members. However, to insure orderly procedure, Robert's Rules of Order may be invoked at any LDWG meetings.

ARTICLE VIII Committees

Section 1. The Executive Board may appoint committees as are necessary to assist with specific objectives or subwatersheds.

ARTICLE IX Amendments

Any revision to the Bylaws shall be submitted to the Executive Board for their review. After the review by the Executive Board, it shall be submitted to the membership thirty (30) days prior to the Annual Meeting. A two-thirds (2/3) majority of the votes cast at the Annual Meeting is required for adoption. Any revision so approved is effective immediately.

Article X Dissolution

A motion to dissolve the LDWG may be made by any Authorized Delegate at a regularly scheduled meeting at which a quorum is present. Upon receiving a proper second to the motion, the President shall defer action on the motion until the next regularly scheduled meeting of the LDWG. All members shall be notified by mail of the pending motion to dissolve. At the next regularly scheduled meeting, the President shall, after discussion, call for a roll call vote on the motion to dissolve, which shall require the affirmative vote of 2/3 of all LDWG member votes.

Upon dissolution of the corporation, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the LDWG, liquidate the assets of the LDWG and distribute all proceeds 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 to organization(s) which qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and which have objectives and missions similar to the LDWG, or shall be distributed to the Federal government, or to a state or local government, for public purposes.

Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.