

# **Bylaws of the Little Miami River Partnership**

## **I. ARTICLE – NAME**

The name of this organization shall be the *Little Miami River Partnership* and shall also be known as the *LMRP*.

## **II. ARTICLE – GENERAL PURPOSE**

The mission of the Little Miami River Partnership is to coordinate and support efforts to maintain and improve the natural integrity of the Little Miami River watershed. The primary objectives of the LMRP are to:

1. Educate the Little Miami River Partnership membership regarding activities and research within the watershed.
2. Educate the public about the river system, its functions, values and watershed.
3. Review, present, and coordinate research activities.
4. Advocate and actively support research and other activities that further the mission of the LMRP.
5. Recognize outstanding efforts in the watershed.
6. Promote sustainable land use planning and practices.
7. Design and promote long term strategies that help achieve environmental and economic sustainability and a high quality of life.

## **III. ARTICLE– NATURE**

This organization is formed as a partnership, joining together individuals, businesses, agencies, organizations, institutions, corporations, and governmental units with the common mission and purpose of the LMRP. This organization shall be a not for profit organization and is formed exclusively for educational, scientific, and testing for public safety purposes within the meaning of section 501 (C) (3) of the Internal Revenue Code. The LMRP may endorse issues pertaining to the Little Miami River watershed. The LMRP shall be non-political and shall not be used for personal gain by its individual members.

## **IV. ARTICLE– FISCAL YEAR**

The fiscal year of the organization shall begin the 1<sup>st</sup> day of January in each calendar year.

## **V. ARTICLE– MEMBERSHIP**

*Membership and voting privileges* may be extended to any individuals, agencies, businesses, organizations, institutions, corporations, or governmental units interested in promoting the common mission and purpose of the Little Miami River Partnership. A

member in good standing is current in their dues the first of the month in which the dues were paid.

1. Membership in the LMRP will commence with the issuance of a membership card by the Treasurer, effective the date of receipt of payment of dues.
2. Each membership shall be entitled one vote. Corporate membership agreements shall designate a voting representative for that corporation.
3. Each member shall have the privilege to nominate and elect board members, vote on bylaw amendments, articles of incorporation, and dues. Each member may bring forth issues related to the mission, purpose, function, and funding of the LMRP to the Board of Directors and LMRP.
4. Membership may be revoked for just cause as determined by a two-thirds (2/3) majority vote of the Board of Directors and a simple majority vote of the members present at the next scheduled meeting.

## **VI. ARTICLE– DUES**

Dues shall be recommended by the Board of Directors and approved by a simple majority vote of the members present. Dues shall be renewed annually and payment will be due in full the first of the month in which the dues were paid. New members shall be required to make payment in full with submission of application.

## **VII. ARTICLE– MEETINGS**

1. *Annual Meeting* shall be held during the last quarter of the fiscal year.
2. *Regular meetings* shall be conducted quarterly with dates to be set at the Annual Meeting for the next year.
3. *Special meetings* may be scheduled by the President and/or Board of Directors. The Secretary shall send out notices of special meetings to each member marked two weeks in advance.

During any meeting, a quorum shall be required to conduct business. A quorum is defined as 51% of the Board of Directors. Passing a motion shall require a simple majority of the voting members present.

## **VIII. ARTICLE– BOARD OF DIRECTORS**

There shall be a Board of Directors of nine (9) members elected:

- |   |   |
|---|---|
| 1. - At-large member                        | 6. – Member of Caesar Creek Committee       |
| 2. - At-large member                        | 7. – Member of Todd’s Fork Committee        |
| 3. - At-large member                        | 8. - Member of East Fork Committee          |
| 4. - At-large member                        | 9. – Member of Lower Little Miami Committee |
| 5. – Member of Upper Little Miami Committee |   |

Upon the adoption of these By-laws, members 1, 2, and 5 shall be elected for a one-year term, members 3, 6, and 7 shall be elected for a two-year term, and members 4, 8, and 9 shall be elected for a three year term. Thereafter all these positions shall be elected to serve a three-year term that shall begin at the close of the Annual Meeting and end at the following Annual Meeting three years later.

Membership of the Board of Directors shall consist of one member elected to represent each of the five standing subwatershed committees; Upper Little Miami, Caesar Creek, Todd's Fork, East Fork, and Lower Little Miami. See Article X for more details.

A quorum shall be required to conduct business at all board meetings. A quorum is defined as 51% of the Board of Directors. A majority vote of the Board of Directors shall be required to pass a motion.

When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the Board member's term.

Resignation from the Board must be in writing and received by the Secretary. A board member shall be dropped for excess absences from the Board if he/she has three unexcused absences from Board meetings on a year. A Board member may be removed for other reasons by a two-thirds (2/3) majority vote of the Board of Directors and a simple majority vote of the members present at the next scheduled full LMRP meeting.

## **IX. ARTICLE – OFFICERS AND DUTIES**

Officers of the LMRP shall serve one (1) year terms. These officers shall be nominated and elected by a majority vote of the Board of Directors at the first board meeting following the Annual Meeting. In the case of death, resignation or inability to continue as an officer, the Board of Directors may declare the office vacant and appoint his/her successor.

***President*** – Nominees for president shall consist of one or more of the members who are currently serving of the Board of Directors. Duties of the president shall be to determine the regular meeting schedule, preside over all meetings of the LMRP, call special meetings of the LMRP and Board of Directors, determine agendas for meetings, appoint committees, perform all acts and duties usually performed by an executive or presiding officer, and sign all membership agreements and other such papers of the LMRP as he/she may be authorized to sign by the Board of Directors or LMRP on its behalf.

***Vice President*** – Nominees for vice president shall consist of one or more of the members who are currently serving on the Board of Directors. The vice president shall perform the duties of the president in his/her absence. Duties of the vice president shall also include directing the activities of all LMRP committees.

***Treasurer*** - Nominees for treasurer shall consist of one or more of the members who are currently serving of the Board of Directors. The

treasurer shall have general charge and supervision of the LMRP's financial records. He/she shall be responsible for handling receipts and disbursements of all monies of the LMRP. He/she shall serve, mail, or deliver all notices required by law and these bylaws. He/she shall make a full report of all matters and business pertaining to the office to the members at the Annual Meeting or at such other times as the president directs him/her to do so. He/she shall make all reports as required by law and perform other such duties as required by the LMRP. Upon election of a successor, the treasurer shall turn over all books and other property belonging to the LMRP that he/she may have in his/her possession. The treasurer shall cooperate with the president in an audit of the financial records.

**Secretary** – Nominees for secretary shall consist of one or more of the members who are currently serving on the Board of Directors. The secretary shall keep a complete record of all meetings of the LMRP and update the membership roster as needed. He/she shall be responsible for notifying the membership and invited guests as to upcoming meetings. He/she shall make minutes available to all members. He/she is also to mail a summary of minutes from each meeting to the membership before the meeting that is scheduled to follow. He/she shall attest the president's signature on all necessary documents and papers pertaining to the LMRP. He/she shall serve, mail or deliver all notices required by law and these bylaws and shall make a full report of all matters and business pertaining to this office to the members at the Annual Meeting or at such other times as the president directs him/her to do so. He/she shall make all reports as required by law and perform other such duties as required by the LMRP. Upon election of a successor, the secretary shall turn over all books and other property belonging to the LMRP that he/she may have in his/her possession.

## **X. ARTICLE– SUBWATERSHED COMMITTEES**

In order to promote local action throughout the watershed the LMRP has created five subwatershed representative board positions that represent the major subwatersheds of the Little Miami River watershed. These include: Upper Little Miami, Caesar Creek, Todd's Fork, East Fork, and Lower Little Miami. To be a subwatershed representative of one of these five subwatersheds a LMRP member must either live in or have a demonstrated responsibility within that subwatershed.

## **XI. ARTICLE -OTHER COMMITTEES**

**Nominating Committee:** The president shall appoint a Nominating Committee annually to prepare and present a slate of board candidates for approval for any vacant at-large positions on the board. At the time of the selection, additional nominations from the floor can be accepted. The four at-large members shall be elected to the Board of Directors by a simple majority of members present at the Annual Meeting.

Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any major change in the budget. The committee shall prepare a report attesting to the financial condition of the LMRP as of January 1, for the preceding year, and shall submit the report to the President of the LMRP prior to the annual meeting for attachment to the Annual Treasurer's Report. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

The Board of Directors may appoint such other Standing or Ad-Hoc committees as deemed necessary to support the efforts of the LMRP.

**XII. ARTICLE- AMENDMENTS**

Proposed amendments to the By-laws shall be presented in writing to each member of the Board of Directors at least thirty (30) days prior to the Board of Directors' Meeting at which the amendment is proposed to be adopted. An affirmative vote of two-thirds (2/3) of the Board of Directors shall be necessary for adoption of amendments to the By-laws. When the Board of Directors has approved amendments to the By-laws, they shall be submitted to the membership of the LMRP for a simple majority approval at the next meeting.

**I. ARTICLE- DISSOLUTION**

In the event of dissolution of the Little Miami River Partnership the remaining assets of the LMRP, after the satisfaction of all obligations, shall be distributed for purposes within the scope of Internal Revenue Service Code 501 (C) (3), or amendments thereof.

We certify that the members duly adopted the foregoing bylaws on

\_\_\_\_\_, 20\_\_\_, and that the same is in full force and effective and has not yet been amended.

Given under our hands this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary