

Cayuga Lake Watershed Network, Inc.

Bylaws

Revised version approved by vote of the membership at the Annual Meeting, August 20, 2014

Preamble:

The Cayuga Lake Watershed Network, Inc. is a nonprofit community organization founded in 1998 to protect and bolster the environmental and economic health of Cayuga Lake and its 870-square-mile watershed. The Watershed Network brings together citizens, private and governmental groups, agriculture and businesses to foster research, public outreach, stewardship, and appreciation of the Cayuga Lake Watershed.

Article I. Name and Purpose

Section 1. Name. The name of the organization shall be the Cayuga Lake Watershed Network, Inc. (hereinafter referred to as the “Watershed Network”) with its principal office located in the watershed and determined by the Board of Directors by a two-thirds majority vote.

Section 2. Composition and Area. The Watershed Network is a community-based, non-profit organization, made up of individual citizens, and individuals who represent businesses, agricultural interests, associations, and local governments. The Watershed Network represents the Cayuga Lake watershed located in central New York State in the Finger Lakes Region. The watershed encompasses all or parts of seven counties: three with shoreline on Cayuga Lake (Cayuga, Seneca and Tompkins) and four that share part of the upper watershed area (Schuyler, Tioga, Cortland and Ontario).

Section 3. Mission and Goals. The mission of the Watershed Network is to identify threats to the Cayuga Lake Watershed, and to help develop and implement solutions that support a healthy environment and vibrant communities. The goals of the Cayuga Lake Watershed Network are:

- i. To articulate well-researched and well-reasoned positions on issues of concern to the watershed, and to be an active presence in the community in presenting those positions and implementing solutions.
- ii. To support new and ongoing successful collaborative projects with short- and long-term impacts on maintaining and improving the lake, its rivers and creeks, and the watershed.
- iii. To continue growing the broadest possible base of support by building a diverse membership through fundraising, educational outreach, and watershed events, and by fostering working relationships with other stakeholders committed to a sustainable community.

Article II. Membership

Section 1. Membership. Membership is open to all citizens, including those from businesses, agriculture, associations and government, who reside or have interests within the Cayuga Lake watershed or who have an interest in the purposes of the Watershed Network.

Section 2. Dues. The Board of Directors sets options for the levels of membership, the duration of membership terms and the corresponding levels of contribution. Membership is renewable at the end of the designated membership term.

Section 3. Voting Rights. To be eligible to vote, members must have a paid membership and be in good standing for at least 30 days. For purposes of voting on Watershed Network business each member in good standing shall have one vote.

Section 4. Annual and Special Meetings. Annual and Special Meetings of the members shall be held as set forth in Article VIII below.

Article III. Government and Board of Directors

Section 1. Fiscal Year. The calendar year and fiscal year shall coincide and shall each extend from January 1 to December 31 of each year.

Section 2. Board of Directors. The Board of Directors shall consist of not more than fifteen (15) members and not fewer than ten (10) members. Board membership shall be geographically distributed so that at least two (2) Directors shall reside in and represent each of the three counties with jurisdiction that includes Cayuga Lake (Cayuga, Seneca and Tompkins). No more than three (3) Directors shall be designated to represent each of these counties, while the remaining Directors shall be selected and designated “at large”, and may reside anywhere in, or exceptionally outside, the watershed.

Section 3. Nomination, Election and Term of Directors. Directors shall be nominated by the Nominating Committee or by members as set forth in Article VI. The election of Directors shall be by a vote of the members at the Annual Meeting as set forth in Articles VII and VIII. Terms for all Directors shall be for three (3) years and shall end at the Annual Meeting.

Section 4. Duties and Quorum of the Board. The Board of Directors shall constitute the policy-forming body of the Watershed Network, conduct business on behalf of the membership, meet on a regular basis, inform the membership periodically of important matters and provide an Annual Report to the membership to be presented at the Annual Meeting. A quorum shall be a simple majority of the current Board membership. Any one or more members of the Board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone, video communication, or similar communications equipment or program allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5. Voting. Voting at Board meetings shall be by majority of the quorum of Directors and may be conducted by show of hands or voice vote. Should the Chairperson request a vote of

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the Directors outside of the context of a Board meeting, such vote may be conducted by electronic means, approval shall require a majority of the full current membership of the Board, and the results of the vote shall be recorded in the minutes of the next Board meeting.

Section 6. Communications. Acceptable forms of notices, reports and other communications from the Board and its Committees to the membership shall be by one or more of the following means: mail, e-mail or other electronic means addressed to the individual members, posting on the website and publication in the periodic newsletter of the Watershed Network.

Section 7. Compensation. No Officer or other elected member of the Board of Directors shall receive any salary or compensation (other than reimbursement of reasonable expenses) by reason of his or her office. Any request for reimbursement of expenses shall be accompanied by documentary evidence in a form satisfactory to the Internal Revenue Service for reimbursement of business expenses.

Section 8. Employment Status. No employee, agent or contractor shall be a member of the Board of Directors.

Section 9. Vacancies. Notwithstanding the provisions of Section 2 of Article III of these Bylaws that require Directors to be elected by vote of the members at the Annual Meeting of the Watershed Network, in the event of a vacancy on the Board of Directors for any reason, the vacancy in any such position on the Board of Directors shall be filled for the balance of the term by majority vote of the Board of Directors. All Directors shall remain in office until such time as their respective successors are elected and qualified.

Section 10. Resignations and Removal of Directors. Any Director of the Watershed Network may resign at any time by giving written notice to the Chairperson or to the Secretary. Such resignation shall take effect at the time specified therein, or if no time be specified, then upon delivery. Any Director may be removed, with cause, by a two-thirds vote of the Board of Directors of the Watershed Network or by a majority vote of the members at a Special or Annual Meeting, and, without cause, by a majority vote of the members at a Special or Annual Meeting. A vote for removal of a Director may be initiated by petition of either a single Director or of at least five (5) members in good standing delivered to the Chairperson or to the Secretary.

Section 11. Consistent Failure to Attend Meetings. Any Director may be deemed to have resigned from the Board following his or her third, unexcused absence from three consecutive general meetings of the Board of Directors, upon the majority vote of the Board. Any such vacancy thus created shall be filled as required by Section 8 of Article III of these Bylaws.

Section 12. Indemnification. To the fullest extent that New York law from time to time permits the elimination or limitation of the personal liability of Directors or Officers of the corporation, no Director or Officer of the Watershed Network shall be personally liable to the corporation or its members for damages for any breach of duty as a Director or Officer. No amendment or repeal of this Section of this Article shall adversely affect any right or protection of a Director or Officer of the corporation existing at the time of such amendment or repeal. Except as may otherwise be specifically provided in the Certificate of Incorporation or these By-

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Laws, no provision of the Certificate of Incorporation or these By-Laws is intended to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Not-for-Profit Corporation Law upon the Watershed Network, upon its members, and upon its Directors, Officers and other corporate personnel, including without limitation of the foregoing, the power of the Watershed Network to furnish indemnification to Directors and Officers in the Watershed Network as defined and prescribed by the Not-for-Profit Corporation Law and the defined and prescribed rights of said persons to indemnification as the same are conferred by the Not-for-Profit Corporation Law. The rights to indemnification shall continue as to a person who has ceased to be a Director or Officer of Cayuga Lake Watershed Network, Inc. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled to under any Bylaw agreement, vote of the disinterested Directors or otherwise. Nothing contained in this section shall affect any rights to indemnification to which a party may be entitled to by contract.

Section 13. Limits on Indemnification. In limitation of the rights set forth in Section 12 of this Article III, no indemnification shall be made if such indemnification would be inconsistent with a provision of the Certificate of Incorporation, the Bylaws, or a resolution of the Board of Directors, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification. Cayuga Lake Watershed Network, Inc. shall not indemnify any person if a judgment or other final adjudication adverse to the indemnified person (or to the person whose actions are the basis for the action or proceeding) established, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

Section 14. Insurance. The Watershed Network shall maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Watershed Network against any expense, liability or loss, whether or not the Watershed Network would have the power to indemnify such person against such expense, liability or loss under this Article or applicable law.

Section 15. Annual and Special Meetings. Annual and Special Meetings of the Board of Directors shall be held as set forth in Article VIII below.

Article IV. Officers, Employees, Contractors and Agents

Section 1. Officers. The Officers of the Watershed Network shall all be elected members of the Board of Directors. There shall be a Chairperson, three (3) Vice Chairpersons each representing one of the three principal counties of the Watershed, a Secretary and a Treasurer. The Officers shall be elected by the Directors at the first meeting of the Board following the Annual Meeting. Terms of office shall be one year. Officers may succeed themselves. The Officers shall constitute an Executive Committee within the Board of Directors.

Section 2. Chairperson. The Chairperson shall serve as the Chief Officer of the Watershed Network, under the direction of the Board of Directors. S/he shall be responsible for calling

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meetings, appointing committee members, appointing the chair of each committee, establishing agendas of the Board and Committees, and, with the concurrence of the Board of Directors, executing agreements and hiring employees. The Chairperson shall be responsible for supervising the Executive Director/Steward.

Section 3. Vice Chairpersons. Upon election, the Board of Directors shall designate one Vice Chairperson to chair meetings of the Board of Directors or Executive Committee in the absence of the Chairperson. Then, this Vice Chairperson shall be responsible for duties delegated by the Chairperson.

Section 4. Vacancy of Offices. In the event of a vacancy for Chairperson, the Board of Directors may elect one of the three Vice Chairpersons to serve the remainder of the term. The Board of Directors may choose a new Vice Chairperson to fill any vacancy from the remaining Directors who reside in the county needing a Vice Chairperson. In the event of a vacancy for Secretary or Treasurer, the Board may either appoint any Board member in good standing to serve until the next Annual Meeting or appoint a new Director to serve as the Officer until the next Annual Meeting and as a Director to complete the remaining year(s), if any remain for that term, as per Section 8 of Article III.

Section 5. Secretary. The Secretary shall be responsible for maintaining the records of the Watershed Network, keeping a record of meetings, maintaining and updating the list of members in good standing, including an e-mail listing, and presenting these membership lists for inspection at the Annual Meeting or on request of the Board or any Director.

Section 6. Treasurer. The Treasurer shall be responsible for establishing and maintaining all business accounts of the Watershed Network and paying all bills on approval or direction of the Board of Directors. The Treasurer shall be responsible for preparing regular reports to the Board of Directors and at the Annual Meeting and for preparing necessary tax and other financial records, as required, by law or direction of the Board. In absence of the Treasurer, the Chair or other designee, approved by the Board of Directors, is authorized to sign checks and or conduct financial business of the Watershed Network on direction of the Board of Directors.

Section 7. Executive Committee. As needed and at the discretion of the Chairperson of the Board, an Executive Committee comprised of all the Officers shall conduct or approve all routine business between regular meetings of the Board and as otherwise authorized by the Board of Directors to act on its behalf. The Executive Committee shall meet as needed in person and/or by electronic means, keep a written record and report to the next regularly scheduled meeting of the Board of Directors.

Section 8. Employees. With the advice and consent of the Board of Directors, the Chairperson may engage employees such as an Executive Director/Steward, interns or other full- or part-time staff members.

Section 9. Executive Director/Steward. The Executive Director/Steward shall serve as the public representative of the Cayuga Lake Watershed Network, under the employment of the Watershed Network and direction of the Board. S/he shall be responsible for coordinating and directing activities of the Network, public outreach (newsletter, membership and annual appeals),

recruiting membership, identifying and preparing grant proposals in collaboration with the Chair and other members of the Board, and maintaining the Network website. The Executive Director is responsible for supervising employees, interns and contractors who provide research and technical support to activities of the Watershed Network.

Section 10. Contractors and Agents. With the advice and consent of the Board of Directors, the Chairperson may contract with agents for services such as research, technical support, bookkeeping, accounting and legal assistance.

Article V. Committees

Section 1. Standing Committees. The Board shall conduct business through the following standing committees:

- i. Community Relations Committee. The Community Relations Committee shall solicit new members, prepare and update materials explaining the purpose and activities of the Watershed Network. It shall lead fundraising efforts. It shall oversee and update the website. The Community Relations Committee shall advise the Board and other committees on media contacts.
- ii. Program Committee. The Program Committee shall organize an annual program of activities and events, in conjunction with the other committees. The Program shall be presented to the Board for approval. When approved, each activity should have an identified leader and the Program Committee should ensure planned events take place in a timely manner. The Program Committee should strive to develop the annual program in time to be reflected in the annual budget.
- iii. Issues Committee. The Issues Committee shall identify, evaluate, and prioritize information on issues that affect the ecological, social, and economic health of the watershed. The committee shall report and make recommendations to the Board on issues to be prioritized in a proposed annual plan. It shall work with the Program Committee in holding public meetings on issues of concern to the Cayuga Lake Watershed community.
- iv. Finance/Human Resources Committee. The Finance/Human Resources Committee shall conduct fundraising for specific programs from Foundations or other grant-awarding bodies. It shall develop and oversee the annual budget, including recommendations to the Board regarding the setting of annual dues as per Article X. The Finance/HR Committee shall supervise human relations issues related to employment of staff, including organizing annual appraisals. The Treasurer shall serve as the Chair of the Finance/HR Committee.
- v. Nominating Committee. The Nominating Committee shall work to maintain a full Board of Directors (10 - 15 Directors). Prior to the Annual Meeting, the Nominating Committee shall develop and present nominations of Directors for the annual election as per Articles VI and VII. If vacancies occur within the year, the committee may nominate members to serve as replacements until the next Annual Meeting. The Chair of the Board shall serve as the Chair of the Nominating Committee.

Section 2. Membership and Chairs. At least one Director shall serve on each Committee. While normally each Committee Chair shall be a Director, the Chairperson of the Board may appoint a chair from outside of the Board, with the approval of the Board.

Section 3. Special Committees. Special Committees may be appointed at the discretion of the Chairperson, with the approval of the Board.

Section 4. Committee Records. The Chair of each Standing or Special Committee shall be responsible for submitting minutes or an executive summary of each committee meeting either to the Secretary of the Watershed Network or to the Board of Directors at the Board meeting following the committee meeting.

Section 5. Changes in Committee Structure. Standing or Special Committees may be established, modified or abolished by the Chairperson of the Board with approval of the Board of Directors. The Chairperson and Board may change committee structure, including upon recommendation of one or more Committee Chairs.

Article VI. Nomination of Board Candidates

Section 1. Nomination by Committee. The Chairperson shall appoint a Nominating Committee of not less than three persons and not more than five to nominate a slate of Directors. Each of the three counties whose jurisdiction includes Cayuga Lake shall be represented on the nominating committee and no more than three Directors may serve on the Nominating Committee. The Nominating Committee shall be appointed no less than three months prior to the Annual Meeting, and shall publish a slate of candidates as part of the Agenda for the Annual Meeting that shall be made available to each member no less than three (3) weeks in advance of the Annual Meeting by communication means described in Section 5 of Article III.

Section 2. Nomination by Members. Any member in good standing may submit names of individuals to the Nominating Committee and/or may nominate individuals from the floor at the Annual Meeting.

Article VII. Election of Directors

Section 1. Balloting. Directors shall be elected at the Annual Meeting of the membership. Voting will be by secret ballot upon request by any member.

Section 2. Absentee Voting. Absentee voting for Directors is permitted by either paper or electronic means. Ballots and/or proxy forms shall be prepared and, at least three (3) weeks in advance of the Annual Meeting, shall be delivered to individual members with the agenda for the Annual Meeting by at least one of the means described in Section 5 of Article III. To be valid, completed absentee ballots or proxies must be received in time to be included in the vote at the Annual Meeting.

Article VIII. Meetings

Section 1. Annual Meetings. An Annual Meeting of the members of the Watershed Network shall be held each August, at a date and time and place as determined by the Board of Directors for purposes of election of Directors and transaction of such business as may properly come before the meeting. An Annual Meeting of the Board of Directors shall be held immediately following the close of the Annual Meeting of the members.

Section 2. Meetings are Open. All meetings of the Board of Directors, and all Committee meetings are open to the members. Notice of the Annual Meeting and Special Meetings shall be made in accordance with Section 4 of this Article. An agenda for each Membership or Board of Directors meeting shall be available prior to each regular meeting by at least one of the means described in Section 5 of Article III.

Section 3. Special Meetings. Special Meetings of the membership may be called by written petition of a "quorum" as defined in Section 4, below. Such petition shall be mailed to the Chairperson and the Board of Directors. On receipt of this Petition the Chairperson shall establish a meeting date, time and location within forty five (45) days and shall announce the meeting to the full membership with at least ten (10) days prior notice. Special Meetings of the Board of Directors may be called by the Chairperson or by any Vice-Chairperson.

Section 4. Notice of Meetings. Notice of the Annual or any Special Meeting of the membership and notice of meetings of the Board of Directors shall be given stating the place, date and hour of the meeting and, unless it is the Annual Meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a Special Meeting of the membership shall state the purpose or purposes for which the meeting is called and shall be given not fewer than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of a Special Meeting of the Board of Directors shall be given not fewer than five (5) days before the date of the meeting.

Whenever under the provisions of the statute or the Certificate of Incorporation or these by-laws, notice is required to be given to any Director or member, it shall not be deemed to mean personal notice, but such notice may be given in writing or electronically. If given in writing, such notice shall be delivered by mail, addressed to such Director or member, at the address for such Director or member as it appears on the records of the Watershed Network, with postage prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. If notice is transmitted electronically, such notice is given when directed to the Director's or member's, as the case may be, electronic mail address as supplied by the Director or member to the Secretary of the Watershed Network or as otherwise directed pursuant to the Director's or member's authorization or instructions. An affidavit of the Secretary or other person giving the notice that the notice required by this section has been given shall, in the absence of fraud, be prima facie evidence of the facts therein stated.

Section 5. Quorum. A quorum for Annual or Special Meetings of the Membership shall be comprised of the lesser of 1/10 of the current members or 100 members. Absentee ballots and proxies submitted prior to the meeting (including paper, email, or other forms of electronic communication) shall contribute to the quorum for that particular vote (or votes).

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Section 6. Meeting Procedures. Procedures for meetings shall follow Robert's Rules of Order.

Section 7. Majority Rule. Except as otherwise provided by Article XI of these bylaws, the Certificate of Incorporation of the Watershed Network or the Not-for-Profit Corporation Law, any matter coming before the members for a vote, including the election of Directors, shall be authorized by a majority.

Section 8. Voting. Matters, other than elections or amendments to the Bylaws, shall be voted by a show of hands or voice vote.

Section 9. Minutes. Minutes or an Executive Summary of the Annual Meeting shall be posted on the website within 30 days following that meeting and shall be published in the next newsletter of the Watershed Network.

Article IX. Prohibitions

Section 1. Partisan activities. The Watershed Network shall not participate in political campaigns for or against any candidate for political office.

Section 2. Lobbying. The Watershed Network shall ensure that any advocacy activities that it might undertake, which could be construed as falling within the New York State definition of lobbying, are sufficiently limited such that the Watershed Network remains exempt from registration as a lobbyist under either Federal or New York State Lobbying Laws. In any event, the Watershed Network will refrain from lobbying activities so as to assure that the lobbying activities it does engage in is not a substantial part of its activities, whether measured by the substantial part test or expenditure test, and the Executive Director/Steward is charged with the responsibility of monitoring lobbying activity and expenditures therefor so as to assure that such activities are not a substantial part of the overall activities of the Watershed Network.

Section 3. Conflicts-of-interest. In the event that any Director or Officer has any financial or personal interest in any contract to come before the Board or with any individual, association or corporation which has a contract with the Watershed Network which is subject to Board approval, such Director or Officer must disclose said interest to the Board of Directors prior to a vote being taken in any such matter. Any Director with an interest shall abstain from voting with respect to said matter unless, by a majority vote of the remaining Directors, interested Directors are authorized to vote on the matter. The interested Director may be counted in determining the presence of a quorum at a meeting that authorizes such contract or transaction. No employee, contractor or agent of the Watershed Network may serve on the Board of Directors.

Section 4. Related Party Rules. Related Parties are Directors, Officers, and key employees, and any of their relatives, including spouses, or any business in which any of these individuals is a 35% or more owner. Any deliberations by the Watershed Network involving Related Parties must consider alternatives to any related-party transactions. If a related-party transaction is deemed prudent, the transaction must be approved by a majority vote of the Board of Directors, and the basis for the Board's decision to allow a related-party transaction must be documented.

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Article X. Finances

Section 1. Annual Dues. Members shall be assessed annual dues as per recommendation of the Finance Committee.

Section 2. Annual Financial Report. The Treasurer shall comply with the Nonprofit Revitalization Act of 2013 and any other applicable New York and federal legislation in providing required annual financial reports to the New York State Attorney General and/or the Internal Revenue Service.

Article XI. Amendments

Section 1. Amendments to the Bylaws. These bylaws may be amended at any Annual or Special Meeting of the Watershed Network by a two-thirds vote of the members present or submitting absentee ballots or proxies and constituting a quorum, provided the amendment(s) have been made available to Watershed Network members at least three (3) weeks prior to the meeting.

Revisions approved by Membership at Annual Meeting 8/20/2014

Revisions approved by Membership at Annual Meeting 8/23/2008

Revisions approved by Membership at Annual Meeting 8/18/2007

Revisions approved by Membership at Annual Meeting 8/20/2004

Revisions approved by Membership at Annual Meeting 8/26/2001

Revisions approved by the Membership on 8/14/1999