

BYLAWS OF THE  
LOWER DUPAGE RIVER WATERSHED COALITION

**ARTICLE I**

**Name**

The name of this organization is the Lower DuPage River Watershed Coalition, an Illinois not-for-profit corporation, hereinafter referred to as "LDRWC" or the "Coalition."

**ARTICLE II**

**Mission and Objectives**

Section 1 – Mission: The mission of the Coalition is to bring together a diverse coalition of stakeholders to work together to preserve and enhance water quality in the Lower DuPage River and its tributaries.

Section 2 – Objectives: The objectives of the Coalition are:

- a. Develop and implement a dynamic plan that will achieve attainment of water quality standards and designated uses for the Lower DuPage River and its tributaries.
- b. Develop and implement a comprehensive, long-term monitoring program that will include chemical, physical and biological components to accurately identify the quality of the river ecosystems as well as 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 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: Membership in the Coalition shall be classified as an Agency Member, an Associate Member or an Individual 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 DuPage River and its tributaries. An Agency Member shall be entitled to four votes at Coalition meetings.

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

Section 4 - Individual Member: An individual interested in the mission and objectives of the Coalition who is not eligible for membership as an Agency Member or Associate Member. An Individual Member is entitled to one vote at Coalition meetings.

Section 5 – Admission: 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 Coalition.

Section 6 – Authorized Delegate(s): Each Agency and Associate Member shall designate one (1) or more Authorized Delegate(s) to cast its votes at Coalition 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 – Dues: Annual dues are due on or before June 1 of each year.

Section 2 – Dues Amount: 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 Coalition or a combination of fees and services, as determined by the Executive Board.

Section 3 – Refund: Any member may withdraw from membership in the Coalition 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 Coalition, provided the withdrawing member's dues have not been expended or committed for payment to a third party. In the event the Coalition 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 4 – Fiscal Year: The fiscal year of the Coalition shall commence on March 1 and conclude on the last day of February of the following calendar year.

## **ARTICLE V**

### **Officers and Executive Board**

Section 1 – Officers: Coalition 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 Coalition shall be governed by an Executive Board comprised of the three officers and four Members-at-Large. 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 Coalition 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. A simple majority of the filled Executive Board positions present at any Executive Board meeting, but no less than three, shall constitute a quorum. A simple majority vote of a quorum shall control the policies and actions of the Executive Board.

Section 3 – Secretary-Treasurer: The Secretary-Treasurer, or his designee, shall maintain the records of the Coalition, keep and distribute minutes of all meetings, receive and deposit all Coalition monies, pay all bills approved by the Executive Board, distribute all Coalition notices and make a report to the membership of all such activities at the Annual Meeting.

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

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

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

Section 7 – Contract Authority: The Executive Board shall have the authority to enter into contracts for products and services and to enter into agreements for grant funding for Coalition purposes.

Section 8 – Authorized Expenditure: Coalition actions shall be decided by consensus at Coalition 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 Coalition meeting.

## **ARTICLE VI**

### **Elections and Terms of Office**

Section 1 – Nominations: 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 Coalition members. Prior to December 1 of each year, the President shall send to the membership a complete list of officer and Member-at-Large nominees and a copy of the proposed budget and proposed dues for the next fiscal year.

Section 2 – Petitions: Petition(s) presenting additional nominees for Coalition officers or Members-at-Large may be submitted to the Executive Board by Coalition members no later than December 1 of each year. A petition must contain the signatures of Coalition members representing a minimum of ten (10) votes and each nominee's signature.

Section 3 – Elections: Election of Coalition 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 – Terms: 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. Officers may serve more than one term.

Section 5 – President Eligibility: 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 Coalition.

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

## **ARTICLE VII**

### **Coalition Meetings**

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

Section 2 – Annual Meeting: An Annual Meeting of LDRWC shall be held each January at a time and location to be determined by the Executive Board.

Section 3 – Special Meetings: Special Meetings of Coalition members may be called by the President or the Executive Board or upon the written request of a Coalition member.

Section 4 – Location: All meetings of the Coalition shall be held within the watershed.

Section 5 – Voting: Each Authorized Delegate and Individual member of the Coalition shall be entitled to vote at Coalition meetings.

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

Section 7 – Quorum: At any Coalition meeting, the presence of Coalition members representing twenty (20) votes, either in person or by proxy, shall constitute a quorum. A simple majority vote of a quorum of the Coalition shall control the policies and actions of the Coalition.

Section 8 - Voting Procedure: The Coalition 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 LDRWC meetings.

## **ARTICLE VIII**

### **Committees**

Section 1 – Committees: The Executive Board shall form committees as deemed necessary.

## **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 Coalition 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 Coalition. 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 Coalition 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 Coalition, liquidate the assets of

the Coalition and distribute all proceeds to organization(s) which are then qualified as tax-exempt organizations under the Internal Revenue Code and which have objectives and missions similar to the Coalition.