



Annual Meeting Election

November 16, 2022

Board of Directors

The following Board members will stand for re-election for a two-year term:

Jan Berry
Marilynn Dixon
Ellen Papera
Jeff Rauch

By-Laws

The following By-Laws were developed by a By-Laws Committee of the Board of Directors (Waldrop, Flanagan, Leonhard), and have been approved by the Board of Directors.

Major changes to the By-Laws are summarized below:

Article II. Purpose – language reinstated from earlier editions
Article V, Section 1. Simplified
Article VI, Section 4. references to social events deleted
Article VII, section 2. Establishes minimum # of 7 board members, no maximum.
Article VII, section 3. Term limits for Board members eliminated
Article VII, section 4. Revised election process
Article VII, section 8. New language with more specific description of financial activities
Article VIII, section 2. Establishes term limits for officer positions
Article X; provides for BoD to change By-Laws by a 2/3rds vote

By-Laws of the Watershed Association of the Tellico Reservoir

Article I. Name

The name of the organization shall be Watershed Association of the Tellico Reservoir (WATeR).

Article II. Purpose

The Watershed Association of the Tellico Reservoir (WATeR) is a non-partisan, non-profit organization whose purpose is to protect and improve the environment in and around the Tellico Reservoir. The organization focuses on the promotion of clean water and environmental stewardship and strives to work with both governmental and private organizations to foster appropriate economic growth while maintaining the health and beauty of the Tellico Reservoir and its Watershed.

Article III. Mission and Vision

The mission is to protect and improve the water quality and environment of the Tellico Reservoir and its watershed.

The vision is that the watershed is clean throughout; neither the streams nor the reservoir are polluted. Residents and visitors act as stewards of our lake and watershed environment while they enjoy and preserve it for future generations.

Article IV. Membership

Section 1. Eligibility

Membership in WATeR shall be open to any individual, household, business, or organization that subscribes to the mission of the association.

Section 2. Dues

The Board of Directors shall set the dues of the association annually. Dues shall be paid on a calendar year basis. Dues paid during the last quarter of the year shall be credited to the following year's membership.

Article V. Voting of Members

Section 1. Multiple Voting

Each member may cast only one vote on any issue called to a vote.

Section 2. Referenda

The Board of Directors may at any time solicit reactions from members through a survey. The Board resolution authorizing the referendum shall indicate whether the results shall be considered advisory or binding on the Board. The annual meeting may initiate an advisory or binding referendum and such shall specify the exact wording of the question and the required follow-up action by the Board. Members shall have a specified number of days to return the response forms. Results of the referendum shall be presented to the general membership within a specified time of the response deadline.

Article VI. Membership Meetings

Section 1. Annual Meeting

The annual meeting of WATeR shall be held in the vicinity of Tellico Reservoir during the fourth quarter of the calendar year. The Board shall arrange the time and location for the annual meeting. The agenda shall include Presentation of new Board Members and

Officers, discussions of activities, and member concerns. The President and Treasurer shall report on the activities and financial condition of WATeR.

Section 2. Special Meetings

A special meeting of the association may be called at any time by the Board President, by majority vote of the Board, or by written request of one-twentieth of the members. The agenda of a special meeting may include any items consistent with the mission of WATeR.

Section 3. Informational Meeting or Social Event

The association may sponsor a variety of meetings and events designed to provide educational, recreational, or social opportunities for its members and their guests. It may also sponsor fund-raising activities. If business is to be conducted at such events, the notice requirement for special meetings must be met.

Section 4. Notification

Notice to all members must precede every annual meeting, or special membership meeting. The Board shall select the method of notification, which may be satisfied by a posting on the WATeR web site, email, or U.S. Mail. Members must be notified of annual meetings at least 10 days and no more than two months prior to the meeting and at least 7 days prior to a special meeting or social event.

Section 5. Quorum

Any number of qualified voting members attending a meeting shall constitute a quorum.

Section 6. Procedures

Roberts Rules of Order shall be in force at public meetings. Non-members of the association may be recognized to speak at WATeR functions at the discretion of the presiding officer who shall serve as parliamentarian.

Article VII. Board of Directors

Section 1. Responsibilities and Duties

A Board of Directors shall establish the policy for WATeR. The Board shall:

- 1) Determine the direction and functions of WATeR and provide the necessary organizational structure whereby policies and procedures may be formulated, including guidelines for committees;
- 2) Make final approval and have authority for all programs, dues, and budgets;
- 3) Have fiscal responsibility and accountability for all aspects of WATeR activities;
- 4) Establish and dissolve committees as necessary to accomplish the mission of the association; and
- 5) Periodically reevaluate the association's purposes, the effectiveness of its activities, and redirect its functions per changing needs of the Tellico Reservoir Watershed environment.

Section 2. Board Membership

The Board shall consist of at least seven directors. (If, due to resignations or some other unforeseen circumstances, the Board consists of an insufficient number of Directors to provide a quorum, the President may temporarily appoint the Chairpersons of WATeR's Standing Committees – Water Quality Improvement, Clean-up, and Trails – to the Board until sufficient replacements for the Board vacancies are available). Up to four members may be elected to represent Specified Geographical Regions of the watershed with the remaining members elected at large. The Board shall designate the Specified Geographical Regions of the watershed as appropriate to emphasize activities and participation of special interests and focus of WATeR.

Section 3. Terms of Office of Board Members

The terms of office each Board member shall be two years commencing on the first day of the second month following their election. For each term the Board member must be elected according to the requirements stated in Section 4. The terms shall be staggered to facilitate continuity on the Board. Board members who are appointed to fill a partial term are eligible to be elected to serve an additional two terms.

Section 4. Elections of Board Members

Elections of Board members shall be held at an Election Meeting of the association members, to be convened prior to the Annual Meeting. For convenience, this Election Meeting may be conducted concurrently with a monthly Board meeting, with attendance open to any member for that meeting segment. The Board shall designate a Nominating Committee to select candidates willing to stand for election or re-election. 30 days prior to the Election Meeting, the nominating committee will send a notice to all members by email informing them of the Election Meeting details, and soliciting candidates who wish to be considered for Board of Directors and Officer positions. The list of nominees selected by the nominating committee shall be published on the WATeR web-site at least two weeks prior to election. No later than 1 week prior to the election, the Nominating Committee shall distribute an email election proxy to all members, allowing them to vote by mail. At the Election Meeting itself, members may vote in person. The results of the election will be tabulated prior to the Annual Membership Meeting, and the newly elected Board Members and Officers will be presented at the Annual Membership Meeting.

Section 5. Removal and Replacement of a Board Member

By a vote of the Board, a Board member may be removed. The Board may fill a vacancy of a Board member to serve the remainder of the term.

Section 6. Quorum for Board Meetings

A quorum shall require the attendance of at least five Board members. In extraordinary cases, with prior notification, the President may poll Board members by telephone or other electronic means for a vote.

Section 7. Board Meetings

The Board shall meet at least once during each quarter of the calendar year. Additional Board meetings may be called by the President or at the request of at least three Board members. Notice of Board meetings and agendas shall be communicated on a timely basis.

Section 8. Finances

1) Fiscal Year: The fiscal year shall run from the first day of January to the last day of December.

2) Budget Preparation and Adoption: The Treasurer shall prepare an annual budget proposal for submission to the Board of Directors for approval in accordance with the Operations Manual.

3) Membership Dues: The Board of Directors shall set the dues.

4) Financial Restrictions: All Committee activities that incur regular financial commitments shall operate within a budget approved by the Board of Directors. A Reimbursement Policy that provides uniform and consistent guidelines for reimbursement of authorized expenses incurred by members shall be developed and maintained in the Operations Manual.

6) Annual Audit: An audit of the Club's financial records shall be conducted annually during the 1st quarter and within thirty (30) days after a change in Treasurer. The Board of Directors shall appoint an auditor or an audit committee to carry out the audit.

Article VIII. Officers of the Board

Section 1. Definition

Officers of WATeR shall be a President, Vice-President, Secretary, and Treasurer. The President, Vice-President, and Secretary must be members of the Board.

Section 2. Terms of Office

The President, Vice President, and Secretary positions shall begin on the first day of the second month following the Annual Meeting, and have a maximum term of 4 years.

Section 3. Duties of the Officers

- 1) The President shall supervise the affairs and business of WATeR, and shall preside at Board meetings and membership meetings. The President is an ex-officio member of all committees.
- 2) The Vice-President shall assume the duties of the President should that office become vacant and shall preside at meetings when the President is unable to attend. The Vice-President shall serve as Program Chairperson for WATeR membership meetings.
- 3) The Secretary shall maintain the official records of WATeR and shall prepare the minutes of membership and Board meetings.
- 4) The Treasurer shall maintain the financial records of WATeR and shall prepare and present a financial statement for the annual meeting and shall prepare a financial report for every Board meeting. Only those individuals authorized by the Board will sign checks. The Board shall arrange for an annual audit of

financial records by a qualified person or persons. The Treasurer is selected by the Board, but need not be a member of the Board.

Article IX. Committees

Section 1. Formation of Committees

The Board may establish or abolish committees as required for the administration or for programmatic activities of WATeR.

Section 2. Committee Membership

Any member of the association may be a member of one or more committee. Board members may also serve as members of committees.

Section 3. Committee Officers

The President shall appoint the chairperson of each committee. Other officers are optional and may be selected by the committee.

Section 4. Committee Reporting

The committee chairperson or a designated representative shall present a report to the Board on activities of the committee as required by the President.

Article X. Amendments

These By-Laws may be amended by a vote of two-thirds of the members of the Board of Directors. Any changes to the By-Laws shall be communicated to members at the Annual Meeting.

Article XI. Dissolution

The Board, by a two-thirds affirmative vote of all directors, may recommend that WATeR be dissolved and that the question of such dissolution be submitted to a vote at a subsequent meeting of members. Notice of the meeting shall highlight the question of dissolution, and include a dissolution plan prepared by the Board. At the meeting, a majority affirmative vote of members present and entitled to vote shall be required to approve a resolution of dissolution.

Article XII. Certification

These By-Laws were adopted by a majority vote of members at the annual meeting of WATeR on November 16, 2022.

A. David Flanagan, President