By-Laws of the Watershed Association of the Tellico Reservoir

Article I: Name
The name of the organization shall be the Watershed Association of the Tellico Reservoir (WATeR).

Article II: Purpose
The Watershed Association of the Tellico Reservoir (WATeR) is a 501(c)(3), non-partisan organization whose purpose is to protect and improve the environment in and around the Tellico Reservoir.

Article III: Mission and Vision
The mission of WATeR is to improve the water quality and environment of the Tellico Reservoir and its watershed.

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

Article IV: Annual Meeting
The Board of Directors shall arrange an annual meeting to be held in the vicinity of the Telllico Reservoir during the fourth quarter of the calendar year.

The agenda shall include presentation of Board members and Officers, Committee reports, financial updates and community concerns.

Article V: Board of Directors
Section 1 - Responsibilities and Duties.
A Board of Directors shall establish the policy for WATeR. The Board shall:

- Determine the direction and functions of WATeR and provide the necessary organizational structure whereby policies and procedures may be formulated, including guidelines for committees.
- Provide final approval for all programs and budgets.
- Have fiscal responsibility and accountability for the Association.
- Establish and dissolve committees as necessary to accomplish the mission of the Association.
- Periodically review the Association's purpose, the effectiveness of its activities, and redirect its efforts in accordance with the changing needs of the Tellico Reservoir Watershed environment.

Section 2 - Board Membership
The Board shall consist of at least seven Directors. If at any time the Board has fewer than seven Directors, the President may appoint one or more Chairpersons of WATeR's standing committees (Water Quality Improvement, Clean-Up, Trails and Education) until the Board vacancies are filled.
Up to four Board Members may be elected to represent the Specified Geographic Regions of the Watershed with the remaining members elected at large. The Board shall determine the Specified Geographic Regions to emphasize the interests and focus of WATeR.

Section 3 - Terms of Office of Board Members
The terms of office for each Board member is two years commencing on the first of January. Board terms will be staggered to facilitate continuity on the Board.

Section 4 - Election of Board Members
The sitting Board will elect the Board for the following year prior to the Annual Meeting. The President of the Board will appoint a Nominating Committee at least one month prior to the election. Nominations for the Board will be solicited from volunteers, donors and organizations with which WATeR interacts.

Section 5 - Removal or Replacement of a Board Member
The Board may vote to remove a specific member. The ensuing vacancy may be filled for the remainder of the term.

Section 6 - Quorum for Board Members
At least 50% of Board members are required to constitute a quorum. With prior notification, the President may poll Board members electronically or via telephone.

Section 7 - Board Meetings
The Board shall meet at least once during each quarter of the calendar year. Additional meetings may be called by the President or at the request of three or more Board members. Notice of meetings and agendas shall be communicated on a timely basis.

Section 8 - Finances
The fiscal year shall be the same as the calendar year.

Section 9 - Budget: The treasurer shall prepare an annual budget for Board approval.
A Working Committee that incurs regular financial commitments shall operate within a budget approved by the Board.

Section 10 - Audit: The Treasurer shall report to the Board regularly on the status of the budget and expenses. The Board shall create an audit committee to review financial records annually. In the event that WATeR is the recipient of federal or local government funding, audit requirements associated with the grant shall be followed.

Article VI: Officers of the Board

Section 1 - Definition:

The Officers of WATeR shall be a President, Vice-President, Secretary and Treasurer.

Section 2 - Terms of Office

Board Officer positions shall begin on January 1.

Section 3 - Duties of Officers

- The President shall supervise the affairs and business of WATeR, and shall preside at Board meetings. The President is an ex-officio member of all committees.
- The Vice-President shall assume the duties of the President should that office become vacant, and shall preside at all meetings when the President is unable to attend. The Vice-President shall also serve as Program Chairperson for the Annual Meeting.
- The Secretary shall maintain the official records of WATeR and shall prepare the minutes of Board meetings.
- The Treasurer shall maintain the financial records of WATeR, and prepare financial reports for Board meetings and the Annual Meeting. The Treasurer shall be an authorized signatory for the Association.

Article VII: Committees

- The Board may establish or abolish committees as required for the administration or programmatic activities of WATeR.
- Standing committees are the following: Water Quality Improvement, Trails,Clean-Up and Education.
- The President shall appoint the Chairperson of each committee, who may also become a Board member.

Article VIII: Amendments

These Bylaws may be amended by a two-third vote of the Board of Directors.

Article IX: Dissolution

The Board, by a two-thirds majority vote, may recommend that WATeR be dissolved. A dissolution plan shall then be prepared by the Board.

Article X: Certification

These By-Laws were adopted by the Board of Directors on December 13, 2023

David Flanagan, President