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# **Southwest Florida Watershed Council, Inc.**

## **Bylaws**

**As Adopted by the Board of Directors on July 30, 2001**

**And Amended by the Membership of the Watershed Council on October 21, 2004,  
August 25, 2005, and June 16, 2011.**

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### **ARTICLE I: MEMBERSHIP**

Section 1. The term of membership begins upon registration with and payment of annual contribution to the Watershed Council, and extends until December 31<sup>st</sup> of that year. Membership contribution is payable in January and membership for an annual contribution applies to the calendar year in which the contribution is received (1 January through 31 December). Contributions received within that year are applied to that year regardless of the date of payment. Contributions made between October and December and requested by the donating person or group to apply to the upcoming year may be applied to membership in the ensuing year. Multiple year membership contributions begin in the calendar year in which the contribution is processed and end on 31 December of the final year. Upon payment of membership contributions for the ensuing year, membership is automatically extended. The Board may elect to waive membership fees for individuals and entities requesting waivers. Only contributors with active memberships are eligible to participate as described in the bylaws.

### **ARTICLE II: BOARD OF DIRECTORS**

Section 1. Board members will be elected by the membership of the Watershed Council and will serve terms beginning in January and concluding in December. Board members will be elected for two-year terms, with terms staggered so that no more than half plus one of the Board seats will be up for election in any given year. A majority of Board members shall reside in the Caloosahatchee and Big Cypress Watersheds. A Board member may be removed prior to the conclusion of his or her term by a majority vote of the other Board members. When a Board member is removed in this manner, the remaining Board members will select a member of the Watershed Council to serve the balance of the unexpired term.

Section 2. The Board of Directors shall have the power to (1) review outside grants and prepare letters of support or review, (2) implement policy decisions made by the

Watershed Council, (3) review progress on projects, grants, and Watershed Council activities, (4) set Watershed Council and Board meeting agendas, (5) set and implement policies for the administration of the Council, (6) complete any action referred to it by the Watershed Council, and (7) take action on behalf of the Watershed Council on other matters when such action does not conflict with the Watershed Council's Articles of Incorporation or Bylaws. Minutes of the Board meetings shall be made available to the full membership of the Watershed Council.

Section 3. A quorum of four (4) Board members must be present to conduct business. The Board will use a majority vote to make decisions. Any Board member with a conflict of interest will recuse himself or herself from the decision-making process. All Board meetings shall be open to the membership of the Watershed Council.

Section 4. Each member of the Board shall perform his or her duties in good faith, in a manner he or she reasonably believes to be in the best interest of the Watershed Council, and with such care as an ordinary prudent person in a like position would under similar circumstances. In performing his or her duties, a Board member shall be entitled to rely on information, opinions, reports or statements, including financial statements or other financial data, prepared or presented by members, employees, or contracted agents whom the Board member reasonably believes to be reliable and competent in manners presented. A person who performs his or her duties in compliance with this section shall have no liability by reason of being or having been a Board member of the Watershed Council.

Section 5. Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a Board member, employee or contracted agent of the Watershed Council shall be and is hereby indemnified by the Watershed Council against all judgments, fines, amounts paid in settlement and reasonable expenses including attorney's fees actually and necessarily incurred as a result of any such action or proceeding, or any appeal therein, to the fullest extent permitted and in the manner prescribed by law.

## **ARTICLE III: OFFICERS**

Section 1. The Board members shall elect Officers from the membership of the Board for one-year terms. The term of office shall be for one calendar year. Elections will take place in November, those elected will take office On January 1st of the next year. The Officers shall consist of a Chair or Co-Chairs, a Vice Chair, a Secretary and a Treasurer. The Board may select other officers as needed.

Section 2. The duties of the Officers include the following:

\* Chair: The duties of the Chair include conducting Watershed Council meetings and Board meetings, seeking full participation of members, oversight the administration of the Council, including supervision of the Executive Director, discussing Council operations with the Council Vice Chair, serving as a spokesperson for the Watershed Council, signing official documents (such as grants and memoranda of understanding) when authorized to do so by the Watershed Council, and performing other tasks as assigned by the Watershed Council. The Chair has the same rights as other Watershed Council members to discuss questions before the Council and participate in the consensus decision-making process.

\* Vice Chair: The Vice Chair shall assume Chair duties when the Chair is unable to perform them. The Council Vice Chair will assist with Chair duties as requested by the Chair.

\* Secretary: The Secretary shall ensure that all official records of the Watershed Council are maintained. The Secretary shall ensure that proceedings of all meetings of the Watershed Council, from general membership meetings to Board meetings to subcommittee meetings, are recorded and shall maintain membership rosters.

\* Treasurer: The Treasurer is the chief financial officer of the Watershed Council. The Treasurer shall provide guidance to and define procedures for the Watershed Council and staff to manage funds, ensure the deposit of funds in one or more financial institutions, develop an annual budget for approval by the Watershed Council, provide for financial reports to the Watershed Council, and oversee the keeping of all financial records.

## **ARTICLE IV: COMMITTEES**

Section 1. The Watershed Council may form subcommittees and task groups of its own members and individuals not on the Watershed Council to (1) perform certain functions (2) focus on specific issues or (3) implement action plan items. Committees will choose a Chair from the group. The Chair shall report regularly to the Watershed Council, and shall bring recommendations for Watershed Council action.

## **ARTICLE V: MEETINGS OF THE WATERSHED COUNCIL**

Section 1. Notice of all Watershed Council meetings and a tentative agenda shall be mailed or emailed to all members not less than three (3) days prior to the meeting. Any item not on the agenda may be considered for action upon consensus of the Watershed Council members present. All Watershed Council meetings will be open to the general public.

Section 2. A quorum of 10 percent of members must be present to conduct business. Except for the election of Board members, the Watershed Council will use a consensus decision-making process. Consensus shall be a super majority of 75 % of voting members. Individuals will use a consensus scale to decide whether or not they are in agreement with the consensus (see Consensus Scale below). Any member with a conflict of interest or a desire to refrain from participation will recuse himself or herself from the decision-making process.

*Consensus Scale*

Agree	consensus
Reservations, but they can be set aside	consensus
Serious concerns, but can live with the decision	consensus
Cannot participate in or support action	no consensus

Members of the Watershed Council may decide to hold a vote on a particular topic when there is a consensus to hold such a vote.

Section 3. Ground Rules established by the Watershed Council will be enforced. The Watershed Council will hold at least ten (10) regular meetings each year. At least ten minutes will be set aside at each meeting for public comment.

Section 4. Any action required or permitted by these bylaws, or by the laws of the State of Florida, to be taken at a Watershed Council meeting, may be taken without a meeting if a consent in writing or email, setting forth the action so taken, shall be approved by all members responding. Such consent shall have the same force and effect as a consensus decision and may be described as such.

Section 5. Special meetings of the Watershed Council for any purpose may be called at any time by the Board at such time and place as the Board may prescribe. At least three days notice shall be given.

## **ARTICLE VI: FINANCES**

Section 1. Revenue-generating activities which are in agreement with the purposes of the Watershed Council shall be allowed. The Watershed Council shall have the power to receive grants, gifts, bequests and donations, and to engage persons and firms for pay,

remuneration and revenue, and to engage in business transactions for the purposes of the Watershed Council.

Section 2. The Board shall be responsible for advising on and auditing the implementation of project budgets adopted by the Watershed Council. The fiscal year for the organization shall run from January 1 through December 31.

Section 3. The Watershed Council shall review progress on grants and projects at least quarterly. The Board shall review progress on grants and projects at each monthly meeting.

Section 4. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name or behalf of the Watershed Council, in accordance with the direction of the Watershed Council, and such authority may be general or confined to specific instances.

Section 5. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Watershed Council shall be signed by such officers and/or agents of the Watershed Council and in such manner as shall be established by the Watershed Council.

Section 6. The Watershed Council, through the Board of Directors, will seek funding for ongoing operations.

Section 7. The Watershed Council shall make no loans to any member.

## **ARTICLE VII: BOOKS AND RECORDS**

Section 1. The Watershed Council shall keep current and complete books and records of account, and shall keep minutes of the proceedings of its members, officers, and committees having any of the authority of the Watershed Council.

Section 2. The Watershed Council shall keep a register of the names and addressees of its members.

Section 3. All books and records of the Watershed Council may be inspected by any member or his/her agent or attorney for any proper purpose during business hours at the business office.

## **ARTICLE VIII: NONDISCRIMINATION**

All programs and activities of the Watershed Council are offered on a nondiscriminatory basis, without regard to race, color, national origin, religion, age, gender, marital status, handicap, or disability.

## **ARTICLE IX: AMMENDMENTS TO BYLAWS**

These bylaws are effective upon adoption by the Watershed Council Board of Directors. Bylaws may be amended by consensus of the members of the Watershed Council.