

Non-Profit 501 c 3.

ARTICLE I. NAME AND PURPOSE

Section 1. The name of the non-profit organization is St. Charles Watersheds Alliance.

Section 2. For purposes of this document, the acronym SCWA will also be used in place of St. Charles Watersheds Alliance.

Section 3. SCWA will serve as a forum to preserve and enhance the watershed resources through an impartial partnership among diverse community interests. The purpose of this nonprofit organization shall be to educate stakeholders, promote Low Impact Development practices including locally appropriate Best Management Practices, promote opportunities through programs, and preservation of water quality in all St. Charles Watersheds.

ARTICLE II. BOARD OF DIRECTORS

Section 1. The Board of Directors, all of whom shall serve without compensation, shall consist of not less than five or no more than ~~eleven~~ twelve board members. *(As voted by board on 11 OCT 2023)*

Section 2. Directors cannot serve as or have formerly served as a City Administrator or County Executive or similar position within St. Charles County limits to include all its municipalities. Directors can also not be a current County or City municipal employee. However, a current City employee may serve a six-month interim board position with no voting rights if an open spot exists with a vote of approval of both the President and the Vice President.

Section 3. An interim board position cannot fill a President, Vice President, Secretary or Treasurer position.

Section 4. Interim board positions only allow members to attend meetings and help guide dialogue to achieve the SCWA vision statement.

Section 5. The term of each board member of the SCWA will be three years. There will be no term limits if a board member does not step down, except unless the board member disengages with SCWA or passes away.

Section 6. If a board member disengages with the SCWA, the board member will be assumed to have stepped down from the position and another selected board member may take their position. Upon two-thirds vote approval of the existing board members.

Section 7. Disengagement with the SCWA includes not attending three or more scheduled quarterly board meetings, not responding to SCWA communications in a timely and reasonable manner or three years or more with no input from the board members on any item or issues at hand.

Section 8. When a board member dies, resigns, or is removed, the Board of Directors may elect a new board member to serve for the duration of the unexpired term or replace the position. The board members will decide if the replacement will be term or permanent before voting.

Section 9. Three consecutive unexcused absences of a director will warrant discussion for removal. Any director may be removed from the Board of Directors, with or without cause, with an affirmative vote by 80% or more of the board members holding office at that time.

The vote must be held in person among all members not considered "disengaged" from SCWA.

Section 10. The matter of removal may be acted upon at any meeting of the Board of Directors, provided that the notice of intention to consider said removal is given to each director holding office at that time, including the director affected, at least 7 calendar days prior to said meeting.

Section 11. By resolution of the Board of Directors, reasonable expenses may be allowed for attendance at special meetings or conferences.

ARTICLE IV. OFFICERS

Section 1. The Board of Director officers of this SCWA are the President, Vice-President, Executive Committee, Secretary and Treasurer.

Section 2. The board of Directors must include one President, one Vice President, at least one but no more than nine Executive Committee members and no more than one Secretary and Treasurer.

Section 3. Duties of Officers:

a) PRESIDENT

3a1. Generally supervise the affairs of the SCWA.

Preside at conferences and meetings of the SCWA and meetings of the Executive Committee (*this does not preclude other member form representing SCWA at conferences*)

3a2. Primary administrator of bank account, donations, and all funding mechanisms.

3a3. Be an ex-officio member of all committees, other than the Nominating Committee, and appoint the members of all committees where membership is not otherwise specified in the Constitution and Bylaws.

3a4. Perform such other duties as may be assigned by the Executive Committee.

b) VICE PRESIDENT

3b1. Assist the President in the performance of prescribed duties.

3b2. Preside at conferences and meetings of the SCWA and at meetings of the Executive Committee in the absence of the President.

3b4. Be an ex-officio member of all committees other than the Nominating Committee.

3b5. Perform such other duties as may be assigned by the Executive Committee.

3b6. In case the President cannot act, the President-elect shall act. In case the President-elect cannot act, the Vice-president shall act. In case the Vice-president cannot act, the latest living past President shall do so. The Executive Committee shall elect one of its members to act if the Past President cannot do so.

c) EXECUTIVE COMMITTEE

3c1. Help supervise the affairs of the SCWA.

3c2. Preside and represent SCWA at conferences and meetings of the SCWA and meetings pending approval of the President or Vice President.

3c3. Be an ex-officio member of all committees, other than the Nominating Committee, and appoint the members of all committees where membership is not otherwise specified in the Constitution and Bylaws.

3c4. Perform such other duties as may be assigned by the collaboration and agreement of the Executive Committee

d) SECRETARY

3d1. Serve as the administrative officer of the SCWA and operate under the general direction of the President and the Executive Committee.

3d2. Record and distribute the minutes and proceedings of meetings of the Executive Committee.

3d3. Transmit SCWA correspondence to the SCWA members and serve as the primary contact with the SCWA for administrative matters.

3d4. Maintain records of the SCWA, including a list of members of the SCWA.

3d5. Present a report for each SCEWA year at the Annual Meeting of the SCWA.

3d6. Perform such other duties as may be assigned by the Executive Committee.

3d7. Any other board member may also hold this role until another Secretary can be found to take their place, as long as they do not already hold two roles.

e) TREASURER

3e1. Serve as the financial officer of the SCWA and operate under the general direction of the President and the Executive Committee.

3e2. See that all monies due to the SCWA are collected carefully and without loss, and are transferred to the proper accounts and custody. See that all expenditures are properly entered into the records of the SCWA, and that the bills and vouchers for their payment are proper and in order; and sign or see to the signing of checks or drafts against the funds of the SCWA, all according to procedures established or approved by the Executive Committee.

3e3. Forward to the Officers and each Executive Committee member a annual financial summary of accrued income and expenses consistent with the annual financial statement.

3e4. Present a short report to SCWA Annual Meeting.

3e5. Consult with the officers of the SCWA as to the custody and investment of funds and preparation of an annual budget.

3e6. Perform such other duties as may be assigned by the Executive Committee.

Section 4. The Secretary and treasurer of the SCWA may be elected annually by the members of the Board of Directors at the first regularly scheduled meeting following the annual meeting. These officers shall serve three-year terms.

Section 5. The Secretary and treasurer may be removed with or without cause by the Board of Directors by a vote of two-thirds of all of the Board of Directors holding office at that time. The matter of removal may be acted upon at any meeting of the Board of Directors, provided that

the notice of intention to consider said removal has been given to each Board of Directors member and to the officer affected at least 7 days previously.

Section 6. A vacancy in any office may be filled by any Board of Directors for the unexpired portion of the term. That office shall be elected by a majority vote of the Board of Directors.

Section 7. The President will be the chief executive officer of the SCWA. It will be the duty of the President to preside at all meetings of the Board of Directors and have general supervision of the affairs of the SCWA. He or she will execute on behalf of the SCWA all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary transaction of the business of the SCWA.

Section 8. It will be the duty of the Vice-President to act in the absence or disability of the President and to perform such duties as may be assigned to him or her by the President of the Board of Directors. In the absence of the President, the execution by the vice-President on behalf of the SCWA of any instrument will have the same force and effect as if it were executed on behalf of the SCWA by the President.

Section 9. The secretary will be responsible for keeping the SCWA records. He or she will give or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or by these bylaws. The secretary will be the custodian of all books, correspondence and paper relating to the business of the SCWA, except those of the treasurer. The secretary will present at each annual meeting of the Board of Directors a full report of the transactions and affairs of the SCWA for the preceding year and will also prepare and present to the Board of Directors such other reports as it may desire and request at such time or times as it may designate.

Section 10. The treasurer will have general charge of the finances of the SCWA. When necessary and proper, he or she will endorse on behalf of the SCWA all checks, drafts, notes, and other obligations and evidence of the payment of money to the SCWA or coming into his or her possession; and he or she will deposit the same, together with all other funds of the SCWA coming into his or her possession, in such bank or banks as may be selected by the Board of Directors. He or she will keep full and accurate account of all receipts and disbursement of the SCWA in books belonging to the SCWA, which will be open at all times to the inspection of the Board of Directors. He or she will present to the Board of Directors prior to its annual meeting his or her annual report as treasurer of the SCWA and will, from time to time, make such other reports to the Board of Directors as it may require.

Section 11. In the event of limited board membership or board member disengagement, any board of director may have two officer duties.

Section 12. Any officer of the SCWA, in addition to the powers conferred upon him or her by these bylaws will have such additional powers and perform such duties as may be prescribed from time to time by said Board of Directors.

Section 13. No board member may represent the SCWA by promoting any political-social justice movement. The SCWA must achieve its goals without getting embroiled in political-social justice movements other than explicitly stated in the vision statement, or with other organizations that align with the SCWA vision statement. Board members may perform political activities outside of performing any duties for the SCWA or in representation of SCWA.

ARTICLE III. NEW OFFICER BOARD MEMBER ELECTION

Section 1. Three members of the board must submit to all the existing board members the individual's name and board title in writing to replace an existing empty board seat.

Section 2. No new member may become President unless they have served at least three years as another board member.

Section 3. The President and Vice President must both agree to allow a new member to become an officer on the board.

Section 4. Approval of the new board members must occur during a formal board meeting where at least five members are present.

Section 5. Once a new member has been approved the Secretary will record membership dates, the new board members name and titles for records retention.

Section 6. These Article III by-laws become effective following initial board foundation of at least seven initial foundation board members. Until that time, the President and one other board member may elect the initial board membership.

ARTICLE IV. MEETINGS

Section 1. An annual meeting of the SCWA will be held in the first quarter of each year to include at a minimum election of officers, any annual reports, proposed objectives and other business pertinent to the SCWA. The Board of Directors will hold regular meetings at least four times each calendar year at such place as may be designated in the notice of the meeting.

Section 2. Special meetings of the Board of Directors or membership may be called at any time by the President of SCWA or in his or her absence by the Vice-President or upon receipt of a request, and therefore signed by three or more directors.

Section 3. At all meetings of the Board of Directors, each director present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the membership of the Board of Directors will constitute a quorum at any meeting.

Section 4. Proxy voting will not be permitted.

Section 5. Roberts Rules of Order will be the authority for all questions of procedure at any meetings of the corporation.

Section 6. Notice of all Executive Committee meetings shall be issued by the President at least 7 days in advance of such meetings to all Executive Committee members.

ARTICLE V. MISCELLANEOUS

Section 1. The SCWA shall indemnify any person who is or has been a Trustee, Delegate, Officer, Committee Member, or Employee (hereinafter "Indemnified Person") of the SCWA against legal expenses and liabilities reasonably incurred or imposed on the indemnified person in connection with serving the SCWA (excepting in the cases involving willful misconduct). Details regarding limitations of indemnification, procedure, subrogation, surety, applicable law and insurance are in accordance with procedures established by the Executive Committee.

Section 2. The Board of Directors may authorize any officer or officers, agent or agents of the SCWA, in addition to the officers so authorized by the bylaws to enter into any contract or

execute and deliver any instrument in the name of, and on behalf of, the SCWA. Such authority may be general or confined to specific instances.

Section 3. All checks, drafts, and other orders for payment of funds will be signed by such officers or such other persons as the Board of Directors may designate time to time. All documents will require two signatures, at least one of which shall be from the President.

Section 4. The SCWA will keep correct and complete books and records of accounts and will also keep minutes of the proceedings of its members and Board of Directors; and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the SCWA may be inspected by any member of his or her agent or attorney for any proper purpose at any reasonable time.

Section 5. the SCWA shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 6. Notwithstanding any other provisions of these articles, the SCWA shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductive under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE VI. AMENDMENT OF BYLAWS

Section 1. Any member of the SCWA may propose an amendment to the bylaws. Upon written notice of at least 30 days, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at a single meeting of the SCWA in person and will be adopted at such meeting upon receiving a 100% vote of the members in favor of the SCWA present at the meeting.

ARTICLE VII. DISSOLUTION

Section 1. In order to dissolve the SCWA, the Executive Committee shall be in compliance with Chapter 355 RSMo. In the event of dissolution of the SCWA, The Executive Committee shall, after paying or making provisions of the payment of all of the liabilities of the SCWA, dispose of all the assets of the SCWA exclusively for the purposes of the SCWA in compliance with Chapter 355 RSMo., or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law), as determined by the Executive Committee and ratified by the general membership. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the SCWA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Notice of dissolution shall be given to SCWA within 15 days.

Section 2. Upon the dissolution of the SCWA and after the payment or the provision for payment of all the liabilities of the SCWA, the Board of Directors will dispose of all of the assets

of the SCWA exclusively for the purposes of the SCWA or to organizations that are qualified tax-exempt organizations. Any assets not so disposed of will be disposed of by a court of jurisdiction in the county in which the principal office of the SCWA is located.

THESE BYLAWS WERE APPROVED BY AT THE MEETING OF THE ST. CHARLES WATERSHEDS ALLIANCE ON 06 JUNE 2023