

**Amended and Restated Bylaws**  
**South Branch Watershed Association, Inc.**

The South Branch Watershed Association is incorporated as a non-profit organization pursuant to Title 15 of the Revised Statutes of the State of New Jersey.

**PURPOSES**

The purpose for which this corporation is formed is to preserve and enhance the natural resources of the South Branch of the Raritan River and its watershed. These natural resources include surface and groundwater resources, soils, vegetation communities and wildlife. This purpose is to be accomplished through multiple means including education of the general public, students, public officials and professionals; the performance of scientific investigations and research; promotion of environmentally sound land use planning; promotion of the preservation of environmentally sensitive open space; and through other suitable and appropriate means.

**ARTICLE I: BOARD OF TRUSTEES**

1. The Board of Trustees shall exercise all the corporate powers of the Corporation (here in after referred to as the Association). They shall control and manage all the property, business and affairs of the Association.

2. The Board of Trustees shall consist of not less than five (5) nor more than thirty (30) Trustees who shall be elected at the Annual Meeting of the Association by vote of the members.

Trustees are elected to serve a three (3) -year period or until their successors are duly elected. In the event of an increase in the number of Trustees from time to time, the term of any new Trustee shall be established by lot, in order that as far as possible the terms of one-third of the Trustees shall expire each year, so that at each subsequent annual meeting one-third of the trustees shall be elected to serve for a period of three years or until their successors are duly elected.

3. Any vacancy on the board due to death, resignation, removal or otherwise of a Trustee shall be filled by a majority vote of the whole Board for the unexpired term to which such vacancy relates.

4. The Trustees shall be elected from the membership and by the members of the Association, each of whom shall have one vote.

5. By a two-third vote of members present at any regular meeting, the Board of Trustees has the discretion to terminate the trusteeship of a member of the board who has accumulated three sequential unexcused absences.

**ARTICLE II: Advisory Board(s)**

1. Advisory Boards comprising one or more individuals may be established from time to time and serve at the discretion of the Board of Trustees. Such Advisory Boards may be comprised of former Trustees or other members who have special skills related to carrying out the purposes of the Association and/or its various Committees or special projects.

**Article III: OFFICERS**

1. The Officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Trustees from time to time may determine. The officers shall be

chosen from among the members of the Board of Trustees. The officers shall be elected to their respective offices at the first meeting of the Board to be held after the filing of the Certificate of Incorporation, and thereafter at the first meeting of the Board of Trustees after the annual meeting of members.

#### **ARTICLE IV: MEETINGS**

1. Meetings of the Board of Trustees shall be held bimonthly on the second Wednesday at the month at the headquarters of the Association beginning at 7:30 p.m. Except for the Annual Meeting, meetings will be held January, May, July, September, and November.
2. The Annual Meeting of the members of the Association shall be held during the month of March of each year on such day and at such hour and at such place as the Board if Trustees shall set and declare.
3. All members shall be given at least 10 days notice in writing of the annual and any special meeting of members of the Association.
4. The annual meeting of the Board of Trustees shall take place as soon as practicable after the annual meeting of the members; but not later than 60 days thereafter.
5. Special meetings of the members of the Association may be called at any time by the Board of Trustees. Notice of each such meeting shall set forth the general purpose of said meeting.
6. At any annual or special meeting of members of the Association, twenty (20) members shall constitute a quorum for the transaction of business.
7. Special meetings of the Board of Trustees may be called at any time by the President and may be called at any time by five (5) or more Trustees. Notice of any regular or special meeting shall be given to each Trustee by mail, telephone, e-mail or otherwise in time to afford reasonable time, not less than 24 hours, to attend such meeting. Said notice shall be set forth the general purpose of any special meeting. The Board of Trustees may set any time or times for regular meetings of the Board.
8. At any annual or special or regular meeting of the Board of Trustees, one-third of the existing number of Trustees shall constitute a quorum for the transaction of business.

#### **ARTICLE V: MEMBERSHIP**

1. Members of the Association who pay dues as established annually by the Board of Trustees shall become members of the Association in one of the following categories:

A. Individual

1. Contributing
2. Sustaining
3. Conservationist
4. Patron

B. Corporate

1. Contributing Organization
2. Sustaining Organization

C: Environmental Commission

2. A candidate for membership in the Association shall make application, subscribing to the purposes of the Association and requesting that his of her name be considered for membership. Upon payment of the

annual dues for the current calendar year for the appropriate class of membership, the applicant shall become a member in good standing of the Association.

3. Each member shall be entitled to one vote at the annual meeting of the Association and for the election of Trustees.

4. Any member of the Association may have his or her membership terminated or suspended for conduct unbecoming a good citizen, or violating any of the By-Laws of the Association, after hearing, by a majority vote of the members of the Board of Trustees. There must however, be two-thirds of the members of the Board present and voting who vote for such termination of membership, or suspension.

5. The Board of Trustees may from time to time create such classes of members and fix annual dues therefor as it shall see fit and may determine such privileges as shall be enjoyed by the several class of members.

6. Upon the failure of any member to pay the required annual dues after appropriate notice, such membership shall be terminated.

#### **ARTICLE VI: DUTIES OF OFFICERS**

1. The President shall preside at all meetings and elections of the Association and of the Board of Trustees and shall have a casting vote. The President shall be ex officio a member of all committees. The President shall exercise and maintain a general supervision and control over the affairs of the Association, subject to the power and authority of the Board of Trustees. The President shall execute all deeds and instruments on behalf of the Association.

2. The Vice-President shall perform such duties as shall be assigned by the Board of Trustees or by the President. The Vice-President shall exercise the powers and perform the duties of the President in the absence or disability of the latter, or in the case of a vacancy in the office of the President.

3. The Corresponding Secretary, if such is elected, shall write letters and perform such other duties as the Board of Trustees or President may request. Files of the corresponding Secretary shall be maintained in the office of the Association, unless otherwise approved by the Board of Trustees.

4. The Secretary shall be ex-officio Secretary of the Board of Trustees. The Secretary shall attend all meetings and elections of the members of the Association and of the Board of Trustees, and, when requested, of any committee of the Board of Trustees. The Secretary shall keep full and accurate minutes of the proceedings of the Association, of the Board of Trustees, and of such committee meetings as the secretary may attend. Such minutes shall be entered in books provided for the purpose to be kept in the office of the Association in a place convenient of access. When requested, The Secretary shall give notice of all votes, orders, resolutions and proceedings of the Association or of the Board of Trustees or of any of the committees thereof affecting them or appertaining to their respective duties. The secretary shall have custody of the corporate seal of the Association, and shall have power to affix the same to corporate instruments and to attest the same. The Secretary shall have custody of the corporate records of the Association, shall give all notices on behalf of the Association and shall conduct such correspondence and perform such other duties as may be assigned by the President or by the Board of Trustees.

5. The Treasurer shall maintain the accounts of the Association. And shall render financial reports to the Board of Trustees and an annual financial statement to the Association. The Treasurer shall, under such regulations as may be prescribed by the Board of Trustees, have custody of the funds, securities and instruments of title of the Association, and shall take such other action in connection therewith as may be

authorized or directed by the Board of Trustees or by the Executive Committee, and shall have power to execute, on behalf of the Association, all instruments necessary or appropriate.

6. The Officers and Trustees shall perform their respective duties without compensation.

7. In case of the absence of any officer of the Association or for any other reason that may seem sufficient to the Board, the Board of Trustees may delegate the powers and duties of any officer for the time being to any other officer or to any Trustee.

## **ARTICLE VII COMMITTEES**

1. The standing committees, each of which shall consist of at least three (3) Trustees, shall be:

- (a) An Executive Committee
- (b) A Board Development/Nominating Committee
- (c) A Membership/Development/Fundraising Committee
- (d) A Technical Advisory Committee
- (e) A Monitoring Advisory Committee
- (f) A Finance Committee
- (g) A House Committee
- (h) Such other Committees as the Board of Trustees shall create

2. The Executive Committee shall consist of seven (7) members who shall be the President, Vice-President, Secretary, Treasurer, and three (3) Trustees appointed by the President. The Executive Committee shall meet at the call of the President and shall be responsible for executing the plans and programs of the Board of Trustees. It shall report to the Board of Trustees at such times as the Board may request and at the annual and regular meetings of the Board of Trustees. The Executive Committee shall devise ways and means for raising monies for use of the Association and shall draw up and present a budget for the calendar year at the Annual Meeting of the Board of Trustees.

3. Subject to the approval of the Board of Trustees, the Executive Committee shall have supervision and control of the management and custody of the funds and securities of the Association, and shall, between meetings of the Board of Trustees direct and control the making, management and custody and disposition of the funds and securities and property of the Association, and shall between meetings of the Board of Trustees, carry out the duties and functions of the Board of Trustees. All action of the executive Committee shall be reported to the next meeting of the Board of Trustees.

4. Unless otherwise provided, the President, with the approval of the Board, shall appoint the members of the standing committees and may appoint additional members thereof who shall be members of the Association, but need not be members of the Board of Trustees.

5. The several standing committees of the Board of Trustees, other than the Executive Committee, shall have such powers and perform such duties appropriate to their respective provinces as may be delegated to them from time to time by the Board of Trustees.

6. The Executive Director and President of the Board of Trustees are *Ex Officio* members of all committees.

7. The books and accounts of the Association shall be audited annually by an independent auditor who will report to the Executive Committee.

8. The President shall appoint annually a committee of five (5) members of the Association, at least three (3) of whom are Trustees, to nominate candidates for members of the Board of Trustees and for officers of the Association for the next following respective elections. (note, this now an established committee)

9. The President, with the approval of the Board of Trustees, shall appoint such other committees from time to time as the President deems necessary or advisable for the efficient operation of the Association.

#### **ARTICLE VIII: WAIVERS**

1. Whatever notice of any meeting is required to be given pursuant to these By-Laws or by any law, such notice may be waived by attendance at such meeting or in writing before or after such meeting.

#### **ARTICLE IX: FISCAL YEAR**

1. The fiscal year of the Association shall end on the last day of December in each year commencing in 1959.

#### **ARTICLE X: CORPORATE SEAL**

1. The corporate seal of this Association shall be in the form of two (2) concentric circles in the center of which shall be "New Jersey 1959" and between which shall be the name of this Association.

#### **ARTICLE XI: AMENDMENTS**

1. These By-Laws may be supplemented, altered amended, or rescinded (1) by the members of the Association upon ten days notice at any annual meeting of the members of the Association by a vote of two-thirds of the members present at any such meeting, or (2) upon like notice, at any special meeting of the members of the Association by a like vote of two-thirds of the members present at such meeting, or (3) by a vote of two-thirds of the members of the Board of Trustees present and voting at any meeting of the Board, provided notice of such supplement, alteration, amendment, or rescission shall be given or sent to the members of the Board in writing at least (10) days before such a meeting.

South Branch Watershed Association  
41 Lilac Drive, Flemington, New Jersey

Adopted in 1959  
Revision No. 1, 1982  
Revision No. 2, 1986  
Revision No. 3, 2003

*Adopted June 11, 2003, by the Board of Trustees subject to ratification by the Membership at the Annual Meeting March 2004.*