

BYLAWS
Indiana Water Monitoring Council
Approved by the General Members on August 5, 2015

Preamble

Across Indiana, water monitoring occurs at various scales by a variety of agencies and organizations, yet it is often difficult to determine where water is sampled and what data have been collected. This comes at a time when state, local, and national resources are increasingly restricted, creating the demand to do more with less.

In several states, the development of a water monitoring council has served to provide the necessary communication, coordination, and collaboration with work such as providing documentation of the varied monitoring activities that are taking place, providing a forum for communication among monitoring groups, promoting the use of quality assured procedures, and facilitating the development of collaborative monitoring strategies.

During the early stages of council development, it was determined that the role of such a council would be best defined by the diverse community actively monitoring water across the state. For that reason, a process was initiated immediately to solicit participation and input.

Individuals representing various organizations, industry sectors, and government agencies attended a 2-day retreat to discuss the formation of a water monitoring council for Indiana, which occurred on November 29-30th, 2007. An Interim Planning Team was formed during the retreat to develop a council structure reflective of Indiana stakeholders and conducive to achieving the proposed council's primary functions identified during the retreat. These functions included increasing communication within the water monitoring community as well as working toward the identification and mapping of water monitoring locations across the state.

The Interim Planning Team completed a charter document and draft bylaws. They organized a meeting of retreat attendees and additional stakeholders that took place in cooperation with the Indiana Water Resources Association (IWRA) Spring Meeting on May 14, 2008. The assembled group voted unanimously to approve the charter and an Interim Board of Directors comprised of charter members was elected. Comments on the draft bylaws were returned to the Interim Board for final revision.

The Interim Board of Directors then set forth to refine the structure of the council through the articles described herein using ideas presented by stakeholders as a framework.

The original bylaws were approved by the General Membership on: December 3, 2008.

Article One

Name

The name of this organization shall be Indiana Water Monitoring Council, hereinafter referred to in these bylaws as “InWMC”.

Article Two

Purpose

The InWMC is organized exclusively for scientific and educational purposes. InWMC will serve as a broad-based collaborative body to help achieve effective and efficient collection, interpretation, and dissemination of basic data and processed information for use in addressing issues of Indiana waters. InWMC shall operate through consensus building techniques among its members. The InWMC shall address the full range of water resources, physical, chemical, and biological, including ground and surface waters.

Article Three

Membership

Membership. Membership and participation in the activities of the InWMC are open to any person with responsibility for, or interest in, water monitoring in Indiana:

General Members. General Members are dues-paying members with voting privileges and may participate in all InWMC activities, including participation on committees, service as a committee chairpersonship, and/or service on its board.

Affiliate Members. Affiliate members pay no dues and do not have voting privileges, but may participate in InWMC activities, including participation on committees, with the exception of service as a committee chairpersonship.

Article Four

Meetings of Members

Annual Meetings. The InWMC shall convene an annual meeting of InWMC membership in which General Members conduct general business such as: elect representatives to the InWMC Board of Directors biennially, provide an Annual Report to the Membership, and address the issues of interest to the water monitoring community in Indiana and the agenda matters of the InWMC. Actions approved during the annual meeting shall serve as matters of attention for the InWMC’s agenda for the following year.

Special Meetings. Special meetings of the InWMC may be called by the InWMC Board of Directors. Special meetings shall be advertised at least ten (10) days in advance to all members of the InWMC, and all members shall be invited.

Quorum and Voting. Ten (10) General Members present at any meeting of the membership will constitute a quorum. Each Member shall have one (1) vote on General Member decisions. Any action requires a majority vote of the General Members present or participating to pass. Business and voting may be conducted via mail or other electronic means. In the event of a tie, the decision shall be put to the InWMC Board of Directors for a final vote.

Article Five

InWMC Officers and Board of Directors. The initial representatives to the InWMC Board of Directors (see Addendum A) shall be selected from Charter Members; all subsequent representation will be selected from General Members.

Titles. The officers of InWMC shall be a President, President-Elect, President-Past, Secretary, and Treasurer.

President. The President is a General Member and shall serve as Chairperson of the InWMC Board of Directors and the General Membership and shall preside at all meetings thereof. The President may enter into all contracts and agreements in the name of the InWMC, subject to such limitations as the InWMC by resolution may prescribe.

President-Elect. The President-Elect shall serve at least one (1) term under the existing President who they will succeed as President of the InWMC.

President-Past. The President-Past shall serve at least one (1) full term following their tenure as president.

Secretary. The Secretary shall keep accurate records of all meetings of the InWMC and perform other duties incident to the office of Secretary.

Treasurer. The Treasurer shall maintain bank accounts as necessary to receive and disburse funds at the direction of the InWMC Board of Directors. The Treasurer shall provide an annual financial report at the annual meeting.

InWMC Board of Directors - Election and Term. The InWMC Board of Directors shall be elected every two (2) years by a majority vote of the General Members of the InWMC at its annual meeting or by electronic ballot. All General Members will be notified of election results within ten (10) days of the election. All Directors on the InWMC Board of Directors will be elected to serve for a period of two (2) years. The InWMC Board of Directors shall be comprised of:

Four (4) representatives from State Agencies;
Three (3) representatives from Local Agencies;
Two (2) representatives from Federal Agencies;
Two (2) representatives from Academia;
One (1) representative from Nonprofit Organizations;
Three (3) representatives from the General Members at Large;
Two (2) representatives from Industry/Consulting;
Two (2) representatives from Watershed/Basin Monitoring Groups.

Board Officers - Election and Term. All officers shall be elected from the InWMC Board of Directors by the InWMC Board of Directors at their first meeting following the election, when quorum is present. Officers shall serve for a period of two (2) years. Officers may serve consecutively for no more than two (2) terms in the same office, after which time they shall be ineligible for re-election into the same position for a period of one (1) year.

Resignation, Removal, and Vacancy. Any officer or director may resign from office at any time by giving written notice to the Secretary. Any officer or director may be removed from office, for good cause shown, by a majority vote of the InWMC Board of Directors. Any vacancy occurring in an office by reason of resignation, removal, or the creation of a new office may be filled with a Board-appointed representative by majority vote of the InWMC Board of Directors. The appointed representative will serve until the following general election. Any vacant position on the board must be filled by a General Member that represents the board category vacated (see InWMC Board of Directors - Election and Term).

Board of Director Meetings. No less than four (4) meetings of InWMC Board of Directors shall be held each year at such time and place as shall be determined by the InWMC Board of Directors. The purpose of the meetings is to provide strategic guidance for the InWMC and its activities, identify and recruit leadership for standing and ad hoc committees, exchange programmatic information related to water monitoring in Indiana, approve the InWMC's annual budget and manage InWMC finances.

Special Meetings of the Board of Directors. Special meetings of InWMC Board of Directors may be called. Special meetings of the InWMC Board of Directors shall be advertised to all Board Members no less than ten (10) days in advance of the meeting.

Quorum and Voting. Fifty (50) percent of the members currently serving on the InWMC Board of Directors shall constitute a quorum. Each member of the Board shall have one vote on Board of Directors' decisions. Any action requires a majority vote of the Board members present to pass. Board members can appoint a proxy if they are unable to attend a meeting or otherwise participate in a vote. Only General Members are eligible to serve as proxies. Proxy appointments shall represent the Board of Directors category of the absent member. Membership status must be verified by the appointing Board member and proxy appointments shall be made in writing to the Secretary in advance of the Board of Director's meeting. Business and voting may be conducted via

mail or electronic means. In the event of a tie, the President's vote shall be the deciding vote.

Unless otherwise specified in these Bylaws, business shall be conducted according to the latest edition of *Robert's Rules of Order*.

Action without a Meeting. Any action required or permitted may be taken without a meeting if consent is obtained in accordance with quorum and voting rules outlined above.

Article Six

Committees

Committees. The InWMC Board of Directors shall have the power to establish and dissolve standing and ad hoc committees. Committee chairpersons shall be appointed by the InWMC Board of Directors and may be chosen from among the General Members. Terms of service are not time-limited. Committee Chairpersons shall have the authority to establish ad hoc groups as necessary to fulfill their charge.

Executive Committee. The Executive Committee shall consist of the Board Officers.

Executive Committee Duties and Responsibilities. The duties of the Executive Committee shall be to govern the operational affairs of the Council subject to the approval of the Board of Directors, including developing an annual budget, account reconciliation, tax filling responsibilities, and other administrative functions regarding maintenance of the organizational status.

Quorum and Voting. A quorum is required for transaction of official business at an Executive Committee meeting. A quorum for an Executive Committee meeting shall consist of three (3) of the five (5) members. Each member of the Executive Committee shall have one (1) vote on Executive Committee decisions.

Voting on Executive Committee actions shall not be conducted by proxy. Any action requires a majority vote of the Executive Committee present or participating to pass. Business and voting may be conducted via mail or other electronic means. In the event of a tie, the President's vote shall be the deciding vote.

Nominating Committee. The Nominating Committee shall be an ad hoc committee selected by the President and consisting of three (3) members of the Board of Directors not currently serving on the Executive Committee. The Nominating Committee shall put together a slate of nominees for the Board of Directors at each election cycle. Once a slate of nominees has been developed, the list shall be presented to the General Members for a vote.

Article Seven

Finance

The Executive Committee is authorized to make expenditures approved in the annual budget on behalf of the Board of Directors between meetings. Proposed expenditures not approved in the annual budget shall be subject to approval by the Board of Directors.

Transfer of Monies. All checks, drafts, or orders for the payment of money shall be signed by the Treasurer or the President.

Dues. The Board of Directors shall establish or change annual dues as needed subject to approval of the General Members by vote. Dues are currently set at \$10.00 for General Members to be paid annually. The InWMC may assess registration fees for meetings.

Article Eight

Amendments

These bylaws may be amended by a majority vote of no less than ten (10) General Members. Written notice of the proposed amendments shall be provided to the General Members at least ten (10) days in advance of calling for a vote. All General Member voting procedures outlined above apply.

Article Nine

Dissolution

The InWMC may be dissolved by a majority vote of all the General Members of the InWMC, or by the Board of Directors of the InWMC if the InWMC becomes inactive. If dissolution is favorably acted upon, all just debts shall be paid out of the funds of the InWMC and all remaining InWMC funds and other assets, together with all InWMC records and files, shall be transferred to one (1) or more non-profit organizations promoting the objectives of the InWMC that qualify under section 501(c)(3) of the Federal Internal Revenue Code, at the discretion of the Board of Directors.

Signatures

In Witness Whereof, the undersigned President of the InWMC Board of Directors hereby certifies that the above is a true and correct copy of the bylaws of InWMC duly approved by its InWMC Members on August 5, 2015.

SH 2A 8/13/15