

Middle Cape Fear River Basin Association By-Laws

ARTICLE I - NAME, ADDRESS, PURPOSE

1. **Name:** Middle Cape Fear River Basin Association, Inc. (MCFRBA).
2. **Organization:** The organization shall be an incorporated non-profit association.
3. **Principal Office:** The location of the principal and the other offices of the Corporation will be: 130 Gillespie Street, Fayetteville, NC 28302.

ARTICLE II – MISSION & OBJECTIVES

1. **Mission:** To provide for data collection and information exchange that will advance comprehensive basinwide water resource management strategies that foster long-term economic growth while protecting and enhancing water quality in the Cape Fear River Basin.
2. **Objectives:** Specific objectives of the Corporation shall be:
 - a) Form a coalition of units of local government, public, and private agencies, and other interested parties to secure and pool financial resources and expertise;
 - b) Develop, implement, and manage a coordinated water quality monitoring program. The plan must meet with the approval of the NC Division of Water Quality and will replace the upstream/downstream monitoring required in member's NPDES permits;
 - c) Interact with regulatory agencies, academic institutions, local governments, local industries, the public, and other groups, sharing the scientific information gathered by this program concerning point and non-point pollutant sources.
 - d) Encourage implementation of effective water quality management strategies for the middle Cape Fear River basin.
3. **Political Affiliations:** The corporation will exclude from its permissible activities any political actions, which would favor one party over another or one region over another. Furthermore, the corporation will not participate in or intervene in any political campaign on behalf of any candidate for office, nor will the Corporation in any substantial or material way carry on propaganda activities or otherwise attempt to influence legislation.

It is the express purpose of the Corporation to engage in the above-listed activities only to the extent that such activities comport with the exemption from income tax provided by Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III – DEFINITIONS

For the purposes of these By-laws, the following terms and phrases shall have the respective meanings indicated for each:

1. “**Corporation**” is the Middle Cape Fear River Basin Association, Inc.
2. “**Middle Cape Fear River**” is the geographic area ultimately draining into the Cape Fear River below the confluence of the Deep and Haw rivers but above Lock & Dam #1, into which publicly and privately owned wastewater treatment plants discharge.
3. “**Units of Local Government**” shall include towns, cities, metropolitan sewerage districts, and counties within the Middle Cape Fear River.
4. “**Agencies**”, “**organizations**”, and “**businesses**” shall include public and private agencies, organizations, and businesses.

ARTICLE IV - MEMBERSHIP

1. **Field of Membership:** Membership to the Association shall be open to each local government, industry, or other organization having an NPDES Permit.
2. **Joining:** Any eligible county, city, village, township, industry, or other organization defined under Article III above, may become a member of the MCFRBA by signing a resolution or letter of intent to participate in and support the activities of the MCFRBA and by paying the current annual membership fees. The vote of each member shall be exercised by its designated director.
3. **Representation:** Each member shall be allowed to designate one official and one alternate representative to the MCFRBA’s Board of Directors.
4. **Membership Termination:** Any member may resign at any time. Membership may be terminated involuntarily by a majority vote of the Board of Directors for just cause, including failure to pay Association dues. No member may be expelled or suspended, and no membership may be terminated or suspended, except in a manner that is fair and reasonable and is carried out in good faith. Termination of membership shall be preceded by notice to the member not less than sixty (60) days prior to the effective date of termination.
5. **Affiliate Members:** The Board of Directors may appoint outside organizations to be affiliated with the Association from time to time as it deems necessary. Affiliate members are not voting members of the Association.
6. **Membership Fees:** The MCFRBA Board of Directors shall determine annual Association fees. Funds collected from members and/or other sources shall be used to fund monitoring, research, public education, or other activities of the MCFRBA as approved by the MCFRBA Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

1. **General Powers:** The Board of Directors shall manage the business and affairs of the Corporation. In addition to the power and authority expressly conferred upon it by these By-laws, the Board of Directors may exercise all powers of the Corporation and do all such acts and things not otherwise prohibited by law or the Articles of Incorporation.
2. **Number and Appointment:** The number of Directors constituting the Board of Directors shall be no less than 8 nor more than 25. Each member shall appoint one (1) director and an alternate director who shall serve in the absence of the appointed director. The number of directors may be increased or decreased from time to time by vote of two-thirds (2/3rds) of the entire Board of Directors. However, so long as a member is in good standing, it shall be entitled to be represented by a director and an alternate director, only one of which shall be entitled to vote. Each director shall hold office until his or her resignation, retirement, removal, disqualification or his or her successor is duly appointed and qualified.
3. **Mid Carolina Council of Governments:** The Executive Director of the Mid Carolina Council of Governments (or his designee) is a permanent, non-voting ex-officio member of the MCFRBA Board of Directors.
4. **Removal:** Each director shall be subject to replacement at the pleasure of the member he or she represents.
5. **Resignation:** Any Board of Directors Member may, by notice in writing to the board, resign at any time. Any Board member may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the Board of Directors.
6. **Vacancies:** Vacancies on the Board of Directors, both during and at the expiration of any member's term, will be filled by the appointment process as identified in Article IV, Section 3 of these By-laws.

ARTICLE VI - MEETINGS OF THE BOARD OF DIRECTORS

1. **Meeting Frequency:** Annual meetings of the Board of Directors shall be held at such time and on such date as may be fixed by the Board of Directors.
2. **Special Meetings:** In addition to the annual meeting, the Board of Directors may meet for additional meetings at the call of the Chairman, Vice-Chairman, or a minimum of four Board of Directors members.
3. **Quorum:** A Quorum shall consist of 25 % of current Board of Directors members, present in person or by proxy. A majority of the voting members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time until a quorum is present. The Board of Directors may act by consensus or majority vote of voting members present. Voting may take place by telephone conference, telefacsimilie, by written ballot, or by vote at a duly called meeting.

4. **Proxy:** A Board member may be represented at any meeting or meetings of members or vote and exercise any other rights at the meeting(s) by proxy or proxies appointed in writing signed by such member and delivered to the Secretary of the Board at the time of such meeting(s).
5. **Meeting Notice:** The person or persons calling the meeting shall give notice of the date, time, and place of all meetings no less than 10 nor more than 20 days prior to the meeting. Each such notice shall be given in accordance with the State of North Carolina's open meetings law. Notice shall be deemed to have been waived by any member who shall participate in such meeting without protesting the lack of proper notice. Any Board member before, during or after such meeting may waive notice, in writing.

ARTICLE VII - BOARD OF DIRECTORS OFFICERS

1. **Board of Directors Officers:** The officers of the MCFRBA Board of Directors shall consist of a Chairman, Vice-Chairman, Treasurer, Secretary (the last two of which may be held by the same person). The Board may appoint an assistant secretary. These officers shall also be the officers of the General Membership and shall serve as the Executive Committee of the MCFRBA Board of Directors.
2. **Election and Term:** Officers shall be elected bi-annually by the MCFRBA Board of Directors at the Board of Director's annual meeting. Each officer shall hold office until his successor shall have been duly elected and qualified.
3. **Removal:** Any officer or agent elected or appointed by the Board of Directors may be removed, with or without cause, by a majority vote of the entire Board of Directors at any duly called meeting.
4. **Vacancies:** Vacancies caused by resignation, removal, or demise of an official shall be filled by appointment by the Chairman for a remainder of the unexpired term.
5. **Duties:** The duties of the Officers shall be as follows:
 - a) The **Chairman** shall preside over all MCFRBA Board of Director's meetings; shall possess the right and power to sign all duly authorized documents and instruments; shall appoint sub-committees; and shall call meetings of the Board of Directors, and generally shall supervise and control the day-to-day affairs of the Association. The Chairman shall not hold any other office.
 - b) The **Vice-Chairman** shall preside at meetings in the absence of the Chairman; shall sign for the MCFRBA at the direction of the Board of Directors in the absence of the Chairman; and shall assume the office of the Chairman should that office become vacant before term expiration.

- c) The **Secretary** shall keep accurate records of the acts and proceedings of all meetings of the directors and committees of directors. The Secretary shall have the authority to give all notices required by law or these By-laws. The Secretary shall be custodian of the corporate books, records, contracts and other documents.

The Secretary may affix the Corporate seal to any lawfully executed document requiring it and shall sign such instruments as may require a signature. The Secretary shall perform whatever additional duties and have whatever additional powers the Board of Directors may from time to time assign. The Secretary may delegate certain administrative responsibilities to employees or staff members but may not relieve himself/herself of liability as an officer of the Corporation.

- d) The **Treasurer** shall have custody of all funds and securities belonging to the Corporation and shall receive, deposit, and disburse the same under the direction of the Board of Directors pursuant to duly adopted corporate resolution. The treasurer shall keep full and true accounts of all receipts and disbursements and shall make such reports of the same to the Board of Directors. The Treasurer shall perform whatever additional duties and have whatever additional powers the Board of Directors may from time to time assign.
7. **Meeting Frequency:** Officers shall meet shall meet at least semi-annually to conduct the business of the MCFRBA and shall be responsible for conducting the day to day activities of the MCFRBA. The Chairman as necessary may call additional meetings.
 8. **Bonds:** The Board of Directors may by resolution require any or all of the officers, agents or employees of the Corporation to give bonds to the Corporation with sufficient surety or sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.
 9. **Compensation:** The officers of the corporation shall not receive any compensation for their services as such.

ARTICLE VIII – CONTRACTS: CHECKS AND DEPOSITS

1. **Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract, lease, or to execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances. The Board of Directors may enter into employment contracts for any length of time its deems appropriate.
2. **Checks and Drafts:** All checks, drafts or other orders for payment of money issued in the name of the Corporation shall be signed using dual signatures by such manner as from time to time be determined by a resolution of the Board of Directors.
3. **Deposits:** All funds of the Corporation not otherwise employed from time to time shall be deposited to the credit of the Corporation in such depositories as the Board of Directors shall direct.

ARTICLE IX - PROPERTY

Corporate Property: Any sale or any transfer of stock, bond, security or any personal property standing in the name of the Corporation shall be valid only if signed by the Corporation acting through any two officers, acting pursuant to authority given by the resolution of the Board of Directors.

ARTICLE X – MISCELLANEOUS

1. **Inspection of Books and Records:** The Board of Directors shall have the power to determine which accounts, books and records of the Corporation shall be open to the inspection and shall have power to fix reasonable rules and regulations, not in conflict with applicable law, for the inspection of such accounts, books and records, concerning such rights of inspection.
2. **Fiscal Year:** The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.
3. **Seal:** The Corporate seal shall be in such form as the Board of Directors may from time to time determine.
4. **Annual Audit:** Not later than six months after the close of each fiscal year, the Corporation shall have an independent audit prepared. The audit shall comply with the office of management and budget circular or state single audit applicable.
5. **Liability:** The officers and members and their private property shall not be liable in any matter of debt, obligations undertakings or liabilities and, to the extent covered by insurance, may be held harmless by the MCFRBA against any personal expense, losses or liabilities that may accrue from time to time in any manner by reason of the ownership, administration or distribution of MCFRBA property or funds or by reason of any act of commission or omission on their part in the conduct of the affairs of the MCFRBA, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors of judgement, nor for errors or wrongdoings of agent, broker, attorney, or servants.
6. **Indemnification:** Any person who at any time serves or has served as a director, officer, employee, or agent of the Corporation for any other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against:
 - a. reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity; and
 - b. reasonable payments made by him in satisfaction of any judgement, money decree, fine, penalty, or settlement for which he may become liable in any such suit or proceeding.

The Board of Directors of the Corporation shall take all such actions as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by the by-law, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him and giving notice to, and obtaining approval by the members of the Corporation. Any person, who at any time after the adoption of these by-laws serves or has served in any of the aforesaid capacities for to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this by-law.

ARTICLE XI - RULES OF ORDER

Robert's Rules: All meetings shall be conducted according to Robert's Rules of Order, newly revised, except as otherwise stated in these by-laws.

ARTICLE XII - BY-LAWS AMENDMENTS

Amendments: Amendments to these by-laws may be approved by a two-thirds vote of the Board of Directors, provided written notice of the proposed changes have been provided to all Board of Directors members at least thirty days prior to the meeting of the vote. Amendments adopted shall take effect immediately upon adoption unless specified otherwise in the amendment.

ARTICLE XIII - ASSURANCE OF NON-DISCRIMINATION

Non-Discrimination Policy: The MCFRBA has a policy of non-discrimination on the basis of race, color, religion, sex, age, national origin, or physical or mental handicap for its members, clients, employees, and members of the Board of Directors.

ARTICLE XIV - DISSOLUTION

Dissolution: The Corporation may be dissolved only by the vote of the majority of the Directors of the Corporation at a duly called meeting to which due notice of such purpose has been made. Upon dissolution of the Corporation, no director, officer, incorporator or employee of the Corporation shall be entitled to any distribution or division of its remaining property or proceeds. The balance of any money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed to one or more organizations which qualify for exemption from income tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law). Such distribution to be made to the extent practicable in a manner which benefits such organizations.

ARTICLE XV – INTERPRETATION OF BY-LAWS

These By-laws shall be construed and interpreted under the laws of the State of North Carolina. Notwithstanding the foregoing, however, these By-laws shall at all times be construed and interpreted as consistent with all federal laws and regulations governing the activities of the Corporation and governing the tax exempt status of the Corporation. In the event that these By-laws may be inconsistent with such laws and regulations, the same shall be deemed amended to comply therewith. Whenever used in these By-laws, unless the context otherwise indicates, a pronoun in the masculine gender shall include the feminine gender and the singular shall include the plural, and vice versa.

ARTICLE XVI - ADOPTION

The Middle Cape Fear River Basin Association Board of Directors hereby adopts these amended by-laws on this _____ day of _____ in the year _____ on a vote of _____ to _____.

Charles W. Ham, Jr., Chairman
Middle Cape Fear River Basin Association, Inc.