

**BY-LAWS**  
of the  
**BAKER RIVER WATERSHED ASSOCIATION**

**ARTICLE I. NAME**

The name of this association shall be the Baker River Watershed Association.

**ARTICLE II. PURPOSES**

The purposes of the Association are the establishment and promotion of the following educational, scientific, ecological, and protective objectives:

1. Promotion of educational and scientific aspects of watershed planning to include:
  - Native flora, fauna, forests, wetlands, soil, fish and game;
  - Water quality of surface and ground waters;
  - Soil conservation.
2. Preservation, conservation and improvement of the ecology of the Baker River watershed for the benefit of its residents and the general public.
3. Protection of the natural assets of the watershed for the enjoyment of future generations.
4. Cooperation with other associations, organizations, towns, conservation commissions, and state and federal agencies to improve and conserve the watershed and promote the general welfare of its citizens and the public.

**ARTICLE III. MEMBERSHIP**

Membership is open to all persons having an interest in the purposes of the Association.

**ARTICLE IV. DUES, OTHER FUNDS, AND GIFTS**

The costs of operating the Association may be offset with dues assessed to members as determined by members at its Annual Meeting. Other sources of funds and gifts may be accepted by the Association. Different classes of membership may be established for individuals, families, sponsors, and other groups.

**ARTICLE V. MEETINGS**

1. Regular meetings of the members may be held as determined by the members.
2. A quorum for regular meetings where business issues are discussed shall include members from at least four of the seven towns in the watershed. Non-business meetings do not require a quorum.
3. A quorum for Steering Committee meetings shall be at least four members (including the representative of the White Mountain National Forest).
4. Notice of meetings shall be given by publication in one or more newspapers of general circulation in the watershed at least a week prior to the designated meeting date.
5. The Annual Meeting of the members shall be held during the month of April each year, on a date and at a time and place designated by the Steering Committee.
6. Notice for the Annual Meeting of weeks prior to the date of said meeting.

**ARTICLE VI. ASSOCIATION POWERS AND LIMITATIONS**

1. The association shall have the power to:
  - a. Make contracts of any kind.
  - b. Do any acts necessary and proper, including the exercise of all general powers conferred by the laws of the State of New Hampshire as they may be now or as hereafter amended.

2. All gifts and bequests to the Association and the assets of the Association shall be used exclusively for charitable or civic purposes, or for the benefit of a state or any political subdivision thereof exclusively for public purposes.
3. No part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation beyond that allowed by the current Revenue Code for 501(c)(3) organizations.

#### ARTICLE VII. OFFICERS

1. The officers of the Association shall be: Chair, Vice-Chair, Secretary and Treasurer. The positions of Secretary and Treasurer may be combined in one member.
2. The officers shall be elected from the membership at the first meeting following the inception of the Association and subsequently at the Annual Meeting. Nominations may be made from the floor by members.
3. Officers shall serve for a term of three years. To provide for staggered terms, the initial term shall be four years for Chair, three years for Vice-Chair, and two for the Secretary and Treasurer. No person shall be elected to the office of Chair or Vice-Chair for more than two consecutive three year terms.
4. A vacancy in the office of Chair shall be filled for the remainder of the term by the Vice-Chair. A vacancy in any of the other offices shall be filled by a vote of the members for the remainder of the term.

#### ARTICLE VIII. DUTIES OF OFFICERS

1. Chair: The Chair shall preside at all meetings of the Association, perform such other duties as shall be required by the members, and shall serve as a member *ex officio* of all committees.
2. Vice-Chair: The Vice-Chair shall serve in the office of Chair in his/her absence or in the event of a vacancy and perform the duties of the Chair as required by these by-laws.
3. Secretary: The Secretary shall:
  - a. Accurately record and keep up-to-date all actions of the Steering Committee and membership at meetings.
  - b. Keep all records of the Association, except those pertaining to the office of Treasurer, unless combined, including a list of members with their addresses.
  - c. Perform such other duties as required by the Chair or the Steering Committee.
  - d. Keep minutes together with the by-laws and lists of committee members.
4. Treasurer: The Treasurer shall:
  - a. Receive all monies for the Association and shall deposit them in an institution approved by the Steering Committee.
  - b. Disburse funds of the Association in accordance with the instructions of the Steering Committee.
  - c. Present an up-to-date accounting of the financial status of the Association at each meeting and as otherwise the Steering Committee may require.
  - d. Submit all financial records for appropriate financial review at least annually.

#### ARTICLE IX. COMMITTEES

1. Steering Committee: The Steering Committee shall be a standing committee of the Association and shall include the officers, a representative from each interested town in the watershed, and a representative of the White Mountain National Forest (WMNF). Representatives for each town shall be selected by the members from that town at the first meeting following the inception of the Association and subsequently at the Annual Meeting. Nominations may be made from the floor by members. The WMNF representative shall be selected by the Forest Service, and ideally would be an individual who lives within the watershed. An alternate for each representative may be selected via the same process and serve in the same capacity as the primary representative when conflict in attendance requires. It shall be the duty of

the Steering Committee to develop agendas for meetings, arrange for meeting space and speakers, and plan for the Associations future.

2. Communication Committee: The Communication Committee shall be a standing committee of the Association and shall be made up of members appointed by the Chair. It shall be the duty of the Communication Committee to provide for media coverage of the Association's meetings and activities and to develop and maintain channels of communication with town boards and other groups within the watershed.
3. Special Purpose Committees may be established by the Steering Committee as the need arises.

#### ARTICLE X. DISSOLUTION

1. Upon termination and liquidation of the Association, any assets remaining after payment of all its obligations shall be given only to the State of New Hampshire, towns or other political subdivisions or to one or more nonprofit charitable or civic organizations under New Hampshire law as may be determined by majority vote of the members.
2. No part of the net assets of the Association remaining shall in any way inure to the benefit of any member of the Association.

#### ARTICLE XI. FISCAL YEAR

The fiscal year of the Association shall be the calendar year and, if necessary or appropriate, changed from time to time by the Steering Committee.

#### ARTICLE XII. INITIAL ADOPTION AND AMENDMENTS OF BYLAWS

1. The initial by-laws shall be adopted by the members at the first Annual Meeting.
2. These by-laws may be amended at any Annual Meeting or Special Meeting duly called for that purpose, by a majority vote of those present and voting.
3. The text of any such proposal shall be inserted in or shall accompany the notice of the meeting at which the amendment is to be considered.

#### ARTICLE XIII. NOTICE

Whenever under these by-laws written notice is required to be given, such notice shall be deemed given when deposited in the US mail addressed to the member at the address recorded in the books of the Association.

#### ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall be the parliamentary authority in all deliberations of the Association not covered by these by-laws.

#### ARTICLE XV. CONFLICT OF INTEREST

1. The Baker River Watershed Association shall operate in accordance with RSA 7:19II and 7:19-a in the conduct of its business. This Article is intended to comply with the requirements of those sections of the NH Statutes.
2. Pecuniary Benefit Transactions are defined as any transaction in which an officer has a direct financial interest or an indirect financial interest through a family member or business. Transactions under \$500 are exempt (measured on an annual basis).
3. Pecuniary Benefit Transactions are prohibited unless it is in the best interest of the Association and the four following conditions are met:
  - a. The transaction must be in the ordinary course of business for the Association and is for the actual, reasonable or discounted value of the goods or services to be received, and fair to the Association.

- b. Notice of any covered transaction must be given with the notice of an Association meeting and fully discussed at the meeting with the involved officer absent. The transaction must be approved by a two-thirds majority of the members present. The meeting minutes shall detail the discussion and record of action taken.
- c. The Baker River Watershed Association shall maintain a list of covered transactions and report them to the NH Director of Charitable Trusts with the Annual Report and make such list and report available for public inspection.
- d. If the transaction, added to others involving the same officer, amounts to \$5,000 or more (on an aggregate basis for the fiscal year), publication in a local newspaper and notice to the Director of Charitable Trusts is required before consummating the transaction.

Original By-Laws Approved by the  
Membership of the Baker River Watershed  
Association at the first Annual Meeting on  
April 27, 1999. First Amendment approved at  
the third Annual Meeting on April 23, 2002.