

**BYLAWS OF THE
DUPAGE RIVER SALT CREEK WORKGROUP**

ARTICLE I Name

The name of this organization is the DuPage River Salt Creek Workgroup, an Illinois not-for-profit corporation, hereinafter referred to as "DRSCW" or the "Workgroup."

ARTICLE II Mission and Objectives

Section 1. Mission. The mission of the Workgroup is to bring together a diverse coalition of stakeholders to work together to preserve and enhance water quality and stream resource quality in the East Branch DuPage River, West Branch DuPage River, Salt Creek and their tributaries.

Section 2. Objectives. The objectives of the Workgroup are:

- a. Develop and implement a dynamic plan that will achieve attainment of water quality standards and designated uses for the East Branch DuPage River, West Branch DuPage River, Salt Creek and their tributaries.
- b. Develop and implement a comprehensive, long-term monitoring program that will advance stream resource quality, as defined by chemical, physical and biological components, by accurately identifying the quality of the river ecosystems and the stressors associated with non-attainment of water quality standards and designated uses.
- c. Develop and implement long-term viable management strategies that accurately address water quality and stream resource quality problems identified by the monitoring program.
- d. Identify point and nonpoint source pollution issues and develop and implement short-term and long-term strategies to address these issues.
- e. Develop and maintain appropriate computer models of the watersheds to assess attainment of these objectives.

ARTICLE III Membership

Section 1. Membership in the Workgroup shall be classified as an Agency Member, an Associate Member or an Individual Member.

Section 2. Agency Member – Any public agency holding an NPDES permit for a discharge from a publicly owned treatment works or from a public separate storm sewer system into the East Branch DuPage River, West Branch DuPage River, Salt Creek and their tributaries. An Agency Member shall be entitled to four votes at Workgroup meetings.

Section 3. Associate Member – An agency, organization or company interested in the mission and objectives of the Workgroup which is not eligible for membership as an Agency member. An Associate Member shall be entitled to two votes at Workgroup meetings.

Section 4. Individual Member -An individual interested in the mission and objectives of the Workgroup who is not eligible for membership as an Agency Member or Associate Member. An Individual Member is entitled to one vote at Workgroup meetings.

Section 5. Admission to any membership category will be determined by the Executive Board. Upon receipt of a written request for admission, the Executive Board may approve said membership which will become effective upon payment of the appropriate dues and will remain in effect as long as the member remains in good standing with the Workgroup.

Section 6. Each Agency and Associate Member shall designate one (1) or more Authorized Delegate(s) to cast its votes at Workgroup meetings. The Authorized Delegate(s) may be any employee or officer of the Agency or Associate Member.

ARTICLE IV Dues and Fiscal Year

Section 1. Annual dues are due on or before June 1 of each year.

Section 2. The annual dues for all members shall be set each year by recommendation of the Executive Board to the membership and approval at the Annual Meeting. Annual dues may consist of fees, the provision of stream monitoring or other services by members to the Workgroup or a combination of fees and services, as determined by the Executive Board.

Section 3. Any member may withdraw from membership in the Workgroup by advising the President of its intent to do so. A member is entitled to a pro-rata refund of any membership dues upon withdrawal from the Workgroup, provided the withdrawing member's dues have not been expended or committed for payment to a third party. In the event the Workgroup is still obligated or liable on any debt at the time of the withdrawal of any member, said member shall be required to pay a fee equal to the balance of its share of the remaining debts plus interest that may accrue thereon, as calculated by the Executive Board.

Section 4. The fiscal year of the Workgroup shall commence on March 1 and conclude on the last day of February of the following calendar year.

ARTICLE V Officers and Executive Board

Section 1. Officers. Workgroup officers shall include a President, Vice President and Secretary-Treasurer. All officers must be the Authorized Delegate of an Agency Member.

Section 2. Executive Board. The Workgroup shall be governed by an Executive Board comprised of the three officers, the chairpersons of the four standing committees – Monitoring Committee, East Branch DuPage River Watershed Committee, West Branch Watershed Committee and Salt Creek Watershed Committee, and four Members-at-Large at least two of whom must be the Authorized Delegates of an Agency Member. Each member of the Executive Board shall be entitled to discuss and vote on matters coming before the Board. The immediate past president of the Workgroup shall be an ex-officio, nonvoting member of the Executive Board. A meeting of the Executive Board may be called upon ten days written notice by either the President or three members of the Executive Board. Six members of the Executive Board present at any meeting thereof shall constitute a quorum. A simple majority vote of a quorum shall control the policies and actions of the Executive Board.

Section 3. The Secretary-Treasurer, or his designee, shall maintain the records of the Workgroup, keep and distribute minutes of all meetings, receive and deposit all Workgroup monies, pay all bills approved by the

Executive Board, distribute all Workgroup notices and make a report to the membership of all such activities at the Annual Meeting.

Section 4. The President shall have general supervision of the affairs of the Workgroup and the Executive Board and shall preside at their respective meetings.

Section 5. The Vice President shall act in the absence of the President.

Section 6. The President shall serve as the principal spokesperson for the Workgroup and shall represent DRSCW in discussions of mutual concern with governmental agencies or associations.

Section 7. The Executive Board shall have the authority to enter into contracts for products and services and to enter into agreements for grant funding for Workgroup purposes.

Section 8. Workgroup actions shall be decided by consensus at Workgroup meetings whenever feasible. The Executive Board may authorize expenditures less than \$10,000 which are an emergency and cannot be delayed for review at a Workgroup meeting.

ARTICLE VI Elections and Terms of Office

Section 1. The Executive Board shall nominate individuals for the offices of President, Vice President and Secretary-Treasurer and Member-at-Large positions. The Executive Board shall attempt to nominate individuals as officers and Members-at-Large who represent a cross section of Workgroup members. Prior to January 1 of each year, the President shall send to the membership a complete list of officer and Member-at-Large nominees. Prior to February 1 of each year, the President shall send to the membership a copy of the proposed budget and proposed dues for the next fiscal year.

Section 2. Petition(s) presenting additional nominees for Workgroup officers or Members-at-Large may be submitted to the Executive Board by Workgroup members no later than February 1 of each year. A petition must contain the signatures of Workgroup members representing a minimum of fifteen (15) votes and each nominee's signature.

Section 3. Election of Workgroup officers and Members-at-Large shall occur during the Annual Meeting each year. Only the names of the individuals who have been nominated according to the procedures described herein will be considered, and no nominations shall be permitted from the floor.

Section 4. The President, Vice President and Secretary-Treasurer and Members-at-Large shall be elected to one year terms, beginning at the close of each Annual Meeting.

Section 5. No one shall be eligible to serve as President until he or she has been a member of the Executive Board for one year, except the first year of the Workgroup.

Section 6. Vacancies shall be filled by appointment of the Executive Board until a successor is duly elected at the next Annual Meeting.

ARTICLE VII Workgroup Meetings

Section 1. Workgroup meetings shall be held as needed but at least quarterly. Notice of Workgroup meetings and proposed meeting agendas will be provided to all Workgroup members at least seven days prior to the meeting.

Section 2. An Annual Meeting of DRSCW shall be held each February at a time and location to be determined by the Executive Board.

Section 3. Special Meetings of Workgroup members may be called by the President or the Executive Board or upon the written request of Workgroup members representing forty (40) votes addressed to the President or Executive Board.

Section 4. All meetings of the Workgroup shall be held within the watersheds.

Section 5. Each Authorized Delegate and Individual member of the Workgroup shall be entitled to vote at Workgroup meetings.

Section 6. In the event an Authorized Delegate or Individual Member is unable to attend any Workgroup meeting, said member may designate, in writing, a proxy to cast the Member's vote(s) at a Workgroup meeting.

Section 7. At any Workgroup meeting, the presence of Workgroup members representing forty (40) votes, either in person or by proxy, shall constitute a quorum. A simple majority vote of a quorum of the Workgroup shall control the policies and actions of the Workgroup.

Section 8. The Workgroup shall maintain an informal atmosphere to ensure maximum participation of all members. However, to insure orderly procedure, Robert's Rules of Order may be invoked at any DRSCW meetings.

ARTICLE VIII Committees

Section 1. The Workgroup shall have four standing committees – Monitoring Committee, East Branch DuPage River Watershed Committee, West Branch Watershed Committee and Salt Creek Watershed Committee. The Executive Board may appoint such other committees as are necessary.

Section 2. The Monitoring Committee shall oversee the monitoring program of the Workgroup and make appropriate recommendations for program revisions to the Executive Board.

Section 3. Each of the three Watershed Committees shall identify and recommend water quality improvement projects within their respective watersheds to the Executive Board.

Section 4. The President shall appoint the chairperson for all DRSCW committees. At least one of the chairpersons of the four standing committees must be the Authorized Delegate of an Agency Member. The President shall attempt to appoint individuals as committee chairpersons who represent a cross section of Workgroup members. Each committee chairperson shall submit to the President a list of committee members. DRSCW committee members may include any Workgroup member.

Section 5. The term of office of the chairperson of any DRSCW committee shall be one (1) year.

ARTICLE IX Amendments

Any revision to the Bylaws shall be submitted to the Executive Board for their review. After the review by the Executive Board, it shall be submitted to the membership thirty (30) days prior to the Annual Meeting. A two-thirds (2/3) majority of the votes cast at the Annual Meeting is required for adoption. Any revision so approved is effective immediately.

Article X DISSOLUTION

A motion to dissolve the Workgroup may be made by any Authorized Delegate at a regularly scheduled meeting at which a quorum is present. Upon receiving a proper second to the motion, the President shall defer action on the motion until the next regularly scheduled meeting of the Workgroup. All members shall be notified by mail of the pending motion to dissolve. At the next regularly scheduled meeting, the President shall, after discussion, call for a roll call vote on the motion to dissolve, which shall require the affirmative vote of 2/3 of all Workgroup member votes.

Upon dissolution of the corporation, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Workgroup, liquidate the assets of the Workgroup and distribute all proceeds to organization(s) which are then qualified as tax-exempt organizations under the Internal Revenue Code and which have objectives and missions similar to the Workgroup.