BY-LAWS
OF
NASHUA RIVER WATERSHED ASSOCIATION

ARTICLE I- NAME

The name of this corporation shall be NASHUA RIVER WATERSHED ASSOCIATION, INC.

ARTICLE II- PURPOSES

The purposes of this association shall be to work for the restoration and maintenance of clean water and the wise use and proper management of water and related natural resources in the Nashua River Watershed; to acquire land or rights in land for conservation purposes and to assist and encourage other organizations and public agencies to do the same within the watershed; to establish and promote programs of public information and for education and scientific research related to the aims of this association; and to assist in the coordination of similar efforts by other organizations, individuals, public agencies, and public officials. To accomplish these purposes, the corporation may solicit, receive and borrow with or without security, real and personal property, including funds, by way of gifts, contributions and subscriptions, and administer, hold, convey, transfer, disburse, lend and sell the same for such charitable, scientific, literary and educational purposes are permitted by section 501 (c) (3) of the Internal Revenue Code of the United States as it now exists and as hereafter amended, and no assets of this corporation shall inure to the benefit of any private individual. Upon dissolution and winding up of this corporation, any remaining assets shall be transferred only to an organization having like charitable, scientific, literary and educational purposes as are permitted by section 501 (c) (3) of the Internal Revenue Code of the United States. No assets shall be conveyed or distributed to any individual or any organization created or operated for profit. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall this corporation take part in any political campaign on behalf of any candidate for public office.

ARTICLE III- OFFICES

The principal office of the association shall be located in the town of Groton, County of Middlesex, Commonwealth of Massachusetts, or at such other location as the board of directors may from time to time determine.

ARTICLE IV- MEMBERS

Section 1. The board of directors may by resolution establish one or more classes of membership. One or more, but not all, of such classes of membership may be designated as non-voting classes of membership.

Section 2. All interested persons and groups may become members upon payment of dues and approval of application for membership by the board of directors.
NRWA Bylaws, page 2.

Section 3. Each voting member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Voting by proxy may be permitted under such conditions as prescribed by the board of directors.

Section 5. The board of directors, by affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for cause. Any member may resign by filing a written resignation with the secretary.

ARTICLE V- DUES

The board of directors may by resolution establish rates of annual dues for the various classes of membership.

ARTICLE VI- MEETING OF MEMBERS

Section 1. The annual meeting of the members shall be held in October of each year, at the office of the association, or such other time and place as the board of directors may select, for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting.

Section 2. Special meetings of the members may be called by the president, and shall be called upon the written request of the board of directors or ten or more members.

Section 3. Written notice stating the place, day, and hour of any meeting of members shall be sent to the members not less than ten or more than forty-five days before the date of such meeting, by or at the direction of the president, or the secretary, or persons calling the meeting. The purpose or purposes for which the meeting is called shall be stated in the notice.

Section 4. Fifteen members shall constitute a quorum.

ARTICLE VII- BOARD OF DIRECTORS AND STEERING COMMITTEE

Section 1. The property, business and affairs of the association shall be managed by a board of directors. The president, vice president, treasurer, and secretary shall, upon election and qualifications, automatically be members of the board of directors.
Section 2. The number of directors shall be at least seven. Only members of the association shall be eligible for election to the board of directors. Insofar as possible, the directors shall be geographically representative of the Nashua River Watershed and shall represent a cross-section of the interests of the members.

Section 3. Directors shall be elected at the annual meeting of the members to serve two-year terms. No director shall be eligible for re-election to a fourth consecutive term, until he or she shall have been out of office for at least one year, with the exception that, if a director is serving as an officer in the second year of a final term, he or she will be eligible to continue to serve as an officer for up to four additional one year terms.

Section 4. An annual meeting of the board of directors shall be held immediately after, and at the same place as, the annual meeting of the members. The board of directors may select the time and place for the holding of regular meetings of the board.

Section 5. Special meetings of the board of directors may be called by or at the request of the president or any four directors by giving notice of the date, time, place, and purpose of such meeting to all directors at least two days in advance of such meeting.

Section 6. A majority of the board of directors/a majority, or 5 members of the board of directors, whichever shall be the lesser/shall constitute a quorum for the transaction of business at any meeting of the board.

Section 7. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing herein contained shall be construed to preclude any director from serving the association in any other capacity and receiving compensation therefore.

Section 8. Any vacancy occurring in the board of directors shall be filled by the board of directors. A vacancy may be declared whenever any member of the board of directors fails to attend three consecutive regular meetings of the board. Removal of said director to create the vacancy shall be made only upon the vote of at least two-thirds of the directors present and voting at a subsequent meeting, providing further that the director to be removed is notified in writing of such action at least 10 days prior to the meeting at which the removal is to take place. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. A steering committee of the association, of no more than nine members, shall consist of the officers and chairmen of major committees appointed by the president. The steering committee shall interpret policy of the association as guidance to the president and managing director and subject to subsequent ratification, modification, or nullification by the board of directors or the membership. The president and managing director shall obtain policy guidance from the steering committee either when assembled as a body or by telephone or other polls of its individual members.
Section 10. Any individual not a board member, but serving as chairman of a committee of the board of directors, shall be considered an ex-officio member of the board for the period of his appointment as a committee chairman. An ex-officio member of the board is not a voting member and does not automatically participate in all board deliberations.

Section 11. Notwithstanding Article VII, Section 3, Marion Stoddart shall serve on the board of directors as a voting member for an uninterrupted term of office as the Founding Director of the Association.

ARTICLE VIII- OFFICERS

Section 1. Officers of the corporation shall be a president, vice president, secretary, treasurer, and such other officers as may be elected with the provisions of this article. Only members of the association shall be eligible for election to such office. No one person may hold more than one office at the same time. (Any two or more offices may be held by the same person, except the office of president and secretary.)

Section 2. Officers shall be elected at the annual meeting of the members. Each officer shall hold office until the next annual meeting and until his or her successor is elected, unless he or she resigns or is disqualified.

Section 3. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 4. President. The president shall be the principal (executive) officer of the association and shall, in general, supervise (and control) the business and affairs of the association. He shall preside at all meetings of the members, of the steering committee, and of the board of directors.

Section 5. Vice President. In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as to from time to time may be assigned to him by the president or by the board of directors.

Section 6. Treasurer. If required by the board of directors, the treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board of directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the association from any source whatsoever, and deposit all such monies in the name of the association in such banks, trust companies, or other depositories as shall be selected in accordance with provisions of Article X of these bylaws; and in general perform all the duties incident to the office of treasurer and such others as from time to time my be assigned to him by the president or by the board of directors.
Section 7. **Secretary.** The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member and contributor; shall serve as clerk of the corporation; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 8. A managing director shall be elected annually by a majority vote of the board of directors and shall serve at its pleasure at a rate of compensation to be set annually. He shall direct and control all the business and affairs of the association under the policy direction of the board and steering committee.

**ARTICLE IX- COMMITTEES**

Section 1. At least sixty days prior to the annual meeting of the members, the board of directors shall appoint five members of the association to serve as a nominating committee, designating one person as chairman of the committee. The committee shall meet, at the call of the chairman, to prepare a list of nominees to fill vacancies of the offices and on the board of directors occurring in the current year. The committee shall furnish such list to the board of directors at least thirty days in advance of the annual meeting, and the report of the nominating committee shall be included in the notice of the annual meeting sent to the members of the association.

Section 2. Other committees may be created by the resolution of the board of directors. Except as otherwise provided in such resolution, members of each committee shall be members of the association and shall be appointed by the president. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the association shall be served by such removal.

**ARTICLE X- CHECKS, DEPOSITS, AND FUNDS**

Section 1. The board of directors may authorize any officer or officers, agent or agents of the association in addition to the officers as authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts or orders for the payments of money, notes, or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association and in such manner shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer of the association.
NRWA Bylaws, page 6.

Section 3. All funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. The board of directors may accept on behalf of the association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the association.

ARTICLE XI- BOOKS AND RECORDS

The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees, and shall keep at the principal office a record giving names and addresses of the members entitled to vote and of the contributors. All books and records of the association may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XII- FISCAL YEAR

The fiscal year of the association shall begin on the first day of January and end on the last day of December in each year, unless otherwise designated by the board of directors.

ARTICLE XIII- SEAL

The board of directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the association and the word “Massachusetts” and the year of incorporation.

ARTICLE XIV- AMENDMENTS TO BYLAWS

Provided that Article II, as originally adopted, shall not in any way be contravened, these bylaws may be altered, amended or repealed by a two-thirds vote of the members present at an annual meeting or at any special meeting, if at least fourteen days’ written notice is given stating in detail such intention to alter, amend or repeal, or adopt new bylaws at such meeting.

11/03/00
Amendment to the Bylaws of The Nashua River Watershed Association, passed at the NRWA Annual Meeting November 13, 2004

Article VII, Section 3

Previous: Directors shall be elected at the annual meeting of the members to serve two-year terms. No director shall be eligible for re-election to a fourth consecutive term, until he or she shall have been out of office for at least one year, with the exception that, if a director is serving as an officer in the second year of a final term, he or she will be eligible to continue to serve as an officer for up to four additional one year terms.

Adopted: Directors shall be elected at the annual meeting of the members to serve two-year terms. No director shall be eligible for re-election to a fourth consecutive term, until he or she shall have been out of office for at least one year, with the exception that, if a director is serving as an officer in the second year of a final term, he or she will be eligible to continue to serve as an officer for additional one year terms.

Amendment to the Bylaws of The Nashua River Watershed Association, passed at the NRWA Annual Meeting November 12, 2010

Adopted as an Addition to the End of Article VII, Section 8:

As there is no fixed limit to the total number of directors, a vacancy can also be declared by a majority vote of the board of directors for the purpose of expanding the board. The board may declare one such vacancy between annual meetings, and elect a director to fill such vacancy for a term running until the next annual meeting.