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By-Laws of the Westfield River Watershed Association, Inc.

ARTICLE I

Name

The name of this corporation shall be the Westfield River Watershed Association, Inc.

ARTICLE II

Purpose

The purpose for which this corporation is formed is to make the Westfield River Watershed a better place in which to live, and to this end: To promote the restoration and conservation of the natural resources of the watershed; to protect and conserve fish and wildlife, forests, and other plant life, water sources and soils; to promote and encourage an understanding among the citizens of the watershed of the need for such conservation; to conduct scientific investigations and research to aid the accomplishment of the above purposes; to help promote through coordination and integration those activities of other agencies, industries and organizations having an interest in the resources of the watershed, but these purposes shall not include the right to apply for a license to sell alcoholic beverages, and to comply at all times with Massachusetts General Laws, Ch. 180 as amended as well as complying with U.S. Internal Revenue Service rules and regulations applicable to S.C. Ch. 180 corporation.

ARTICLE III

Membership

1. Natural persons, business firms or partnerships, corporations, national, state or local organizations, or any national or state association having affiliated groups or chapters within the watershed shall be eligible for election to active membership in the corporation.
2. (see [amendment of May, 2004](#) below) Each application for membership shall be in writing. Such applications shall be acted upon by a majority vote of the Board of Directors, and upon admittance and

payment of the annual dues, the applicant shall become a member of the corporation with full privileges thereof.

3. All members shall be entitled to vote at the Annual Meeting of the Corporation and in the election of Directors, Secretary and Treasurer. Each member shall be entitled to one vote. Each organization which is a member shall designate a person to vote for it at any meeting of the corporation.

4. The Board of Directors shall have the power, by two-thirds vote of the entire Board of Directors, to terminate the membership of any member for conduct unbecoming a member. Before such termination shall become effective, the Secretary shall notify the member by written notice, mailed to his last known address, at least seven days prior to the hearing, of the time and place of a hearing by the Board of Directors, and the Board of Directors shall hold such a hearing, allowing the member an opportunity of showing cause why his membership should not be terminated. The action of the Board of Directors after such a hearing shall be final.

5. Any member whose dues are in arrears for a period of 90 days may forthwith be terminated from membership by a vote of the Board of Directors.

ARTICLE IV

Meetings

1. The annual meeting of the members of the corporation shall be held during the month of May of each year at the call of the President. A report shall be submitted by the Board of Directors on the activities and business of the corporation since the last annual meeting. This shall include a report of the financial transactions and conditions of the corporation. Directors shall be elected, a Secretary and a Treasurer shall be elected, and such other business as may properly come before the meeting shall be transacted.

2. Special meetings of the members of the Corporation may be called at any time by the Board of Directors.

3. Notice of the annual meeting and of any special meeting of the members of the corporation shall be given at least fourteen days previously thereto by mailing a notice to the last known address of the members of the Corporation, stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose of such meeting.

4. At any annual or special meeting of the corporation, fifteen members shall constitute a quorum for the transaction of business.

ARTICLE V

Board of Directors

1. The Board of Directors shall control and manage all of the property and affairs of the corporation. The Board shall consist of not less than twelve nor more than sixteen members, and shall be elected at the annual meeting of the Corporation by vote of the members to serve for a period of one year, or until election of Directors at the next Annual Meeting.

2. Any vacancy on the board due to death, resignation, removal or otherwise of a Director, may be filled by a majority vote of the whole Board for the unexpired term to which such a vacancy relates.

3. (see [amendment of May, 2004](#) below) Meetings of the Board of Directors may be called at any time by the President, or may be called at any time by five or more Directors. Seven days notice of any meeting shall be given to each Director by mail. Such notice shall state the purpose of the meeting.
4. Seven Directors shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors.
5. The Officers shall constitute an executive committee, with power to manage current and ordinary business of the Corporation. All actions of the Executive Committee shall be reported to the Board of Directors.

ARTICLE VI

Officers

1. The officers of the Corporation shall be a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. The Secretary and Treasurer shall be elected by the members at the annual meeting of the Corporation. Other officers shall be elected by the Directors from the Directors of the Board at the first meeting following the annual meeting of the Corporation. Each officer shall be elected to serve until the next annual meeting and until his successor shall qualify. Each officer shall be a member of the Corporation.
2. The Board of Directors may from time to time provide for or appoint such other officers and agents, and such committees as they shall determine, and fix the duties, powers and terms of service of such agents, officers or committees as they shall appoint.

ARTICLE VII

Duties of Officers

1. The President shall preside at all meetings and elections of the Corporation or of the Board of Directors. He shall be ex-officio a member of all standing committees. He shall exercise and maintain a general supervision and control over the affairs of the Corporation subject to the power and authority of the Board of Directors.
2. The First Vice-President shall exercise the powers and perform the duties of the President in the absence or disability of the President or in case of a vacancy in the office of the President. The Second Vice-President shall have the same powers and duties in the absence or disability of both the President and the First Vice-President.
3. The Secretary shall keep a record of all proceedings of the corporation and also of all actions taken by the Board of Directors. He shall keep such minutes separately and in good order. He shall mail all notices of meetings as provided herein. He shall handle all correspondence and be the custodian of all records.
4. The Treasurer shall receive and have custody of all the monies and securities of the Corporation, shall keep regular books of account, and shall prepare such financial reports and returns as may be required by any governmental authority. He shall deposit all monies in a bank to the credit of and in the name of the Corporation. The Board of Directors shall designate such depository. He shall pay all bills upon authorization of the Board of Directors. He shall sign or countersign such instruments as require his signature, and give bond for the faithful performance of his duties in such sum and with such sureties as may be required by the Board of Directors. He shall be a member ex-officio of the Board of

Directors.

5. In the event any of the officers resign or be removed by death or otherwise, the Board of Directors shall fill such vacancy for the unexpired term of such office.

6. The officers and the members of the Board of Directors shall perform their respective duties without compensation but may be reimbursed expenses incurred in the performance of their duties.

ARTICLE VIII

Committees

1. The President, with the approval of the Board, shall appoint the members of committees and may appoint as members thereof additional members who shall be members of the Corporation, but need not be members of the Board of Directors.

2. The President shall appoint annually a committee of three members of the Board of Directors, or Corporation, to audit the books and accounts of the Treasurer and report upon the same at the next meeting of the Board.

3. The President shall appoint annually a committee of four members to nominate candidates for members of the Board of Directors, and for officers of the Corporation.

ARTICLE IX

Financial Year

The financial year of this Corporation shall begin on January 1 and end on December 31.

ARTICLE X

Amendment

By-laws may be amended by majority vote of the Corporation at any regular or special meeting of the Corporation provided the notice of such meeting contains a statement of the substance of the proposed amendment.

ARTICLE XI

Dissolution

Upon final dissolution of the Association, all cash and other assets remaining after payment of all debts and liabilities shall be distributed to any non-profit organization qualified under the Internal Revenue Code as designated at a meeting of the members duly called for the purpose. An additional qualification is that the non-profit organization be one whose purposes are similar in nature to that of the Westfield River Watershed Association.

ARTICLE XII

Effective Date

These amended by-laws shall take effect as of May 1979. All previous by-laws have been dissolved.

AMENDMENTS

At the May, 2004 Annual Meeting, the membership voted to accept the following minor amendments to these bylaws. The numbered items listed below now replace the corresponding items in Articles III and V.

(1) **Article III: Membership** [~~deletion of the requirement that each application for membership be voted on by the Board~~]

2. Each application for membership shall be in writing. Upon payment of the annual dues, the applicant shall become a member of the corporation with full priveleges thereof.

(2) **Article V: Board of Directors.** [~~new text in red~~]

3. Meetings of the Board of Directors may be called at any time by the President, or may be called at any time by five or more Directors. Seven days notice of any meeting shall be given to each Director by mail **or e-mail (according to his/her preference)**. Such notice shall state the purpose of the meeting.

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