

BYLAWS
Indiana Water Monitoring Council
April 2, 2009

Preamble

Across Indiana, water monitoring occurs at various scales by a variety of agencies and organizations, yet it is often difficult to determine where water is sampled and what data have been collected. This comes at a time when state, local, and national resources are increasingly restricted, creating the demand to do more with less.

In several states, the development of a water monitoring council has served to provide the necessary communication, coordination, and collaboration with work such as providing documentation of the varied monitoring activities that are taking place, providing a forum for communication among monitoring groups, promoting the use of quality assured procedures, and facilitating the development of collaborative monitoring strategies.

During the early stages of council development, it was determined that the role of such a council would be best defined by the diverse community actively monitoring water across the state. For that reason, a process was initiated immediately to solicit participation and input.

Individuals representing various organizations, industry sectors, and government agencies attended a 2-day retreat to discuss the formation of a water monitoring council for Indiana, which occurred on November 29-30th, 2007. An Interim Planning Team was formed during the retreat to develop a council structure reflective of Indiana stakeholders and conducive to achieving the proposed council's primary functions identified during the retreat. These functions included increasing communication within the water monitoring community as well as working toward the identification and mapping of water monitoring locations across the state.

The Interim Planning Team completed a charter document and draft bylaws. They organized a meeting of retreat attendees and additional stakeholders that took place in cooperation with the Indiana Water Resources Association (IWRA) Spring Meeting on May 14, 2008. The assembled group voted unanimously to approve the charter and an Interim Board of Directors comprised of charter members was elected. Comments on the draft bylaws were returned to the Interim Board for final revision.

The Interim Board of Directors then set forth to refine the structure of the council through the articles described herein using ideas presented by stakeholders as a framework.

These bylaws were approved by the General Membership on: May 6, 2009.

Article One

Name

The name of this organization shall be Indiana Water Monitoring Council, hereinafter referred to in these bylaws as "InWMC".

Article Two

Purpose

InWMC will serve as a broad-based collaborative body to help achieve effective and efficient collection, interpretation, and dissemination of basic data and processed information for use in addressing issues of Indiana waters. InWMC shall operate through consensus building techniques among its members. The InWMC shall address the full range of water resources, physical, chemical, and biological, including ground and surface waters.

Article Three

Membership

Membership. Membership and participation in the activities of the InWMC are open to any person, organization or agency with responsibility for, or interest in, water monitoring in Indiana:

General Members. General members are dues-paying members with voting privileges and may participate in all InWMC activities, including the chairmanship of subcommittees.

Affiliate Members. Affiliate members pay no dues and do not have voting privileges, but may participate in InWMC activities, including participation on subcommittees, except subcommittee chairpersonship.

Article Four

Meetings of Members

Annual Meetings. The InWMC shall convene an annual meeting of InWMC members to elect representatives to the InWMC Board of Directors, provide an Annual Report to the Membership, and to address the issues of interest to the water monitoring community in Indiana and the agenda matters of the InWMC. Actions approved during the annual meeting shall serve as matters of attention for the InWMC's agenda for the following year.

Special Meetings. Special meetings of InWMC may be called by the InWMC Board of Directors. Special meetings shall be advertised in advance to all General Members of the InWMC, and all General Members and Affiliate Members shall be invited.

Quorum and Voting. Twenty members of the General Membership shall constitute a quorum. Business and voting may be conducted via mail or electronic media if approved by the Executive Committee.

Article Five

InWMC Officers and Board of Directors. The initial representatives to the InWMC Board of Directors (see Addendum A) shall be selected from Charter Members; all subsequent representation will be selected from persons, organizations or agencies participating as General Members.

Titles. The officers of InWMC shall be a President, President-Elect, Executive Secretary, and Treasurer.

InWMC Board of Directors - Election and Term. The InWMC Board of Directors, with the exception of the Executive Secretary, shall be elected by a majority vote of the General Membership of the InWMC at its annual meeting. All Directors on the InWMC Board of Directors will be elected to serve for a period of two years. The Executive Secretary shall be appointed by the InWMC Board. The InWMC Board of Directors shall be comprised of:

- Four (4) representatives from State Agencies;
- Three (3) representatives from Local Agencies;
- Two (2) representatives from Federal Agencies;
- Two (2) representatives from Academia;
- One (1) representative from Nonprofit Organizations;
- One (1) representative from the Membership at Large;
- Two (2) representatives from Industry/Consulting;
- Two (2) representatives from Watershed/Basin Monitoring Groups;
- Two (2) representatives from the Indiana State Legislature.

Board Officers - Election and Term. All officers, with the exception of the Executive Secretary, shall be elected from the InWMC Board of Directors by the InWMC Board of Directors. With the exception of the Executive Secretary, Officers shall serve consecutively for no more than two terms, after which time they shall be ineligible for re-election for a period of one year.

Resignation, Removal, and Vacancy. Any officer or director may resign from office at any time by giving written notice to the Executive Secretary. Any officer may be removed from office, for good cause shown, by a two-thirds vote of the InWMC Board of Directors. Any director may be removed from the board for good cause shown by a two-thirds vote of the General Membership at a special meeting or an annual meeting. Any

vacancy occurring in an office by reason of resignation, removal, or the creation of a new office may be filled by a majority vote of the InWMC Board of Directors, followed by a general election at the normal time by the General Membership for the next term.

President. The President is a General Member and shall serve as Chairperson of the InWMC and shall preside at all meetings thereof. The President may enter into all contracts and agreements in the name of the InWMC, subject to such limitations as the InWMC by resolution may prescribe.

President-Elect. The President-Elect shall serve one term under the existing President who they will succeed as President of the InWMC.

President-Past. The President-Past shall serve at least one full term following their tenure as president.

Executive Secretary. The Executive Secretary shall serve on the Executive Committee and shall keep accurate records of all meetings of the InWMC and perform other duties incident to the office of Secretary.

Treasurer. The Treasurer shall maintain bank accounts as necessary to receive and disburse funds at the direction of the InWMC Board of Directors. The Treasurer shall provide an annual financial report at the annual meeting.

Board of Director Meetings. Four meetings of InWMC Board of Directors shall be held each year at such time and place as shall be determined by the InWMC Board of Directors. The purpose of the meetings is to provide strategic guidance for InWMC activities, identify and recruit committee and workgroup leadership, exchange programmatic information related to water monitoring in Indiana and manage the InWMC's finances.

Special Meetings of the Board of Directors. Special meetings of InWMC Board of Directors may be called. Special meetings of the InWMC Board of Directors shall be advertised in advance to General Members, and all General Members and Affiliate Members are invited.

Quorum and Voting. Ten members of the InWMC Board of Directors shall constitute a quorum. Business and voting may be conducted via mail or electronic media if approved by the Executive Committee.

Unless otherwise specified in these Bylaws, business shall be conducted according to the latest edition of *Robert's Rules of Order*.

Action Without a Meeting. Any action required or permitted may be taken without a meeting if consent is obtained in writing or by electronic communications from a majority of Directors of the InWMC Board of Directors, setting forth the action taken.

Article Six

Committees

Committees. The InWMC Board of Directors shall have the power to establish and dissolve standing and special committees. Committee chairs shall be appointed by the InWMC Board of Directors and may be chosen from among the General Membership. Terms of service are not time limited. Committee Chairs shall have the authority to establish ad hoc groups as necessary to fulfill their charge.

Executive Committee. The executive committee shall consist of the President, the President-Elect (incoming), President-Past (outgoing), Treasurer, and Executive Secretary. The Executive Secretary shall attend these meetings in a non-voting capacity. A quorum is required for transaction of official business at an Executive Committee meeting. A quorum for an Executive Committee meeting shall consist of three of the four members. Executive Committee members can appoint a proxy. Each member of the Executive Committee shall have one vote on Executive Committee decisions. In the event of a tie, the President's vote shall be the deciding vote.

Article Seven

Finance

Transfer of Monies. All checks, drafts, or orders for the payment of money shall be signed by the Treasurer or the President. The Executive Committee is authorized to act on behalf of the Board of Directors between annual or special meetings.

Dues. The Board of Directors shall establish annual dues subject to approval of the members by vote. The Executive Committee may assess registration fees for meetings.

Article Eight

Amendments

These bylaws may be amended by a two-thirds vote of the General Membership at the annual meeting of the InWMC. Written notice of the proposed amendments shall be included in the notice of the meeting at which the proposal is to be considered at least 30 days in advance of voting. Voting may be conducted via mail or electronic media if approved by the Executive Committee.

Signatures

In Witness Whereof, the undersigned President of the InWMC Board of Directors hereby certifies that the above is a true and correct copy of the bylaws of InWMC duly approved by its InWMC Members on May 6, 2009.

Jody Arthur
