

**BYLAWS**  
**Indiana Water Monitoring Council**  
**Approved by the Members on September 1, 2017**

**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.

The original bylaws were approved by the Membership on: December 3, 2008.

## **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**

The InWMC is organized exclusively for scientific and educational purposes. 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 with responsibility for, or interest in, water monitoring in Indiana

**Members.** Dues-paying members shall have voting privileges, may participate in all InWMC activities, including participation on committees, service as a committee chair, and/or serving on the Board of Directors and be entitled to additional membership benefits.

## **Article Four**

### **Meetings of Members**

**Annual Meetings.** The InWMC shall convene an annual meeting of InWMC membership in which Members conduct general business such as: elect representatives to the InWMC Board of Directors biennially, provide an Annual Report to the Membership, and 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 the InWMC may be called by the InWMC Board of Directors. Special meetings shall be advertised at least ten (10) days in advance to all members of the InWMC, and all members shall be invited.

**Quorum and Voting.** Ten (10) Members present at any meeting of the membership will constitute a quorum. Each Member shall have one (1) vote on General Member decisions. Any action requires a majority vote of the Members present or participating to pass. Business and voting may be conducted via mail or other electronic means. In the event of a tie, the decision shall be put to the InWMC Board of Directors for a final vote.

## **Article Five**

### **InWMC Officers and Board of Directors**

#### **InWMC Board of Directors - Election and Term.**

The InWMC Board of Directors shall be elected every two (2) years by a majority vote of the Members of the InWMC at its annual meeting or by electronic ballot. Elections will be held prior to the end of the current board's term on July 1 of the second year of its two-year term. All Members will be notified of election results within ten (10) days of the election. All Directors on the InWMC Board of Directors will be elected to serve for a period of two (2) years.

The InWMC Board of Directors will make a good faith effort, but is not required to, maintain a board of diverse members that consist of the (19) individuals representing the following stakeholder categories:

- Four (4) individuals from State Agencies;
- Three (3) individuals from Local Agencies;
- Two (2) individuals from Federal Agencies;
- Two (2) individuals from Academia;
- One (1) individual from Nonprofit Organizations;
- Three (3) individuals from the Members at Large;
- Two (2) individuals from Industry/Consulting;
- Two (2) individuals from Watershed/Basin Monitoring Groups.

**Board Officers - Election and Term.** All officers shall be elected from the InWMC Board of Directors by the InWMC Board of Directors at their first meeting following the election, when quorum is present. Officers shall serve for a period of two (2) years. Officers may serve consecutively for no more than two (2) terms in the same office, after which time they shall be ineligible for re-election into the same position for a period of one (1) year.

**Resignation, Removal, and Vacancy.** Any officer or director may resign from office at any time by giving written notice to the Secretary. Any officer or director may be removed from office, for good cause, by a majority vote of the InWMC Board of Directors. Good cause may include a variety of incidents or actions as well as inactivity. If any officer or director is inactive in regular InWMC Board duties, communication, and/or meeting attendance for a period more than six (6) months, the active Officers will communicate the concerns about inactivity to the inactive officer or director. If inactivity

of InWMC Board duties, communication, or meeting attendance continues from the officer or director in question, the Board member may be removed by a majority vote of the InWMC Board. Any vacancy occurring in an office by reason of resignation, removal, or the creation of a new office may be filled with a Board-appointed representative by majority vote of the InWMC Board of Directors. The appointed representative will serve until the following general election.

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

**President.** The President is a Member and shall serve as Chairperson of the InWMC Board of Directors and the Membership 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 at least one (1) term under the existing President who they will succeed as President of the InWMC.

**President-Past.** The President-Past shall serve at least one (1) full term following their tenure as president.

**Secretary.** The Secretary 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.** No less than four (4) 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 the InWMC and its activities, identify and recruit leadership for standing and ad hoc committees, exchange programmatic information related to water monitoring in Indiana, approve the InWMC's annual budget and manage InWMC 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 to all Board Members no less than ten (10) days in advance of the meeting.

**Quorum and Voting.** Fifty (50) percent of the members currently serving on the InWMC Board of Directors shall constitute a quorum. Each member of the Board shall have one vote on Board of Directors' decisions. Any action requires a majority vote of the Board members present to pass. Business and voting may be conducted via mail or electronic means. In the event of a tie, the President's vote shall be the deciding vote.

Board members can send an alternate colleague to Board meetings if they are unable to attend; however, the alternate shall not participate in Board votes. Whereas Board business and discussions require some knowledge of the organization and whereas discussions strive to have balanced representative voices, only Members are eligible to serve as alternates and alternates shall represent the Board of Directors category of the absent member. Membership status must be verified by the absent Board member and notice of the participation of an alternate shall be made in writing to the Secretary in advance of the Board of Director's meeting.

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 accordance with quorum and voting rules outlined above.

## **Article Six**

### **Committees**

**Committees.** The InWMC Board of Directors shall have the power to establish and dissolve standing and ad hoc committees. Committee chairpersons shall be appointed by the InWMC Board of Directors and will be chosen from among the Members. Terms of service are not time-limited. Committee Chairpersons shall have the authority to establish ad hoc groups as necessary to fulfill their charge. Non-members may serve on committees but may not serve as committee chair.

**Executive Committee.** The Executive Committee shall consist of the Board Officers.

**Executive Committee Duties and Responsibilities.** The duties of the Executive Committee shall be to govern the operational affairs of the Council subject to the approval of the Board of Directors, including developing an annual budget, account reconciliation, tax filling responsibilities, and other administrative functions regarding maintenance of the organizational status.

**Quorum and Voting.** 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 (3) of the five (5) members. Each member of the Executive Committee shall have one (1) vote on Executive Committee decisions.

Voting on Executive Committee actions shall not be conducted by proxy. Any action requires a majority vote of the Executive Committee present or participating to pass. Business and voting may be conducted via mail or other electronic means. In the event of a tie, the President's vote shall be the deciding vote.

**Nominating Committee.** The Nominating Committee shall be an ad hoc committee selected by the President and consisting of three (3) members of the Board of Directors not currently serving on the Executive Committee. The Nominating Committee shall put together a slate of nominees for the Board of Directors at each election cycle. Once a slate of nominees has been developed, the list shall be presented to the Members for a vote.

## **Article Seven**

### **Finance**

**Annual Budget.** The Treasurer shall develop an annual budget to be approved by a majority vote by the InWMC Board of Directors. The InWMC fiscal year follows a calendar year, January 1 to December 31.

**Financial Transactions.** The Executive Committee is authorized to make expenditures that are part of the approved in the annual budget on behalf of the Board of Directors between meetings. Proposed expenditures not approved in the annual budget shall be subject to approval by the Board of Directors.

All checks, drafts, and orders for the payment of money and other evidences of indebtedness that are part of the annual approved budget expenditures shall be signed by or otherwise approved for electronic payment by the Treasurer or the President. However, provided that any such obligation is in an amount equal to or greater than five hundred dollars (\$500) and/or exceeds any approved annual budget line item expenditures by more than 10%, checks shall be signed by or otherwise approved for electronic payment by both the President and the Treasurer.

**Dues.** The Board of Directors shall establish or change annual dues as needed subject to approval of the Members by vote.

**Other Revenue Sources.** The InWMC may assess registration fees for meetings and may generate additional revenue through event sponsorship and donations.

## **Article Eight**

### **Amendments**

These bylaws may be amended by a majority vote of no less than ten (10) Members. Written notice of the proposed amendments shall be provided to the Members at least ten (10) days in advance of calling for a vote. All General Member voting procedures outlined above apply.

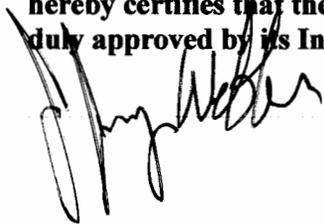
## **Article Nine**

### **Dissolution**

The InWMC may be dissolved by a majority vote of all the Members of the InWMC, or by the Board of Directors of the InWMC if the InWMC becomes inactive. If dissolution is favorably acted upon, all just debts shall be paid out of the funds of the InWMC and all remaining InWMC funds and other assets, together with all InWMC records and files, shall be transferred to one (1) or more non-profit organizations promoting the objectives of the InWMC that qualify under section 501(c)(3) of the Federal Internal Revenue Code, at the discretion of the Board of Directors.

### **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 September 1, 2017.**

A handwritten signature in black ink, appearing to be "Myra Weber", is written over the text of the signature block.