

BY - LAWS
of the
Crosswicks-Doctors Creek Watershed Association, Inc

ARTICLE I

NAME

The name of this Corporation is the Crosswicks-Doctors Creek Watershed Association, Inc.,
hereinafter referred to as the “CDCWA”.

ARTICLE II

PURPOSES OF THE CORPORATION

1. To protect the water quality of the Crosswicks-Doctors Creek Watershed and surrounding environs.
2. To preserve land, historic vistas, buildings, structures and sites located within and around the watershed.
3. To work with county and municipal governments for the development, approval and enforcement of natural resource inventories and protective ordinances for natural resources, including, but not limited to, stream corridors, steep slopes and other natural resources or attributes.
4. To develop a system of trails for the experience and enjoyment of the public.
5. To assist in public education concerning the environment and history of the watershed
6. To engage in other ancillary activities within the purposes for which nonprofit corporations may be organized in the State of New Jersey.

ARTICLE III

BOARD OF TRUSTEES

SECTION 3.1 Duties. Except as otherwise required by law or provided by these By-Laws, the entire control of the business and affairs of the CDCWA shall be vested in its Board of Trustees. The Board may adopt rules and regulations for the conduct of its meetings and the management of the Corporation, not inconsistent with applicable law, as it may deem proper.

SECTION 3.2 Number. The number of Trustees shall be an odd number, not less than five (5), nor more than eleven (11), as shall be fixed by vote of a simple majority of the Board of Trustees. Trustees must reside in municipalities which are located within the watershed, namely: Allentown

Borough, Bordentown City, Bordentown Township, Chesterfield Township, Hamilton Township, Jackson Township, Millstone Township, New Hanover Township, North Hanover Township, Plumsted Township, Robbinsville Township, Springfield Township, Trenton City, Upper Freehold Township and Wrightstown Borough.

SECTION 3.3 Election. Members of the Board of the CDCWA, or any Nominating Committee designated by the Board, shall nominate members (subject to the requirement in Section 3.2) to serve as Trustees of the Corporation. Every member, in good standing, of the CDCWA shall be entitled to one vote for each position on the Board of Trustees and the candidates receiving the greatest number of votes shall be deemed elected to fill those positions.

One-third (1/3) of the Trustees shall be elected annually by vote of the members of the CDCWA. Trustees shall be elected for three (3) year terms, except that to maintain a balance of 1/3 of Trustees having terms that end in any one year, the terms of some Trustees being proposed may be designated as being two (2) years or one (1) year in length. Those Trustees will have terms thereafter of three (3) years.

SECTION 3.4 Vacancies. Vacancies in the Board of Trustees, or Officers, shall be filled by a vote of the majority of the remaining Board of Trustees. The term of office shall be the remainder of the unexpired term.

SECTION 3.5 Meetings. Regular meetings of the Board of Trustees shall be held at such place and time as the Board may determine. The Board shall hold at least one (1) meeting quarterly, the dates for which shall be set at the Annual Meeting of Members. Special Meetings of the Board may be held at any time, as requested by the President, or one-third (1/3) of the Trustees. At a special meeting, action may be taken by means of conference call, speaker phone, or electronic communication.

SECTION 3.6 Notice of Meetings. Notice is not required for a regular meeting of the Board. Notice of the place, day and hour of a Special Meeting shall be given to each Trustee by electronic means/telephone, at least twenty-four (24) hours before the meeting.

SECTION 3.7 Quorum. A simple majority of the Board of Trustees shall constitute a quorum for the transaction of business at each meeting of the Board. All matters coming before the Board shall be decided by a simple majority vote of the Trustees present.

SECTION 3.8 Action without a Meeting. Any action required or permitted to be taken by the Board of Trustees, or any committee thereof, at a duly held meeting, may be taken without a meeting if a majority of the Board of Trustees, or the committee, consent in writing authorizing the action. Written consent may be in the form of electronic communication to the President, or designee of the President, which are printed and filed with the minutes.

SECTION 3.9 Compensation. Trustees shall not receive compensation for their services. A Trustee may be reimbursed for reasonable expenses associated with her/his activities on behalf and for the benefit of the Corporation, upon submission of a signed voucher and approval of the Board.

SECTION 3.10 Removal. At any regular meeting attended by the entire Board of Trustees, any Member of the Board of Trustees, may be removed from the Board, with or without cause, by a vote of two-thirds (2/3) of the Trustees, not including the Trustee being the subject of the action. Any resulting vacancy shall be filled in accordance with Section 3.4 of these by-laws.

ARTICLE IV

GENERAL MEMBERSHIP

SECTION 4.1 Membership in the Organization Prospective members shall ascribe to the purposes of the Corporation, as presented in Article II. All applications shall be subject to approval by the Board of Trustees. Upon Board approval and payment of dues for the current calendar year, the applicant shall become a Member in good standing of the Corporation.

SECTION 4.2 Membership Categories

- Individual
- Family
- Sponsor
- Leader
- Friend
- Creek Keepers' Society

Dues for each membership category will be set annually by the Board of Trustees and each member in any category shall be entitled to one (1) vote.

SECTION 4.3 Termination/Suspension. Any Member may have her/his membership terminated or suspended for non payment of dues, violation of the By-laws, or conduct unbecoming a member of the corporation. The Board of Trustees shall approve such termination or suspension by a 2/3 vote of all Trustees.

ARTICLE V

COMMITTEES

SECTION 5.1 Nominating Committee. The Board of Trustees may appoint a Nominating Committee, consisting of three (3) members of the Board and shall designate one of the members of the Committee as Chairperson. The Nominating Committee shall be responsible for recommending a slate of Members to be submitted for election as Trustees.

SECTION 5.2 Other Committees. The Board of Trustees may create other committees which shall have the powers and functions conferred upon them by the Board.

SECTION 5.3 Committee Governance. The Board of Trustees shall have the power to change the membership of any Committee, to fill vacancies, or dissolve it. Members of a committee, other than the Nominating Committee, may include, in addition to Trustees, members of the corporation in good standing.

ARTICLE VI

OFFICERS

SECTION 6.1 Election of Officers. The Board of Trustees, by majority vote of all Trustees, shall elect a President, Vice President, Secretary, Treasurer and any other officers, as the Board may deem necessary. Each Officer shall be a Trustee of the CDCWA and shall have a term of one year. Vacancies in the above offices shall be filled in accordance with Section 3.4 of the By-laws.

SECTION 6.2 President. The President shall be the Chief Executive Officer of the Corporation and shall be responsible for the management of the activities and affairs of the Corporation, subject to the direction of the Board of Trustees. The President shall perform other such duties as may be assigned by the Board. The President shall preside over all meetings of the Board and act as its Chairperson. At the Annual Meeting of members, the President shall submit a report of the operations and activities of the Corporation for the preceding fiscal (calendar) year

SECTION 6.3 Vice-President. During the absence or incapacity of the President, or at the request of the President, the Vice-President shall perform the duties and exercise the functions of the President. The Vice-President shall have such other powers and duties as may be designated by the Board of Trustees.

SECTION 6.4 Secretary. The Secretary shall keep minutes of all meetings of the Board of Trustees and members of the CDCWA in electronic format (issuing printed copies as required) and shall ensure that all notices are provided in accordance with the provisions of the By-Laws or as required by law. The Secretary shall be the custodian of the records and of the Seal of the CDCWA. The Secretary shall have such other powers and duties as may be designated by the Board of Trustees.

SECTION 6.5 Treasurer. The Treasurer shall be the financial officer of the Corporation and shall maintain complete and accurate accounts of receipts and disbursements. The Treasurer shall deposit corporate funds, in the name of the Corporation, in such banks, or other financial institutions, as directed by the Board of Trustees. The Treasurer shall provide a report of the financial condition of the Corporation at the Annual Meeting of the members. The Treasurer shall invest the Corporation's funds as directed by the Board of Trustees. The Treasurer shall have other powers and duties as designated by the Board of Trustees. No bond shall be required of the Treasurer. The fiscal year of the corporation shall be the calendar year.

SECTION 6.6 Vacancies. A vacancy in any office shall be filled by the Board of Trustees in accordance with Section 3.4 of the By-laws. In the absence of any Officer, the Board may temporarily delegate the powers and duties of any Officer to any other Officer or to any Trustee.

SECTION 6.7 Removal. Removal of an Officer shall be accomplished in accordance with Section 3.10 of the By-laws.

ARTICLE VII

MEETINGS OF MEMBERS

SECTION 7.1 Annual Meeting. The Annual Meeting of the members of the Corporation shall be held on the fourth Tuesday in January.

SECTION 7.2 Notice. All members shall be given not less than ten (10) days notice, in writing or electronic communication, of the annual and any other meeting of members, setting forth the time, date, place and purpose of the meeting.

SECTION 7.3 Regular/Special Meetings. Regular/special meetings of the members shall be held at such times and places as the Board of Trustees shall determine.

SECTION 7.4 Organization of Meeting. The President, or in her/his absence, the Vice President, or in the absence of both, a chairperson designated by the members, shall preside at every meeting of the members. The Secretary, or in her/his absence, a presiding officer appointed as temporary Secretary, shall keep a record of the proceedings.

ARTICLE VIII

CONTRACTS/DISBURSEMENT OF FUNDS

SECTION 8.1 Expenditure of funds. The expenditure of funds in excess of \$250.00 shall require prior approval of a resolution by the Board. The Treasurer may sign checks in an amount not to exceed \$1,000.00. Expenditures in excess of \$1,000.00 shall require the signature of both the President and Treasurer.

SECTION 8.2 Other Instruments. Contracts, notes, bonds, bills of exchange and deeds shall be signed by the President and Treasurer, or as required by law.

SECTION 8.3 Deposit of Funds. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, or other financial institutions as the Board of Trustees may designate.

SECTION 8.4 Contributions. The Board of Trustees may accept, on behalf of the Corporation, any contribution, gift, bequest or devise.

ARTICLE IX

INDEMNIFICATION OF OFFICERS, TRUSTEES AND AGENTS

SECTION 9.1 Indemnification. The CDCWA shall indemnify each officer, trustee and duly authorized agent and shall hold each harmless from and against any liability to any person or entity arising or incurred in connection with the good faith discharge of all duties in conducting the business and affairs of the CDCWA, except for liability imposed as a result of any fraudulent, criminal, or grossly negligent act or omission.

ARTICLE X

LOBBYING

SECTION 10.1 Lobbying. The CDCWA shall not become involved in any activities which are not permitted by an organization exempt from federal taxation under Section 501(c)(3), or by an organization, contributions to which are deductible under Section 170(c)(2) of the code. The

CDCWA may engage in limited lobbying for or against proposed legislation, but shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE XI

NONDISCRIMINATION

SECTION 11.1 Nondiscrimination. All interest or title in real or personal property, or programs maintained by the CDCWA shall be freely available to all persons without discrimination as to race, creed, color, age, gender, religion, sexual orientation, handicap, or national origin.

ARTICLE XII

AMENDMENT OF BY-LAWS

SECTION 12.1 Amendments. The Board of Trustees shall have the power to amend the By-Laws of the CDCWA by a two-thirds (2/3) vote of the Board of Trustees at any annual or regular meeting of the Board. Board members shall be provided with at least ten (10) calendar days electronic notice of the Board's intention to amend the By-laws at such meeting.

ARTICLE XIII

DISSOLUTION

SECTION 13.1 Disposition of Assets. Should the CDCWA be dissolved, all assets remaining after payment of just debts and obligations shall, under the direction of the Board of Trustees, be distributed among not-for-profit organizations whose principles and purposes are congruent with those of the CDCWA; provided that such organizations shall comply with Section 501(c)(3) of the Internal Revenue Code as amended. No Member, Officer, or Trustee of the CDCWA shall have any claim in law or equity on such assets. Membership in the CDCWA shall not disqualify an otherwise eligible conservation or environmental organization from sharing in such distribution.

Resolution #2008-001

RESOLUTION OF ADOPTION OF THE BY-LAWS

of the

Crosswicks – Doctors Creek Watershed Association, Inc. (CDCWA)

Be it resolved that the **CDCWA** Board of Trustees, in accordance with the purposes, goals and activities set forth, hereby adopts the By-Laws governing this organization.

VOTE: Covitz YES Kasabach YES

Westfall YES Helfrecht YES Poinsett YES

Approved on: August 1, 2008

