

BYLAWS OF THE Hickory Creek Watershed Planning Group

ARTICLE I -- Name

The name of this organization is the Hickory Creek Watershed Planning Group, an Illinois not-for-profit corporation, hereinafter referred to as "HCWPG".

ARTICLE II -- Mission and Objectives

Section 1. Mission. The mission of the HCWPG is to protect and restore Hickory Creek and its tributaries using a locally-led, holistic watershed planning approach.

ARTICLE III -- Membership

Section 1. Membership in the HCWPG shall be classified as either an Agency Member, an Associate Member or an Individual Member.

Section 2. Agency Member – An entity holding an NPDES permit for a wastewater or stormwater discharge into Hickory Creek or one of its tributaries.

Section 3. Associate Member – An agency, organization or company interested in the mission and objectives of the HCWPG which is not eligible for membership as an Agency Member.

Section 4. Individual Member - An individual interested in the mission and objectives of the HCWPG who is not eligible for membership as an Agency Member or Associate Member.

Section 5. Admission to any membership category will be determined by the Steering Committee. Upon receipt of a written request for admission, the Steering Committee may approve said membership, represented by a simple majority vote of the membership of the Committee, which will become effective upon payment of the appropriate dues and will remain in effect as long as the Member remains in good standing with the HCWPG.

Section 6. Each Member shall designate one or more Authorized Delegate(s) to attend HCWPG meetings and otherwise act on the Member's behalf. The Authorized Delegate(s) may be any employee or officer of the Member.

ARTICLE IV – Budget, Dues, and Fiscal Year

Section 1. Annual dues are due on or before the first day of each fiscal year.

Section 2. The annual dues for all Members shall be set each year by recommendation of the Steering Committee to the membership and approval at the Annual Meeting. Annual dues may consist of fees, the provision of stream monitoring or other services by members to the HCWPG or a combination of fees and services, as determined by the Steering Committee.

Section 3. Any Member may withdraw from membership in the HCWPG by giving written notice to the Secretary-Treasurer of its intent to do so. A Member shall not be entitled to a refund of paid membership dues, nor shall members be required to continue to provide services approved in lieu of dues after the effective date of withdrawal.

Section 4. The fiscal year of the HCWPG shall commence on July 1 and conclude on the June 30 of the following calendar year, or as the Steering Committee may hereafter otherwise designate.

Section 5. The budget will be presented by the Steering Committee for approval by the membership at the Annual Meeting.

ARTICLE V -- Officers and Steering Committee

Section 1. Officers -- HCWPG officers shall include a President, Vice President and Secretary-Treasurer that are drawn from the Steering Committee. The President must represent a municipality.

Section 2. Steering Committee -- The HCWPG shall be guided by a Steering Committee. The Steering Committee has thirteen members and has a balanced representation across the stakeholder groups in the watershed. A quorum of a majority of Agency Members shall be required to take any action. A simple majority vote of the Members shall control the policies and actions of the Steering Committee, although the Steering Committee strives to operate by consensus. The composition of the Steering Committee is four Associate Members, one Individual Member, and eight Agency Members. The Agency Members on the Steering Committee are as follows:

- Will County
- City of Joliet
- Village of New Lenox
- Village of Tinley Park
- Village of Orland Park
- Village of Frankfort
- Village of Mokena
- Village of Homer Glen

Section 3. The Secretary-Treasurer, or his designee, shall maintain the records of the HCWPG, keep and distribute minutes of all meetings, receive and deposit all HCWPG monies, pay all bills approved by the Steering Committee, distribute all HCWPG notices and make a report to the membership of all such activities at the Annual Meeting.

Section 4. The President shall have general supervision of the affairs of the HCWPG and the Steering Committee and shall preside at their respective meetings.

Section 5. The Vice President shall act in the absence of the President.

Section 6. The President shall serve as a principal spokesperson for the HCWPG and may represent it in discussions of mutual concern with governmental agencies or associations.

Section 7. The Steering Committee shall have the authority to enter into contracts for products and services and to enter into agreements for grant funding for HCWPG purposes.

Section 8. The Steering Committee may authorize expenditures less than \$10,000 which are an emergency and cannot be delayed for review at a HCWPG meeting.

Section 9. The Steering Committee shall propose a budget and work plan to the membership for approval at its Annual Meeting. Other significant decisions require review at regular or special HCWPG meetings.

ARTICLE VI -- Elections and Terms of Office

Section 1. The Steering Committee shall nominate individuals for the offices of President, Vice President and Secretary-Treasurer. The Steering Committee shall endeavor to nominate individuals as officers who represent a cross section of HCWPG members. Prior to the first day of the fiscal year, the President shall send to the membership a complete list of officer nominees and a copy of the proposed budget and proposed dues for the next fiscal year.

Section 2. Petition(s) presenting additional nominees for HCWPG may be submitted to the Steering Committee by HCWPG Members no later than thirty days prior to the end of each fiscal year. A petition must contain each nominee's signature.

Section 3. Election of HCWPG officers shall occur during the Annual Meeting each year. Only the names of the individuals who have been nominated according to the procedures described herein will be considered, and no nominations shall be permitted from the floor.

Section 4. The President, Vice President and Secretary-Treasurer shall be elected to one year terms, beginning at the close of each Annual Meeting. The Steering Committee may procure fidelity bonds for Officers.

Section 5. No one shall be eligible to serve as President until he or she has been a member of the Steering Committee for one year, except the first year of the HCWPG.

Section 6. Vacancies shall be filled by appointment of the Steering Committee until a successor is duly elected at the next Annual Meeting.

Section 7. The Associate and Individual Members of the Steering Committee will be nominated and elected by following the same procedures as for the officers.

ARTICLE VII -- HCWPG Meetings

Section 1. An Annual Meeting of HCWPG shall be held each June at a time and location to be determined by the Steering Committee. The budget, dues, work plan, and new officers and Associate and Individual Members of the Steering Committee will all be approved at the Annual Meeting by simple majority vote of the Members.

Section 2. In the event a Member is unable to attend the Annual Meeting, a Member may designate, in writing, a proxy to cast the Member's vote.

Section 3. At the Annual Meeting, the presence of a simple majority of HCWPG Members, either in person or by proxy, shall constitute a quorum.

Section 4. Other HCWPG meetings shall be held as needed but at least quarterly. Notice of HCWPG meetings and proposed meeting agendas will be provided to all HCWPG members at least seven days prior to the meeting.

Section 5. Special Meetings of HCWPG members may be called by the President or the Steering Committee or upon the written request of HCWPG members.

Section 6. All meetings of the HCWPG shall be held within the Hickory Creek watershed or within the territorial limits of any Member.

Section 7. At meetings other than the Annual Meeting, HCWPG members will be invited to participate, but, except in the case of a motion to dissolve, only Members on the Steering Committee may cast votes.

Section 8. The HCWPG shall maintain an informal atmosphere to ensure maximum participation of all members. However, to insure orderly procedure, Robert's Rules of Order may be invoked at any HCWPG meeting.

ARTICLE VIII -- Committees

Section 1. The Steering Committee may appoint such standing committees as are necessary. The president shall appoint the chairperson for all committees.

ARTICLE IX -- Amendments

Section 1. Any revision to the Bylaws shall be submitted to the Steering Committee for its review. After the review by the Steering Committee, it shall be submitted to the membership thirty (30) days prior to the HCWPG meeting where it is to be acted upon. A two-thirds (2/3) majority of the votes cast by HCWPG Members is required for adoption. Any revision so approved is effective immediately.

Article X -- DISSOLUTION

Section 1. A motion to dissolve the HCWPG may be made by any Authorized Delegate at a regularly scheduled meeting at which a quorum is present. Upon receiving a proper second to the motion, the President shall defer action on the motion until the next regularly scheduled meeting of the HCWPG. All members shall be notified by mail of the pending motion to dissolve. At the next regularly scheduled meeting, the President shall, after discussion, call for a roll call vote on the motion to dissolve, which shall require the affirmative vote of 2/3 of all HCWPG member votes.

Section 2. Upon dissolution of the HCWPG, the Steering Committee shall, after paying or making provision for the payment of all of the liabilities of the HCWPG, liquidate the assets of the HCWPG and distribute all proceeds to organization(s) which are then qualified as tax-exempt organizations under the Internal Revenue Code and which have objectives and missions similar to the HCWPG.

Article XI – MISCELLANEOUS

Section 1. The HCWPG shall be an autonomous legal entity organized under law as determined by the Steering Committee. Acts or omissions of the HCWPG shall not be imputed to the individual Members thereof. Membership in the HCWPG or the Steering Committee shall not impair or waive any right, claim, immunity or defense any Member may have under law, the same being specifically reserved. Individual Members have no legal obligation to supervise or direct the affairs of the HCWPG.

Section 2. The HCWPG shall not be considered a public body, including but not limited to, for purposes of the Open Meetings Act, the Freedom of Information Act or for the procurement of goods and services.

Approved on this 13th day of September 2012.

Ayes: 8

Nays: 0



Chair

9/13/12

Date

ATTEST:


Secretary

9-13-2012

Date