

**EMORY RIVER WATERSHED ASSOCIATION, INC.
ORGANIZATIONAL BYLAWS**

ARTICLE I. PURPOSE

The Emory River Watershed Association, Inc. (hereinafter referred to as the ERWA) has been organized to operate exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue code, or corresponding section of any future federal tax code.

No part of the net earnings of the ERWA shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that ERWA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the ERWA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, ERWA shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II. LOCATION

The principal office of the ERWA, at which the general business of the ERWA will be transacted and where the records of the ERWA will be kept, will be at such place in the state of Tennessee, as may be fixed from time to time by the Board of Directors. Post Office Box 634, Wartburg, TN 37887.

ARTICLE III. MEMBERS

Section 1: The qualifications for membership will be those organizations and individuals that support the mission and purposes of the ERWA.

Section 2: Persons will be qualified for membership by receipt of proper application to the Board of Directors and payment of dues. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3: Termination of Membership. The Board of Directors, by an affirmative vote of two-thirds of all the members of the board, may suspend or expel a member for cause after an appropriate hearing. When any member shall be in default in the payment of dues, his membership shall be terminated.

Section 4: The duties of the membership of the ERWA shall be set by the Board of Directors.

Section 5: An annual meeting of the members will be held in the fourth quarter of each calendar year, at which time members will elect its Board of Directors. The Board of Directors, the President or not less than one-tenth of the members may call special meetings of the membership by sending a notice to the membership.

Section 6: The quorum of a general membership meeting will be those members present.

Section 7: Notice of meetings of the membership must be sent to each member and must be mailed or delivered at least 30 days prior to the day such a meeting will be held.

Section 8: the President will chair Membership meetings.

Section 9: Members may not vote by proxy at any meeting of members.

ARTICLE IV. BOARD OF DIRECTORS

Section 1: General powers of the Board: The activities, affairs, business, and property of the corporation shall be controlled, governed, managed, and supervised by the Board of Directors. The Board of Directors shall

determine the policies of the corporation and shall actively prosecute its cooperate purposes and objectives. The Board of Directors shall have absolute discretion in the disbursement of its funds and the disposition of its property for the purpose as set out in its charter. Directors need not be residents of the Emory River Watershed.

Section 2: The number of members of the Board of Directors of this ERWA will be not less than five or more than seventeen. The ERWA Executive Director will serve as an ex-officio and non-voting member of the Board of Directors.

Section 3: Directors will be residents of the watershed and/or those persons who share the mission and goals of the ERWA. The ERWA is committed to a policy of fair representation on the Board of Directors.

Section 4: Election of new Directors or election of current Directors to a second term will occur at the annual meeting of the ERWA membership from a slate presented by a nominating committee. Additional nominations can be received from the floor. Directors will be elected by a majority vote of the members present.

Section 5: The term of each Director of the ERWA will be three years. No Director will serve more than two consecutive terms. The terms of office of the elected directors shall be staggered so that approximately one-third thereof shall be due to be elected each year.

Section 6: When a Director dies, resigns, or is removed, the Board may elect a Director to serve for the duration of the unexpired term.

Section 7: Any Director may be removed from the Board of Directors by an affirmative vote of 2/3rds of Directors present at an official meeting of the Board. Notice of the proposed removal will be given to Board members with the notice of the meeting. The Director to be removed will be given an opportunity to be present and to be heard at the Board meeting at which his or her removal is considered.

Section 8: No compensation will be paid to any member of the Board of Directors for services as a member of the Board. By resolution of the Board, reasonable expenses may be allowed for attendance at regular and special meetings of the Board.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1: An annual meeting of the Board of Directors will be held in the fourth quarter of each calendar year for the purpose of electing officers and Directors. In addition to its annual meeting, the Board of Directors will hold regular meetings at least three times each calendar year at such place as may be designated by the board in the notice of the meeting.

Section 2: Special meetings of the Board of Directors may be called at any time by the president of the ERWA, or in his or her absence, by the vice-president, or upon receipt of a request signed by one or more Directors or by a majority of the full-time, permanent paid staff of the ERWA.

Section 3: Notice of regular, special, and annual meetings will be mailed at least 30 days prior to the day such meeting is to be held.

Section 4: At all meetings of the Board of Directors, each Director present will be entitled to cast one vote on any motion coming before the meeting. The presence of a majority of the members of the Board will constitute a quorum at any meeting. Board members can participate in meetings by means of teleconference.

Section 5: At a meeting at which there is a quorum present, a simple majority affirmative vote of the Directors present is required to pass a motion before the Board.

Section 6: Proxy voting will not be permitted.

Section 7: Parliamentary procedure will be used to conduct any meetings of the ERWA to allow everyone to have a voice and to make decisions in a courteous manner.

ARTICLE VI. OFFICERS

Section 1: The officers of this ERWA will be elected by the membership and will consist of a president, vice-president, secretary, treasurer and such officers with duties as the Board prescribes.

Section 2: The officers of the ERWA will be elected annually its annual meeting.

Section 3: the Board of Directors may remove with or without cause any officer by a vote of a majority of all of the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that the notice of intention to consider said removal has been given to each Board member and to the officer affected at least 30 days previously.

Section 4: A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 5: The president will be the chief executive officer of the ERWA. It will be the duty of the president to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the ERWA. He or she will execute on behalf of the ERWA all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Directors for the proper and necessary Transaction of the business of the ERWA.

Section 6: It will be the duty of the vice-president to act in the absence or disability of the president and to perform such other duties as may be assigned to him or her by the president or the Board. In the absence of the president, the execution by the vice-president on behalf of the ERWA of any instrument will have the same force and effect as if it were executed on behalf of the ERWA by the president.

Section 7: The secretary will be responsible for keeping the corporate records. He or she will give or cause to be given all notices of meetings of the Board of Directors and all other notices required by law or by these bylaws. The secretary will be the custodian of all books, correspondence, and paper relating to the business of the ERWA, except those of the treasurer. The secretary will present at each annual meeting of the Board of Directors a full report of the transactions and affairs of the ERWA for the preceding year and will also prepare and present to the Board of Directors such other reports as it may desire and request at such time or times as it may designate. The Board of Directors at its discretion may elect an assistant secretary, not necessarily a member of the Board of Directors, who will perform the duties and assume the responsibilities of the secretary as above set forth under the general direction of the secretary or president.

Section 8: The treasurer will have general charge of the finances of the ERWA. When necessary and proper, he or she will endorse on behalf of the ERWA all checks, drafts, notes, and other obligations and evidences of the payment of money to the ERWA or coming into his or her possession; and he or she will deposit the same, together with all other funds of the ERWA coming into his or her possession, in such bank or banks as may be selected by the Board of Directors. He or she will keep full and accurate account of all receipts and disbursements of the ERWA in books belonging to the ERWA, which will be open at all, times to the inspection of the Board of Directors. He or she will present to the Board of Directors at its annual meeting his or her report as treasurer of the ERWA and will from time to time make such other reports to the Board of Directors as it may require.

Section 9: Any officer of the ERWA, in addition to the powers conferred upon him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by said Board.

ARTICLE VII. COMMITTEES

Section 1: The Board of Directors may designate one or more ad hoc committees, including but not limited to a Nominating Committee, each of which will consist of at least one committee chair and two or more committee

members. Committee members may be members of the Board of Directors, members of the ERWA, or other interested individuals. The chair of the committee will be appointed by the president of the organization who will act with the Board's approval. After consultation with the committee chair, the president will appoint committee members. The studies, findings, and recommendations of all committees will be reported to the Board of Directors For consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the articles of incorporation, or state law.

Section 2: The Board of Directors will have the following standing committees.

Executive Committee: This committee will be chaired by the president of the ERWA and will consist of all other officers of the ERWA and the chairs of all standing committees. This committee will serve as the central planning group for the organization. It also will have full authority to act for the Board in managing the affairs of the ERWA during the intervals between meetings of the Board.

Budget and Finance: This committee will be chaired by the treasurer and will consist of TWO to FIVE members appointed by the president to a TWO- year term. This committee will oversee and monitor the fiscal operations of the organization, develop an annual budget and recommend it for Board approval, and develop and assist in the implementation of a funding strategy for the ERWA.

ARTICLE VIII. MISCELLANEOUS

Section 1: The ERWA will have the power to indemnify and hold harmless any Director, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a Director, officer, or employee (except in cases involving willful misconduct). The ERWA will have the power to purchase or procure insurance for such purposes.

Section 2: The Board of Directors may authorize any officer or officers, agent or agents of the ERWA, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the ERWA. Such authority may be general or confined to specific instances.

Section 3: All checks, drafts, and other orders for payment of funds will be signed by persons as the Board of Directors may from time to time designate.

Section 4: The ERWA will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and it will keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. Any member or his or her agent or attorney may inspect all books and records of the ERWA for any proper purpose at any reasonable time.

Section 5: The fiscal year of the ERWA will be January 1 through December 31.

ARTICLE IX. AMENDMENTS

The ERWA membership may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least 30 days, any number of amendments or an entire revision of the bylaws may be submitted and voted upon at the annual meeting or a special meeting and will be adopted at such meeting upon receiving a 3/4 vote of the members present.

ARTICLE X. DISSOLUTION

Upon the dissolution of the ERWA and after the payment or the provision for payment of all the liabilities of the ERWA, the Board of Directors will dispose of all of the assets of the ERWA exclusively for the purposes of the ERWA or to organizations that are then qualified as tax-exempt organizations under section 501(c)(3) of the Internal

Revenue code. A court of jurisdiction in the county in which the principal office of the ERWA is located will dispose of any assets not so disposed of.

jwh 7/21/03