

# **BYLAWS OF THE**

# **Potomac Watershed Roundtable**

**As amended through October 7, 2022**

## **ARTICLE I: NAME**

The name of this organization is the Potomac Watershed Roundtable, hereinafter referred to as the Roundtable. The Roundtable was established August 25, 2000 at the Potomac Watershed Forum I in Manassas, Virginia.

## **ARTICLE II: PURPOSE**

The Roundtable is created to promote a regional approach to the management and improvement of the Virginia portion of the Potomac watershed and to foster collaboration among watershed stakeholders. The Roundtable will act as an advisory body to governmental and non-governmental decision-makers and will make recommendations on watershed management policy and program options.

Core objectives of the Roundtable are as follows.

- Strive for the efficient utilization of knowledge, financial, and administrative resources of the participating members within the Virginia portion of the Potomac River watershed.
- Enhance communication, cooperation, and collaboration among government agencies, organizations, and individuals to improve water quality.
- **Encourage** personnel and financial resources **be** applied in a manner that results in the protection, preservation, improvement, and use of natural resources.
- Facilitate the sharing of technical information, including water quality strategies and protocols to policy makers, decision-makers, and citizens of the Commonwealth of Virginia.
- Serve as a catalyst for creating various forums and committees to allow communication among policy makers and technical personnel to discuss water quality management policy options for the Potomac River watershed.
  - Serve as a collaborative body to help achieve effective collection, interpretation, and dissemination of data to support the implementation of sound water quality management policy and practices.

## **ARTICLE III: MEMBERSHIP**

Membership of the Roundtable shall consist of voting members and non-voting advisory members. Both classes of membership shall be entitled to full participation in all Roundtable functions and discussions, with the only distinction being that advisory members shall not vote on matters before the full Roundtable.

### Section 1: Voting Members

Total voting membership will not exceed 40 (forty) members and will at least contain the following

- One elected member of the Board of Supervisors or similar governing body from each of the following counties, cities, and towns.  
Counties: Arlington, Fairfax, Fauquier, King George, Loudoun, Northumberland, Prince William, Stafford, and Westmoreland.  
Cities: Alexandria, Falls Church, Fairfax, Manassas, and Manassas Park.  
Towns: Colonial Beach, and other towns by invitation or by petition.
- One director from each of the following Soil and Water Conservation Districts: John Marshall, Loudoun, Northern Neck, Northern Virginia, Prince William, and Tri County/City.
- Two elected officials representing the Virginia General Assembly.
- One Planning District Commission representative, to be chosen from among the Rappahannock-Rapidan, George Washington, Northern Virginia, and Northern Neck PDCs.
- Two representatives from each of the following stakeholder groups: development, construction and real estate; agriculture and forestry; fishing and boating; environment; water and wastewater utilities; and waste management and recycling. (amendment on 4-13-07)
- Two **at-large** citizens of the watershed. They may not be from the same local jurisdiction. (amendment passed on 10-8-04)
- The addition of voting members to the Roundtable shall require an amendment to the bylaws as outlined in Article VII.

### Section 2: Alternates

Alternates for counties, cities, and towns are not required to be elected officials. When serving in an official capacity for a **voting** member, and so notifying the chair at the start of any Roundtable meeting, alternates may exercise all rights and privileges at meetings of the member whom **they** represent.

### Section 3: Advisory Members

**Non-voting** Advisory members of the Roundtable include the following.

- One representative from each of the following Virginia and federal agencies: Department of Conservation and Recreation-Division of Soil and Water Conservation; Department of Conservation and Recreation-Chesapeake Bay Local Assistance Department; Department of Environmental Quality; Department of Transportation; Department of Health; Department of **Wildlife Resources**;

Department of Forestry; Virginia Cooperative Extension; Chesapeake Bay Program; United States Department of Agriculture Natural Resource Conservation Service; and the United States Department of the Interior.

- Advisory members may be added to the Roundtable by simple majority vote at any regularly scheduled meeting of the Roundtable. (*The Interstate Commission on the Potomac River Basin was added on 10-5-07*).

#### Section 4: Member Selection

- County, city, town, and Soil and Water Conservation District representatives are to be appointed by their respective elected/administrative bodies.
- State agency representatives shall be appointed by their respective department directors. Federal agency representatives shall be appointed by the appropriate agency head.
- General Assembly representatives shall be invited by the Roundtable chair. (amendment 1-4-08)
- The Planning District Commission representative shall be appointed through a collaborative process established by the four watershed Planning District Commissions.
- Stakeholder group representatives shall be chosen through a stakeholder selection process. The Roundtable will work with each stakeholder group to arrive at a best-fit selection process. Where there is no discernable umbrella organization representing a particular stakeholder group, the process will, at a minimum, include an open letter for nominations and a publicly announced selection process to choose representatives and alternates.

#### Section 5: Term of Appointment

A member shall be appointed for a term of three (3) years, and may be reappointed. All terms shall commence on January 1st and end on December 31st.

A member shall continue in office for *their* full term or until *they do* not qualify under Article III, Section 6. When a member resigns or is disqualified under Article III, Section 6, and if *their* term has not expired, the appointing authority shall make an interim appointment to complete the unexpired term. When a member and/or alternate shows an inability to serve by reason of absence from three consecutive meetings, the Roundtable may request the member's appointing authority to appoint a replacement to fill the member's unexpired term.

#### Section 6: Vacancies

A replacement shall be required for a member or the designated alternate after both miss three consecutive meetings of the Roundtable. In addition, if a representative of a local government or Soil and Water Conservation District is no longer in office, a replacement shall be required.

Vacancies shall be filled in accordance with Article III, Section 4. Appointments to fill vacancies shall be effective for the unexpired term of the member or alternate creating the vacancy.

#### Section 7: Member Duties and Responsibilities

Member duties and responsibilities include but are not limited to the following.

- Attend Roundtable meetings.
- Willing to participate in at least one committee **if** set up by the Roundtable.
- Communicate information about issues and the status of Roundtable deliberations to those **entities** being represented.

#### Section 8: Conflict of Interest

A member of the Roundtable shall disclose any known conflict of interest before voting, including but not limited to votes that have the potential to directly benefit the member financially. A member may abstain from voting for any reason, including to avoid a conflict of interest.

### **ARTICLE IV: OFFICERS**

#### Section 1: Composition

The elected officers of the Roundtable shall consist of a Chair, **1<sup>st</sup> Vice-Chair, 2<sup>nd</sup> Vice-Chair, and Secretary/Treasurer** and shall be chosen among the voting membership of the Roundtable. **While the voting membership will choose the officers, it is recommended that the Chair, 1<sup>st</sup> Vice Chair, and 2<sup>nd</sup> Vice Chair be elected county supervisors or city council members. They provide the Roundtable with appropriate visibility and stature. The Secretary/Treasurer can be any Voting Member.**

#### Section 2: Election and Term

Officers shall be elected by the Roundtable membership at the annual meeting to be held between January 1 and April 30 of each odd numbered year. Officers shall be elected from the voting members of the Roundtable membership and shall hold office for two (2) years, subject to prior removal or resignation. **Officers may be elected to multiple terms.**

#### Section 3: Duties and Responsibilities of Officers

(a) The Chair shall call and preside over all regular meetings and the Executive Committee. The Chair shall appoint chairmen to all committees authorized by the Roundtable with the approval of the Roundtable.

(b) The Vice-Chairs shall exercise the powers of the Chair in the event of the Chair's absence or inability to perform. The Vice-Chairs shall perform other duties as directed by the Chair.

*(c) The Secretary/Treasurer shall preside over the Budget Committee and shall exercise oversight of funds and assets belonging to the Roundtable. The Secretary/Treasurer shall make a financial report at each meeting of the Roundtable and at such Executive Committee meetings as are required. In addition, the Secretary/Treasurer shall perform or arrange for documentation of meeting minutes and administrative matters of the Roundtable. The fiscal year of the Roundtable shall be concurrent with that of the Commonwealth of Virginia, July 1 through June 30.*

#### Section 4: Removal and Resignation of Officers

Any officer may resign from office at any time by giving written notice to the Chair or the Roundtable. Any officer may be removed by a two-thirds vote of the members of the Roundtable or by missing three consecutive meetings of the Roundtable. The Roundtable will elect an officer to fill the vacancy for the remainder of the term.

### **ARTICLE V: ADMINISTRATION**

**All administrative functions of the Roundtable will be performed by the Potomac Council (PC), composed of representatives from six Soil and Water Conservation Districts in the Virginia portion of the Potomac River watershed (excludes the Shenandoah). Established in 1999, a PC objective was to serve as a catalyst for the creation of various forums among policy makers, technical personnel, and members of the public to discuss water quality management policy options for the Potomac River Watershed. With the creation of the PWR in 2000, the Potomac Council no longer performs some of its original functions and has become the administrative arm of the PWR. Each Soil and Water Conservation District involved with the PWR will appoint a SWCD Director to serve on the council. The council will appoint a chairman, vice chairman, and secretary. One of the SWCD's will take the lead in providing staff to carry out PWR administrative functions. These will include, but not be limited to:**

- **Maintaining close relationships with the PWR officers.**
- **Coordinating PWR activities with DEQ and DCR.**
- **Handling, disbursing, and being accountable for funds supporting PWR activities.**
- *Working with the Chairman and Treasurer, the PC serves as the budget committee.*
- **Working closely with the PWR treasurer, the PC will provide necessary PWR financial reports. *[I would strongly recommend the Treasurer not be a member of the PC but come from the membership. To me that makes for more transparency and protects the SWCD's a bit. I believe the PC comprised of the 6 SWCD's can function with a treasurer from outside the PC.]***
- **With the PWR Chairman, schedule PWR meetings asking SWCD's to host meetings in their areas. Meetings should rotate around the 6 areas.**
- **With the PWR Chairman, help arrange for speakers at PWR Meetings.**
- **Maintain the PWR website.**

## **ARTICLE VI: MEETINGS OF THE ROUNDTABLE**

### Section 1: General

A quorum shall consist of representatives present from at least half of the voting members. Voting by proxy shall not be permitted. **Meetings may be held in-person, virtually, or a hybrid of the two formats.**

All meetings will be open to the public except when personnel, legal, or contract/procurement matters are discussed. In such cases, the Roundtable can go into an Executive Session.

### Section 2: Closed Session

The Closed Session may be entered following a majority vote of members present. A motion that a public body meets in Closed Session must specifically state the purpose(s) for the session and reasonably identify the substance of matters to be discussed. Nothing may be discussed in the Closed Session except matters included in the motion to go into Closed Session. Only voting members of the Roundtable and those invited by the voting members shall be included in the Closed Session. The Secretary/Treasurer of the Roundtable will certify when the Roundtable comes out of session that only those issues allowed to be discussed in closed session were discussed.

### Section 3: Meeting Schedule

The Roundtable shall schedule regular meetings on a basis as determined by the Roundtable, at least **quarterly**, and at the discretion of the Chair. The time and place of all regular meetings of the Roundtable shall be as designated by the Chair in consultation with the Roundtable membership.

Notice and intent of all meetings must be distributed to Roundtable members at least thirty (30) days in advance of the meeting. Under time-sensitive conditions, the Chair, with input from the Executive Committee, may reduce the notice requirement to fourteen (14) days.

### Section 4: Annual Meeting

An annual meeting of the Roundtable, which may serve as one of the three required meetings, will be held between January 1 and April 30 of each year to elect new officers if necessary, introduce new members, and to review Roundtable progress.

### Section 5: Official Roundtable Actions

Votes of the Roundtable will pass by simple majority of the voting members present at the meeting. Voting procedures shall be governed by Robert's Rules of Order, Revised Edition.

**At the recommendation of the Chair**, the Roundtable will adopt a policy outlining the process for developing and communicating official Roundtable positions and/or

reports. Such a policy will include guidance **about** when peer review and public input should be sought.

The Chair, with the consent of the Executive Committee (Article VI, Section 1), from time to time, **may** make decisions on behalf of the Roundtable when the matter is of urgency, and for which there is inadequate time to call a meeting of the Roundtable.

## **ARTICLE VII: COMMITTEES**

### Section 1: General

Committees of the Roundtable are: Standing, and Limited Term or Ad Hoc. Standing Committees established by these **Bylaws** are the Executive, Nominating, and Budget and Operations Committees. Standing Committee Chairs must be voting members of the Roundtable. Standing committee members are appointed by the Chair of the Roundtable and may be voting members of the Roundtable, non-voting members, alternates, or others.

Limited Term or Ad Hoc committees shall be established and its members appointed by the Chair and/or the Executive Committee, the Chair of the Limited Term Committee, or by the simple majority of the Roundtable.

### Section 2: Executive Committee

An Executive Committee shall be composed of the Chair, First Vice-Chair, Second Vice-Chair, Secretary/Treasurer, and the Immediate Past Chair, **if available**. The chairs of all standing committees may be invited to participate at Executive Committee meetings in an advisory capacity based upon topics being discussed. The Executive Committee will advise the Chair on all matters including staff and contracts. Meetings of the Executive Committee shall be called as required by the Chair or by a majority vote of the Executive Committee members.

### Section 3: Nominating Committee

A Nominating Committee shall consist of at least three, and no more than five, Roundtable voting members selected by the Roundtable at the recommendation of the Chair. The Nominating Committee shall be established prior to the annual meeting for which officers will be up for election, or whenever it is used to fill vacant officer positions. All nominations shall be submitted prior to the annual meeting so that they can be included in the announcement and agenda for the annual meeting.

### Section 4: Budget and Operations Committee

The Budget and Operations Committee shall consist of the Secretary/Treasurer as Chair, the Chair of the Potomac Council, and the Department of Conservation and Recreation representative. The Secretary/Treasurer shall serve as chair of the Budget and Operations Committee. One at-large member may also be appointed with the consent of the Roundtable. The Vice Chairs of the Roundtable shall be Ex Officio members of this Committee. The Budget and Operations Committee shall review the

financial records of the Roundtable and shall work to establish income streams and create the annual budget for the Roundtable, to be presented at the annual meeting.

The fiscal year of the Roundtable shall be concurrent with that of the Commonwealth of Virginia, July 1st through June 30th.

The Roundtable will operate under Generally Accepted Accounting Principles as followed by the Potomac Council and approved by the Commonwealth of Virginia.

#### Section 5: Limited Term or Ad Hoc Committees

The Roundtable shall have the power to establish and dissolve Limited Term or Ad Hoc Committees to deal with specific areas of interest to the Roundtable. The Chair of the Roundtable shall be responsible for appointing a chair and members to these committees, with the concurrence and approval of the Roundtable. Membership on committees should reflect the overall stakeholder composition of the Roundtable as much as possible and may be drawn from outside of those members named as eligible members of the Roundtable. Only those members eligible as voting members can serve as committee chairs unless otherwise authorized by a vote of the Roundtable.

#### Section 6: Removal and Resignation of Committee Chairs and Members

Any committee chair or member may resign from the committee at any time by giving written notice to the Committee chair or the Roundtable. Any committee chair or member may be removed by a two-thirds vote of the members of the Roundtable or by missing three consecutive meetings of the committee. The Roundtable will appoint a new chair or member to the committee to fill the vacancy.

### **ARTICLE VIII: AMENDMENTS**

These Bylaws may be amended, repealed, or modified by a two-thirds vote of the Roundtable present at two consecutive regular meetings, except as provided for in Article III, Section 2. In matters concerning amendments to the bylaws, the presiding officer shall designate two persons **as tellers** prior to commencement of the meeting of the Roundtable for the purpose of counting votes on the amendment.

### **ARTICLE IX: PARLIAMENTARY PROCEDURE**

In all matters of parliamentary procedure not specifically covered by these **Bylaws**, the Roberts Rules of Order, the most recent edition, shall **govern**.

#### Certification

In Witness hereof, the undersigned Secretary/Treasurer and Chair of the Roundtable hereby certify that the above is a true and correct copy of the By Laws of the Roundtable duly approved by the vote of the Roundtable on April 27, 2001.



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Secretary/Treasurer of the Roundtable

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Chair of the Roundtable

Amendments:

Amendments approved October 3, 2003 have been incorporated.

Amendments approved October 8, 2004 have been incorporated.

Amendments approved October 5, 2007 have been incorporated.

Amendments approved January 4, 2008 have been incorporated.

*Amendments approved October 7, 2022 have been incorporated.*