BYLAWS
OF THE
STORMWATER ASSOCIATION OF NORTH CAROLINA

ARTICLE I.
NAME AND CREATION

SECTION 1. Name. The name of the organization shall be the Stormwater Association of North Carolina ("Association.").

SECTION 2. Creation. The Association shall be an unincorporated non-profit association. This Association, by the adoption of these bylaws, is hereby created. The Association shall function as an affiliate organization of the North Carolina League of Municipalities ("League") and the League shall perform such services for the Association as mutually agreed upon so long as an affiliate agreement is in place.

ARTICLE II.
PURPOSES

SECTION 1. Objectives. The purpose of the Association shall be to foster professional stormwater management in North Carolina. This shall be accomplished by providing a forum for cooperation and building relationships among stormwater professionals, legislators, state regulators, environmental advocacy groups, and others; creating a mechanism for monitoring trends and developments at the local, state and national level and for exchanging and disseminating information and ideas; and using the members’ collective experience and expertise to respond to legislative and regulatory proposals affecting stormwater management with sound recommendations.
ARTICLE III.
MEMBERSHIP

SECTION 1. Membership Categories. There shall be three classes of membership: Active, Associate and Individual.

SECTION 2. Active Members. The active membership of the Association shall be composed of North Carolina municipalities, counties, and unified governments, as well as entities that hold NPDES permits as municipal separate storm sewer systems “MS4s”). Each Active Member may designate up to three individuals to serve as its representatives.

SECTION 3. Associate Members. The associate membership of the Association shall be composed of special purpose governmental units, public authorities, lead regional organizations, agencies of state government, universities, community colleges, public schools, non-profit entities, private firms and consultants, and other entities interested in the Association’s objectives. Each Associate Member may designate up to three individuals to serve as its representatives.

SECTION 4. Individual Members. Any person who demonstrates an interest in the Association and subscribes to its objectives shall be eligible for individual membership. An employee or official of an Active or Associate Member who is not designated as that member’s representative may join as an Individual Member.

SECTION 5. Voting Privileges. Except as provided in Article IV, Section 3, only Active Members shall be allowed to vote. Each Active Member shall be allowed one vote, regardless of the number of representatives of that member present. An Active Member with more than one representative shall designate a representative to cast its vote.
SECTION 6.  Membership Dues. There shall be an annual membership fee of such amount as the Board of Directors (“Board”) may recommend for each category of membership. The Board may recommend rates within a membership category based on population, nonprofit status, or other reasonable classification. The recommended membership fees shall be voted on by the Active Members at a meeting of the membership or under procedures adopted by the board for polling of membership pursuant to Article VIII, Section 6,

ARTICLE IV.
GOVERNING BODY

SECTION 1.  General. The Board of Directors shall be the governing body of the Association and shall consist of the officers and directors as defined herein. The Board shall be elected as provided in Article V and perform the duties specified in Article VI.

SECTION 2.  Officers. There shall be four (4) officers—President, Vice-President, Secretary and Treasurer—all of whom shall be representatives of Active Members.

SECTION 3.  Directors. There shall be three (3) directors, one of whom shall be a representative of an Associate Member that is a private firm or consultant; one of whom shall be a representative of an Associate Member; and one of whom shall be a representative of an Active Member. Notwithstanding any other provision of these bylaws, all directors have the right to vote on all issues before the Board and before the membership.

SECTION 4.  Terms. Officers shall be elected for one (1) year terms. Directors shall be elected for two (2) year terms. Directors shall not be eligible to
serve more than two (2) successive full terms on the Board, excluding terms served as an officer.

ARTICLE V.
ELECTION OF BOARD

SECTION 1. Time of Election. The election of the Board shall take place during the last quarter of the fiscal year. Elections may be conducted at a meeting of the membership or under procedures adopted by the Board for polling of the membership pursuant to Article VIII, Section 6. The nominees receiving the highest number of votes cast for the respective offices shall be declared duly elected.

SECTION 2. Succession of Officers. At each election, the Vice President shall succeed to the office of President, the Treasurer shall succeed to the office of Vice President, and the Secretary shall succeed to the office of Treasurer, and each shall take office at the time prescribed in Section 4 of this Article.

SECTION 3 Nominations. A Nominating Committee shall prepare a slate of candidates for open Board seats to place into nomination for the election. In recommending candidates, the Committee shall consider geographic diversity to the extent practicable. Nominations may also be made from the floor if the election is conducted at a membership meeting or written in if conducted pursuant to Article VIII, Section 6.

SECTION 4. Assumption of Office. Officers and directors shall begin their terms of office upon adjournment of the meeting at which they are elected or upon completion of the voting process under Article VIII, Section 6, whichever is applicable. They shall serve until their successors are elected and take office.
SECTION 5. Vacancies. Should any officer or director discontinue for any reason his or her official position with the member entity that he or she represents, such person’s seat on the Board shall immediately become vacant. Any vacancy on the Board shall be filled for the unexpired term by appointment of the remaining members of the Board, except as otherwise provided in this section. In the event of a vacancy in the office of President, the Vice President shall assume that office. If the Vice President’s position becomes vacant at least ninety (90) days prior to the date of the next election, the vacancy shall be filled by the Board; if less than ninety (90) days, the position shall remain vacant until the election.

ARTICLE VI.
DUTIES OF OFFICERS AND DIRECTORS

SECTION 1. General. The Board shall manage the business and affairs of the Association during the periods between meetings of the membership. Official Association policy positions shall be determined by the membership, except as provided in Article VIII, Section 4.

SECTION 2. President. The President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Association, shall serve as chair of the Board of Directors, and shall have the authority to execute contracts and documents on behalf of the Association. The President shall perform such other duties as may from time to time be assigned by the Board.

SECTION 3. Vice President. The Vice President shall assist the President as may be requested and shall assume the duties and privileges of the office of President if for any reason the President is absent or unable to attend to his or her duties. The Vice President shall perform such other duties as may from time to time be assigned by the Board.
SECTION 4.  Treasurer. If the Association is receiving financial management services under an affiliate agreement with the League of Municipalities, the League staff liaison and League chief financial officer shall keep accurate records of funds received and disbursed and shall be signatories on Association accounts; otherwise these duties shall be performed by the Treasurer. The Treasurer shall oversee the provision of financial services to the Association and shall receive and review financial reports. The Treasurer shall periodically report the status of all financial accounts to the Board and the membership and on an annual basis shall coordinate an audit of the financial records and transactions. The Treasurer shall perform such other duties as may from time to time be assigned by the Board.

SECTION 5.  Secretary. The Secretary shall make an accurate record of all proceedings of the Association and the Board, shall be the custodian of the permanent, legal and historical records, and shall provide for meeting notifications as required by these bylaws. The Secretary shall perform such other duties as may from time to time be assigned by the Board.

ARTICLE VII.

COMMITTEES

SECTION 1.  Creation and Appointment. The Board may establish such special and standing committees as it may deem appropriate to assist in the accomplishment of the Association’s objectives. The President shall appoint the members and chairs of Association committees.

SECTION 2.  Committee Meetings. Committees may meet by electronic means in the same manner as provided in Article VIII, Section 3.

ARTICLE VIII.

MEETINGS
SECTION 1. Meetings of the Board. Regular meetings of the Board may be held at such times and places as may be determined by the Board; provided that such meetings shall be held at least quarterly. Written notice of such meetings shall be sent to the members of the Board at least fourteen (14) days in advance of the meeting. Special meetings of the Board may be called by the President, the Vice President, or any two members of the Board. Written notice of any special meeting shall be given to the members of the Board at least forty-eight (48) hours in advance stating the purpose of the meeting.

SECTION 2. Meetings of the Membership. There may be in addition to the meetings of the Board such regularly scheduled meetings of the Association membership as the Board may deem advisable. Written notice of such meetings shall be delivered to the membership and the Board at least fourteen (14) days in advance of the meeting. Special meetings of the Association membership may be called by the President, the Board, or ten Active Members, upon written notice to the membership at least forty-eight (48) hours in advance stating the purpose of the meeting. If a meeting is called for the purpose of amending the bylaws, notice must be provided as specified in Article X, Section 1.

SECTION 3. Electronic Meetings. Any one or more, or all of the members of the Board, may conduct or participate in any Board meeting through the use of any means of communication by which all members of the Board participating may simultaneously hear each other during the meeting. Prior to conducting a meeting pursuant to this section, the Board shall establish procedures for conducting and participating in such meetings. Similarly, any one or more, or all of the membership, may participate in any meeting of the membership through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. Prior to conducting a meeting pursuant to this section, the Board shall establish procedures for conducting and
participating in such meetings. Meetings of the membership may also be held electronically as provided in Section 4 of this Article.

SECTION 4. **Time-Sensitive Legislative and Regulatory Matters.** In the event that it is necessary to take action on a pending legislative or regulatory matter the timing of which will not allow for at least forty-eight (48) hours advance notice, the notice provisions of Sections 1 and 2 of this Article are waived. The Board and the membership shall instead be notified as soon as possible by electronic means of either an electronic meeting to discuss and provide input on the matter or an electronic polling process to collect immediate feedback from the members. Following such meeting or poll, the Board is authorized to vote on policy positions to respond to the time-sensitive matter. Any policy actions taken by the Board under this section shall be promptly reported to the membership.

SECTION 5. **Methods of Notification.** Written notice of the time and place of meetings may be delivered by mail, facsimile, or electronic means at the address, facsimile number, or e-mail address furnished by the member. In the case of an Active or Associate Member, delivery of notice to any one or more of that member’s representatives shall constitute sufficient notice hereunder. Notice by mail is deemed to be delivered when deposited in the United States mail in a sealed addressed envelope, with postage prepaid.

SECTION 6. **Polling of the Membership.** The Board may establish procedures for conducting a binding vote of the membership by mail, facsimile, or electronic means.

SECTION 7. **Rules of Procedure.** The Board may adopt its own rules of procedure not inconsistent with these bylaws. In the absence of an adopted rule pertaining to a matter of parliamentary procedure, Roberts Rules of Order shall govern.
ARTICLE IX.
QUORUM

SECTION 1. Quorum of the Board. A majority of the membership of the Board, excluding vacant seats, shall constitute a quorum sufficient for the conduct of the business of the Board. The affirmative vote of a majority of those present, a quorum being constituted, shall be sufficient to carry any question being voted upon. A member of the Board participating in a meeting by simultaneous communication as authorized by Article VIII, Section 3 is deemed to be present in person at the meeting.

SECTION 2. Quorum of the Membership. Ten percent (10%) or 15 (whichever is greater) of the Active Members of the Association shall constitute a quorum sufficient for the conduct of business of the Association at a membership meeting. The affirmative vote of a majority of the Active Members present, a quorum being constituted, shall be sufficient to carry any question being voted upon. An Active Member participating in a meeting by simultaneous communication as authorized by Article VIII, Section 3 is deemed to be present in person at the meeting.

ARTICLE X.
GENERAL PROVISIONS

SECTION 1. Amendment of Bylaws. Amendments to these bylaws may be made by the Active Members of the Association at any regular meeting or at a special meeting called for that purpose; provided, however, that no such amendment shall be voted upon unless and until a copy of the proposed amendment has been furnished to the membership at least thirty (30) days prior to the meeting at which
it is to be acted upon. A quorum being constituted, an affirmative vote of a majority of the Active Members present shall be sufficient to adopt such amendment.

**SECTION 2. Dissolution of Association.** Upon the dissolution of the Association, the Board shall, after paying or making provisions for the payment of all the liabilities of the Association, distribute all of the net assets of the Association for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding section of any future federal tax code, or distribute such assets to the federal government or to a state or local government for a public purpose. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the principal office of the Association is then located, to such organization or organizations organized and operated exclusively for such purposes, as determined by the court.

**SECTION 3. Fiscal Year.** The Association shall operate on a fiscal year that begins on July 1 and ends on the following June 30.

**SECTION 4. Initial Implementation.** The 2013 election of the first Board of Directors shall take place at the October 2013 organizational meeting following adoption of these bylaws. The Nominating Committee process is waived for purposes of that election and all nominations shall be made from the floor. The requirement of membership is also waived for those elected at the organizational meeting, provided that the entity the officer or director represents subsequently joins the Association during the second quarter of the 2013-14 fiscal year. Votes may be cast at the organizational meeting by one representative of each entity that is eligible to become an Active Member. At the 2013 election, the director representing an Active Member shall be elected to serve a one (1) year term in order to establish the staggering of terms. The newly elected President and Secretary shall respectively execute and attest to this document.
These bylaws of the Stormwater Association of North Carolina are hereby adopted this ___ day of ____, 2013, at ____________, North Carolina.

___________________________________________
President

ATTEST:

___________________________________________
Secretary