

### ARTICLE VIII - Dues

The annual dues of individual members and affiliated organizations shall be set by the Board of Directors. The dues structure may consist of annual, family and lifetime memberships or any other structure as set by the Board of Directors.

### ARTICLE IX - Amendments

Thirty days advance notice shall be given to all members on any proposed change in By-Laws. These By-Laws may then be amended, repealed or altered, in whole or in part, by a majority vote of the membership present at the following meeting.

### ARTICLE X - Rules of Order

The rules of parliamentary procedure as laid down in Roberts Rules of Order shall govern all meetings of the Association.

#### Section 4

The Communications director shall be editor and chief of the Association newsletter. The form and content of the newsletter shall be at the discretion of the Board of Directors.

#### Section 4

The Communications director shall write and keep records of all external communications for the Association.

#### Section 5

The treasurer shall receive and have custody of all the monies and securities of the Association and shall keep regular books of account. He shall deposit all monies in a bank to the credit of and in the name of the Association. The board of directors shall designate such depository. All expenditures shall be made by the treasurer on the authorization of the Board of Directors.

#### Section 6

The treasurer shall report on the financial activity of the Association at the monthly meeting of the Board of Directors. The Treasurer shall produce an annual Financial Statement to be presented at the Annual Meeting, and published in the newsletter and on the website.

#### Section 7

The officers and the members of the board of directors shall perform their respective duties without compensation.

#### Section 8

As the need warrants, other officers may be designated by the Board of Directors. These officers will serve terms of length at the discretion of the Board of Directors.

### ARTICLE VII - Committees

#### Section 1

There shall be an executive committee composed of the officers of the Association.

#### Section 2

The executive committee shall name other committees as the need arises.

## Section 7

The board of directors shall have the right by an affirmative vote of two-thirds (2/3) of the directors to remove a director for just cause.

## Section 8

The board of directors shall meet monthly as outlined in Article IV. Special meetings may be called by the president or seven (7) members of the board.

## Section 9

The time and the place or the annual meeting shall be designated by the board of directors.

## Section 10

The board of directors shall have the control of the property and activities or the Association; shall have the power to employ agents, workmen and other employees necessary to carry on the activities of the Association and shall fix their compensation and duties.

## ARTICLE VI - Officers

### Section 1

At the first meeting of the Board of Directors and at subsequent annual meetings there shall be elected by the Directors a President, Vice president, Communications director, and Treasurer; who shall hold office for two (2) years or until their successors are elected. Officers may be elected to succeed themselves.

### Section 2

The President, and in his absence, the Vice president, shall preside at all meetings of members and at all meetings of the board of directors. The Vice President will assume responsibility for any specific duties as assigned by the President.

### Section 3

The Communications director shall be responsible for keeping a record of proceedings at meetings of members and at meetings of the board of directors; shall issue all notices of meetings as provided herein. Minutes of the meetings shall be posted on the Association website.

### Section 3

The Board of Directors shall meet monthly at a time, place and date to be advertised to the general membership at least ten (10) days prior to the meeting. These meetings shall be open to the general public.

## ARTICLE V - Board of Directors

### Section 1

The Board of Directors shall consist of no fewer than 7 and no more than 11 members in good standing elected to the Board by the general membership. Board memberships will be for a term of 3 years. Directors may be elected to multiple consecutive terms.

### Section 2

A member of the Board of Directors may be removed for any reason by a 2/3 vote of the majority of members in good standing at any meeting of the Association. The Board of Directors must allow for the opportunity for such a vote in the agenda.

### Section 3

The Board of Directors shall be elected by a majority of the membership that participates in the annual election. The election shall be conducted by the Board of Directors in such a way as to ensure that all members in good standing have an opportunity to vote and to know the qualifications of those wishing to serve. All members in good standing are allowed to participate in the election.

### Section 4

The directors at large shall be elected to a term of office of three (3) years with the first directors elected to a staggered term of three (3) directors for a one (1) year term; four (4) directors for a two (2) year term and four (4) directors for a three (3) year term.

### Section 5

The term of office of the directors shall be on a calendar year extending from May 1 following the annual meeting to April 30 of the following year.

### Section 6

A quorum at any meeting shall consist of at least a majority of the directors elected at large and a majority of those present shall decide any question that may come before the meeting.

#### Section 4

Specific programs and activities that support the goals of the Association shall be developed by the Board of Directors.

### ARTICLE III - Membership

#### Section 1

The membership of the Association shall be open to all individuals or organizations within the boundaries of the watershed or who subscribe to the constitution and by-laws.

#### Section 2

Voting membership is restricted to individual members in good standing who reside in the watershed township areas as defined in Article 3 of the Constitution.

#### Section 3

Every eligible candidate for membership shall become a member in good standing upon payment of the required dues. Back dues are not required to reestablish good standing if that standing has been lost.

#### Section 4

Voting members have the power to elect members to the Board of Directors.

### ARTICLE IV - Meetings

#### Section 1

The membership of the Association shall hold an annual meeting during the month of April. The time and the place of the meeting shall be publicized ten (10) days prior to the meeting date. The meeting date can be changed at the discretion of the Board of Directors if in the interest of the Association with due notice, but in no circumstances later than June of that year.

#### Section 2

Special meetings of the membership can be called by the president or the board of directors which shall be publicized ten (10) days prior to the meeting date.

### Section 3

To conduct scientific investigations and research related to natural resource conservation within and bordering the Cooks Creek Watershed.

### Section 4

To disseminate information pertaining to the natural resources of the watershed to interested parties and the general public at no profit to the Association.

### Section 5

To educate individuals and organizations in the value of natural resource management and in the effects of land use activities in the Cooks Creek Watershed.

### Section 6

To improve financial, technical, and other assistance from federal, state, and local sources to implement the watershed's protection and development.

### Section 7

To accelerate existing beneficial governmental programs on the watershed and promote necessary additional constructive programs beneficial to the watershed.

## ARTICLE II - Objectives

### Section 1

To study the resources of the watershed and develop watershed management programs based on the results of these studies.

### Section 2

To promote local interest in the problems of natural resources conservation in the watershed and solicit local support on the programs developed to correct and alleviate the problem conditions.

### Section 3

To develop and promote activities, programs, policies and regulations that serve to maintain the Exceptional Value (Cold Water Fishery) status of the Cooks Creek Watershed.

# COOKS CREEK WATERSHED ASSOCIATION

## CONSTITUTION

### ARTICLE I - Name

The name of the organization shall be the Cooks Creek Watershed Association. The organization shall be called the Association in this document.

### ARTICLE II - Type

The Association shall be a non-profit conservation organization to protect and develop the natural resources of the Cooks Creek Watershed in portions of Bucks, Lehigh and Northampton counties.

### ARTICLE III - Area

The Cooks Creek Watershed is defined as the approximately 30 square mile area drained or affected by Cooks Creek, and areas in the flood plain, extending from the headwaters to the confluence of the creek with the Delaware River, including all or part of the following townships:

Bucks County -	Durham, Springfield, Haycock, Richland
Northampton County -	Lower Saucon, Williams
Lehigh County -	Upper Saucon

## BY-LAWS

### ARTICLE I - Purpose

#### Section 1

To promote the conservation of the natural resources of the Cooks Creek Watershed.

#### Section 2

To protect, improve, and expand the natural resources and recreational opportunities of the Cooks Creek Watershed.

CONSTITUTION AND BY LAWS

COOKS CREEK WATERSHED ASSOCIATION

Bucks County, Northampton County, Lehigh County

PENNSYLVANIA