BY-LAWS

ARTICLE I – NAME, AREA, AND BOARD OF DIRECTORS

Section I - Organizational Name
The name of this corporation shall be the "Indian Lake Watershed Project."

Section II – Program Area
The program area served shall include the entire watershed of Indian Lake within Auglaize, Hardin, and Logan counties as delineated by the USDA, Natural Resource Conservation Service.

Section III – Board of Directors
The Indian Lake Watershed Project shall be managed and represented by a body referred to as the "Indian Lake Watershed Project Board of Directors."

ARTICLE II – MISSION AND OBJECTIVES

Section I – Mission
This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

The mission of the Indian Lake Watershed Project is to facilitate and promote actions that will improve water quality for the benefit of recreation, agriculture, wildlife, and other users of the Indian Lake Watershed aquatic resources.

Section II – Objectives

A. Promote the reduction of nonpoint source pollution from all potential sources that may include agricultural, commercial, residential, and recreational.

B. Develop and offer youth/adult educational opportunities regarding relevant watershed management topics.

C. Foster cooperation between agriculture, commercial, residential, and recreational interests in order to enable coordinated action toward common goals.

D. Assist area decision makers in the development and coordinated adoption of sound watershed management policies.

E. To have and exercise all rights and powers which are conferred on nonprofit corporations or which may hereafter be conferred by the laws of the State of Ohio, including the power to contract, rent, lease or sell personal or real property; provided, that this corporation shall not, except to an insubstantial degree, if at all, engage in any activities, or exercise any powers, that are not in furtherance of the primary purposes of this corporation.

F. Notwithstanding any other provisions of these Regulations, the corporation shall not conduct or carry on any activities not to be conducted or carried on by:

1. An organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the Regulations promulgated thereunder as they now exist or as they may hereafter be amended, or
2. An organization, contributions to which are deductible pursuant to Section 170(c)2 of the Internal Revenue Code and the Regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE III – MEMBERSHIP

Section I – Active Members
Membership is available to individuals with an interest in supporting the mission of the Indian Lake Watershed Project. Membership can be individual, family, or corporate and is available upon receipt of annual dues.

Section II – Ex-Officio Members
The Board of Directors grants ex-Officio membership to individuals, including the Executive Director, who serve in an advisory and supporting capacity to the organization. These individuals are non-voting members of the Board of Directors. The Executive Director shall vote in the event of a tie.

Section III – Dues
Membership in this organization shall be for one year, renewable by the payment of dues. Annual membership shall become delinquent and inactive if not paid by the end of the fiscal year. The Board of Directors shall determine the amount of the dues for membership.

ARTICLE IV – MEETINGS OF MEMBERSHIP

Section I – Annual Meeting
The annual meeting of the Indian Lake Watershed Project shall be held at such time and place as designated by the Board of Directors. A notice regarding such meeting shall be made to each member at least 10 days in advance.

Section II – Special Meetings
Special meetings of the organization may be held at the request of the Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

Section I – Membership

A. This corporation's Board of Directors shall consist of a minimum of 14 to a maximum of 25 representatives from the following positions/organizations:
   - Auglaize SWCD
   - Hardin SWCD
   - Logan SWCD
   - At large – Agriculture
   - Elected Officials (local government)
   - ILDC
   - ILSP Department of Natural Resources
   - Business Owners
   - Wildlife/Environmental Organization
   - Community Civic Organization
   - Coast Guard Auxiliary
   - Chamber of Commerce
   - Education
   - Industry
   - At-large – Residential
   - Other deemed appropriate by Board of Directors

B. Any vacancies may be filled by a majority vote of Board of Director members at a regularly scheduled meeting.

C. Members of the Board of Directors must be Active Members of the Corporation.

Section II – Directors Meetings and Quorum

In order to retain voting authority, directors must attend at least four meetings annually or notify Executive Secretary of an excused absence prior to any missed meetings or the Director will forfeit the position. The presence of 5 Directors of the Board of Directors constitutes quorum.

Section III – Powers of the Board of Directors

A. To establish the rules, objectives and long range plans for the organization;
B. To establish policies to govern the organization;
C. To delegate operation of the organization through the appointing of a competent Executive Director;
D. To evaluate the performance and progress of the organization in meeting its mission and objectives;
E. To authorize any officer or officers to enter in any contract or agreement on behalf of the association; such authority must be in writing; and
F. To designate officers of the Board of Directors to sign checks, drafts and other orders for payment of money.

Section IV – Election

Officers shall be elected at the meeting following the Annual Meeting. Officers shall be installed at the first meeting of the ensuing year.

Section V – Officers

A. The Board of Directors shall annually elect the following officers: President-Elect, Secretary/Treasurer.
B. A Director elected to President-Elect shall serve on the Board of Directors Executive Council for 3 years, which consists of one year as President-Elect, one year as President, and one year as Immediate Past-President.

Section VI – Officer Vacancy

An unfulfilled term may be filled by a majority vote of Board of Director members at a regularly scheduled meeting.

Section VII – Voting Authority
Voting authority for a member of the Board of Directors shall be granted to only those individuals meeting the following criteria:

A. Dues paying member of good standing with the corporation
B. Attended at least four meetings during the previous fiscal year as a voting member unless elected to Board of Directors within the past 6 months or prior notification of Executive Secretary/Treasurer of an excused absence, and
C. Serve, as appointed by the President, to various committee assignments.

Section VIII – Indemnification
The Board of Directors shall be indemnified by the Indian Lake Watershed Project against liabilities imposed upon them and expenses reasonably incurred by them in connection with any claim against them, or any action, suit or proceeding to which they may be a party by reason of their being a director. No director is indemnified (a) with respect to matters for which they shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the member(s) shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy.

Section IX – Duties of Officers

A. President – to preside at all the Board of Director meetings and to see that the authorized business of the corporation is carried to completion.
B. President-Elect – to assist the President and preside in the President's absence. If both President and President-Elect are absent, the Past President shall preside over the meeting.
C. Secretary/Treasurer – to keep minutes of all meetings, carry on official correspondence, collect all dues, pay authorized bills, present bills for audit prior to the annual meeting each year and conduct such business as shall be delegated him/her.
D. Immediate past President – Serve as a mentor to the President, presides at meetings when the President or President-Elect is not in attendance.

Section X – Executive Director
The duties of the Executive Director shall be determined by the Board of Directors and may include:

A. Supervise and coordinate the business activities of the corporation including human and financial resources;
B. Develop goals and plan to reach objectives of the corporation;
C. Execute policies developed by the Board of Directors;
D. Manage the day-to-day operations of the corporation; and
E. Provide reports for use by the Board of Directors and Executive Council on performance and progress of the corporation.

Section XI – Executive Secretary/Treasurer
The duties of the Executive Secretary/Treasurer shall be determined by the Board of Directors in consultation with the Executive Director and may include:

A. Serves as financial officer of the corporation;
B. Prepares fiscal reports to funding organizations/agencies;
C. Takes minutes and records of all Board of Directors meeting actions; and
D. Maintains Board of Director voting authority record.

ARTICLE VI – EXECUTIVE COUNCIL

Section I – Membership
The Executive Council shall consist of the Executive Director, Immediate Past President, President, President Elect, Secretary/Treasurer of the Board of Directors.

Section II – Responsibilities of Executive Council
A. To develop agendas and action plans for the Board of Directors;
B. Provide guidance between Board of Directors meetings to the Executive Director;
C. Represent the organization on public policy issues; and
D. Provide for an annual audit of all financial transactions.

ARTICLE VII – COMMITTEES AND WORKING GROUPS

Section I – Standing Committees and Working Groups
These committees consist of members of the Board of Directors and include committees such as Nominating, Funding, Public Relations, etc. Committee appointments should be made the first Board of Directors meeting following the Annual Meeting but assume responsibilities at the first meeting of the ensuing year.

Section II – Working Groups
Working Groups shall be determined by the Executive Council as needed to work on specific programs, events, etc. for a specified period of time. Members of the Board of Directors shall chair these Working Groups.

ARTICLE VIII – ORDER OF BUSINESS

Section I – Parliamentary Law
Robert's Rule of Order shall govern all meetings.

Section II – Agenda
The order of business at all meetings shall be as follows:
1. Roll Call / Introductions
2. Report of Minutes of preceding meeting
3. Fiscal Report / Approve Bills
4. Report of Officers and Executive Director
5. Report of Standing Committees
6. Report of Working Groups
7. Old Business
8. New Business
9. Miscellaneous

ARTICLE IX – FINANCIAL PROCEDURES

Section I – Fiscal Year
The fiscal year of the organization for accounting and tax purposes, and membership shall be January 1 to December 31.

Section II – Authority to Solicit and Receive Funds
The Indian Lake Watershed Project may accept, receive, and expend funds, grants, and services from the Federal Government or its agencies; from departments, agencies and instruments of state or local government; civic sources; private individuals; groups; and foundations. It may contract with respect thereto and will provide such information and reports as may be necessary to secure such financial aide.

Section III – Deposits
All funds shall be deposited in a bank or banks selected by the Board of Directors for disbursement.

Section IV – Approvals
The Board of Directors must approve all expenditures of disbursements from the Indian Lake Watershed Project treasury except for those in the amount to be determined by the Board of Directors, which may be approved solely by the Executive Director.

Section V – Audit
The Executive Council shall provide for an annual audit at the end of each fiscal year to confirm the authorized disbursement of and receipt of funds and shall provide for any other audits by law.

ARTICLE X – BOOKS AND RECORDS

There shall be kept at the office of the organization correct books of accounts of the activities and transactions of the association, including a minute book, which shall contain a copy of the articles of incorporation, these by-laws and all minutes of the board meetings.

ARTICLE XI – AMENDMENT PROCEDURES

These by-laws may be amended through the following procedures:

A motion for amendment to the by-laws may be made and seconded at any regular meeting of the Board of Directors. If the motion is approved, the Secretary shall thereafter, but not less than 10 days prior to the next scheduled meeting, forward to each member of the Board a copy of such proposed amendment together with a notice that it will be the subject of action at the next meeting. Such amendment, when presented and considered, shall be deemed adopted upon 2/3 vote of the Board of Directors in attendance at the board meeting.

ARTICLE XII – DISSOLUTION

Under dissolution of the organization, the Board of Directors thereof shall, after paying, or making provision for the payment of all liabilities of the organization, dispose of all the assets of the corporation exclusively for the primary purposes of the organization in such manner, or to such organization of organizations organized and operated exclusively for educational and environmental purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulations promulgated thereunder (as they now exist or as they may hereafter be amended), as the Board of Directors shall determine. The Court of Common Please of the county in which the principal office of the organization is then located shall dispose of any such assets not so disposed of, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized or operated exclusively for such purposes.

ARTICLE XIII – BONDING

The corporation shall purchase a security bond for the officers, Executive Director, and Executive Secretary/Treasurer.

These By-Laws of the Indian Lake Watershed Project were reviewed and adopted by 2/3 vote of the Board of Directors present on _September 26, 2007.

In witness whereof, we have hereunto subscribed our names of this _24_ Day of October, 2007.

_____
Frank Phelps, President
Indian Lake Watershed Project
Board of Directors

_____
Dave Leiter, Secretary/Treasurer
Indian Lake Watershed Project
Board of Directors