

Regional Stormwater Partnership of The Carolinas Bylaws

ARTICLE I. *Purpose, Offices*

Section 1. Purposes. The Corporation, which is organized under the Non-Profit Corporation Act of North Carolina, shall operate in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) or successor provisions of the Internal Revenue Code. The specific purpose and objectives of the Corporation shall include, but not be limited to, the following mission:

We seek to educate and bring awareness to the public, local businesses and education centers of our region about stormwater issues and their impact on our water quality and our environment. We further aim to unite local stormwater professionals and stormwater programs by sharing information and ideas in order to collaborate, discuss and address similar stormwater issues on a regional level.

Section 2. Registered Office and Registered Agent. The Corporation shall maintain a registered office and registered agent in the State of North Carolina. The Corporation may have other offices, as may be designated by the Board of Directors, or as shall be appropriate or necessary for the conduct of the affairs of the Corporation. The identity and address of the registered agent may be changed from time to time by the Board of Directors.

ARTICLE II. *Membership*

Section 1. Members. The members of the Corporation shall be those cities, counties, water districts, and/or other governmental entities designated by the Board of Directors at any time as eligible for membership in the Corporation (the "Members"). To retain membership, Members must have paid, and continue to pay in a timely manner, those dues required of the Members. Each Member will be represented by an individual who must be at all times an employee of the Member, experienced with and knowledgeable of stormwater issues, and formally designated by the Member to serve as its representative to the Corporation (each, a "Member Representative").

Section 2. Member Rights. The Members shall have only those voting and other rights expressly set forth in these Bylaws or required by law.

Section 3. Dues. The Board of Directors may at any meeting of the Board by majority vote of the directors, fix, change, amend or adjust the dues required from the Members, without amending the Bylaws. The dues shall be tiered by the population served by the Members, as determined by the Board of Directors.

Section 4. Termination of Members.

- a) The failure of a Member to pay dues within sixty (60) days from their initial due date and after the mailing of a second notice of dues payable, or to meet any other qualifications required for membership as determined by the Board of Directors, may result in the delinquent Member's membership being terminated.
- b) Any Member may be expelled from membership, for good cause shown, by an affirmative majority vote of the Members.

Section 5. Membership Year. Annual membership shall extend for twelve (12) months from July 1.

ARTICLE III.
Meetings of the Members

Section 1. Annual Meeting of Members. An annual meeting of Members, for the purpose of electing directors and officers and for the transaction of such business as may come before the meeting, shall be held at such time and place as the Board of Directors may determine. At each annual meeting of Members, a full annual report on the activities and financial statement of the Corporation shall be presented.

Section 2. Regular Meetings. The Members shall meet no less than quarterly at such time and place as the Board of Directors may determine. The schedule of regular meetings shall be filed with the Secretary of the Corporation. The regular business of the Corporation may be transacted at such meetings, provided a quorum is in attendance.

Section 3. Special Meetings. Special meetings of the Members may be called either (a) at the request of the Board of Directors (by resolution or adoption of motion), (b) by the Chairman or Vice-Chairman of the Board of Directors, or (c) upon written request of at least three (3) Members of the Corporation for the purpose of transacting any business designated in the call. At such special meeting, no business shall be considered other than as designated in the call, but if a quorum is present at a special meeting, any and all business may be transacted at such meeting.

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of Members shall be delivered, either personally, by mail, or email to each Member not fewer than 10 days before the date of such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at its address as it appears on the corporation's current list of members, with postage thereon prepaid. If sent by facsimile or electronic mail, such notice shall be deemed delivered upon receipt of an electronic acknowledgment of delivery.

Section 5. Quorum and Manner of Acting. A majority of the members of the Corporation shall constitute a quorum, and the affirmative vote of a simple majority of the Members present at a meeting at which a quorum is present shall be the act of the Corporation.

Section 6. Voting. Each Member that has paid the dues required by the Board for membership shall be entitled to one vote on any question coming before the Corporation at a meeting of the Members and may vote either in person (through its Member Representative) or by proxy.

Section 7. Proxies. At any meeting of the Members, a Member entitled to vote may do so by proxy executed in writing (electronic format is sufficient) for that meeting. Proxies may confer general voting rights, or they may be limited to prescribed action on a particular issue.

Section 8. Presumption of Assent. A Member who is present at a meeting of the Members at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (1) his contrary vote is recorded, (2) his dissent is otherwise entered in the minutes of the meeting, (3) he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or (4) he shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

Section 9. Alternative Action. Any action required by law to be taken at a meeting of the Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Members entitled to vote with respect to the subject matter thereof and filed with the Secretary of the Corporation as part of the corporate records, whether done before or after the action so taken. Meetings may also be held in a form other than physical presence, such as conference calls or teleconferences if all can hear. Any other action which may be taken at a meeting of Members, including the election of directors or officers, may be conducted by mail ballot in such manner as the Board of Directors may by resolution determine.

Section 10. Conduct of Meetings. Meetings of the Members shall be presided over by the Chair of the Board of Directors, or if no such person has been so designated or, in his or her absence, by the Vice Chair or, in the absence of each of these persons, a chair chosen by a majority of the Members present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. The Services Facilitator may assist the Chair as requested in conducting the meeting.

ARTICLE IV.
Board of Directors

Section 1. General Powers: The Board of Directors shall manage the business affairs and activities of the Corporation. The directors are responsible for overall policy and direction of the Corporation and may delegate responsibility for day-to-day operations to the Services Facilitator. Specific powers of the Board of Directors include but are not limited to:

- a) Defining the mission, goals, and objectives of the Corporation, and assigning priorities among the goals and objectives when needed;
- b) Reviewing and approving the Corporation's budget;
- c) To receive and maintain funds to use for the purposes set forth in Article I, Section 1, as voted upon by the members, or quorum thereof;
- d) Conducting a biennial review and evaluation of the Corporation's performance of the goals and objectives of highest priority.

Section 2. Number and Qualifications of Directors.

- a) The number of directors shall be determined by the Board of Directors from time to time, but in no event less than five (5) or more than twelve (12), and no more than two (2) from any population tier served by the Members.
- b) Each director shall at all times be a Member Representative.

Section 3. Compensation. Directors shall not be compensated for their services as such but may be reimbursed for any or all expenses incurred in attending regular and special meetings of the Board.

Section 4. Election and Term of Office.

- a) Method of Election. Succeeding directors of the Corporation shall be elected by the Members at the annual meeting of the Members.
- b) Term of Office. Directors shall hold office from the close of the annual meeting for a term of three (3) years, or until their successors have been elected and qualified. The Board of Directors shall be divided into three classes with staggered terms, with each class as nearly equal in number as may be. Accordingly, approximately one-third of the directors' terms of office shall expire each year. Any officer may be elected to successive terms in office. Each director shall hold office until his or her death, resignation, retirement, removal, disqualification, or his or her successor shall have been elected and qualified.

ARTICLE V.
Officers

Section 1. General. The officers of the Corporation shall consist of a Chair, a Vice-Chair, a Secretary, and a Treasurer. No one person may hold any two offices.

Section 2. Election and Term Office. The officers of the Corporation shall be elected for a term of three (3) years. Officers shall hold office until their successors are chosen and have qualified. Officers may be elected to successive terms in office. Any officer may resign at any time by giving written notice to the Chair. The resignation takes effect upon receipt of notice or at a later date if specified in the notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer may be removed at any time with or without cause by a two-thirds vote of the Board of Directors.

Section 3. Compensation. Officers of the Corporation shall not be compensated, and no officer shall serve the Corporation in any other capacity (except also as a Director) and receive compensation therefore unless such compensation shall be authorized by the Board of Directors.

Section 4. Chair. The Chair shall be the chief officer of the Corporation and shall have general supervision of the business activities of the Corporation. The Chair shall preside at all meetings of the Corporation. The Chair shall perform all the duties commonly incident to such office and such other duties as the Board shall designate.

Section 5. Vice-Chair. Each Vice-Chair shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the Chair may from time to time delegate. At the request of the Chair, and in the case of his or her absence or inability to act, the Vice-Chair may temporarily act in that capacity.

Section 6. Secretary. The Secretary shall have charge of such books, documents and papers as the Corporation may determine. The Secretary shall attend to and see that the minutes are kept of all meetings of the Corporation and that such minutes are permanently retained in the minute book. The Secretary shall keep a record, containing the names of all Members and Member Representatives, showing their contact information. The Secretary shall, in general, perform all duties incident to the Office of the Secretary, subject to the control and direction of the Corporation and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned by the Board of Directors or by the Chair or the Vice-Chair. At the direction of the Secretary, the Services Facilitator shall assist the Secretary in the performance of his or her duties.

Section 7. Treasurer. The Treasurer shall perform all duties incident to the Office of Treasurer including an annual review of the Corporation's Fund (based on the Fiscal Year). The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit all corporate monies in the name and to the credit of the Corporation in the depository or depositories of the Corporation and shall render an account of his or her transactions as Treasurer and of the financial condition of the Corporation to the Chair, the Vice-Chair, and/or the Board of Directors upon request. Such power given to the Treasurer to deposit and disburse funds shall not, however, preclude any other officer or designee of the Corporation from also depositing and disbursing funds when authorized to do so by the Board of Directors. At the direction of the Treasurer, the Services Facilitator shall assist the Treasurer in the performance of his or her duties.

Section 8. Delegation of Duties. Whenever an officer is absent, or whenever, for any reason, the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any member.

Section 9. Vacancies. Vacancies may be filled by majority vote of the remaining directors for the unexpired term.

ARTICLE VI.

Meetings of the Board of Directors

Section 1. Regular Meetings of the Board. A regular meeting of the Board of Directors shall be held not less than once annually at such time and place as the Board of Directors may determine.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any two (2) directors.

Section 3. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice. Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors shall be delivered, either personally, by mail, or email to each director not fewer than 10 days before the date of such meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the director at his/her address as it appears on the Corporation's current list of directors, with postage thereon prepaid. If sent by facsimile or electronic mail, such notice shall be deemed delivered upon receipt of an electronic acknowledgment of delivery.

Section 4. Quorum and Manner of Acting. A majority of the members of the Board of Directors shall constitute a quorum, and the affirmative vote of a simple majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless (1) his contrary vote is recorded, (2) his dissent is otherwise entered in the minutes of the meeting, (3) he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or (4) he shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 6. Informal Action. Action taken by the directors without a meeting is nevertheless Board action if written consent to the action in question is approved in writing by all of the directors, whether done before or after the action so taken. Such approval may be evidenced by signature or electronic indicia of assent, and shall be filed with the minutes of the proceedings of the Board.

ARTICLE VII.

Committees of the Board of Directors

Section 1. General. The Board of Directors, by a majority vote of the entire Board, may designate and appoint one (1) or more committees of the Board of Directors, each of which shall consist of two (2) or more members. Such committees, to the extent provided in the motion approved by the Board, the Articles of Incorporation, or these Bylaws, shall have all the authority of the Board of Directors, except that no such committee or any officer of the Corporation may amend or restate the Articles of Incorporation; amend or restate the Bylaws; adopt a plan of merger or adopt a plan of consolidation with another corporation, authorize sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; or amend, alter, or repeal any resolution of the Board of Directors. All decisions and actions of a committee shall be subject to review by the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon him or her by law. If any such delegation of authority of the Board of Directors is made as provided herein, all references to the Board of Directors contained in these Bylaws, the Articles of Incorporation, or any other applicable law or regulation relating to the authority so delegated, shall be deemed to refer to such committee.

Section 2. Standing Committees. The standing committees of the Board shall be appointed by the Chair within a reasonable time after the annual meeting of the Board and shall consist of the following:

- a) Executive Committees. The Executive Committee shall consist of the Chair, the immediate past Chair of the Board of Directors, Vice-Chairman, Treasurer, and Secretary. By majority vote of the entire Board, the Board may appoint additional directors to the Executive Committee. The Executive Committee shall be chaired by the Chair. The Executive Committee shall meet to consider matters of a nature which cannot wait for action until the next meeting of the Board and shall have all the power and authority of the Board of Directors to act in regard to such matters. The Executive Committee may meet at any time to discuss the prospective agenda for the annual meeting or regular or special meetings of the Board or to discuss and subsequently make recommendations on any matter to the entire Board. Notice of formal action taken by the Executive Committee shall be provided to all members at the next meeting.
- b) Other Committees. The Corporation shall have such other committees as may from time to time be designated by a majority vote of the members. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity making recommendations to the Board.

Section 3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VIII.

Services Facilitator of the Corporation

Section 1. Professional Services Facilitator. The Board of may delegate responsibility for day-to-day operations of the Corporation to a facilitator (the "Services Facilitator"), who shall direct and execute all decisions of or programs adopted by the Board of Directors and, subject to the control of the Board of Directors, shall supervise the business and affairs of the Corporation. The Services Facilitator's responsibilities include, but are not limited to:

- a) Implement the policies and procedures of the Corporation as prescribed by the Board of Directors in a written services agreement.
- b) Be responsible for the operation of the corporate office.
- c) Employ, supervise and terminate such other staff as is deemed necessary by the Board of Directors to carry on the business of the Corporation.
- d) Carry out the logistics of educational and training events as designated by the Corporation.
- e) Assign a staff person to committees as requested by the Chair.
- f) Assist the Treasurer in carrying out financial duties of the Corporation according to policies as the Board of Directors may prescribe.
- g) Assist the Secretary in carrying out his or her duties, or such other duties as the Board of Directors may prescribe or authorize.
- h) Provide Board of Directors with reports regarding current status of program and financial situations as requested.
- i) Give the annual report of the business, activities, and fiscal statement of the Corporation for the preceding fiscal year at each annual meeting.

Section 2. Compensation of Services Facilitator. The Services Facilitator may be paid such reasonable compensation as the Board of Directors or its Executive Committee may authorize and direct.

Section 3. Manner of Appointment. The Services Facilitator shall be appointed upon the majority vote of the Members present at a duly constituted meeting.

ARTICLE IX.
Fiscal Management

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end the following June 30.

Section 2. Financial Reports. An annual report of the affairs of the Corporation for the previous fiscal year shall be submitted to the Board of Directors at each annual meeting and filed with the Secretary of the Corporation.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, or employee or employees of the Corporation and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Treasurer and countersigned by the Services Facilitator or the Chair.

Section 4. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 5. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Members. Such authority may be general or confined to specific instances.

Section 6. Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the Corporation in such depositories as the Board of Directors may select.

ARTICLE X.
Amendment of Bylaws

Section 1. Amendment. Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted with at least a two-thirds majority vote of current Members.

ARTICLE XI.
Indemnification

Section 1. Indemnification. Any person who at any time serves or has served (1) as a director, officer, employee or agent of the Corporation, or (2) at the request of the Corporation, in such capacity for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, brought by a third party seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding. Such person shall not be indemnified by the Corporation against suits brought by or on behalf of the Corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, unless such person is found blameless by a court of law or other properly constituted tribunal.

The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this Bylaw, including without limitation, to the extent needed, making

a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this bylaw.

Any person who at any time after the adoption of this Bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

In addition to the foregoing, the Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability

ARTICLE XII.
Miscellaneous Provisions

Section 1. Headings. The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.

Section 2. Construction of Terms. Where appropriate, any word denoting or referring to gender shall be deemed to include the other gender.

Approved by the Members on August 22, 2018.