

**BYLAWS OF THE  
CHICAGO AREA WATERWAYS CHLORIDE WORKGROUP**

**ARTICLE I Name, Purpose and Powers**

Section 1. The name of this organization is the Chicago Area Waterways Chloride Workgroup, an Illinois not-for-profit corporation, hereinafter referred to as "CAWCW."

Section 2. The CAWCW is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE II Mission and Objectives**

Section 1. Mission. The mission of the CAWCW is to bring together a diverse coalition of stakeholders to work together to preserve and enhance water quality and stream resource quality in the Chicago Area Waterway System watershed and its tributaries.

Section 2. Objectives. The objectives of the CAWCW are:

- a. Coordinate the implementation of the plan set forth in the Chloride Time-Limited Water Quality Standard (TLWQS) for the Chicago Area Waterway System watershed to reduce the discharges of chlorides into the watershed and its tributaries.
- b. Provide report coordination for CAWCW members for the annual reporting requirements of the Chloride TLWQS.
- c. Provide training, education, and outreach opportunities for CAWCW members to meet the annual training requirements of the Chloride TLWQS.

**ARTICLE III Membership**

Section 1. Membership in the CAWCW shall be classified as an Agency Member or an Associate Member.

Section 2. Agency Member – Any agency, organization, or company holding or eligible for a TLWQS for Chloride permit for a discharge into the Chicago Area Waterway System watershed and its tributaries. An Agency Member shall be entitled to two (2) votes at CAWCW meetings.

Section 3. Associate Member – An agency, organization or company interested in the mission and objectives of the CAWCW which is not eligible for membership as an Agency Member. An Associate Member shall be entitled to one (1) vote at CAWCW meetings.

Section 4. Admission to any membership category will be determined by the Executive Board. Upon receipt of a written request for admission, the Executive Board may approve said membership which will become effective upon payment of the appropriate dues and will remain in effect as long as the member remains in good standing with the CAWCW.

Section 5. Each Member shall designate one (1) or more Authorized Delegate(s) to cast its votes at CAWCW meetings. The Authorized Delegate(s) may be any employee or officer of the Agency, or Associate Member.

#### **ARTICLE IV Dues and Fiscal Year**

Section 1. The annual dues for all members shall be set each year by recommendation of the Executive Board to the membership and approval at the Annual Meeting. Thirty (30) days prior to the Annual Meeting of each year, the President shall send to the membership a copy of the proposed budget and proposed dues for the next fiscal year. Annual dues may consist of fees, the provision of stream monitoring or other services by members to the CAWCW or a combination of fees and services, as determined by the Executive Board.

Section 2. Any member may withdraw from membership in the CAWCW by advising the President of its intent to do so. A member is entitled to a pro-rata refund of any membership dues upon withdrawal from the CAWCW, provided the withdrawing member's dues have not been expended or committed for payment to a third party. In the event the CAWCW is still obligated or liable on any debt at the time of the withdrawal of any member, said member shall be required to pay a fee equal to the balance of its share of the remaining debts plus interest that may accrue thereon, as calculated by the Executive Board.

Section 3. The fiscal year of the CAWCW shall commence on July 1 and conclude on the last day of June of the following calendar year.

Section 4. Annual dues invoices will be sent out during the first quarter of the fiscal year.

#### **ARTICLE V Officers and Executive Board**

Section 1. Officers. CAWCW officers shall include a President, Vice President and Secretary-Treasurer. All officers must be the Authorized Delegate of an Agency Member.

Section 2. Executive Board. The CAWCW shall be governed by an Executive Board comprised of the three officers and up to four Members-at-Large at least two of whom must be the Authorized Delegates of an Agency Member. Each member of the Executive Board shall be entitled to discuss and vote on matters coming before the Board. The immediate past president of the CAWCW shall be an ex-officio, nonvoting member of the Executive Board. A meeting of the Executive Board may be called upon ten days written notice by either the President or three members of the Executive Board. 51% of members of the Executive Board present at any meeting thereof shall constitute a quorum. A simple majority vote of a quorum shall control the policies and actions of the Executive Board.

Section 3. The Secretary-Treasurer, or his/her designee, shall maintain the records of the CAWCW, keep and distribute minutes of all meetings, receive and deposit all CAWCW monies, pay all bills approved by the Executive Board, distribute all CAWCW notices and make a report to the membership of all such activities at the Annual Meeting.

Section 4. The President shall have general supervision of the affairs of the CAWCW and the Executive Board and shall preside at their respective meetings.

Section 5. The Vice President shall act in the absence of the President.

Section 6. The President shall serve as the principal spokesperson for the CAWCW and shall represent CAWCW in discussions of mutual concern with governmental agencies or associations.

Section 7. The Executive Board shall have the authority to enter into contracts for products and services and to enter into agreements for grant funding for CAWCW purposes.

Section 8. CAWCW actions shall be decided by consensus at CAWCW meetings whenever feasible. The Executive Board may authorize expenditures less than \$10,000 which are an emergency and cannot be delayed for review at a CAWCW meeting.

#### **ARTICLE VI Elections and Terms of Office**

Section 1. The Executive Board shall nominate individuals for the offices of President, Vice President and Secretary-Treasurer and Member-at-Large positions. The Executive Board shall attempt to nominate individuals as officers and Members-at-Large who represent a cross section of CAWCW members. Prior to May 1 of each year, the President shall send to the membership a complete list of officer and Member-at-Large nominees.

Section 2. Petition(s) presenting additional nominees for CAWCW officers or Members-at-Large may be submitted to the Executive Board by CAWCW members no later than May 1 of each year. A petition must contain the signatures of CAWCW members representing a minimum of 40% of member votes and each nominee's signature.

Section 3. Election of CAWCW officers and Members-at-Large shall occur during the Annual Meeting each year. Only the names of the individuals who have been nominated according to the procedures described herein will be considered, and no nominations shall be permitted from the floor.

Section 4. The President, Vice President and Secretary-Treasurer and Members-at-Large shall be elected to one year terms, beginning at the close of each Annual Meeting.

Section 5. No one shall be eligible to serve as President until he or she has been a member of the Executive Board for one year, except the first year of the CAWCW.

Section 6. Vacancies shall be filled by appointment of the Executive Board until a successor is duly elected at the next Annual Meeting.

#### **ARTICLE VII CAWCW Meetings**

Section 1. CAWCW meetings shall be held as needed but at least quarterly. Notice of CAWCW meetings and proposed meeting agendas will be provided to all CAWCW members at least seven days prior to the meeting.

Section 2. An Annual Meeting of CAWCW shall be held each June at a time and location to be determined by the Executive Board.

Section 3. Special Meetings of CAWCW members may be called by the President or the Executive Board or upon the written request of CAWCW members representing two-thirds (2/3) of member votes addressed to the President or Executive Board.

Section 4. All meetings of the CAWCW shall be held within the watershed.

Section 5. Each Authorized Delegate member of the CAWCW shall be entitled to vote at CAWCW meetings.

Section 6. In the event an Authorized Delegate is unable to attend any CAWCW meeting, said member may designate, in writing, a proxy to cast the Member's vote(s) at a CAWCW meeting.

Section 7. At any CAWCW meeting, the presence of CAWCW members representing 51% of votes, either in person or by proxy, shall constitute a quorum. A simple majority vote of a quorum of the CAWCW shall control the policies and actions of the CAWCW.

Section 8. The CAWCW shall maintain an informal atmosphere to ensure maximum participation of all members. However, to insure orderly procedure, Robert's Rules of Order may be invoked at any CAWCW meetings.

#### **ARTICLE VIII Committees**

Section 1. The Executive Board may appoint committees as are necessary to assist with specific objectives or subwatersheds.

#### **ARTICLE IX Amendments**

Any revision to the Bylaws shall be submitted to the Executive Board for their review. After the review by the Executive Board, it shall be submitted to the membership thirty (30) days prior to the Annual Meeting. A two-thirds (2/3) majority of the votes cast at the Annual Meeting is required for adoption. Any revision so approved is effective immediately.

#### **Article X Dissolution**

A motion to dissolve the CAWCW may be made by any Authorized Delegate at a regularly scheduled meeting at which a quorum is present. Upon receiving a proper second to the motion, the President shall defer action on the motion until the next regularly scheduled meeting of the CAWCW. All members shall be notified by mail of the pending motion to dissolve. At the next regularly scheduled meeting, the President shall, after discussion, call for a roll call vote on the motion to dissolve, which shall require the affirmative vote of two-thirds (2/3) of all CAWCW member votes.

Upon dissolution of the corporation, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the CAWCW, liquidate the assets of the CAWCW and distribute all proceeds for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code to organization(s) which qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and which have objectives and missions similar to the CAWCW, or shall be distributed to the Federal government, or to a state or local government, for public purposes.

Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.