

**By-Laws of The Friends of Mill Creek
Watershed Association Incorporated**

January 1, 2026

Article I

Name

The name of the non-profit organization as provided under the laws of West Virginia shall be The Friends of Mill Creek Watershed Association Incorporated; hereinafter in these bylaws referred to as "FOMC."

Article II

Mission

The mission of FOMC is to protect and enhance the environmental, recreational, and economic viability of the Jackson County, West Virginia Mill Creek Watershed through community action, education, and cooperative efforts with residents, businesses, media, and governmental partners.

Article III

Vision

FOMC envisions a healthy, sustainable, resilient watershed where people, wildlife, and habitat thrive and that supports biodiversity, building community and inspiring stewardship of watershed resources.

Article IV

Goals and Purposes

It is our belief that FOMC goals will be achieved when we:

- Develop programs and activities that will help to educate and inform youth groups and the community at large about the value of the Mill Creek Watershed and its contribution to the economic, social, environmental, and potential for development of the region;
- Provide leadership and support for programs that will enhance the health of the watershed, its environment and its bio-diversity through education and outreach efforts; Provide leadership and support for programs that will enhance the recreational and economic potential of Mill Creek; and create activities and programs that will promote and will grow the tourism economy for the region.
- This corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein.
- No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article V

Membership – Directors/Members

Section 5.1. Membership

The Incorporation shall have members. Any resident, business, stakeholder, property owner, or person that recreates within the geographic area served by the FOMC is invited to hold membership in the Incorporation, provided said resident, stakeholder, property owner, or recreationist has attended three (3) monthly Board meetings within the prior year to the voting meeting.

Voting rights for the general membership are as follows:

1. Each member, 16 years of age or older, shall have one vote at the annual meeting or any special meeting called for the purpose of general membership.
2. Each business and/or agency, organization, entity located and operating within the watershed area, or individual approved by the Board shall be limited to one vote.
3. No individual representing an agency or organization may cast an individual vote.

Section 5.2 Board of Directors

The Board of Directors (hereinafter in these bylaws referred to as the “Board”) shall conduct the business and affairs of FOMC and shall consist of at least five (5) and no more than eleven (11) persons, always maintaining an odd number of Directors.

Duties of the Board are:

1. Perform any and all duties imposed upon them collectively or individually by law and these Incorporation Bylaws.
2. Appoint, remove, employ, supervise and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Incorporation.
3. Meet at such times and places as set forth by the Board. Meetings may be held using digital conferencing platforms (such as Zoom or Google Meet) when in-person gatherings are impractical or unnecessary.
4. Responsible for being the governing body of FOMC and shall have final decision-making power in regard to projects undertaken, endorsement of activities, and affiliation of new organizational members.
5. Responsibility for approving all expenditures of FOMC funds.
6. Attend Board meetings; not miss three (3) or more consecutive Board meetings. In the event that a Board member misses 3 consecutive meetings, that Board member may be removed from their position on the Board by a majority vote of the directors present at a meeting at which a quorum is present.
7. Meetings are to follow Robert’s Rules of Order Newly Revised
8. Action of the Board requires the affirmative vote of a majority of directors present at a meeting at which a quorum is present, unless otherwise required by law or these bylaws.
9. Business may be conducted electronically (e.g., by email), provided that all such communications are printed, submitted to the Secretary, and included as part of the minutes of the next regular Board meeting.
10. The Board of Directors shall adopt and maintain a written Conflict of Interest Policy consistent with the requirements of Section 501(c)(3).

Section 5.3. Board of Directors' Terms

Regular Board meetings shall be held monthly, date and time to be set by the Board of Directors in January of each year. During the annual meeting of the Incorporation, the Board shall be elected by a majority vote of its members. The candidates receiving the highest number of votes shall be elected to the Board. In the event of a tie in the general membership voting for an open position on the Board, the Board shall vote among themselves to break the tie.

Two or more officers of the Board, four members of the Board, or six or more general members may call special meetings of the Board. Regular meetings and Special meetings shall require proper notification to each Board member and Officers; and a quorum (a majority of the Directors in Office) must be present to take action or pass motions. Proper notification may include phone calls, electronic message conveyance, person-to-person contact or other means.

Board members shall be elected for staggered two-year terms. Board member terms shall begin the first day of a calendar year and expire on the last day of the calendar year. Board members may succeed themselves, if nominated, for a new term. There are no term limits to Board membership.

Section 5.4 Board Member Nomination and Selection

Any general member may make new board member nominations to the Board of Directors. The Nominating Committee will consider nominations and as approved by the Committee will be presented to the Board of Directors for approval. New board members must be approved by a majority of Board members.

Section 5.5. Vacancies

Vacancies may be filled for the unexpired term of a resigning board member by following the standard selection process as outlined in Section 5.4.

Section 5.6. Termination

A motion for termination of a Board member must be made by the Principal Officers and recommended for consideration by the full Board. A majority approving vote of all sitting Board members must be received to terminate a fellow Board member.

A motion for termination of a general FOMC member must be made by a Board member in good standing and be considered by the Board. A majority vote of all board members must be received to terminate a general member.

Article VI *Officers*

Section 6.1 Principal Officers

Officers of FOMC shall consist of Chair, Vice-Chair, Secretary, and Treasurer. FOMC may also include other offices as deemed appropriate by the Board. Officers shall have the authority to run the day-to-day administrative and managerial functions of the Incorporation.

Section 6.2 Election of Officers

Officers shall be members of the Board with all rights and privileges appropriated to the Board, and subject to provisions detailed under Article V. Officers shall be chosen from the members of the Incorporation.

Section 6.3 Terms

Officers shall be elected to the Board to serve a staggered term of two (2) years, while in office. Officer terms shall begin the first day of a calendar year and expire on the last day of the calendar year. Officers may succeed themselves, if nominated, for a new term. No limitations shall apply to the number of terms an Officer may be elected.

Section 6.4 Vacancies/Resignation/Termination

An officer elected to the Board may be removed, with cause, by a majority vote of the Board members. An Officer may be removed, with or without cause, by a majority vote of the Board. Officers may resign if a member of the Board agrees to assume their duties.

Article VII *Power and Duties of Officers*

Section 7.1 Chair

1. Be the Chief Executive Officer of FOMC and;
2. Will preside at all meetings over the Board. In the absence of the Chair, the Vice Chair will preside over a meeting.
3. Serve as Chair of the Board and;
4. Appoint special committees subject to the approval of the Board and;
5. Perform other such duties as approved by the Board.
6. Be responsible for good public relations with the community.

Section 7.2 Vice Chair

1. Assume the duties of the Chair in the absence of the Chair and;
2. Serve as assistant to the Chair in efforts for the good of the Incorporation and;
3. Chair meetings of the Board in the absence of the Chair and;

4. Assume the office of the Chair in the event of resignation, removal, disability or death of the Chair and;
5. Perform other such duties as approved by the Board.

Section 7.3 Secretary

1. Be responsible for keeping accurate minutes of the Incorporation and keeping meetings on schedule;
2. Distribute to FOMC members a draft Agenda for the upcoming meeting and draft Minutes from the previous meeting in advance. Draft Minutes and the draft Agenda shall be provided within one week after the meeting for review and comment, with revised Minutes and the revised Agenda distributed at least one week prior to the next scheduled meeting.
3. Have custody of the Incorporation seal, if one exists, and;
4. Be responsible for sending notices of meetings, sending confirmation letters of appointments to committees and officers, and;
5. Maintain membership and committee lists and;
6. Maintain incoming and outgoing correspondence records, meeting documents, other relevant FOMC documents/records and;
7. Perform other duties as approved by the Board.

Section 7.4 Treasurer

1. Be responsible for the receipt and deposit of contributions and income into the accounts at such banks as the Board shall direct and;
2. Keep accurate records of funds received and expended and;
3. Provide the Board with a written quarterly financial report and present an oral financial report on a monthly basis.
4. The Board shall annually review the financial records and shall engage the services of a certified accountant as required for grant purposes.
5. Submit a yearly budget for the approval of the Board and;
6. Be chairman of the Finance/Grants committee, if deemed necessary and;
7. Perform other duties as approved by the Board.
8. An audit or review will be conducted upon the installation of a new treasurer to be conducted by an outside party.

Section 7.5 Other Officers

The Board may appoint officers to perform such duties as the Board shall direct in writing.

Section 7.6 General Provision

All books, documents and files of FOMC shall at all times be open to inspection of the Chair or Vice Chair and for other interested parties by written request.

Funds of FOMC may be disbursed by the Treasurer with the counter signature of the Chair or Vice-Chair. The Treasurer, Chair and Vice-Chair shall be signatures on the checking account.

Article VIII
Committees

Section 8.1 Executive Committee

The Executive Committee may act between Board meetings but shall not exercise powers reserved to the full Board under West Virginia law. The Executive Committee shall consist of the four incumbent officers (Chair, Vice Chair, Secretary, and Treasurer).

Section 8.2. General Committees

Committees shall keep record of all meetings and all committee actions shall be reported to membership at monthly meetings and entered into the minutes.

Committees shall meet from time to time based on the needs of the committee and at the discretion of the committee.

Article IX
Board Meetings

Section 9.1 Calling Meetings

Regular Board meetings shall be held monthly, unless otherwise scheduled. Meetings shall be scheduled with effort to maximize attendance and participation, with date and time set by the Board of Directors in January of each year.

Section 9.2 Annual Meeting

The annual meeting of FOMC shall be held in October of each year for the purpose of establishing Board Members/Officers for the following year.

Section 9.3 Voting Members

For purposes of Board action, voting members shall be those Directors present at a meeting at which a quorum is established; the exception being in the case of termination under Section 5.6. If Section 5.6 is involved, all members may be given the right to vote through ballot with the resulting vote to be tabulated by the Executive Committee.

Article X
Miscellaneous

Section 10.1. Spokespersons for the Incorporation

The Chair and other members so designated by the Chair or and/or nominated by the Board shall act as spokesperson for FOMC.

Section 10.2 FOMC Public Positions or Stances on Matters

All public positions of FOMC shall be consistent with Articles II, III, and IV of these by-laws and adopted and approved by majority of the Board.

Section 10.3 Contracts

All Contracts must be approved by two-thirds majority of the Board.

Section 10.4 Amending the By-Laws

Bylaws may be amended, altered or repealed and new Bylaws adopted by approval of a majority of the Board upon the second reading of the proposed changes at consecutive regular scheduled Board meetings.

Section 10.5 Dissolution

Upon the dissolution of this Incorporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Incorporation is then located, exclusively for such purposes.

Adopted 9th day of March, 2026

Chair Signature: _____

Vice Chair Signature: _____

Secretary Signature: _____

Treasurer Signature: _____

Members:

_____	_____
_____	_____
_____	_____
_____	_____