

# TENNESSEE STORMWATER ASSOCIATION

## BYLAWS

### ARTICLE I – CREATION

The Tennessee Stormwater Association is a non-profit corporation organized under the laws of the State of Tennessee. The Tennessee Stormwater Association (TNSA) was created June 10, 2008 upon the filing of the Charter with the Tennessee Secretary of State. The TNSA is a state-wide organization operating within the boundaries of the State of Tennessee.

### ARTICLE II – MISSION

**SECTION 1.** The mission of the TNSA is to assist local government entities in their efforts to comply with State and Federal clean water laws and storm water regulations promulgated by the Environmental Protection Agency and the Tennessee Department of Environment and Conservation; and through such assistance, to protect and improve the quality of the waters of Tennessee. This mission will be accomplished through TNSA members' exchange of information and knowledge regarding the design, construction, maintenance, administration and operation of storm water facilities. The TNSA will promote the dissemination of information in storm water control measures and the adoption of improved practices in storm water administration.

**SECTION 2.** The TNSA is not organized for profit, and earnings shall not directly benefit any member or officer except as compensation for services rendered or for reimbursement of necessary expenses actually incurred.

### ARTICLE III – MEMBERSHIP

**SECTION 1. Members (Voting).** Members of TNSA shall be MS4s, local governments with municipal separate storm sewer systems. Each MS4 shall have 1 designated voting representative who is an employee (not a contractor), and an alternate representative who is an employee (not a contractor) who may vote when the designated representative is absent.

**SECTION 2. Associate Members (Non-Voting).** Non-voting, associate memberships are available to all persons who desire to further their knowledge in effective and proper storm water management. Associate memberships are further encouraged for employees of the Tennessee Department of Environment and Conservation and the University of Tennessee Municipal Technical Advisory Service, who consult with and/or assist local governments in storm water management.

### ARTICLE IV – FISCAL AND ADMINISTRATIVE YEARS

The fiscal and administrative year of the TNSA shall be the calendar year from January 1 through December 31, unless changed by an affirmative vote of the majority of the full membership of the TNSA Board of Directors.

## **ARTICLE V – BOARD OF DIRECTORS**

**SECTION 1.** The governing body of the TNSA shall be the Board of Directors, which shall be elected by the following regional groups:

- a. West Tennessee Region
- b. Middle Tennessee Region
- c. Southeast Tennessee Region
- d. East Tennessee Region
- e. Northeast Tennessee Region

A total of thirteen (13) directors shall be elected. Each of the above-listed regional groups shall elect two (2) persons to serve on the TNSA Board of Directors. For purposes of the first elections to the Board in October 2008, each regional group shall designate one member to serve a 1 year term, and a second member to serve a 2 year term. Thereafter, all terms of members of the Board of Directors shall be for 2 years, and each regional group will elect 1 member annually. Each group may nominate one additional member to serve as an at-large director. If more than three (3) nominees exist, the ten (10) Board of Directors shall vote by roll call, and elect three (3) at large directors from the pool of nominees. Election to an at-large seat shall require a majority vote of the ten (10) member Board of Directors. Elections must be completed by the regional groups before the annual membership meeting. Terms will begin at the commencement of the calendar year and conclude at the end of the second year.

**SECTION 2.** Persons eligible for election to the Board of Directors must be employed by an MS4 and must be actively involved in the administration of a storm water operation. Eligibility to serve on the Board is tied to employment with an MS4. If the employment of a person appointed to the Board of Directors ends, his/her seat on the Board will be automatically vacated and the regional group represented shall appoint a qualified member to fill the vacant seat until the end of the term.

## **ARTICLE VI – OFFICERS/EXECUTIVE COMMITTEE**

**SECTION 1.** The Board of Directors will elect from the Board membership the following officers: President, Vice President, President Elect and Treasurer. These offices have a term of 1 year. The office of Secretary will be filled by a public works consultant employed by the University of Tennessee Municipal Technical Advisory Service, unless the Board by majority vote changes the Secretary position to an elected, voting office. The President, Vice President, Treasurer and Secretary shall be the Executive Committee of the TNSA. These officers will be elected by the Board of Directors either at the annual membership meeting or at a called meeting held before the end of the calendar year.

**SECTION 2.** The President shall be the Chief Elected Officer of the TNSA and shall serve a term of one year. The President shall first be elected to the office of President Elect, and must complete a one year term in that office before taking the office of President. The President shall preside at all meetings of the TNSA membership, the Board of Directors and Executive Committee. The President shall issue the call for regular or special meetings. The President shall co-sign with the Treasurer all checks and vouchers for TNSA funds. He/she shall appoint the Chairs of all Committees, other than the Executive Committee, and shall be an ex-officio member of each Committee. The President shall see that Committees function and shall cooperate with the Committee Chairs to that end. The President shall perform such other duties as may from time to time be assigned to him/her by the Executive Committee.

**SECTION 3.** The Vice President shall be elected annually to serve a term of one year and shall perform such duties as assigned by the President or the Executive Committee. The Vice President shall act for the President in their absence or, in case of the inability of the President to perform the duties of the President, as determined by the Executive Committee.

**SECTION 4.** The President Elect shall be elected annually to serve a term of one year and shall assume the office of President upon the completion of the term of office of President Elect and thereafter serve as President for one year. The President Elect shall be responsible for arranging the tentative program of activities for the current administrative year, shall perform such other duties as assigned by the President or the Executive Committee.

**SECTION 5.** The Secretary shall be a public works consultant employed by the University of Tennessee Municipal Technical Advisory Service, who has no voting rights. The office shall not be counted for purposes of reaching a quorum. By majority vote of the Board of Directors, the Secretary office may be changed to an elected office filled by a voting member. The Secretary shall prepare a written record (minutes) of the proceedings of the TNSA, the Board of Directors and the Executive Committee. The Secretary shall maintain all records of the TNSA, including all contracts, grants, minutes, the membership list and other such documents pertaining to the operations and activities of the TNSA. The Secretary shall provide notice of meetings to TNSA members, at the direction of the President, and shall communicate with TNSA members as directed by the Executive Committee and the Board of Directors.

**SECTION 6.** The Treasurer shall be elected annually to serve term of one year and shall have custody of the funds, securities, and other valuable effects in the name of and to the credit of the TNSA. The Treasurer shall receive all monies due to the TNSA, depositing them in a bank or in other safe and secure investments approved by the Executive Committee, all of which shall be in the name of the Tennessee Stormwater Association. All checks and vouchers for TNSA funds must be co-signed by the Treasurer and the President. The Treasurer shall prepare and submit financial reports quarterly to the Executive Committee and shall prepare annual financial reports for TNSA members. At the expiration of the Treasurer's term of office, the Treasurer shall turn over to his/her successor all books, papers, money, securities, and other valuable effects belonging to the TNSA, taking a receipt therefore from the successor.

## **ARTICLE VII – COMMITTEES**

**SECTION 1.** The Board of Directors may create committees to further the purposes of the TNSA. Committees exist for the purpose of implementing the mission, vision, and goals of the TNSA. The leadership of such committees will be voting members of the TNSA, and the inclusion of associate members (non-voting) is encouraged.

**SECTION 2.** The Chair of each committee shall be appointed annually by majority vote of the Board of Directors. Committee Chairs shall be voting members of the TNSA.

**SECTION 3.** Each committee shall report to the Board of Directors and the Executive Committee its activities at least once annually or more frequently if directed by the President or the Executive Committee.

**SECTION 4.** No committee shall obligate the TNSA or issue a public proclamation or policy news release without specific authorization from the Executive Committee.

## **ARTICLE VIII – MEETINGS**

**SECTION 1.** The annual meeting of the TNSA membership, for the purpose of electing and installing the new Board of Directors, shall be held in September or October of each year, the date and location of which shall be determined by the Executive Committee. Other general membership meetings for the transaction of business of the TNSA may be called by the President upon the President's own volition, upon request by the Executive Committee, or upon the written request of 15 members in good standing of the TNSA. The membership shall be notified at least two weeks in advance of the date and place of the annual meeting and of any other general membership meetings.

**SECTION 2.** The Board of Directors shall meet at least two times each year, with the first regular meeting taking place soon after the election of new members. Special meetings of the Board of Directors shall be held at the call of the President or at the written request of a majority of the members of the Board of Directors. Meetings of the Board of Directors may be conducted in person, by means of a telephone or video conference call, or in any combination thereof provided such meetings are in accordance with these By Laws and laws of the State of Tennessee.

**SECTION 3.** The Executive Committee shall meet at least four times each year, and two such meetings may occur concurrently with Board of Directors meetings. Special meetings of the Executive Committee shall be held at the call of the President or at the written request of a majority of the members of the Executive Committee. Meetings of the Executive Committee may be conducted in person, by means of a telephone or video conference call, or in any combination thereof provided such meetings are in accordance with all other provisions of these By Laws and laws of the State of Tennessee.

**SECTION 4.** The Secretary shall formally notify each member of the Executive Committee or the Board of Directors at least two (2) weeks prior to the scheduled date of a regular meeting of the Executive Committee or the Board of Directors. An agenda and copy of each report and/or resolution, or other actions to be considered at such meeting, shall accompany the notice of the meeting and no changes to the agenda shall be considered at such meeting without the consent of the majority of the members in attendance.

**SECTION 5.** The Secretary shall formally notify each member of the Executive Committee or the Board of Directors at least five (5) days prior to the scheduled date of a special meeting of the Executive Committee or Board of Directors. An agenda and copy of each report and/or resolution, or other action to be considered at such meeting, shall accompany the notice of the meeting and no other matters shall be considered at such meeting.

## **ARTICLE IX – QUORUM**

**SECTION 1.** A simple majority of the voting members shall constitute a quorum at all Board of Directors and Executive Committee meetings.

**SECTION 2.** For general membership meetings of the TNSA involving a formal business agenda, ten percent of the voting membership shall constitute a quorum for the transaction of business.

## **ARTICLE X DISSOLUTION OF THE CHAPTER**

If necessary and when directed by the TNSA Board of Directors, the TNSA may be dissolved. In the event of the dissolution or final liquidation of the TNSA, after all liabilities and obligations have been paid, satisfied and discharged, or adequate provision made therefore, all remaining property and assets of the TNSA shall be conveyed, assigned and transferred to the University of Tennessee Municipal Technical Advisory Service.

## **ARTICLE XI – PARLIAMENTARY AUTHORITY**

The rules of procedure contained in Robert's Rules of Order, Newly Revised, shall govern meetings of the members of the TNSA, the Board of Directors and the Executive Committee, so far as they are applicable and when not inconsistent with these By Laws.

## ARTICLE XII – AMENDMENTS

**SECTION 1.** Amendments to these By Laws may be proposed by motion of a member of the Board of Directors, by motion of a member of the Executive Committee or by petition submitted to the Board in writing and signed by not less than 15 percent of the voting membership of the TNSA. Amendments to these By Laws shall require an affirmative vote of the majority of the full membership of the Board of Directors.

**SECTION 2.** These By Laws and such amendments as may be made from time to time shall become effective upon approval by the majority vote of the membership of the TNSA Board of Directors.

## CERTIFICATION OF BYLAWS

These By Laws were [ ] adopted [ ] amended [ ] revised by the Board of Directors of the TNSA at a duly called meeting on October 29, 2008.

The minutes of this meeting are on file with the TNSA Secretary.

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President

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Secretary