

BY-LAWS

SuAsCo RIVER STEWARDSHIP COUNCIL

Adopted April 23, 2002

Amended April 26, 2016

Article 1

Authority

The Sudbury, Assabet and Concord River Stewardship Council (“the Council”) establishes these by-laws pursuant to the Sudbury, Assabet and Concord Wild and Scenic River Study River Conservation Plan, dated March 16, 1995 (the “River Conservation Plan”). These by-laws are intended to supplement and amend the procedural rules of the Council, as set forth in the Plan. The Plan is available at the RSC website: <http://www.sudbury-assabet-concord.org>.

Article 2

Purpose

The purpose of the Council is to promote the long-term protection of the Sudbury, Assabet, and Concord Rivers (“SuAsCo River system”) by: (1) bringing the interested parties in river management together on a regular and ongoing basis, (2) stimulating cooperation and coordination among those parties, (3) providing a forum for all river interests to discuss and resolve issues, and 4) coordinating implementation of the River Conservation Plan of March 16, 1995, and as may be amended.

This type of representative body is indispensable for long-term management because of the complexities and significance of the SuAsCo River system. Given the number of jurisdictions and interests involved in the SuAsCo River system, no one entity can assume sole management responsibility or provide the necessary protection by itself. Furthermore, management decisions by any one entity are likely to impact a number of other interests. The

forum provided by the Council will ensure communication among all parties and the representation of all viewpoints in making and implementing management decisions.

Article 3

Membership

I. A. Core Voting Membership

The River Conservation Plan defines a ‘core membership’ of the SuAsCo River Stewardship Council (“the Council” or “RSC”) as consisting of the following 13 entities:

Town of Bedford	Town of Billerica
Town of Carlisle	Town of Concord
Town of Framingham	Town of Lincoln
Town of Sudbury	Town of Wayland
OARS	Sudbury Valley Trustees
National Park Service	Commonwealth of Massachusetts (2 representatives and 2 alternates)
U.S. Fish & Wildlife Service	

The Plan specifies that these core member entities have voting responsibilities, and are therefore referred to as the “core voting membership”. Where there are current appointed representatives for these member entities, those representatives shall be considered “eligible to vote.”

I: B. Appointment of Member Representatives and Alternates

The governing body of each member institution shall appoint a regular and an alternate representative to the Council (with the Commonwealth of Massachusetts appointing 2 of each). All representatives and alternates shall serve at the will of their respective member institution. The following governing bodies will make appointments:

- Town representatives, by the Board of Selectmen or Conservation Commission
- Non-profit organizations, by their governing bodies
- State representatives, by the Governor or his/her designee
- Federal representatives, by their respective Regional Director or his/her designee

2: Additional Membership

New members shall be welcomed to the Council by a 2/3 majority of core membership eligible to vote, if the candidate meets the following criteria:

- The candidate organization (or entity) has demonstrated a sustained interest and capacity to support the purposes of the Wild and Scenic River designation
- The participation of the candidate organization (or entity) is likely to enhance the effectiveness of the Council in its efforts to implement the River Conservation Plan

New members shall be considered non-core members according to the River Conservation Plan. They are not entitled to vote on revisions or amendments to the River Conservation Plan or the Council's by-laws, and can be removed according to the procedures in Article 3 (4), below.

3: Responsibilities

All representatives (or in their absence, their alternates) will carry out the responsibilities spelled out in the River Conservation Plan ("Responsibilities"). Members are, at a minimum, expected to:

- Attend RSC meetings (see "Absences," below)
- Respond to email and other communication of the Council, especially where involving a vote
- Participate actively in Council deliberations

- Keep their governing body informed of the Council's work and serve as liaison on information that could impact the Wild and Scenic River and the implementation of the River Conservation Plan.
- Serve as liaison to their constituency

4: Removal of Non-Core Member

Any member of the Council not included among the core voting membership may be removed from membership by 2/3 majority vote of the core membership eligible to vote provided that 30 days written notice, including the reasons for such proposed action, has been provided to all existing core Council members, and provided that the non-core member in question has had the opportunity to address said reasons at a regular meeting of the Council. In all other aspects, the vote shall be taken according to the voting procedures in Article 6.

5: Terms of Representatives

All representatives and alternates shall serve three-year terms, with no limit on the number of terms that may be served, except as may be specified by the member institution. At the expiration of each term, each member entity of the Council shall reappoint its representative and alternate in accordance with the River Conservation Plan's requirements. If a representative or alternate resigns or for any other reason no longer serves before the expiration of his or her three-year term, a replacement representative or alternate shall be selected by the member entity as soon as practicable. In all cases, vacancies shall be filled as soon as possible with another representative from the same municipality, non-profit organization, or government entity.

The three-year term of the first slate of representatives and alternates shall be deemed to expire three years after appointment, in the month in which they were originally appointed. The three-year term of any replacement representative or alternate following the early resignation or failure to serve of the replacement's predecessor shall expire in the third year of the replacement's representation on the Council.

6: Absences

In the event that a voting member entity (representative and/or alternate) is not represented at four (4) or more consecutive meetings, the Chair will contact the

representative and/or appointing agency to seek resolution. If not resolved, the Chair may then bring a recommendation for termination to the RSC. This recommendation must be approved by a two-thirds majority vote of the core members of the Council. No representative or alternate may be recommended for termination of membership without just cause.

Article 4

Officers and Duties

1: Officers

Officers of the Council shall consist of a Chair, Vice Chair, Treasurer, and Secretary. Representatives and alternates may serve as officers of the Council, provided that no two representatives and/or alternates of a single member serve simultaneously as officers. The Chair will be elected by the Council from among its appointed town or state members.

2: Elections

The term of office for all officers shall be two years. Elections shall take place annually or bi-annually, as necessary, in May. The Chair may hold a single office for a maximum of two consecutive terms. Other officers may be re-elected for additional successive two-year terms.

If an officer resigns or for any other reason no longer serves before that officer's two-year term expires, a replacement officer shall be elected by the Council members as soon as practicable, and that officer shall serve out the remainder of the original officer's term.

3: Duties

Chair: shall work with National Park Service ("NPS") staff and other officers to determine meeting agendas and preside over RSC meetings. In addition the following duties may be shared with the NPS staff as appropriate: represent the Council as required before local, state, and federal governments and public and private agencies in carrying out Council duties; act as Council spokesperson and point of contact in the public

domain; implement decisions of the Council regarding expenditure of funds; and fulfill responsibilities and conduct business in accordance with Council by-laws.

Vice Chair: shall assist the Chair in duties as agreed; serve in the absence of the Chair in all duties listed above; and consider the potential to move up to the role of Chair in future years.

Treasurer: shall submit a treasurer's report to the Council at least quarterly that reflects the true state of the Council's accounts and annual budget. The Treasurer shall coordinate with the NPS or the Council's fiscal agent, if one has been appointed, to ensure the accuracy, completeness, and timeliness of the information.

Secretary: shall record and disseminate accurate minutes of the Council meetings. In addition the following duties may be shared with the NPS staff as appropriate: ensure the maintenance of an historical file of Council membership (roster of representatives), meeting minutes, and maintaining a copy of the current by-laws and River Conservation Plan.

Article 5

Meetings

1: Meetings

The Council shall meet as often as it considers necessary to transact the business of the Council, holding at least eight meetings per year. These meetings shall be open to the public. Meetings may be called by the Chair, or the Vice Chair at the request of the Chair, in consultation with the NPS staff. Notice of the date, time, place, and purpose of the meeting shall be given to all members and alternates at least 48 hours in advance of each meeting. Meetings may be held in person, by conference call, by video conferencing, or by any combination thereof at the discretion of the Chair or Vice Chair.

2: Quorum

A quorum for any election or for the consideration of any question shall consist of a majority of members of the Council who are eligible to vote, with one vote per member entity (and two votes for the State, which has two member representatives) whether by representative or alternate. If the representative and alternate disagree, the representative's vote prevails.

3: Cancellation, Postponement and Continuation

Notice of additional meetings of the Council will be provided not less than 48 hours in advance. Notice of postponements or cancellations will be made as early as possible through, but not limited to, email or telephone or some other effective and generally available communication option.

Any meeting of the Council may be adjourned to a fixed date, time, and place by majority vote of the voting members present in order to continue the business of that meeting. An adjourned meeting may be conducted in accordance with such vote without the need to publish or otherwise provide advance notice of such adjourned meeting, though the RSC will strive to make the meeting know if time and resources permit.

4: Executive Session

In the event that an issue of a confidential nature comes before the Council, an Executive Session may be called. Specific purposes of an Executive Session may include, but are not limited to, personnel matters, land negotiations, and legal issues. In order for an Executive Session to be called, a 2/3-majority vote of voting members present (provided a quorum has been obtained) is required; all non-council attendees present shall leave the meeting, unless specifically requested to remain by the Council. The proceedings of an Executive Session shall comply with MGL Chapter 39, Section 23B.

Article 6

Voting Procedures

1: There shall be a single vote cast by each member entity eligible to vote.

While alternates will be encouraged to attend meetings and participate actively on the Council, each organization will be limited to one vote per representative (with two votes for the State of MA) on any matter requiring a formal decision by the Council.

2: Voting Procedures Related to the River Conservation Plan

A unanimous vote of all existing core voting members is required to amend any substantive aspect of the Plan; however, the Council has no authority to alter the Safeguards listed in Section I of the Plan. Non-core members cannot vote on changes to the plan, as noted above.

3: When a formal vote is requested by any single member on any other decision, recommendation, or action to be made or taken by the Council, a two-thirds majority of members present (provided a quorum has been reached) is required. All other decisions, recommendations, and actions that do not require a vote may be made by consensus.

4: Methods of Voting

- A. Votes may be taken by a showing of hands or voice votes at any meeting. If a quorum is not present at a meeting when a vote is required, a follow-up vote may be taken by e-mail, provided that: 1) all members and alternates are given 2 business days advance notice of the subject matter of the vote and need for an e-mail vote; and 2) all voting members and alternates either have e-mail access for such vote or are provided with an adequate substitute voting method.
- B. Action may be taken without a meeting if all voting members consent to the action in writing, fax, email, or conference call. Such approval requires an affirmative vote by 2/3 of all eligible voting members.
- C. A member vote may be cast by means of a signed proxy exercised by another member of the Committee, but any member so voting shall not be considered present for the purposes of establishing a quorum.

The form for a member voting by proxy is as follows:

I, _____, hereby appoint _____
as proxy to vote in my behalf on all matters that may come before the _____
meeting of the SuAsCo Wild & Scenic River Stewardship Council.

Signed (Name)_____

Proxy (Name)_____

Date:_____

5: Conflict of Interest

Any potential conflict of interest on the part of any member or representative of the RSC shall be disclosed to the Council and made a matter of record when the interest involves a specific issue before the Council. If a member or representative does not voluntarily disclose a conflict or is unsure whether a conflict exists, but a disinterested member raises a conflict, it will be determined by a 2/3 majority vote of eligible voting members whether a conflict exists. If a conflict exists, the representative must abstain from voting on all matters relating to the conflict status. The minutes of the meeting shall reflect the disclosure of conflict, determination if a conflict exists, the abstention from voting, and the actual vote upon the issue itself. Every new member of the Council will be advised of this policy upon joining the Council.

Article 7

Amendments

These by-laws may be amended or repealed at any time by a vote of core members in accordance with the decision-making procedures established by the Plan and these by-laws. Such action may only be taken after a 60-day review period of the proposed amendments by all core members.