

## **BYLAWS OF THE MIDDLE JAMES ROUNDTABLE**

### **I. NAME:**

The name of this organization shall be the Middle James Roundtable.

### **II. PURPOSE AND DESCRIPTION:**

Purpose: Bringing people together to improve the health and water quality of the James River watershed. Work of the Roundtable shall focus on meeting these goals by improving communication, education, coordination, and organization among the stakeholders.

Description: The Roundtable is a non-profit organization that brings people together to improve the James River watershed. Participants include citizens, businesses, civic organizations, and government – anyone and everyone with an interest in the watershed. The Roundtable is governed by a Steering Committee that includes representatives from throughout the middle of the James River watershed.

### **III. GENERAL MEMBERSHIP:**

Membership in this Roundtable shall be open to all people and organizations that have an interest in the Middle James watershed. Members shall register and shall have a voice on business raised at the annual meeting. The Steering Committee and Executive Committee shall be the governing bodies of the Roundtable. All decisions made by the Steering Committee and Executive Committee will be by majority vote.

The work of the Roundtable shall be done by committees and persons appointed by the Executive Committee. The chair of each committee shall be a member of the Steering Committee and will report to the Steering Committee on a quarterly basis.

### **IV. STEERING COMMITTEE:**

- A. Steering Committee meetings will be held quarterly. For attendance tracking purposes, the meeting held at the annual meeting will count as the first meeting of the year.
- B. Total voting membership of the Steering Committee will not exceed 15 members and will contain at least one representative from among each of the following categories:
  - i. Representatives from any of the following stakeholder groups: Agriculture, Aquatic Resources, Conservation Groups, Education, Environmental Groups, Fishing/Hunting Groups, Forest Industry, Industry, Other Recreational Uses, Neighborhood Associations, Faith-based organizations, Real Estate Development, Small

Businesses, Tourism and local “grass roots” Watershed Groups and Watershed Citizens.

- ii. Planning District Commissions
- iii. Soil and Water Conservation Districts
- iv. Local Government
- v. State or Federal Government Agencies

In no case shall there be more than six representatives from a single category from ii through v.

- C. Membership to the Roundtable Steering Committee may either be volunteer or nominated. Steering Committee members will serve a three year term. At the end of their term, a Steering Committee member may request to serve another term. The request must be made by email or in writing to the Executive Committee. If the Executive Committee approves the request to serve a second term, the Steering Committee member’s name will appear on the ballot at the Annual Meeting.

A replacement shall be required for a member after the member/ alternate misses two consecutive meetings of the Steering Committee. In addition, if a representative of a local government or Soil and Water Conservation District is no longer in office, a replacement shall be required for the remainder of the term. If the former member was the only representative from one of the five core membership categories, they must be replaced by a representative from the same category. If the former member’s category is still adequately represented, their replacement may represent any category, provided six representatives per category rule is not violated.

- D. The Secretary will both keep formal attendance records for all Steering Committee meetings. The attendance record will note whether members attended in person, via phone or sent a substitute in their place. The attendance record shall be kept in the Secretary’s Roundtable binder and be available at every official meeting.

After a Steering Committee member misses one (1) meeting and fails to send a substitute in their place, they will receive an email from the Chairperson reminding them that if they fail to attend two (2) meetings in a row they will be removed from the Steering Committee. The Chairperson will copy the Executive Committee on the email.

After a Steering Committee member misses two (2) meetings in a row and fails to send a substitute in their place, they will receive an email from the Chairperson informing them that they have missed two (2) meetings in a row and that according to the Roundtable bylaws, they are thereby relieved of their position on the Steering Committee. The Chairperson will copy the Executive Committee on the email.

In this event, the former member's position will be filled according to the conditions set forth in Section IV, Part D of the Middle James Roundtable Bylaws.

- E. A quorum of the Steering Committee shall be 50% of the Steering Committee for regularly scheduled or special meetings called by the Executive Committee. Decisions will be made by a majority vote.
- F. Steering Committee members shall be entitled to send an alternative representative of their choice in the case of absence. When serving in an official capacity for a regular member, and so notifying the Roundtable Chairperson at the start of any Roundtable meeting, alternates may exercise all rights and privileges at meetings of the represented member.
- G. The new members of the Steering Committee shall be voted upon at the annual meeting.

#### **V. EXECUTIVE COMMITTEE:**

- A. Executive Committee meetings will be held monthly. Meetings will be held via conference call but the Chairperson has the option of requesting a face-to-face meeting if they deem it necessary. The Chairperson also has the power to call a special meeting if necessary.
- B. Members shall be elected by the Steering Committee by either a voice vote, or secret ballot. Members must serve one (1) year on the Steering Committee prior to being elected to the Executive Committee. Executive Committee members will serve a one year term. Members may serve no more than three consecutive terms and each term must be at a different position. The Executive Committee will be held to the same attendance policies as the Steering Committee (Bylaws Section IV-C) and a replacement shall be required for a member after the member/alternate misses two (2) consecutive meetings of the Executive Committee.
- C. The Executive Committee shall contain four voting positions being the Chairperson, Vice-Chairperson, Secretary and Treasurer of the Steering Committee. The Vice-Chairperson may also serve in the role of Chairperson Elect and will take over the role of Chairperson in the subsequent year unless a separate Chairperson Elect is nominated. The Chairperson Elect will attend all Executive committee meetings but they will not have voting power unless they are also serving as the Vice-Chairperson. Officers shall be elected each year by the Steering Committee from the Steering Committee members. Roles of these officers shall be outlined in the Operating Handbook.
- D. A quorum of the Executive Committee shall be 75% of the Executive Committee for regularly scheduled or special meetings called by the Executive Committee or the Roundtable Coordinator. Decisions will be made by a majority vote.
- E. The Executive Committee shall report all decisions to the Steering Committee.

## **VI. PROCESS FOR TERMINATING MEMBERSHIP:**

- A. Roundtable – Any roundtable member can terminate membership by separating themselves from the Roundtable and discontinuing their attendance and participation.
- B. Steering Committee – Any Steering Committee member who wishes to resign shall notify (in writing) the Executive Committee. Upon receipt of the resignation, the Roundtable Executive Committee shall work with the Steering Committee to ensure that the position is filled.
- C. Executive Committee – Any Executive Committee member who wishes to resign shall notify (in writing) the Executive Committee and Steering Committee. Upon receipt of the resignation the Roundtable Executive Committee shall work with the Steering Committee to ensure that the position is filled.

## **VII. ANNUAL MEETING**

An annual meeting shall be held at a location in the watershed within the first six months of each calendar year. Roundtable progress and general business are topics of discussion at general meetings.

The new members of the Steering Committee shall be voted upon at the annual meeting. Nominations may be made from the floor. A majority vote of the members present at the annual meeting shall decide the motions. At the first Steering Committee meeting following the annual meeting, the four officers shall be elected from among the Steering Committee members.

## **VIII. CHANGES IN THE BYLAWS**

These bylaws may be changed by a majority vote of the total Steering Committee. Any proposed changes to the bylaws must be presented to the whole Steering Committee and any employees of the Roundtable no less than one (1) week before a convened, face to face meeting of the Steering Committee. If a vote is being held during a Steering Committee meeting, members of the Steering Committee unable to attend may send their vote by email, phone call to the meeting, or in writing. If a vote is being sent by email or in writing, it must be received prior to the meeting at which voting will occur. A vote of approval for proposed changes to the Bylaws may also be conducted via email.