

Bellamy and Oyster River Watershed Protection Partnership Bylaws

Approved: May 28, 2004

ARTICLE I. Name

The name of this organization shall be *The Bellamy and Oyster River Watershed Protection Partnership*, of New Hampshire, hereinafter referred to as BORWPP.

ARTICLE II. Purpose & Activities

A: The purpose of BORWPP shall be to promote the protection of the Bellamy and Oyster River watershed areas for the benefit of present and future generations through coordinated, inter-municipal, natural-resource management and education.

B. BORWPP will act as a partnership of designated municipal representatives and interested individuals to evaluate watershed issues and advise municipal officials, boards, commissions and state agencies regarding the proper utilization of the surface water and groundwater resources of the Bellamy and Oyster River Watersheds.

C. BORWPP will prepare and undertake a program to further public awareness of natural resource protection and conservation policies and water utilization practices that may impact the Bellamy and Oyster River watersheds.

D. BORWPP will maintain records of its proceedings and establish and maintain an accounting system for funds, volunteer time, and in-kind services.

ARTICLE III. Membership

A. Voting Membership

The voting membership will direct the activities of BORWPP. The voting members of BORWPP shall include seven members. Six voting members shall represent the municipalities of Barrington, Dover, Durham, Lee, Madbury, and Portsmouth; and each shall be appointed by their community's governing body. One member shall be a representative of the University of New Hampshire, Durham campus; appointed by the University's administration.

Communities are encouraged to appoint an alternate voting member to act on the behalf of the community, when the voting member is not able to attend a scheduled meeting. In absence of the voting member, the alternate shall be empowered to review and vote upon any such issue as may come before BORWPP. Communities are also encouraged to

appoint persons knowledgeable the water resource concerns of their community, preferably persons with training and background commensurate with actively supporting the goals and activities of BORWPP listed in Article II, above.

The term of appointments for voting members of BORWPP will be for two years, starting with the adoption of these by-laws. Voting members may be re-appointed or replaced by action of the governing body that appointed the voting member. Voting members who miss three consecutive meetings without cause, or who miss six meetings in a twelve-month period without cause, may be requested to resign by majority approval of a motion from the voting membership. Prior to including such a motion on a meeting agenda, the Chair would notify any member, in such a position, of the impending motion requesting their resignation. Upon majority approval of such a request, the Chair will request that the community's governing body nullify their appointment and replace the member.

B. The non-voting membership of BORWPP is open to anyone with an interest in accomplishing the purpose and activities outlined in Article II, above. Non-voting members may be those who:

- Have been appointed by an interest group or organization to represent that group;
- Represent a government agency with interest in the Bellamy & Oyster River watersheds;
- Have an individual interest in the watersheds;
- Depend on water resources derived from the watersheds; or
- Reside within the watersheds.

Communities encompassing the geographic extent of the Bellamy and Oyster River watersheds include: Barrington, Dover, Durham, Lee, Madbury, and Nottingham. Communities dependent on the water resources of the Bellamy and Oyster River watersheds, as delivered through the City of Portsmouth water system, include: Newington, Portsmouth, and Madbury and portions of New Castle and Rye. The University of New Hampshire is recognized as a community dependent on the water resources of the Oyster River watershed, as delivered by the Town of Durham water system.

ARTICLE IV. Officers

A. The Officers of BORWPP shall consist of a Chair, a Vice-Chair, a Treasurer, and a Secretary. The officers will be elected by majority vote of the voting membership of BORWPP. It is not essential that the Secretary or Treasurer be a voting member of BORWPP. The term of office shall be for two years from the adoption of these by-laws. In case of an office vacancy, an officer may be elected by the voting membership for the remainder of the term.

B. Duties of Officers

- The Chair shall preside at meetings and shall have the duties normally conferred by parliamentary usage on that office, including directing the work of BORWPP. The Chair will set the agenda and will provide notice of the agenda to the voting members at least 10 days prior to a scheduled meeting.
- The Vice-Chair shall act on behalf of the Chair, if the Chair is unable to be present at a scheduled meeting. The Vice Chair shall have all powers and duties normally conferred to the Chair.
- The Treasurer shall be responsible for the collection and dispersal of funds, the preparation of budgets, and the maintenance of accurate records of the finances of the organization. The dispersal of funds shall be only at the direction of the voting membership.
- The Secretary shall act as recorder and correspondent for BORWPP; and shall keep accurate minutes of all meetings. The Secretary will post a meeting notice at each of the Bellamy and Oyster River watersheds' municipal offices in accordance with RSA 91-A:2¹ and will provide copies of meeting minutes to the clerks of each of the watershed's municipalities (if desired by the Town of City Clerk). The Secretary will also prepare an annual report of the activities of BORWPP and will provide copies, within 30 days of the BORWPP Annual Meeting, to the municipal and/or administrative offices of the appointed voting members.

ARTICLE V. Meetings

A. The voting membership will direct the activities of the organization. A quorum shall be recognized when at least 50 % of voting members are present at a meeting noticed at least 10 days in advance, or at a meeting previously scheduled by majority vote. Whenever a quorum is not present at a scheduled or special meeting, the meeting will be considered adjourned and will be rescheduled to the following month or to such other time and place as the Chair may deem appropriate.

B. Annual Meeting

An annual meeting will be held during the month of the anniversary date of the adoption of these by-laws. The nomination and election of officers will occur during the annual meeting. The elected officers shall take office immediately. The Secretary, and the Chair of any established subcommittee, will present draft(s) of their annual report(s) at the Annual Meeting. The voting membership will review and approve for distribution all annual reports. Appointments to and the duties and responsibilities of all sub-committees will be reviewed and modified, as determined appropriate by majority approval of the voting membership, at the annual meeting.

C. Scheduled Meetings

Meetings will usually be scheduled on a monthly basis. Additional or special meetings may be scheduled at the discretion of the voting membership. All meetings will be open

¹ Reproduced in Appendix A.

to the public, unless the voting membership chooses to enter into a non-public session in accordance with New Hampshire RSA 91-A:3². The Chair will set the agenda and will provide notice of the agenda to the voting members at least 10 days prior to a scheduled meeting. The Secretary will post a meeting notice at each of the Bellamy and Oyster River watersheds' municipal offices in accordance with RSA 91-A:2 II³. The Secretary will keep accurate minutes of all meetings and will provide copies of meeting minutes to the clerks of each of the watershed's municipalities (if desired by the Town of City Clerk).

D. Conduct of Business

The conducting of business shall generally be by consensus, with formal voting (when consensus is not reached) conducted in accord with "Roberts Rules of Order". Actions shall be taken on the basis of a motion made by any member and duly seconded by a voting member of BORWPP. Provisions shall be made for new business that any member may introduce. The order of business shall be as specified on the agenda. The voting members may suspend or alter the agenda by a majority vote at any meeting.

ARTICLE VI. Amendments

These by-laws may be amended by resolution of the voting membership provided that:

1. The proposed amendment is presented in writing at least 28 days prior to the meeting at which it is to be enacted;
2. The resolution adopting the amendment passes by an affirmative vote of two-thirds of the entire voting membership.

By-law amendments become effective upon passage.

ARTICLE VII. Conflict of Interest

All members shall disqualify themselves from discussions of and/or voting on matters in which they may have a conflict of interest as described in RSA 673:14⁴.

ARTICLE VIII. Sub-Committees

Special purpose and study sub-committees may be appointed by resolution and majority approval of the voting membership, as BORWPP may from time to time deem necessary in order to conduct its business effectively. Sub-committees may be established as standing sub-committees whose purpose and tenure extends indefinitely, or as ad-hoc sub-committees whose purpose and tenure shall be defined. Appointments to and the duties and responsibilities of all sub-committees will be reviewed and modified, as determined appropriate by majority approval of the voting membership, at the annual meeting.

² Reproduced in Appendix B.

³ Reproduced in Appendix A.

⁴ Reproduced in Appendix C.

ARTICLE IX. Provision for Dissolution

The provisions for the disposition of assets of BORWPP in the event of the dissolution of the organization are:

Upon the dissolution of BORWPP, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Service Code, or corresponding section of any future federal tax code.

Appendix A

NEW HAMPSHIRE RSA CHAPTER 91-A ACCESS TO PUBLIC RECORDS AND MEETINGS

Section 91-A:2

91-A:2 Meetings Open to Public. –

I. For the purpose of this section, a "meeting" shall mean the convening of a quorum of the membership of a public body, as provided in RSA 91-A:1-a, to discuss or act upon a matter or matters over which the public body has supervision, control, jurisdiction or advisory power. "Meeting" shall not include:

(a) Any chance meeting or a social meeting neither planned nor intended for the purpose of discussing matters relating to official business and at which no decisions are made; however, no such chance or social meeting shall be used to circumvent the spirit of this chapter;

(b) Strategy or negotiations with respect to collective bargaining;

(c) Consultation with legal counsel; or

(d) A caucus consisting of elected members of a public body of the same political party who were elected on a partisan basis at a state general election or elected on a partisan basis by a town or city which has adopted a partisan ballot system pursuant to RSA 669:12 or RSA 44:2.

II. All public proceedings shall be open to the public, and all persons shall be permitted to attend any meetings of those bodies or agencies. Except for town meetings, school district meetings and elections, no vote while in open session may be taken by secret ballot. Any person shall be permitted to use recording devices, including, but not limited to, tape recorders, cameras and videotape equipment, at such meetings. Minutes of all such meetings, including names of members, persons appearing before the bodies or agencies, and a brief description of the subject matter discussed and final decisions, shall be promptly recorded and open to public inspection within 144 hours of the public meeting, except as provided in RSA 91-A:6, and shall be treated as permanent records of any body or agency, or any subordinate body thereof, without exception. Except in an emergency or when there is a meeting of a legislative committee, a notice of the time and place of each such meeting, including a nonpublic session, shall be posted in 2 appropriate places or shall be printed in a newspaper of general circulation in the city or town at least 24 hours, excluding Sundays and legal holidays, prior to such meetings. An emergency shall mean a situation where immediate undelayed action is deemed to be imperative by the chairman or presiding officer of the body or agency who shall employ whatever means are available to inform the public that a meeting is to be held. The minutes of the meeting shall clearly spell out the need for the emergency meeting. When a meeting of a legislative committee is held, publication made pursuant to the rules of the house of representatives or the senate, whichever rules are appropriate, shall be sufficient notice. If the charter of any city or guidelines or rules of order of any body or agency described in RSA 91-A:1-a require a broader public access to official meetings and records than herein described, such charter provisions or guidelines or rules of order shall take precedence over the requirements of this chapter.

Appendix B

NEW HAMPSHIRE RSA CHAPTER 91-A ACCESS TO PUBLIC RECORDS AND MEETINGS

Section 91-A:3

91-A:3 Nonpublic Sessions. –

I. (a) Bodies or agencies shall not meet in nonpublic session, except for one of the purposes set out in paragraph II. No session at which evidence, information or testimony in any form is received shall be closed to the public, except as provided in paragraph II. No body or agency may enter nonpublic session, except pursuant to a motion properly made and seconded.

(b) Any motion to enter nonpublic session shall state on its face the specific exemption under paragraph II which is relied upon as foundation for the nonpublic session. The vote on any such motion shall be by roll call, and shall require the affirmative vote of the majority of members present.

(c) All discussions held and decisions made during nonpublic session shall be confined to the matters set out in the motion.

II. Only the following matters shall be considered or acted upon in nonpublic session:

(a) The dismissal, promotion or compensation of any public employee or the disciplining of such employee, or the investigation of any charges against him, unless the employee affected (1) has a right to a meeting and (2) requests that the meeting be open, in which case the request shall be granted.

(b) The hiring of any person as a public employee.

(c) Matters which, if discussed in public, would likely affect adversely the reputation of any person, other than a member of the body or agency itself, unless such person requests an open meeting.

(d) Consideration of the acquisition, sale or lease of real or personal property which, if discussed in public, would likely benefit a party or parties whose interests are adverse to those of the general community.

(e) Consideration or negotiation of pending claims or litigation which has been threatened in writing or filed against the body or agency or any subdivision thereof, or against any member thereof because of his membership in such body or agency, until the claim or litigation has been fully adjudicated or otherwise settled.

(f) Consideration of applications by the adult parole board under RSA 651-A.

(g) Consideration of security-related issues bearing on the immediate safety of security personnel or inmates at the county correctional facilities by county correctional superintendents or their designees.

(h) Consideration of applications by the business finance authority under RSA 162-A:7-10 and 162-A:13, where consideration of an application in public session would cause harm to the applicant or would inhibit full discussion of the application.

(i) Consideration of matters relating to the preparation for and the carrying out of emergency functions, including training to carry out such functions, developed by local or state safety officials that are directly intended to thwart a deliberate act that is intended to result in widespread or severe damage to property or widespread injury or loss of life.

III. Minutes of proceedings in nonpublic session shall be kept and the record of all actions shall be promptly made available for public inspection, except as provided in this section. Minutes and decisions reached in nonpublic session shall be publicly disclosed within 72 hours of the meeting, unless, by recorded vote of 2/3 of the members present, it is determined that divulgence of the information likely would affect adversely the reputation of any person other than a member of the body or agency itself, or render the proposed action ineffective, or pertain to terrorism, more specifically, to matters relating to the preparation for and the carrying out of all emergency functions, developed by local or state safety officials that are directly intended to thwart a deliberate act that is intended to result in widespread or severe damage to property or widespread injury or loss of life. This shall include training to carry out such functions. In the event of such circumstances, information may be withheld until, in the opinion of a majority of members, the aforesaid circumstances no longer apply.

Appendix C

NEW HAMPSHIRE RSA CHAPTER 673

LOCAL LAND USE BOARDS

General Provisions

Section 673:14

673:14 Disqualification of Member. –

I. No member of a zoning board of adjustment, building code board of appeals, planning board, heritage commission, or historic district commission shall participate in deciding or shall sit upon the hearing of any question which the board is to decide in a judicial capacity if that member has a direct personal or pecuniary interest in the outcome which differs from the interest of other citizens, or if that member would be disqualified for any cause to act as a juror upon the trial of the same matter in any action at law. Reasons for disqualification do not include exemption from service as a juror or knowledge of the facts involved gained in the performance of the member's official duties.

II. When uncertainty arises as to the application of paragraph I to a board member in particular circumstances, the board shall, upon the request of that member or another member of the board, vote on the question of whether that member should be disqualified. Any such request and vote shall be made prior to or at the commencement of any required public hearing. Such a vote shall be advisory and non-binding, and may not be requested by persons other than board members, except as provided by local ordinance or by a procedural rule adopted under RSA 676:1.

III. If a member is disqualified or unable to act in any particular case pending before the board, the chairperson shall designate an alternate to act in the member's place, as provided in RSA 673:11.