

**BY-LAWS OF
THE JAMES RIVER BASIN PARTNERSHIP**
(As amended, March 25, 2010)

ARTICLE ONE

Offices

The principal office of The James River Basin Partnership (the "Corporation") in the State of Missouri shall be located at **Springfield, Missouri.**

ARTICLE TWO

Purposes

The objects and purposes for which the Corporation is formed are set forth in the Certificate of Incorporation, and it shall have such powers to aid the Corporation in the accomplishment of its purposes unless forbidden by law or unless the exercise of such powers would disqualify the Corporation for exemption from federal income taxes as a non-profit corporation.

ARTICLE THREE

Officers

The officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as may be elected by the Board of Directors. Officers shall hold office for two (2) year terms and until their successor is elected and qualifies. Vacancies in any office may be filled by the directors at any regular or special meeting. Any officer may be elected or removed with or without cause by an affirmative vote of a majority of a quorum of the Board of Directors. The Secretary (or his/her designee) shall keep the minutes of the meeting of directors, prepare and maintain reports and perform such other duties as are incident to his office or are properly requested of him by the Board of Directors or the President. **The Corporation Attorney shall have charge of the corporate books. The Treasurer shall have custody of all monies and properties of the Corporation, and shall keep regular books of account. He shall disburse the funds and properties of the Corporation as may be ordered by the Board of Directors and shall render an account of all of his transactions as Treasurer, and of the financial condition of the Corporation.** At the discretion of the Board, the Treasurer shall cause the books of account to be audited by a firm of qualified certified public accountants. These accountants shall report to the Board of Directors at the conclusion of any audit.

The officers shall have the following duties:

The President is chief executive officer of the Corporation and shall preside at all meetings. If the President is absent the Vice President shall take duties of president in his/her absence. The President shall preside at all meetings of the members and at all meetings of the Board of Directors and shall serve as President of the Board. He shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the

Board are carried into effect. He shall appoint all committees and name the chairman thereof, after contacting each person and receiving his acceptance to serve on the committee. The President shall have the power to remove any person or persons from any committee. He shall be privileged and vested with the power to attend and represent the branch at all business and special functions whenever and wherever corporation representation is required or desirable. The President shall be responsible for handling the removal of any member or members and guests who disturb the proper conducting of any meeting or who are persistently out of order. He shall have the authority to call special meetings of the members at any time deemed necessary, provided the requirements set forth in these By-laws are met. The President shall submit an itemized statement for payment of all expenses incurred to the Treasurer. He shall have the authority to sign checks if the account is clear to cover the signature of the President and the Treasurer. He shall appoint a qualified parliamentarian upon request of any active member at any meeting. He shall appoint officers to finish the term of any vacated office, should such vacancy occur.

The Vice-President shall act in the capacity of the President in the absence of the President, and shall perform other duties as may be designated by the President. He shall attend all meetings of the Corporation and the Board of Directors, and is a member of the Board. He shall be excused from said meetings of the Corporation Board of Directors by notifying the President twenty-four (24) hours prior to the meeting that he will be unable to attend.

The Secretary (or his/her designee) shall be responsible for the recording of all the minutes, in a book kept for that purpose. He shall keep a record of the membership, send out notices of regular and special meetings, and distribute the membership cards, and may be authorized to sign checks. He shall be responsible for conducting all correspondence, excepting that pertaining to the Office of the President and the Treasurer, except as hereinafter provided. He is a member of the Board and shall attend all meetings.

The Corporation Attorney will be the custodian of the corporate seal and all corporate and permanent papers of the Corporation. The Corporation Attorney shall not be an officer of the Corporation.

The Treasurer shall be responsible for and keep a full and accurate record of all receipts and disbursements. He shall make all deposits and be responsible for holding all money in the name of the Corporation. The Treasurer shall render to the President and the directors at the meetings of the Board or whenever they may require it, an account of all his transactions. He is a member of the Board and shall attend all meetings. The Treasurer shall be authorized to sign checks and is obliged to make a monthly report to the meetings. He shall keep a record of all dues. At the discretion of the Board of Directors, the duties of the Treasurer may be delegated to the Secretary.

ARTICLE FOUR

Directors

The Corporation shall be governed by a self-perpetuating Board of Directors.

The Corporation shall be governed by its Board of Directors. The number of directors shall be not less than seven (7) and shall be in such greater number as is established, from time to

time, by the Board of Directors. One of the directors will be a representative from the Southwest Missouri Resource Conservation and Development (RC&D), Inc., Council. The Board shall be representative of the James River Basin and its diversity including urban, rural, and public entities. All vacancies in the Board of Directors may be filled by the remaining directors, at any regular or special meeting, by vote of the majority of the directors in a meeting at which a quorum is present. Directors shall serve a three (3) year term with unlimited consecutive terms. Current board member terms shall be staggered based on the number of meetings attended by each member during the year prior to March 25, 2010. Board members who attended 5-6 meetings shall serve a 3-year term. Board members who attended 3-4 meetings shall serve a 2-year term and Board members who attended 0-2 meetings shall serve a 1-year term. Henceforth the Board of Directors will include an "Advisory Council" membership of which is designated by the Board of Directors. Advisory Council members are non-voting and exempt from attendance requirements for regular Board of Directors. The Advisory Council members shall serve a three (3) year term with unlimited consecutive terms.

The regular annual meeting of the Board of Directors shall be held at the registered office of the Corporation, or at any other place within or without the State of Missouri that the Board of Directors from time to time by resolution may provide. A board of director's retreat shall be held annually.

A special meeting of the Board of Directors may be called by or at the written request of the President or by the request of a majority of the members of the Board of Directors, each upon ten (10) days' advance written notice to all directors at their last-known address. Any notice of special meeting of directors shall (in order to be valid) set forth the purposes for which the meeting is called.

Seven or more members of the Board of Directors shall constitute a quorum at any annual or special meeting.

Any board member missing four (4) consecutive board meetings, in a fiscal year, shall be relieved of their position on the board. Exceptions may be granted by executive board for just cause and or extenuating circumstances.

Directors are authorized to attend and participate in meetings of the Board of Directors by telephone conference call provided that it is by speaker phone or other means which allows the Director(s) to be heard by all persons at the meeting and to hear all statements made by persons attending the meeting. Directors attending by conference telephone shall be deemed present at a meeting for the purpose of counting a quorum, voting, and all other actions of the Board of Directors.

No salary or fee shall be paid to a director for his service as such, unless fixed by a majority of the Board of Directors at a meeting duly held.

ARTICLE FIVE

Memberships

There shall be differing levels of Membership in the Corporation as established and defined from time to time by the Board of Directors.

Membership in the Corporation shall have a duration which lasts for one year. All Members shall be entitled to the Newsletter of the Corporation and a decal designating involvement with the Corporation. Members in the Corporation shall also be referred to as “Partners” in the James River Basin Partnership.

No member shall (by virtue of its membership) have a vote in any matter, including in the election of Directors.

ARTICLE SIX

Committees

The Board of Directors can establish such standing committees as it determines.

There shall be an Executive Committee which shall be comprised of a minimum of five (5) members, but no more than seven (7) members, including the President, Vice President, Secretary, Treasurer, and up to three other persons selected from the Board of Directors. The Executive Committee shall have the full authority of the Board of Directors, (except it shall not be authorized to amend the By-laws or Articles of Incorporation, dissolve the Corporation, or authorize any expenditure over specified amount as described in article seventeen, and is empowered to act where prompt action is necessary, to further and/or accomplish the purposes of the Corporation. All actions of the Executive Committee shall be reported at the next meeting of the Board of Directors.

ARTICLE SEVEN

Executive Director

The Executive Director shall be responsible for the day to day activities of the Corporation in accordance with the policies established by the Board of Directors, and subject to the direction of the Board and Executive Committee. The duties of the Executive Director shall include developing and administering programs consistent with the purposes of the Corporation; developing funding sources and funding programs; supervising employees and volunteers; compliance with applicable laws; supervising the expenditure of Corporate funds; regular communication with the Board and Executive Committee; and other related activities. The Executive Director is authorized to obtain and rely upon directions from the Executive Committee where prompt action is required by the Corporation.

ARTICLE EIGHT

Amendments

The Board of Directors shall have the power to amend these By-laws.

ARTICLE NINE

Management of Corporate Funds

The Board of Directors shall manage the corporate funds.

No dividends shall be paid to any person and no part of the income or property of the Corporation shall be distributed to its members, directors or officers.

No loans shall be made to any officer, director or member of the Corporation or any person, firm, or corporation in which it has an interest.

ARTICLE TEN

Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors. Such records shall be separate and apart from the records of the officers and directors and any firm or corporation in which they have an interest.

ARTICLE ELEVEN

Prohibited Acts

Notwithstanding any other provision of these Articles, the James River Basin Partnership is organized exclusively for one or more of the following purposes: charitable, scientific, testing for public safety, literary or educational purposes, as specified in Section 501(c)(3) of the federal Internal Revenue Code of 1954 (the "Code"), and shall not carry on any activities not permitted to be carried on by an association exempt from federal income tax under Section 501(c)(3) of the Code.

No substantial part of the activities of the James River Basin Partnership shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE TWELVE

Indemnification

Each person who is or was a director or officer of the Corporation, including the heirs, executors, administrators or estate of such person, shall be indemnified by the Corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney fees, incurred by such person in his capacity, or arising out of his status, as a director or officer of the Corporation. The indemnification provided by this by-law provision shall not be exclusive of any other rights to which he may be entitled under any other by-laws or agreement, vote of disinterested directors, or otherwise, and shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.

ARTICLE THIRTEEN

Immunity

The Corporation shall operate under the standards of Section 501(c) of the Internal Revenue Code of 1986. Any officer or director of the Corporation, who is not compensated for his or her services on a salary or pro-rated equivalent basis, shall be immune from personal liability for any civil damages arising from acts performed in his official capacity as provided in R.S.Mo. 537.117.

ARTICLE FOURTEEN

Written Consent

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if a written consent thereto is signed by all members of the Board of Directors or of the committee, as the case may be, and such written consents are filed with the minutes of the proceedings of the Board or its committee.

ARTICLE FIFTEEN

Dissolution

In the event of dissolution of the Corporation, to the extent allowed under Missouri law, any and all assets remaining after payment of all debts and obligations shall be distributed to, or its assets shall be sold and the proceeds thereof distributed to, such other organization or organizations organized and operating for the same or substantially similar purpose for which the Corporation is organized and operating, as shall be selected by the Board of Directors of the Corporation, provided that said organization shall at the time qualify as an exempt organization under Section 501 of the Internal Revenue Code. In the event that, for any reason, upon dissolution of the Corporation, the Board of Directors of the Corporation shall fail to act in the manner herein provided with a reasonable period of time, the Circuit Court of Greene County, Missouri shall make such distribution as herein provided upon application of one or more persons who were directors of the Corporation at the time it ceased to conduct its affairs.

ARTICLE SIXTEEN

Procedure

The Rules contained in *Robert's Rules of Order Revised* shall govern the Committee in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws.

ARTICLE SEVENTEEN

Expenditures

Executive Director shall have the authority to expend amounts for \$3,000 or less for grant related purchases and amounts for \$500.00 or less for purchases for general operations. All grant

related expenditures in excess of \$3,000 shall require the approval of the executive director and board president. General operation expenditures that exceed \$500.00 shall be approved by the executive committee.

CERTIFICATION OF SECRETARY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Secretary of the non-profit corporation known as **The James River Basin Partnership** does certify that the above and foregoing amended By-laws were duly adopted by the Board of Directors of the Corporation, as the By-laws of said Corporation, on the ____ day of _____, 2010 and that they now constitute the By-laws of said Corporation.

Signatures:

(President)
Janice Greene

(Secretary)
Ron Douglas