



BY LAWS

Founded 1983

Draft Amendment 2026

Article I

Name

Section 1. Name The name of this Association shall be Friends of Chatham Waterways (FCW).

Article II

Purpose

Section 1. Purpose: The Association's purpose is to serve as an informational resource regarding the condition, development, preservation, and enhancement of Chatham's waterways and adjoining lands, and to take action on these issues. Association members strive to be stewards of Chatham's water resources: ponds, streams, tidal estuaries, wetlands, harbors, and groundwater aquifer.

A primary interest of the Association is ensuring that the management of Chatham waterways for recreational and commercial purposes is accomplished in ways that are compatible with the conservation of the community's natural resources and the character of the area.

Additionally, the Association has an interest in broader municipal issues that may have an impact on Chatham's maritime heritage or upon the natural environment of the community.

The responsibilities of the Association shall include: defining issues of public concern for public discussion and debate, preparation of informational materials, sponsoring public forums, monitoring and working with town agencies to achieve common goals, expression of the Association's positions at public hearings and town meetings, and such other actions that the Board determines to be necessary to achieve the Association's purpose.

Article III

Membership

Section 1. Eligibility Any individual, family, ~~or~~ organization ~~or corporation~~ subscribing to the purposes of the Association shall be eligible for membership.

Section 2. Types of Membership ~~The types of membership are individual, and family, /organization or corporation. Membership levels/categories and their corresponding dollar amounts are to be set by the Board of Directors and revised as needed.~~

Section 3. Voting Each member~~ship~~ within each classification shall be entitled to one vote.

Section 4. Member Action Members may act in the name of the Association only when authorized to do so by the Executive Committee or the Board of Directors.

Article IV

Board of Directors

Section 1. Number, Manner of Selection, Term of Office The Board of Directors shall consist of the five officers of the Association and ~~sixteen~~ no fewer than 15 and no more than 21. Directors are elected for up to a three-year terms by the membership at each Annual Meeting.

Up to seven members, one third (1/3), of the Board shall be elected at each Annual Meeting.

Section 2. Qualifications No person shall be elected or shall continue to serve as an officer or director unless the person is a member.

Section 3. Vacancies Any vacancy occurring on the Board by reason of resignation, death or change of position shall be filled by the Board on an interim basis until the next Annual Meeting.

Section 4. Powers and Duties The Board shall have full charge of the property and business of the Association with full power and authority to manage and conduct the same., ~~subject to the instructions of the membership~~. The Board shall create and designate such standing and special committees as it may deem necessary. Chairpersons of standing committees shall be approved by the Board upon the recommendation of the President.

Section 5. Meetings, Quorum There shall be at least eight regular meetings of the Board annually. The President may call special meetings of the Board and shall call a special meeting upon the request of ~~seven~~ five members of the Board. ~~Seven members of the Board of Directors shall constitute a quorum.~~ A quorum consists of seven members of the Board. Directors may participate electronically.

Section 6. Electronic motions and approvals. In cases where Board approval is required between meetings, motions and approvals may be carried out electronically.

Article V

Officers

Section 1. Enumeration and Election of Officers The five officers of the Association shall be structured either:

President	or	Co-President
Co-Vice President		Co-President
Co-Vice President		Vice President
Secretary		Secretary
Treasurer		Treasurer

The officers shall be elected for up to three-year terms by the membership Board at the first regularly scheduled Board meeting following the Annual Meeting and take office immediately.

Section 2. President(s) The President shall preside at all meetings of the Association and of the Board of Directors. The President shall have such powers of supervision and management as may usually pertain to the office of President, shall be ex-officio a member of all committees except the Nominating Committee and shall perform such other duties as may be designated by the Board.

Section 3. Vice President(s) The Vice President, shall in the event of absence, disability or death of the President possess all the powers and perform all the duties of that office until such time as the Board shall elect one of its members to fill the vacancy. The Vice President shall perform such other duties as the President and Board may designate.

Section 4. Secretary The Secretary shall arrange for minutes of all meetings of the Association, the Board of Directors, and the Executive Committee and shall notify all officers and Directors of their election, shall arrange for notices of all meetings of the membership, the Board of Directors, and the Executive Committee and shall be responsible for correspondence requested by the President

Section 5. Treasurer The Treasurer or their representative shall collect and receive all monies due, be the custodian of these monies, deposit them in a bank designated by the Board and disburse the same only upon order approval of the Board or the Executive Committee for payments above a certain amount. The Treasurer shall present financial reports to the Board and an annual report to the membership at the Annual Meeting. The Board may request an examination of the Treasurer's records when deemed appropriate.

Article VI

Executive Committee

Section 1. Enumeration and Selection The Executive Committee shall consist of the five officers of the Association ~~and three other members of the Board recommended by the President and approved by the Board.~~

Section 2. Duties The Executive Committee shall conduct the affairs of the Association between Board meetings, shall be responsible for the preparation of recommendations to the Board for policies and actions pertaining to the work of the committees, shall prepare the annual budget for consideration of the Board ~~prior to the presentation to the Annual Meeting,~~ and shall recommend the annual dues to the Board for recommendation to the Annual Meeting.

Article VII

Financial Administration

Section 1. Fiscal year The fiscal year of the Association shall be the calendar year.

Section 2. Dues The annual dues shall be approved by the ~~Association membership~~ at the Annual Meeting.

Section 3. Budget The Executive Committee, ~~in conjunction with the Finance Committee,~~ shall prepare an annual budget for presentation to the Annual Meeting.

Article VIII

Meetings

Section 1. Membership Meetings Membership meetings may be called by the Board of Directors or by petition of ten percent of the membership. The time and place of meetings shall be determined by the Board of Directors provided a ten-day notice shall be given. The Board shall call a meeting of the membership within thirty days of receiving a petition for such a meeting.

Section 2. Annual Meetings The Annual Meeting will be held in July or August, the exact date to be determined by the Board of Directors. The Annual Meeting shall:

- a) Elect ~~Officers and~~ Directors
- b) ~~Approve the Treasurer's report~~
- c) ~~adopt the Annual Budget~~
- d) ~~set~~ Approve the Dues, and
- e) Transact such other business as may properly come before it.

Section 3. Quorum Ten percent of the members shall constitute a quorum at all membership meetings.

Article IX

Nominations and Elections

Section 1. Nominating Committee The Nominating Committee shall consist of a minimum of three members, at least two of whom shall be members of the Board of Directors. ~~The Nominating Committee shall prepare reports nominating new members of the Board.~~ Nominations for the officers shall be made by the ~~current~~ Nominating Committee, and they shall be elected by the ~~membership~~ Board of Directors at the ~~first regularly scheduled Board meeting following~~ the Annual Meeting.

Any vacancy on the Nominating Committee shall be filled by the Board. Suggestions for nominations for Officers and Directors may be sent to the Nominating Committee by any members.

Section 2. Report of Nominating Committee and Nominations from the Floor The report of the Nominating Committee ~~for the Board of Directors~~ shall be sent to all members with the call of the Annual Meeting. Immediately following the presentation of this report at the Annual Meeting, nominations may be made from the floor by any voting member provided the consent of the nominee has been secured.

Section 3. Elections The election shall be by ~~ballot~~ ~~voice or show of hands~~, provided that when there is but one nominee for each office, the secretary may be instructed to cast the ballot for every nominee. A majority vote of those qualified to vote shall constitute an election.

Article X

Parliamentary Authority

Section 1. Parliamentary Authority The rules contained in Robert's Rules of Order, Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article XI

Amendments

Section 1. Amendments These bylaws may be amended by a majority vote of the voting members present and voting at any membership meeting, provided the amendments were submitted to the membership in the call of the meeting.

Adopted – Membership Meeting, October 9, 1983

Amended – Membership Meeting, July, 1985

Amended – Membership Meeting, August, 1994

Amended – Membership Meeting, August, 1996

Amended – Membership Meeting, August, 2000

Amended – Membership Meeting, August, 2006

Amended – Membership Meeting, August, 2008

Amended - Membership Meeting, August, 2017

Article II, Section 1. Addition of the following sentence: *Association members strive to be stewards of Chatham's water resources: ponds, streams, tidal estuaries, wetlands, harbors and groundwater aquifer.*

Proposed Amended – Membership Meeting, August 2026