

BYLAWS
UPPER TENNESSEE RIVER ROUNDTABLE, INC.
(Approved on October 14, 2004; Revised 2006; Revised 2010; Revised 2011;
Revised 2013, Revised 2022)

ARTICLE I. Name

The name of this Organization shall be the Upper Tennessee River Roundtable, Inc. (hereinafter referred to as the “Roundtable”).

ARTICLE II. Mission & Vision

Vision: We envision the citizens within the watersheds of the Clinch, Powell, and Holston rivers practicing conservation and good stewardship thus ensuring water quality and quantity so that the waters are fishable, swimmable, and sustain a healthy and diverse ecosystem.

Mission: The Mission of the Upper Tennessee River Roundtable is to achieve clean water throughout the watershed with the involvement of citizens in planning, educating, attracting funding, and serving as an advocate for our water resources.

ARTICLE III. Membership and Geographic Focus

Section 1. Membership in this Roundtable shall be open to all people who have an interest in the Upper Tennessee River watershed and who attend the semi-annual meetings of the Roundtable and pay annual membership dues. Members must be present at Roundtable meetings to cast votes.

Section 2. The Roundtable shall be served by three functioning bodies: The Board of Directors (hereinafter referred to as “the Board”), the Executive Council (hereinafter referred to as the “Council”), and the Organization Coordinating Group (hereinafter referred to as the “OCG”).

Section 3. Each individual member of the Roundtable shall be required to pay an annual membership fee due by June 30 of each year. Dues shall be based on a sliding scale according to ability of the member to pay and shall not be onerous or burdensome to any member. In extreme cases, the Council may waive all payment of dues upon application of any member made to the Council. In lieu of dues, members may be required to dedicate in-service hours or in-kind contributions.

Categories for individual membership shall include student (stonefly), single (Tennessee heel splitter) and family of up to six people (dragonflies). Business membership categories shall be silver (smallmouth bass), gold (kingfisher) and platinum (hellbender). Membership fees shall be determined by the Council and documented in the Roundtable Membership Manual.

Each membership will be in effect for 12 months from date of payment.

All paid members, both individual and business, shall receive a sticker and two newsletters sent by email each year. Platinum business members shall have the option of having their company logos added to Roundtable imprinted items, such as T-shirts.

Section 4. Process for Terminating Membership

The Executive Council may expel any member of the Roundtable for reason that such member has engaged in activities contrary to the Roundtable's mission or that are detrimental to the Roundtable. The expulsion of any member shall be made by a vote of a majority of all Executive Council members. A written notice of expulsion shall be mailed to the member so expelled, and this notice shall contain specific reasons for said expulsion and shall be signed by those Executive Council members voting in favor of expulsion. Otherwise, the reasons and action of the Executive Council in expelling any member shall be confidential.

Part A. Roundtable - Any Roundtable member may separate themselves from the Roundtable at any time by discontinuing their attendance and participation.

Part B. The Board - Any member who desires to resign shall notify (in writing) the chair of the Board. The Upper Tennessee River Roundtable Executive Director (hereinafter referred to as the "UTRR Executive Director") shall be included in the correspondence. Upon receipt of the resignation, the Board will take the steps necessary to ensure the position is filled.

Part C. OCG - Any organization desiring to withdraw shall notify (in writing) the chair of the OCG, the UTRR Executive Director, and the Board to inform them of their intention to withdraw.

Section 5. Due to the large geographic area encompassed by the Upper Tennessee River Basin, the Roundtable shall focus primarily on Virginia's portion of the Clinch, Holston, and Powell watersheds. The Roundtable shall promote cooperation and participation with Tennessee and North Carolina to encourage the development of a similar roundtable within their area of geographic preference.

ARTICLE IV. Officers & Executive Director

Section 1. The Chair of the Board or his/her designee shall conduct the semi-annual Roundtable meetings. The chair of the Board, the UTRR Executive Director, and the chair of the OCG, will report progress and issues to the Roundtable at each meeting.

Section 2. The term of office for all officers of the Board shall be for one year or until their successors are appointed. The term of office for all officers shall begin on January 1 and end on December 31, except for those appointed to fill an unexpired term.

Section 3. No member of the Board shall hold more than one office at a time.

Section 4. The following officers shall serve on the Board as nominated and selected by the members of the Board: Chair, Vice Chair, Secretary, and Treasurer (as needed). Terms shall be for one year and officers may succeed themselves.

Section 5. The UTRR Executive Director will serve as coordinator for the Board. The members of the OCG shall appoint annually a chair for the OCG. The OCG Chair will represent the OCG to the Board and may recommend OCG reports to the Board or co-meetings as necessary to facilitate communication and coordination.

ARTICLE V. Roundtable Meetings

Section 1. The Roundtable shall meet semi-annually or as determined by the membership of the Roundtable.

Section 2. The Roundtable meetings shall be for the purpose of receiving progress reports, planning priorities, conducting an awards ceremony, and for other business as may come before the Roundtable. Meetings for the Roundtable and/or the Board should be held at a time and location, which accommodates as many members as possible.

Section 3. Authority to call for a “special meeting” of the Roundtable may be delegated by the Roundtable to the Board. A motion by the Board to call a special meeting of the Roundtable requires a majority vote recorded in the official record of minutes from the Board while a quorum is present.

Section 4. A “quorum” is not defined for Roundtable meetings. Those present at the Roundtable meeting shall have the power to determine if adequate representation is present to make decisions on behalf of the Roundtable.

ARTICLE VI. The Board

Section 1. The Board shall be composed of a minimum of 9 and a maximum of 26 voting positions representing stakeholder groups as defined in article XI.

There shall be a minimum of 7 and a maximum of 11 advisory seats on the board that represent stakeholder groups.

Legislators for the region will be welcome to participate as non-voting honorary members of the Board.

The UTRR Executive Director shall serve as a non-voting coordinator for the Board.

Section 2. The various stakeholder groups may be asked to appoint a representative to serve on the Board. Consensus within the stakeholder group to appoint a representative is preferred. If the stakeholder group fails to appoint a member the Board may appoint a representative. The duties of the Board include, but are not limited to, (a) reporting progress at each Roundtable meeting;

(b) carrying out the mission and assignments as delegated by the Roundtable; (c) researching opportunities for funding; and (d) prioritizing water quality projects.

Section 3. A quorum for the Board shall be five members for regularly scheduled or special meetings.

Section 4. The Board shall, (a) serve to forward the priorities and direction provided by the Roundtable, (b) have general supervision of the affairs of the Roundtable between the regular meetings of the Roundtable, (c) fix the time and place of the meetings, (d) hear special appeals, serve as a forum for considering water quality issues, and make recommendations to the Roundtable, (e) and perform such other duties as may from time- to-time be specified by the Roundtable.

Section 5. The Board shall meet at least quarterly, but more often if deemed necessary by the majority of the Board members.

Section 6. Special meetings of the Board may be called by the Chair or if five or more persons of the Board request a special meeting. The request to call a special meeting must be put in writing; it must state the purpose of the special meeting; members must be given at least four business days of notice; and the request must be submitted to the Board of directors and coordinator.

Section 7. The officers of the Board (Chair, Vice-chair, Secretary and Treasurer), and the chair of the OCG, shall constitute the Executive Council, which shall handle short-term managerial tasks of the Roundtable and function as the Personnel Committee, as authorized by the Board.

Section 8. The Executive Council shall meet as needed as business needs mandate.

Section 9. Board members are expected to attend all board meetings in order to maintain full participation. A board member who has to miss a meeting is expected to notify the UTRR Executive Director or an officer of the planned absence. Recurring absences will be addressed under the following guidelines:

- * A board member who has two consecutive un-notified absences will be contacted by the chair. An un-notified absence is when a member misses a meeting and does not call either the UTRR Executive Director or an officer beforehand.
- * A board member who has three notified absences in a row will be contacted by the chair. A notified absence is when a member calls either the UTRR Executive Director or an officer prior to a meeting.
- * The chair will share the member's response with the entire board at the next board meeting. The board will decide whether or not to terminate the membership for that member. The board will promptly initiate a process to recruit replacements.

ARTICLE VII. The Organization Coordinating Group

Section 1. The OCG shall consist of organizations and all federal, state, and local agencies that are willing to provide technical, financial, or other assistance. For example, agencies invited to

participate include, but are not limited to, The Nature Conservancy, U.S. Fish & Wildlife Service, U.S. Forest Service, the Natural Resources Conservation Service, the Virginia Department of Environmental Quality, the Virginia Department of Conservation & Recreation, the Virginia Department of Wildlife Resources, the Virginia Department of Health, the Virginia Department of Energy, the Virginia Department of Forestry, the Office of Surface Mining, the U.S. Geological Survey, etc. Other “agencies” may be included on the OCG by showing an interest and ability to contribute.

Section 2. The OCG Chair may call special meetings of the OCG. Five or more persons of the OCG may also call a special meeting. The request and purpose of the special meeting must be put in writing; members must be given at least four business days of notice; and notice must be submitted to the OCG Chair.

Section 3. A quorum for the OCG shall be five members or 25 percent of the OCG (whichever is larger) for all of those present at any particular regularly scheduled or special meetings called by the OCG.

Section 4. The OCG Chair will coordinate and conduct the meetings according to the frequency deemed appropriate by the majority of the members on the OCG.

ARTICLE VIII. Standing and “Ad-Hoc” Committees

Section 1. The chair of the Board, the UTRR Executive Director, and/or the OCG shall recommend committees, standing or “ad hoc”, to the Roundtable for approval. The Roundtable may delegate the power to establish committees “as needed” to the chair of the Board, however, the Roundtable will be informed of all committees established. Appointments for serving on committees will be made by the Board and /or the OCG. Roundtable members will be welcome to serve on all committees.

Section 2. The following committees are established at the beginning of the Roundtable to facilitate the development, implementation, and continuance of an effective strategic plan. The Board and the OCG will appoint members to these committees. Roundtable members will be welcome to volunteer for all committees.

1. Legislative
2. Fundraising
3. Program
4. Public Outreach
5. Planning
6. Personnel

Section 3. The Legislative Committee will work closely with the Planning Committee to research and propose potential legislation for water quality issues inherent to Southwest Virginia.

Section 4. The Fundraising Committee will seek funding to continue the work of the Roundtable and also serve as a resource and clearinghouse to assist “grass roots” organizations with applying for grants.

Section 5. The Program Committee shall be appointed by the chair of the Board following each annual meeting in the spring. It shall be the duty of this committee to plan for the next two meetings of the Roundtable.

Section 6. The Public Outreach Committee shall develop and implement an effective public outreach program in conjunction with the Planning Committee. The program will aim to increase public awareness of and participation in the goals and activities of the Roundtable.

Section 7. The Planning Committee shall oversee the Roundtable Planning Process, the development of the Strategic Plan or Five-Year Plan (hereinafter referred to as the “Plan”), and the continuing maintenance of and revisions to the Plan. The Planning Committee shall contain the basic structure of UTRR Executive Director, OCG Chair, and representatives from the Legislative and Public Outreach Committees. Members of the OCG and citizens should supplement the Planning Committee with desired skills and abilities as needed to fulfill the goals and objectives outlined in the Plan.

Section 8. The Personnel Committee shall consist of the members of the Executive Council, as described in Article VI, Section 8. The chair of the Board will serve as chair of the Personnel Committee. The committee will oversee the personnel management of the Roundtable. It will develop personnel policies for approval by the Board and will provide guidance to personnel. The Committee will supervise the UTRR Executive Director. The UTRR Executive Director will report to the Chair of the Personnel Committee for supervision between committee meetings.

Section 9. The Chair of the Board shall recommend dissolution of the committees, standing or “ad hoc,” to the Roundtable for approval.

Section 10. The Committees will report progress and issues to the Board as needed. The Board will report overall progress and issues to the Roundtable.

ARTICLE IX. Parliamentary Authority

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Roundtable, the Board, the Council, and the OCG, in all cases to which they are needed to avoid confusion and controversy and in which they are not inconsistent with these bylaws, and with special rules of order the Roundtable may adopt. All documents and minutes of business associated with the Roundtable, the Board, and the OCG, are open to public review as stated in the Freedom of Information Act.

ARTICLE X. Amendment of Bylaws

The bylaws may be amended at any regular meeting of the Roundtable by a two-thirds vote of the members present and voting, provided that the proposed amendment(s) has been submitted in writing to the Board chair and the UTRR Executive Director and is also included in the meeting notice for the Roundtable meeting.

ARTICLE XI. Identification and Definition of Stakeholder Groups

VOTING SEATS

Agriculture Industry Any person who is or has been employed or educated in the agricultural industry with preference for individuals who are also members of an organization that represents industry interests (examples including, but not limited to: Farm Bureau, Southwest Virginia Agricultural Association, etc)

Forest Industry- Any person who is or has been employed or educated in the forestry industry with preference for individuals who are also members of an organization that represents industry interests (examples including, but not limited to: Private Logger, Wood Product Industry, Forestry Consultants, etc)

Aquatic Resources – An employee or retiree of any entity associated with aquatic resources (examples including, but not limited to: The Nature Conservancy, Conservation Fisheries, Inc., local hatcheries, Virginia Department of Wildlife Resources, U.S. Fish and Wildlife, , Trout Unlimited, etc).

Citizen “At Large” - a concerned citizen not directly associated with the other stakeholders listed.

Coal – A representative from a private coal company, coal interest group or government entity. (Examples including, but not limited to: VA Mining Association, VA Coal Council, VA Coal Association, Friends of Coal, Virginia Coalfield Economic Development Authority, etc).

Conservation Groups A representative of any private entity/group that may acquire conservation easements (examples including, but not limited to: Western Virginia Land Trust, American Farmland Trust, Virginia Outdoors Foundation)

Soil and Water Conservation Districts – an employee or designated representative from the Holston River (Washington Co), Daniel Boone (Lee Co), Clinch Valley (Russell Co), Scott County, Lonesome Pine (Dickenson Co; Wise Co), Evergreen (Smyth Co), or Tazewell County Soil and Water Conservation Districts or the SWCD director from area IV.

Education – A representative from the educational community located within the watershed (examples including, but not limited to college professor, high school or elementary school teacher, university researcher, Virginia Education Association representative, etc).

Environmental Groups – A representative of any environment activism interest group within the watershed (examples including, but not limited to: the Clinch Coalition, Clinch River Valley Initiative, Appalachian Voices Sierra Club, Audubon Society, etc).

Recreation – A representative of any business, interest groups or organization, or individual with vested interest in recreational activities within the watershed (examples including, but not limited to: Biking, Boating, Canoeing, Hiking, , Fishing, ATV/UTV riding, outdoor clubs, etc)

Industry – A representative of any industry within the watershed that may use and/or discharge water from the Holston, Clinch, or Powell Rivers (examples including, but not limited to: Textile, Furniture, Energy, Auto Accessories, etc.)

Watershed Groups - Any person who has a vested interest, lives or works in a the watershed they seek to represent

Local Government - County Boards of Supervisors - There may be one member from each of the following governing bodies: Lee, Wise, Scott, Russell, Tazewell, Washington, and Smyth and from each town, city and unincorporated community located within the geographic area of such counties, including Abingdon, Bristol, Marion, and Norton. However, there shall be no more than three members residing in any one county.

Planning District Commissions- an employee or designated representative the from Cumberland Plateau Planning District, the LENOWISCO Planning District, or the Mount Roger Planning District

Real Estate Development – A representative of the Real Estate Industry (examples including, but not limited to agents, developers, appraisers).

Small Business – An owner or a designated representative of any small business or a representative of any entity that supports small business located within the watershed (examples including, but not limited to: Virginia Highlands Small Business Incubator, local Chamber of Commerce, economic development alliances or partnerships, etc)

Tourism – A representative from any aspect of the tourism industry located within the watershed (examples including, but not limited to: local municipal tourism department, Friends of Southwest Virginia, Round the Mountain, Heart of Appalachia, Virginia is for Lovers, etc).

BYLAWS
UPPER TENNESSEE RIVER ROUNDTABLE, INC.
Revised 2022

PAGE NUMBER	DESCRIPTION OF CHANGE
1	Updated revision year Updated mission to follow wording on website
2	Replaced 'Coordinator' with 'Executive Director' Section 4: replaced 'determined or established' with
3	'defined' Replaced 'Coordinator' with 'Executive Director' Updated meeting schedule of the Executive Council to as
4	needed Replaced 'Coordinator' with 'UTRR Executive Director' Updated Agencies and Organizations invited to participate
5	in the OCG Replaced 'Coordinator' with 'Executive Director' Sections 1&2: Wordsmith: Roundtable members will be
6	welcome to volunteer for all committees Replaced 'Coordinator' with 'Executive Director' Replaced 'Coordinator' with 'UTRR Executive Director'
7	Replaced 'Coordinator' with 'Executive Director'
8	Updated suggested membership seat descriptions
9	Updated suggested membership seat descriptions