

BYLAWS
ALLIANCE OF DOWNRIVER WATERSHEDS

*Adopted pursuant to
Part 312, Watershed Alliances,
Michigan Natural Resources and Environmental Protection Act
as amended by Public Act 517 of 2004*

Adopted by the ADW on December 2, 2014 (Updated October 18, 2021)

ARTICLE I. PURPOSE

It is the purpose of these Bylaws to set forth the composition, duties, and responsibilities of the Alliance of Downriver Watersheds (hereinafter ADW) formed under the provisions of Part 312 Watershed Alliances, Natural Resources and Environmental Protection Act as amended by Public Act 517, 2004. Local public agencies and communities within the Ecorse Creek, Combined Downriver, and Lower Huron River watersheds believe there are substantial benefits that can be derived under this Watershed Alliance through cooperative management of the rivers, lakes, and streams within the watersheds and in providing mutual assistance in meeting state water discharge permit requirements of the members. A preamble tracing the transitional history of the watershed intermunicipality committees to the Alliance of Downriver Watersheds (ADW) can be found on the ADW's website (www.allianceofdownriverwatersheds.com). The Appendices attached and referred to in these Bylaws are provided for informational purposes only and are not a part of the Bylaws. The Appendices will be periodically updated as necessary to reflect the actual boundaries of the ADW based upon number of eligible public entities who formally accept membership, as well as the budget, and allocation of assessments in subsequent years.

ARTICLE II. Description, Structure, Decision Making and Operations of ADW

A. Geographic Boundaries

The geographic boundary encompasses the land area within the Ecorse Creek, Combined Downriver, and Lower Huron River watersheds located in portions of Wayne and Monroe counties in southeastern Michigan shown in the informational map attached as Appendix A to these Bylaws. Under state law the boundaries of the ADW are limited to the jurisdictional boundaries of its members. Appendix A will be updated periodically as necessary to show the jurisdictional boundaries of those cities, townships, villages, counties (or county agencies), public school districts, public colleges or universities, or any other local or regional public agencies that have adopted the Bylaws and formally accepted membership. In the event that some eligible watershed communities (cities, townships, or villages) do not become members, the county member may:

- 1) include all of their county political boundary within the Ecorse Creek,

Combined Downriver, and/or Lower Huron River watersheds where they intend to exercise their independent water management responsibilities; or 2) include only that portion of the county within the Ecorse Creek, Combined Downriver, and/or Lower Huron River watersheds where communities have accepted membership in the ADW.

B. Membership of the ADW

1. Membership

The Members of the ADW shall consist of a representative, or up to two designated alternate(s) of each township, city, village, county (or county agency), public school district, public college or university, or any other local or regional public agency that:

- has been issued a state permit for a water discharge into waterways within the watersheds of Ecorse Creek, Combined Downriver and Lower Huron River,
- whose legal jurisdiction incorporates areas wholly or partially within geographic boundaries identified in Appendix A, AND
- whose governing body by resolution, voluntarily adopts these Bylaws.

A current listing of eligible public agencies is presented in Appendix B, which may be revised from time to time as necessary.

2. Cooperating Partners

The ADW encourages the involvement of non-profit organizations, other public agencies or entities, businesses, and residents who share a common interest in protection and restoration of the waterways in the Downriver area. Those who provide their time, services, expertise or other resources toward the common goal of protection and restoration of the river will be recognized as non-voting, *Cooperating Partners*.

C. Structure of the ADW

1. Election of Officers

The ADW shall elect for a two-year term, from among its Members, a Chair, Vice-Chair, and Treasurer. The Chair and Treasurer offices shall be limited to an elected or appointed official, or employee of a Member of the ADW. The office of Vice Chair may be filled by any other representative or designated alternate of a Member community who need not be an elected or appointed official, or employee of a Member community. Officers shall be elected to two year terms at a regularly scheduled ADW meeting through a formal action as described under Article II.D of these Bylaws. The Chair, Vice Chair, and Treasurer of the ADW shall serve until replaced by a majority vote of the Members. The elected Vice Chair, or the elected Treasurer in the event the Vice Chair is unavailable, shall assume the duties of the Chair if the Chair is unavailable. Newly elected officers will assume their duties at the conclusion of business of the meeting at which those officers were elected. Officer's duties are as follows:

Chair. The Chair:

- sets the vision for the ADW
- reviews meeting agendas
- approves expenditure requests recommended by the Treasurer and/or the Fiduciary
- presides over meetings of the ADW and Executive Committee
- executes agreements and other documents on behalf of and as approved by the ADW
- appoints Committee chairs
- serves in the absence of the Treasurer

Vice Chair. The Vice Chair:

- reviews meeting agendas
- serves in the absence of the Chair
- assists the Chair, as requested, with the general operation of the ADW

Treasurer. The Treasurer:

- oversees and approves (along with the Chair) expenditures
- coordinates all financial matters with the Fiduciary
- responsible for all financial operations of the ADW including review of the budget

2. *Facilitator*

The ADW may contract with a Facilitator and/or other contract services to assist in the technical, administrative, operational and other duties and functions as determined by the ADW. The Facilitator, with the prior approval of the ADW, may subcontract with other entities to perform the said duties and functions. The Facilitator duties and functions include:

- provide staff and administrative support for facilitation of meetings, preparation of meeting materials including agendas, meeting minutes and general correspondence
- provide assistance in regards to permit compliance
- maintain the ADW website
- prepare grant applications, as directed by the ADW
- prepare an annual summary of ADW activities
- provide public education and technical assistance, as directed by the ADW

3. *Meetings*

The ADW shall endeavor to meet quarterly each calendar year, but no less than twice at a designated time and location established by the officers. Agendas for ADW meetings will be distributed and circulated to all Members and Cooperating Partners by the Facilitator or his/her designee at least one week in advance of all meetings. All official actions of the ADW including the election of officers, adoption of budgets, assessment of costs to Members, and all other matters not otherwise specifically delegated to the elected officers or committees shall be by the full ADW at a regular meeting consistent with the voting procedures in Article II.D of these Bylaws. All meetings of the ADW, standing committees or special committees established under the ADW shall operate under the Robert's Rules of Order unless modified by a majority vote of the ADW Members. The meetings of the ADW may be rotated to locations throughout the watersheds allowing any Member to host a meeting. Meetings may also be held virtually.

D. ADW Decision Making

The ADW shall take all formal actions, by a simple majority vote of all eligible *Members* at a meeting at which a quorum is present. A quorum shall consist of one more than fifty percent (50%) of all Members, eligible to vote and present. Voting shall be limited to Members or their designated alternates who are physically present at an ADW meeting, provided however, that in the event a quorum is not present related to an issue requiring a vote of the Members, the Chair may direct that the issue be presented to the entire ADW Membership and be voted upon electronically pursuant to an electronic voting procedure to be determined by the Chair. Eligible Members are those appointed by an appropriate governing authority that has adopted these Bylaws by resolution and that has paid its assessment. The elected officers may not vote on any issue before the ADW unless they are also serving as the designated ADW representative of their respective public agency.

Each Member shall have one vote on each matter voted upon by the ADW, provided however, that Members shall use their best efforts to arrive at a consensus on all matters submitted to the ADW.

If the Members' representative or designated alternate has a reasonable belief that the issue to be voted on presents an actual or perceived conflict of interest, he or she must disclose it prior to the vote to the other Member representatives of the ADW and a decision shall be made by simple majority vote on whether to allow that particular Member representative to vote on the issue. The conflict of interest issue may also be raised by any other Member representative or designated alternate.

Cooperating Partners shall not have voting privileges, but shall be invited to participate in meetings of all standing committees and special committees, and shall be noticed of all meetings of the ADW.

E. ADW Duties

1. Budget and Assessments

The ADW shall adopt an annual, fiscal year budget for the period from January 1 through December 31 on or before December 15, of each year for the following calendar year. The ADW may at its discretion vote to approve a 2 year budget if the majority of the Membership votes to do so. The current assessment to Members is set forth in Appendix B to these Bylaws. The assessment will be adjusted based upon the results of each new decennial census. The ADW may, in addition to the preparation of the budget, also develop two years or more strategic planning projections. Assessments for Members will be set at the time each budget is adopted. Modifications to the budget may be adopted at any regularly scheduled ADW meeting, provided however, that assessments, once established for any Member, shall not be increased during the calendar year for which they were established. Notwithstanding this provision restricting mid-year changes in assessments, Members may voluntarily agree to increase their payments for special services provided by the ADW.

2. Standing Committees

The ADW shall establish and outline a purpose and duties for standing committees as follows, which duties may be modified and revised by majority vote of the ADW Members:

(a) **Executive Committee.** The ADW Executive Committee shall consist of the three (3) elected ADW officers, a representative of the Facilitator and the Fiduciary. A representative from other ADW committees or consultants may be invited to attend in a non-voting capacity. The Executive Committee shall meet as necessary to carry out its duties. The Executive Committee meetings shall be chaired by the ADW Chair, or in his or her absence, the ADW Treasurer. Two (2) members of the Executive Committee shall constitute a quorum. The Executive Committee will seek consensus on all issues brought before it. Each Executive Committee Member shall have one (1) vote. The Facilitator and Fiduciary shall not have a vote. In the absence of consensus, the Executive Committee will refer the issue to the entire ADW Membership. The Executive Committee shall have the following duties with the advice of the standing committees:

1. Provide oversight of the expenditure of ADW monies consistent with the approved budget by reviewing financial status reports;
2. Provide a forum for discussion and, if appropriate, make recommendations to the ADW to resolve issues related to the management of the ADW brought to its attention by any member of the ADW;

3. Assist the standing committees and any other special committees of the ADW in meeting their respective responsibilities;
 4. Maintain a written record of each Executive Committee meeting including, as a minimum, attendance, list of issues, and a record of decisions and recommendations;
 5. Propose nominations for ADW officer positions;
 6. Consider changes to the ADW Bylaws;
 7. Develop and review policies and procedures;
 8. Consider Membership requests and make recommendations to the ADW;
 9. Take other actions that are consistent with the provisions of these Bylaws and as may be directed by the ADW.
 10. Reviews and monitor, for consistency with ADW approved budget, collection of assessments from participating local agencies, and expenditure of funds; and, prepare status reports to the ADW for presentation at each of their meetings.
 11. Review Treasurer submitted written annual report each year, as prepared by the Fiduciary, on revenue and projected expenditures to end of calendar year for presentation to and review by the full ADW at its budget meeting.
 12. Recommend to the ADW an appropriate approach for year-end accounting (audit) of all funds collected through assessment of members and expenditures made through fiduciary on behalf of ADW.
 13. Prepare draft recommendations for the next year's ADW budget in consultation with standing committee chairs, and proposes corresponding community assessments for consideration by the ADW.
 14. Assist Treasurer as primary ADW contact with Fiduciary to resolve questions concerning management of assessments collected from ADW members and expenditure of funds.
- (b) Technical Committee The Technical Committee is chaired by the Facilitator or his/her designee. The Technical Committee is comprised of representatives of several ADW communities and other interested parties. The Technical Committee shall have the following duties:

1. Review and recommend monitoring/sampling plans and/or changes
2. Review and recommend collaborative ADW illicit discharge elimination activities.
3. Oversee and review permit requirements (e.g., applications, annual reports, SWPPIs, etc.). Recommend ADW responses regarding permit requirements to the Executive Committee.
4. Recommend and review ADW grant opportunities and applications.
5. Identify and recommend BMPs for storm water improvements within the ADW watershed.

(c) **Public Involvement and Education (PIE) Committee** The Public Involvement and Education Committee is chaired by the Facilitator or his/her designee. The PIE Committee is comprised of representatives of several ADW communities and other interested parties. The PIE Committee shall have the following duties:

1. Review and recommend collaborative ADW public education activities.
2. Recommend and review ADW grant opportunities and applications.
3. Develop and/or distribute public education materials, including materials/information for the ADW website.
4. Recommend and/or coordinate public education surveys.

Any Member, designated alternate or other representative of a Member may serve on any standing committee. Cooperating partners, or other members of the public may be invited to participate in a standing committee, but all official actions of a standing committee shall be limited to participation by those on the committee representing ADW members.

The ADW may establish other standing committees at any time as appropriate.

3. *Special Committees*

From time to time, the ADW may choose to establish special committees to consider specific issues or questions. The Chair or Co-Chairs of any special committee established shall be appointed by the ADW, or, by delegation of the ADW, by the Chair. The special committee Chair(s) and Co-Chair(s) appointed shall be representatives of Members of the ADW.

4. *Other ADW Duties*

The ADW shall:

- Take actions required, including delegation of responsibilities to the elected Officers and/or the Executive Committee, to carry out the purposes and conduct the business of the ADW including, but not limited to:
 - directing the activities of any committees established under the Bylaws.
 - assisting the standing committees and any other special committees of the ADW in meeting their respective responsibilities.
 - With the advice of the standing and applicable special committees, provide oversight of the expenditure of ADW monies consistent with the approved budget by reviewing quarterly financial status reports.
 - Make provisions for support services consistent with the budget.
- Encourage and promote public involvement in actions and activities of the ADW and of committees established by the ADW, and assure compliance with Open Meetings and Freedom of Information state statutory requirements.
- Provide a forum for discussion and, if appropriate, make recommendations to resolve issues related to the management of the ADW brought to its attention by any Member of the ADW.
- Prepare an annual report on the goals and accomplishments of the ADW together with a comprehensive audit report on the expenditures and revenues.
- Develop policies and procedures related to official actions of the ADW, including but not limited to contracting for services, disbursement of funds, and related fiduciary responsibilities.
- Maintain official written record of meetings that includes attendance, issues discussed, and official actions taken.
- Recommend to Members any subsequent changes needed to these Bylaws.
- Coordinate compliance with regulatory requirements and pursue grants and other funding services to achieve compliance therewith.
- Take any other actions as may be permitted or required by Public Act 517 of the Public Laws of 2004.

ARTICLE III. ASSESSMENT OF COSTS TO MEMBERS

A. Members

1. City, Village and Township Members

The assessments to cities, villages and townships will be determined by subtracting the amount of dollar contributions from the approved budget to be provided by counties and other Members, and from grants, money gifts, and other income including any balances from prior year ADW budgets. The amount remaining after subtracting these other sources of revenue will be prorated and assessed to each city, village and township Members based upon equal weight to the population of the unit of government within the watershed according to the most recent United States census, and the land area within the watershed as shown as a part of Appendix B.

2. County Members

It is recognized that Wayne County provides in-kind services that offset their membership dues. Wayne County's in-kind contributions will be defined each year as part of the budgeting process and will include an effort that is equivalent, or greater than, their calculated dues.

3. Other Members

The ADW shall assess Members other than cities, villages, townships, and counties at the time they become a Member based upon a dollar amount approved by the ADW and agreed upon by the Member. The assessment shall reflect the ADW membership benefits provided each Member, and any other contributions made to the ADW. The annual assessment to Members other than cities, villages, townships, and counties shall not be less than the lowest amount assessed any other Member nor more than the highest amount assessed any other Member.

4. A Member may receive a credit toward its required contribution to the ADW based upon its providing services of personnel, use of equipment and office space, and other services. The amount of the credit shall be subject to approval of the Members.

B. Adjustment of Assessments

Once adopted as part of a given fiscal year budget, the annual assessments to Members shall not be lowered based upon the addition of new Members or any other additions to income not considered as part of the approved budget for that year. Members joining after the adoption of the fiscal year budget shall be assessed on a proportional pro rata basis beginning in the next quarter of the year of their Membership using the same formula as was applied to other Members. In the event a Member terminates its membership in the ADW, the assessments to remaining Members shall not be adjusted in that fiscal year although the budget may be amended to reflect adjustments due to the terminated Member's termination. Member assessments shall then be reviewed

and possibly adjusted in the following fiscal year. Similarly, if a new Member is added in a fiscal year, current Members' assessments will remain unchanged for that fiscal year, but may be reviewed and adjusted in the following fiscal year. Members are responsible for the payment of annual dues until a termination of membership is stated in writing. Members terminating membership after the start of the fiscal year budget and after paying their assessments shall not be given a refund of dues.

ARTICLE IV. RESOLUTION

The eligible Members adopting these Bylaws shall do so by the passage of a formal resolution, and exercise of existing authority that includes the ability to commit to the annual payment of assessments for support of ADW as identified in the ADW budget. Once a resolution is passed and a certified copy forwarded to the ADW, the public entity will remain a Member so long as its assessments are paid in a timely manner. A Member may terminate its membership at any time by providing written notice to the Chair of the ADW, provided, however, there shall be no refund of any assessment already paid to the ADW by that Member. Services provided through the ADW shall be, to the extent practical, limited to Members that have adopted the Bylaws and met their respective assessed financial obligations established consistent with the Bylaws.

ARTICLE V. INDEMNIFICATION

To the extent permitted by law, the ADW may hold any officer, committee chair, agent, representative, or employee and their respective designees harmless from personal liability for claims made or civil actions commenced against the officer, committee chair, agent, representative, employee or designee; when acting in good faith within the scope of his/her authority; while discharging his/her official duties on behalf of the ADW; for acts in or not opposed to the best interest of the ADW; or on account of liability of the ADW; only if their actions do not amount to gross negligence and are not contrary to the law. The ADW, pursuant to bylaw or resolution of its Members, may obligate itself in advance to defend and hold harmless persons.

The ADW may purchase and maintain insurance on behalf of any officer, committee chair, agent, representative, or employee and their designees against any liability asserted against the person and incurred by the person in any capacity or arising out of the status of the person as an officer, committee chair, agent, representative, or employee or designee of the ADW.

The amount of fees and costs which the ADW shall pay for on behalf of the any officer, committee chair, agent, representative, employee or designee's defense shall be limited to and shall not exceed insurance limits of the policy, if any, covering the claim or action.

The decision to defend and represent any individual, officer, committee chair, agent, employee or designee will be made in the sole discretion of the ADW; acting on advice

from its legal counsel as to whether said individual, officer, committee chair, agent, employee or designee was acting while in the scope of his/her authority, was discharging his/her official duties on behalf of the ADW and if the acts were in or not opposed to the best interest of the ADW.

ARTICLE VI. FIDUCIARY SERVICES

The Treasurer and Executive Committee oversee fiduciary matters for the ADW.

A. Fiduciary Agreement

The ADW will establish a contractual relationship with a Fiduciary. The Fiduciary will perform all services described in Article VI.

Fiduciary services will be contracted on a 2-year term. Before September 1 of the second year of the 2-year contract, the ADW will determine how fiduciary responsibilities will be managed beginning on January 1 of the following year.

B. Expenditure Controls and Auditing

The Fiduciary will provide the ADW full and complete access to records concerning the use of the funds collected from the Members. The Fiduciary will timely provide a financial accounting of all funds collected and expended to the Executive Committee. The Executive Committee will provide oversight of all expenditures of Member assessments and report the status of income and expenditures at each meeting of the ADW. Member assessments paid shall be used only for the services identified in the ADW Budget. The Fiduciary shall perform an audit of the ADW's financial records, accounts, and procedures at least every other year to comply with Section 31205 of PA 517 of 2004, the Watershed Alliances Act. The Fiduciary shall submit the results of the audit to the governing bodies of its members and to the state treasurer. The audit shall satisfy all audit requirements set under the uniform budgeting and accounting act, 1968 PA 2, MCL 141.421 to 141.440a.

ARTICLE VII. DISSOLUTION OF THE ADW

In the event that its Members dissolve the ADW, any unused balances of membership assessments at the time of dissolution not needed to meet ADW obligations shall be redistributed back to the ADW Members prorated on the basis of the total ADW assessment paid by each Member during the immediately preceding fiscal year. Similarly, uncommitted balances from other sources of revenue (e.g. grants, gifts, contributions, etc.) remaining at the time of dissolution of the ADW shall be returned to the original provider or, if directed by the provider, transferred to a 501c3 organization or public agency that is willing and able to expend the funds for the originally intended purposes.

ARTICLE VIII. AMENDMENTS TO BYLAWS

- A. Except as provided in Section VIII.B for select amendments to Articles II. E.1 and III of these Bylaws, any amendments proposed to these Bylaws shall be first reviewed by the Executive Committee who shall, after consideration of proposed amendments, make recommendations to the ADW. Any amendment(s) to the Bylaws shall be: (1) formally noticed to all Members at least thirty (30) days prior to the ADW meeting at which they are to be voted upon; and, (2) approved by at least two-thirds (2/3) of all Members at a meeting at which a quorum is present. A quorum shall consist of one more than fifty (50%) percent of all Members, eligible to vote and present.
- B. Proposed amendments to Articles II.E.1 and III of these Bylaws, which will change the way that assessments to Members are determined, shall be approved by the ADW as provided in Section VIII.A. In addition, after approval by the ADW of proposed amendments to Article II.E.1 and III, the proposed amendments to Articles II.E.1 and III shall also be sent to all Members for review and approval by the Member's respective governing bodies. The Members' governing bodies shall have five (5) months following the date of the ADW action formally recommending amendments to these Articles to approve the amendment(s). The amended Bylaws shall become effective when at least half of the governing bodies of Members approve the amended Bylaws within the specified time limit.

INFORMATIONAL APPENDICES TO THE BYLAWS

Appendix A Geographic Boundaries of the Watersheds Included in the Alliance of Downriver Watersheds including the identification of the political boundaries of eligible Members

Appendix B Allocation of Costs that includes: a list of eligible Members, their respective land area and 2010-census population within the watersheds, their proportional allocation of costs for support of the ADW budget based upon equal weight given to land area and population within the watershed for community members or an agreed upon allocation for non-community members.

APPENDIX A
Geographic Boundaries of the
Watersheds Included in the Alliance of
Downriver Watersheds

Insert Map

APPENDIX B

Allocation of Costs

Appendix includes:

- List of current Members
- The respective land area and 2010-census population of each current member within the watersheds
- The proportional allocation of costs for support of the ADW budget based upon:
 - Community Members: population-weighted area according to the most recent US census.
 - Other Members: negotiated amount.

ALLIANCE OF DOWNRIVER WATERSHEDS			
ALLOCATION BY COMMUNITY			
Approved 10/18/2021			
Agency Name	Area	Population	% of Total
Allen Park	3,596	28,207	8.2%
Belleville	421	2,965	0.9%
Dearborn Heights	2,151	19,633	5.4%
Ecorse	670	6,353	1.7%
Flat Rock	4,216	9,864	5.0%
Gibraltar	2,334	4,656	2.6%
Grosse Ile Twp	5,665	10,371	6.2%
Inkster	265	2,894	0.8%
Lincoln Park	3,758	38,171	10.3%
Melvindale	123	1,252	0.3%
Riverview	2,796	12,486	4.5%
Rockwood	1,698	3,296	1.9%
Romulus	13,677	19,973	13.9%
Southgate	1,783	12,487	3.8%
Sumpter Twp	2,468	2,280	2.3%
Taylor	15,001	63,131	23.4%
Van Buren Twp	6,654	8,942	6.6%
Westland	671	3,587	1.2%
Wyandotte	219	3,381	0.8%
W-B School District	227	NA	0.2%
TOTAL	68,393	253,929	100.00%
Wayne County	2,525	NA	InKind