

## ***Constitution of the River Management Society***

*As Amended November, 1999*

*As Amended and Approved October 12, 2003*

*As Approved February 9, 2004*

*As Amended and approved October 9, 2015*

*As Amended and approved January 6, 2021*

### **Article I - Name**

The legal name of the organization is the “River Management Society”, hereinafter referred to as “Society”.

### **Article II - Purpose**

The Society serves as the primary source of river management information and expertise. The purposes of the Society are to:

- Develop and promote professional river management techniques;
- Educate decision-makers and the public;
- Positively influence public policy on river management issues;
- Serve as a forum for information sharing; and
- Promote and encourage professional development opportunities for members.

The Society will achieve its purposes through a sharing of information, issuing of scholarly and informational publications, holding meetings and workshops, assisting research, and other appropriate means. No activity of the Society will be construed or authorized which will aid in, or assist in, for-profit benefit of any commercial activity or business.

The Board may also appoint Ex-Officio Advisors for the purpose of providing needed expertise to the Board. Ex-Officio Advisors are non-voting members appointed by and serving at the pleasure of the Board. No salary shall be paid to Advisors.

### **Article III - Board of Directors**

The Society will be an autonomous organization divided into Chapters representing various geographic regions of the United States, Canada, and other countries. The President, Vice President, Secretary, Treasurer, Chapter Presidents, and up to four board members-at-large will constitute the Board of Directors (hereinafter referred to as the “Board”). The Board shall appoint up to four board-members-at-large who are voting members of the Board. The Board may appoint non-voting Ex-Officio Members for the purpose of providing needed expertise to the Board. At no time may the voting members of the Board be larger than eighteen members. At such time that the number of Chapter Presidents on the Board reaches ten the Board will create a regional structure for the purpose of electing regional representatives to the Board. The Board will direct its day to day responsibilities and activities through an Executive Committee composed of the President, Vice President, Secretary, Treasurer and one Chapter President elected annually by the Chapter Presidents. The Board will have the responsibility for

representing the interests of the entire Society and to make decisions regarding matters of policy.

#### **Article IV - Management**

The affairs of the Society will be managed by officers duly elected in accordance with the bylaws of the Society.

#### **Article V – Meetings**

Any meeting, including special meetings, may take place by telephone or internet. Director resolutions may be signed in person or signatures may be transmitted by mail, fax machine, or by email. Notice of regular meetings shall be deemed to be given when the Board adopts a regular meeting schedule. Notice of other meetings (designated as “special meetings”) may be given by regular mail, fax, email, or telephone. Directors shall be given notice of any special meetings not held at a regularly scheduled meeting time. If a director cannot attend the special meeting, the director can demand that the special meeting be held at another time that the director can attend. The number of affirmative votes at a special meeting must equal the required number of affirmative votes if all directors had been present at the meeting. Minutes setting forth the action taken and the votes of the directors shall be kept with the corporation’s minutes. The Executive Committee will meet as necessary to conduct such daily business as may properly come before the Executive Committee. The meeting will be held at such time and place as the Executive Committee may prescribe. The officers of each Chapter should meet at least one time per year to conduct such business as may properly come before them.

#### **Article VI - Tax-Exempt Status**

The affairs of the Society will at all times be managed in such a way as to preserve and safeguard tax-exempt status.

#### **Article VII - Bylaws**

Bylaws consistent with this constitution will be adopted by the Society and may be amended by the Board.

#### **Article VIII - Amendments**

Any changes to the constitution may be proposed by any Professional Member in good standing and must be ratified by at least three-fourths of the Board Members eligible to vote.

## ***Bylaws of the River Management Society***

*As Approved November, 1996*  
*As Amended October 12, 2003*  
*As Amended February 9, 2004*  
*As Amended December 12, 2005*  
*As Amended April 10, 2006*  
*As Amended February 6, 2008*  
*As amended October 9, 2010*  
*As Amended January 12, 2012*  
*As Amended October 15, 2015*  
*As Amended July 10, 2019*  
*As Amended October 8, 2021*

### **Article I - Membership**

#### *Section 1 - Eligibility*

Any individual presently or previously employed in river management, planning, education, or research activities shall be eligible for regular voting membership in the Society and shall be called a Professional Member. All voting members shall enjoy full membership rights and privileges, including, but not necessarily limited to, voting, subscriptions to Society periodicals, service on committees, and nomination and election to any office as provided in these bylaws. Individuals ineligible to be regular voting members may apply to become nonvoting Associate Members. Associate Members shall be entitled to Society periodicals and may attend meetings and workshops sponsored by the Society. Offices and/or organizations may also apply for membership and shall be referred to as Organizational Members. Organizational Members shall be entitled to Society periodicals and may attend meetings and workshops sponsored by the Society. A special category for Students shall be maintained at a minimal membership rate. Students shall be entitled to Society periodicals and may attend meetings and workshops sponsored by the Society.

#### *Section 2 - Applications*

Applications for membership shall be transmitted to the designated administrator on via forms provided by the Society.

#### *Section 3 - Resignations and Terminations*

Resignation from the Society occurs when a member chooses not to renew his/her membership. A member who has resigned in good standing may reapply for membership utilizing the normal application procedure. Such members shall retain their original date of membership insomuch as the records exist.

#### *Section 4 - Suspensions*

Members of the Society may be suspended or terminated by the Executive Committee for conduct that is deemed adverse to the interests of the Society. Prior to taking action, the Executive Committee must notify the member and offer an opportunity for the member to explain his or her actions. A member who is in arrears for one hundred-twenty days shall be automatically suspended.

In the event a member of the Board is perceived as failing to fulfill his or her responsibilities to the Society as listed in National Officer Roles, the Board member may be subject to removal from office by the Board through the following process:

A member of the Board must move for a vote of “no confidence” in the Board member for specific failures to fulfill the duties of the office. Following a second on the motion, the Board must vote on the motion.

If by a simple majority vote, the Board finds it has “no confidence” in the Board member the RMS President shall then notify the Board member and offer an opportunity to remedy his or her failure to meet the responsibilities of the office. Specific actions and timelines for compliance with board responsibilities shall be documented in writing to the affected member. If the board member fails to materially comply with the required actions within the specified timeline, a Board member may call for removal of the member by a two-thirds majority vote of the Board. Since Ex-Officio Advisors serve at the pleasure of the Board they may be terminated at any time by majority vote of the Executive Committee.

## **Article II - Management of the Society**

### *Section 1 - Officers*

The elected officers of the Board shall be a President, Vice President, Secretary, Treasurer and Chapter Presidents. The Board shall also include the Immediate Past President who shall serve as an Ex-Officio advisor for one year following his/her term. The Board may also appoint Ex-Officio Board Members for the purpose of providing needed expertise to the Board. Ex-Officio Board Members are non-voting members appointed by a decision of the Board. No salary shall be paid to officers or advisors. Officers shall hold office for a period of three years. Outgoing officers shall hold office until the end of the calendar year in which the election was held. Incoming officers shall begin holding office starting the January 1 following elections. At no time may the voting members of the Board be larger than eighteen members. At such time that the number of Chapter Presidents on the Board reaches ten, the Board shall create a regional structure for the purpose of electing Chapter representatives to the Board.

### *Section 2 - Election of Officers*

The President, Vice President, Secretary and Treasurer of the Society shall be elected by the general membership from a list of candidates forwarded by the Succession Committee. Additional candidates may be nominated by any member of the Society,

provided that such nominations reach the Chairperson of the Membership and Succession Committee at least thirty days prior to the election. All Professional and Lifetime Members of the Society shall be eligible for election to any office. The Succession Committee shall strive to ensure that there is equal representation among local, state and federal agencies and other membership groups. Terms of officers in each Chapter shall be determined by the general membership of that Chapter.

### *Section 3 - Executive Committee Members*

The Board shall direct its day-to-day responsibilities and activities through an Executive Committee composed of the President, Vice President, Secretary, Treasurer and one Chapter President elected annually by the Chapter Presidents. If the Chapter President liaison is not available, another Chapter President may fill in as a member of the executive committee. The President shall serve as Chairperson of the Executive Committee. The Chapter President shall serve as the liaison between Chapter Presidents and the Executive Committee.

### *Section 4 - Elections*

All officers shall be elected by the voting membership every three years.

### *Section 5 - Vacancies*

Any vacancy occurring in the Executive Committee, except for the Chapter President position shall be filled by Presidential appointment from a list of candidates submitted by the Board. Should the position of President be vacant, said office shall be filled by a majority vote of the Executive Committee from a list of candidates submitted by the Board. Should the Chapter President position be vacant, the Chapter Presidents shall elect a replacement from the Chapter Presidents currently holding office. The term of an appointee shall coincide with the remaining term of the previous officeholder.

### *Section 6 - Expenses of the Board of Directors*

The members of the Board may be reimbursed from the funds of the Society for their traveling expenses for the purpose of attending meetings.

## **Article III - Powers and Duties of Society Officers**

### *Section 1 - President*

The President shall preside at all the meetings of the Society and shall represent all the interests of the Society. The President shall provide direction to paid staff. The President may serve as a committee liaison.

### *Section 2 - Vice President*

The Vice President serves in the absence of the President, is chair of the Scholarship Committee, , and may serve as a committee liaison.

### *Section 3 - Secretary*

The Secretary shall be responsible for correspondence, preparation of the minutes of Society meetings, and maintaining all records of the Society. The Secretary may review and approve membership applications submitted under Article I, Sections I and II, subject to the review of the Executive Committee upon request. The Secretary may serve as a committee liaison.

### *Section 4 - Treasurer*

The Treasurer, under the direction of the Board, shall collect and disburse all funds of the Society except those for which other provision shall have been made in the bylaws or through a vote of the Executive Committee. All funds, securities and other investments of the Society shall be deposited in the name of the Society in the custody of a bank or trust company designated by the officers. The Treasurer shall manage records of all receipts and disbursements and other financial transactions and of the funds, securities and other investments of the Society. At least annually, the Treasurer shall submit for Board review and approval a listing of payments, disbursements and transfers of funds. The Treasurer shall submit an official annual report to the Board. An annual report shall be published in the last newsletter of the year. The annual report shall be made available to members upon request and at the member's own expense. The Treasurer may serve as a committee liaison.

### *Section 5 - Immediate Past President*

The Immediate Past President shall provide continuity for the Society by serving for one year as an Ex-Officio Advisor.

### *Section 6 - Execution of Instruments*

Agreements, conveyances, transfers, obligations, certificates and other instruments and documents may be executed and delivered, or accepted on behalf of, the Society by the President or his/her representative, provided, however, that all expenditures involving moneys or obligations of \$500 or more must first be submitted to the Executive Committee for approval.

## **Article IV - Board of Directors Meetings**

### *Section 1 - Meetings*

Any director meeting, including special meetings, may take place by telephone or internet. Director resolutions may be signed in person or signatures may be transmitted by mail, fax machine, or by email. Notice of regular meetings shall be deemed to be

given when the Board adopts a regular meeting schedule. Notice of other meetings (designated as “special meetings”) may be given by regular mail, fax, email, or telephone. Directors shall be given notice of any special meetings not held at a regularly scheduled meeting time. If a director cannot attend the special meeting, the director can demand that the special meeting be held at another time that the director can attend. The number of affirmative votes at a special meeting must equal the required number of affirmative votes if all directors had been present at the meeting. Minutes setting forth the action taken and the votes of the directors shall be kept with the corporation’s minutes.

### *Section 2 - Decisions*

A simple majority of the voting members of the Board shall comprise a quorum. A Chapter President unable to attend a meeting may appoint another officer of that Chapter to represent the Chapter’s interests. That representative shall have full voting rights for that meeting. No proxy votes are allowed. Decisions of the Board shall be determined by a simple majority vote of those members comprising the quorum.

## **Article V – Committees and Task Groups**

*Section 1 - Establishment* - The Society may establish committees and temporary task groups to address recurring issues and time sensitive topics. The Society may appoint and direct such committees or task groups as it deems necessary to carry out the functions of the Society. The success of RMS is dependent on an engaged and active membership. Committees and task group assignments to address ongoing Society activities and special issues may be given to any RMS member with preference being to the membership at large as opposed to national Board officers, in order to develop future leaders, seek broad representation of viewpoints, and to spread the workload.

*Section 2 – Standing Committees* - Standing committees are established for recurring and long term activities of the Society. Such committees shall have a stated purpose, a written charter of responsibilities, and an assigned membership which includes at least one national Board member. Frequency of meetings and reporting of accomplishments will be specified in the charters. Standing committees are formed and members appointed by the Board President or Executive Director with concurrence of the Executive Committee.

*Section 3 –Task Groups* – Task Groups are established for short term or specific projects of the Society. Task groups shall have a stated purpose, a written charter of responsibilities, and an assigned membership. As needed, a national Board member may be assigned to a task group. The timeframe for the task group activities and reporting may be specified in their charter but typically will be outlined in a work plan. Task groups may be established by the Board President or Executive Director and do not require Board or Executive Committee approval.

*Section 4 – Membership* - Standing Committees and Task Groups members shall be drawn from within the ranks of the Society, whenever possible. Others, including non-member outside experts and/or partners may participate on Society committees and task groups as deemed appropriate by the President or Executive Director. All committees shall be advisory in character and shall report to and act under the direction of the President or Executive Director, depending on who established the committee or task group. Each RMS committee shall be assigned a Board liaison, if a Board member is not an assigned member of the committee or task group. Each committee shall communicate with the Board via the liaison assigned to that committee. The Society may reimburse the members of such committees and task groups for travel expenses (airfare, mileage, lodging, meals at the rates established in current policy) incurred when attending regular meetings of their committees as authorized by the President or Executive Director.

*Section 5 - Charters* - Standing committees and task groups of the Society will be governed by written charters. Each charter will specify the:

- Purpose
- Scope of Actions or Activities to be Accomplished
- Membership
- Timeframe of Activities or Frequency of Meetings
- Reporting Requirements
- Travel reimbursements

The duties of each standing committee shall be determined by the Board. The duties of each task group shall be determined by the President. Each standing committee and task group, unless specified otherwise in its committee charter, shall appoint or elect a chairperson. The Chairperson shall report committee activities, in writing, to the Board annually via its liaison.

*Section 6 – Board Liaisons* - Each standing committee and task group shall include a member of the Board who shall serve as a non-voting member and be the designated liaison to the Board. Each Chapter President shall serve as a liaison to one of these committees for at least one of every three years during their tenure on the Board. Ex Officio Advisors may be assigned as committee liaisons as well. Liaisons shall report regularly to the Board on committee activities, present the committee’s annual report at the annual Board meeting, and serve as the conduit for information and direction from the Executive Committee and the Board to the committee chair and its members.

*Section 7 - Types of Standing Committees and Task Groups* There is no limit to the number or type of Committees or Task Groups the Society may charter.

## **Article VI - Finances**

### *Section 1 - Fiscal Year*

The fiscal year of the Society shall coincide with the calendar year.

### *Section 2 - Annual Dues*

Dues shall be remitted to the Secretary or his/her designee at a one year interval. To retain membership in the Society, all members must pay dues as determined by the Board. Dues shall be set by the Board and apportioned between the National Office and the Chapters in a proportion determined by the Board.

### *Section 3 - Arrears*

Members whose dues have not been paid after their anniversary date shall be deemed in arrears, and they shall not be entitled to the rights and privileges of Society membership, including the receipt of Society publications, until such dues have been paid. Members whose dues are unpaid as of their renewal date will terminate as of the renewal date, following three electronic notifications: one month, one week and one day prior. A member who has been suspended for nonpayment of dues may reapply for membership by applying for membership anew via written form or online at [www.river-management.org](http://www.river-management.org). Such members, when reinstated, shall resume their former status as of the current date.

### *Section 4 - Bequests*

The President may accept gifts and bequests on behalf of the Society, provided that such donations do not carry any implication of any special consideration toward any outside interest group regarding river management policy. These gifts and bequests are subject to final approval by the Executive Committee.

## **Article VII - Publications**

Consistent with the stated purposes of the Society, arrangements for the publication and distribution of media, including, but not limited to, a river digest, newsletter, and/or journal shall be provided to all members. The Society may also arrange for publication of scholarly and other papers such as symposium proceedings, memoirs, special volumes, or other media for the transmittal of information about river management. Each Chapter shall appoint an individual to assist with the work of producing publications through such tasks as critical reviewing.

## **Article VIII - Chapters**

### *Section 1 - Chapters*

Members may, with the approval of the Executive Committee, organize as Chapters of the Society. Each Chapter shall be known as “The \_\_\_\_\_ Chapter” of the Society. All members residing within the geographical limits of a Chapter shall automatically be members of that Chapter.

### *Section 2 - Chapter Bylaws*

Each Chapter shall adopt its own bylaws consistent with the constitution and bylaws of the Society.

*Section 3 - Chapter Meetings*

Each Chapter may organize meetings as a part of, and in association with, Society meetings and at other times as determined by its officers.

*Section 4 - Finances*

Each Chapter may make its own arrangements for the raising of the necessary funds for the proper conduct of its operations, so long as such fund raising actions do not imply any special consideration to an outside interest group. The President of each Chapter, or his/her representative, shall give an annual written report to the Board. The report shall briefly describe the activities of the Chapter during the previous year and include a summary of the financial status of the Chapter.

**Article IX - Amendment of Bylaws**

The bylaws must be ratified by the Board. Amendments may be made to the bylaws by a majority of the Board. Such amendments must be consistent with the constitution of the Society.