

BY-LAWS
SuAsCo RIVER STEWARDSHIP COUNCIL
Adopted April 23, 2002

Article 1
Authority

The SuAsCo River Stewardship Council (“the Council”) establishes these By-laws pursuant to the Sudbury, Assabet and Concord Wild and Scenic River Study River Conservation Plan, dated March 16, 1995 (the “Plan”). These By-laws are intended to supplement and amend the procedural rules of the Council, as set forth in the Plan.

Article 2
Representatives and Alternates

Section 1. All representatives and alternates shall serve three-year terms, with no limit on the number of terms that may be served. At the expiration of each term, each core member entity of the Council shall reappoint representatives and alternates in accordance with the Plan’s requirements. If a representative or alternate resigns or for any other reason no longer serves before the expiration of his or her three-year term, a replacement representative or alternate shall be selected by the core member entity as soon as practicable.

Section 2. The three-year term of the first slate of representatives and alternates shall be deemed to expire in May 2002. The three-year term of any replacement representative or alternate following the early resignation or failure to serve of the replacement’s predecessor shall expire on the third May of the replacement’s representation on the Council.

Article 3
Officers

Section 1. Officers of the Council shall consist of a chair, vice-chair and secretary/treasurer. In the event the Council members deem it to be in the Council’s best interest to separate the positions of secretary and treasurer, those officer roles may be assigned to two different individuals by vote in accordance with the procedures established by the Plan and these By-laws. Officers of the Council shall consist of no less than three or more than four representatives.

Section 2. Representatives and alternates may serve as officers of the Council, provided that no two representatives and/or alternates of a single entity serve simultaneously as officers.

Section 3. The term of office for all officers shall be two years, with the exception of the first term, which shall expire in May 2001. If an officer resigns or for any other reason no longer serves before that officer's two-year term expires, a replacement officer shall be elected by the Council members as soon as practicable, and that officer shall serve until the second May of his or her term. Officers' elections shall take place annually or bi-annually, as necessary, in May. Officers may hold a single office for a maximum of two consecutive terms.

Article 4 *Meetings*

The Council shall meet as often as it considers necessary to transact the business of the Council. Meetings may be called by the Chair or the Vice Chair. Notice of the date, time, place and purpose of the meeting shall be given to all members and alternates at least 24 hours in advance of each meeting. Meetings may be held in person, by conference call, by video conferencing or by any combination thereof at the discretion of the Chair or Vice Chair.

Article 5 *Voting Procedures*

Section 1. This section is intended to clarify the decision-making voting procedures in the Plan. A unanimous vote of all core entity members with at least one official representative on the Council is required to amend any substantive aspect of the Plan; however, the Council has no authority to alter the Safeguards listed in Section 1 of the Plan. When a formal vote is requested by any single member on any other decision, recommendation or action to be made or taken by the Council, a two-thirds vote of a quorum is required. All other decisions, recommendations and actions that do not fall into one of the categories listed above may be made by consensus.

Section 2. Votes may be placed by a showing of hands or voice votes at any meeting. If a quorum is not present at a meeting when a vote is required, a follow-up vote may be taken by e-mail, provided that: a) all members and alternates are given 72 hours advance notice of the subject matter of the vote and need for an e-mail vote; and b) all voting members and alternates either have e-mail access for such vote or are provided with an adequate substitute voting method.

Article 6 *Amendments*

These By-laws may be amended or repealed at any time by a vote in accordance with the decision-making procedures established by the Plan and these By-Laws.