

Wood-Pawcatuck Wild and Scenic Rivers Stewardship Council

BYLAWS

September 24, 2025

Article 1 - INTRODUCTION

Seven rivers and their tributaries of the Wood-Pawcatuck Watershed (Watershed) were officially designated as part of the National Wild and Scenic Rivers System upon passage of the Dingell Act (PL 116-09) on March 12, 2019. The Wood-Pawcatuck Wild and Scenic Rivers Stewardship Council (Council) was formed in accordance with the Wood-Pawcatuck Wild and Scenic Rivers Stewardship Plan (Plan) as approved by twelve Watershed towns in 2018.

Article 2 - MISSION AND PURPOSE

- A. Mission:** The mission of the Council is to preserve, protect and enhance the special environmental, cultural, and recreational values of the Wood-Pawcatuck Wild and Scenic Rivers and tributaries in Rhode Island and Connecticut for the benefit and enjoyment of present and future generations.
- B. Purposes:** The purposes of the Council are as follows:
1. To implement the Plan and to periodically update the Plan.
 2. To provide a forum to discuss, communicate, and propose actions to address river and watershed issues in the Wood-Pawcatuck Watershed in Rhode Island and Connecticut.
 3. To identify and implement activities within the Watershed in furtherance of the Plan's goals; to identify and pursue funding opportunities to implement those goals; and to coordinate with other stakeholders with allied missions on implementation of the Plan to protect the Wild and Scenic Rivers.
- C. Powers:** The Council shall have the power to: develop workplans to implement the Plan; to determine, in conjunction with the National Parks Service (NPS), the use

of funds received pursuant to the Wild and Scenic Rivers Act; to determine the use of other funds it may receive; to manage its operations and hire and manage staff and contractors; and to undertake and direct activities which fulfill the purposes set forth in Article 2.

Article 3 - MEMBERSHIP

- A. The membership** of the Council shall consist of representatives of Watershed towns (municipal members), agency members, non-profit members, tribal nations, and such other members as may be proposed and adopted by vote of the Council.

- B. Municipal members** are representatives from the twelve towns within the Watershed listed below which have adopted the Plan:

Charlestown, RI	Exeter, RI	Hopkinton, RI	North Kingstown, RI
North Stonington, CT	Richmond, RI	South Kingstown, RI	Sterling, CT
Stonington, CT	Voluntown, CT	West Greenwich, RI	Westerly, RI

Each town shall have at least one representative appointed by the town’s legislative body. At the discretion of the town, an additional representative may also be appointed. Terms of appointment are for two years, or as the town’s legislative body shall otherwise determine.

- C. Agency members** are the Connecticut Department of Energy and Environmental Protection (CT DEEP), the Rhode Island Department of Environmental Management (RI DEM) and the National Park Service (NPS). The Council shall request that the agency appoint representatives who can provide support and assistance to the Council. A second representative may be appointed at the discretion of the agencies’ directors.

- D. Non-profit members/ tribal nations** are Wood-Pawcatuck Watershed Association, Save The Bay, The Nature Conservancy, The Westerly Land Trust, Avalonia Land Conservancy and the Narragansett Indian Tribe. The Council may vote to invite other non-profit organizations and tribal nations to join the Council. The Council shall request that the non-profit organization and tribal nations appoint representatives who can provide support and assistance to the Council. A second representative may be appointed at the discretion of the non-profit organization / tribal nation.
- E. Other members:** The Council may vote to offer voting or non-voting membership to other organizations.
- F. Responsibilities of Membership:** Members are encouraged to participate in committees and to otherwise participate in Council activities and events. Members are expected to attend all regular meetings of the Council. Members who fail to attend three regular meetings of the Council during the calendar year, or who fail to vote on a matter put to electronic vote on three or more occasions, may be asked to resign by a majority vote of the Council. Members should ensure that their appointment to the Council is timely renewed. Should a member not wish reappointment, the member should use best efforts to obtain a replacement representative from their appointing body. Members are expected to maintain a commitment to the goals of the Council and to maintain a high standard of professionalism and ethics when engaged in Council activities.
- G. Committees:** The Council shall have an Executive Committee and such other standing committees as the Council may from time to time determine necessary to execute its mission. The Council may also establish special committees to address tasks or needs of a finite duration. Such special committees may be denominated as Working Groups. Committees shall report their activities at regular meetings of the Council.

1. Executive Committee

- a. The Executive Committee shall consist of the duly elected officers of the Council. It shall have the power to act on behalf of the Council in matters of urgency and/or expediency as determined by the Chair.
- b. Except on specific matters requiring full participation of the Council as stipulated in these Bylaws, actions of the Executive Committee shall be adopted by a majority of Committee members and shall be deemed to be official and binding decisions of the full Council.
- c. The Chair of the Council shall be the Chair of the Executive Committee. Results of all meetings and actions of the Executive Committee shall be presented at the next regular meeting of the Council.
- d. Executive Session - The Executive Committee may hold a meeting closed to other Council members (Executive Session) by providing notice to all Council members. Executive session may be held only for the purpose of considering the following:
 - 1 Personnel matters;
 - 2 Internal or other investigations.

2. Eligibility for Committee Membership.

- a. Membership on a committee shall be voluntary, and Council members may volunteer for a committee at their discretion.
- b. Contractors and staff compensated by the Stewardship Council may not serve as members of the Council nor of committees or subcommittees. When a special need or circumstance exists, the Council, at its discretion, may approve a contractor or staff member to serve on a committee or subcommittee as a non-voting participant to ensure the function or role of that committee or subcommittee is fulfilled.
- c. Individuals who are not Stewardship Council members may become members of committees and shall have a vote at the committee meetings.

3. Committee Operations

- a. Committee members shall elect a member to serve as chair.
- b. Committees may conduct business at scheduled meetings. Matters requiring action shall be put to a vote, and a majority of those present shall be sufficient to adopt the action.

H. Policy and Procedures: The Council shall establish such Policies and Procedures as necessary to guide operations. The Council must comply with the procurement and conflict of interest policies and procedures of the fiscal agent.

Article 4-MEETINGS

- A. The Council** shall hold regular meetings at least six times per calendar year at such time and place as it may designate. Meetings shall be conducted in accordance with Robert’s Rules of Order. The Chair may call a special meeting whenever the chair deems it advisable. One-third of the members may call for a special meeting should they determine that an extraordinary circumstance exists which cannot be addressed at the next regular meeting.
- B. The Council’s Coordinator** shall notify all members by electronic mail at least five days before any regular or special meeting. The notice shall include time and place of the meeting, and the means by which members can attend electronically, if relevant.
- C. Council and committee meetings** are open to all Council Members to attend and participate in discussions. Council meetings shall be open to the public. At their discretion Committees may invite the public to their meetings. The Coordinator shall maintain an on-line calendar accessible to all.
- D. In-Person and Virtual Attendance:** The Council may choose to hold meetings in person, electronically, or in a hybrid mode. The chair shall ensure that all council

members, whether attending in person or electronically, have the same participation rights, including voting.

E. Voting:

1. Each of the twelve towns shall have one vote. In the case of towns with two representatives serving on the Council, such representatives will decide amongst themselves who will cast the vote. Agency members, non-profit organizations, and tribal nations shall each have one vote. Proxy voting is not permitted. Votes may be taken by a voice vote or by hand vote. Any member may request a roll call of the vote.
2. Voting may occur electronically between meetings whenever the matter to be voted on has been raised at a prior meeting. Electronic voting shall be by ballot allowing for affirmative, negative, or abstaining selections. Abstentions shall not count towards a quorum or determination of results of the vote.

F. Quorum: Representatives of at least six towns and one voting member from an agency, non-profit, or tribal nation partner shall constitute a quorum for the conduct of business at meetings of the Council. The attendance and presence of a quorum must be determined prior to the consideration of agenda items, and recorded in the minutes of the meeting under the list of attendees. Committees shall determine their own requirements for a quorum.

G. Meeting Minutes: The Council and all Committees shall draft and approve meeting minutes no later than the next subsequent meeting. Meeting agendas and minutes shall be maintained in an accessible location to both the Council members and general public.

Article 5 - OFFICERS

A. Titles and Election: The Council Officers shall be nominated and elected by the Council for a one-year term ending on May 31 of each year. The officers shall

include a Chair, Vice-Chair, Treasurer and Secretary. No officer shall serve more than four consecutive years in the same office.

B. Officers:

1. Chair - The Chair shall be the principal executive officer of the Council and shall have general charge of the business and affairs of the Council. The Chair shall preside at meetings of the Council and supervise the general conduct of Council meetings and shall sign on behalf of the Council any contracts or other documents which the Council has authorized to be signed. The Chair shall supervise the Stewardship Council Coordinator. The Chair shall serve as spokesperson for the Council.
2. Vice Chair - The Vice Chair shall conduct meetings and otherwise act as Chair in the absence or inability or refusal of the Chair to act, and when so acting, shall have all of the powers and duties of the Chair. The Vice Chair shall perform such other duties as requested by the Chair.
3. Secretary - The Secretary shall work with the Council coordinator to give notice of all meetings in accordance with these Bylaws, record and keep minutes of meetings, distribute them to all Council members, and post them on the Council's website, and shall in general perform all of the duties incident to the office of Secretary.
4. Treasurer - The Treasurer shall oversee and be responsible for the conduct of financial matters of the Council, including oversight of the budget, monthly reporting, and preparation of financial reports for Council meetings, in conjunction with the Council coordinator.

- C. Removal:** Any officer may be removed by the Council whenever in its judgment the best interests of the Council will be served thereby. Election or appointment of an officer shall not of itself create contract rights. Removal of an officer requires affirmative votes of two-thirds of the Council members voting.

- D. Resignations:** Any officer may resign at any time by giving notice to the Chair or Secretary. The resignation shall take effect at the time specified in the notice, and, unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

- E. Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled for the unexpired portion of the term by special election.

Article 6 - PLAN UPDATES

The Council shall review the Stewardship Plan at least once every ten (10) years and revise as necessary. Any revisions to the Stewardship Plan shall require affirmative votes of two-thirds of the council members voting.

Article 7 - FUNDING

- A. Funding:** The National Park Service (NPS) provides funding through the Partnership Wild and Scenic Rivers Program, subject to congressional appropriations. In addition to providing staff support and/or direct financial assistance, the NPS may provide technical planning and river conservation assistance to the Council if requested and if sufficient appropriations are available. The Council shall seek to leverage any potential federal funding provided to maximize the impact of such funds. The Council may pursue financial assistance and/or in-kind contributions from individuals, foundations, corporations, and government (federal, state, and/or local).

- B. Cooperative Agreements and Fiscal Agent:** Cooperative Agreements are formal written agreements between NPS and a local partner acting as the Fiscal Agent to create the ability to distribute federal funding or other federal assistance for supporting the implementation of the Wood-Pawcatuck Wild and Scenic Rivers

Stewardship Plan pursuant to Sec. 10(e) and/or Sec. 11(b)(1) of the Wild and Scenic Rivers Act. The NPS shall designate a Fiscal Agent under such terms that the NPS shall determine. Decisions on how funds are allocated, if they become available, remain with the Council in consultation with NPS.

- C. **Staff and Contractors:** The Council shall hire a Stewardship Council Coordinator to be the chief administrative agent of the Stewardship Council, to help implement stewardship projects, to conduct education and outreach, and to perform other duties in support of the Council. Contractors may be hired to implement stewardship projects as needed.

Article 8 - AMENDMENTS

Amendments to these Bylaws may be adopted at any meeting at which a quorum is declared present, provided appropriate notice of the amendment is provided to all members at least ten (10) days prior to said meeting. Amendments to these bylaws require two-thirds affirmative votes by those members present and voting. Such amendments take effect as stated in the motion.