

Bylaws for the Loudoun Watershed Management Stakeholder Steering Committee

I. Article I: Name

- A. The name of the organization shall be the Loudoun Watershed Management Stakeholder Steering Committee, hereafter referred to as the "Steering Committee".

II. Article II: Purposes

- A. The Steering Committee is a community-based advisory body established to guide watershed planning and watershed management within Loudoun County.
- B. The purposes of the Steering Committee are as follows:
 - 1. Promote the implementation of the principles, vision, values, goals and recommendations of the Strategic Watershed Management Solutions Final Report dated December 2006;
 - 2. Provide a forum for meaningful participation, collaborative decision-making, and consensus building among diverse stakeholders;
 - 3. Gather and share information among all stakeholders in the development and implementation of watershed action plans;
 - 4. Increase community understanding about watersheds and encourage individual and corporate stewardship by raising awareness of watershed functions, values, threats and concerns;
 - 5. Ensure that an "adaptive management" approach is used to make changes to the watershed planning process as experience is gained and lessons learned;
 - 6. Set priorities to guide watershed planning consistent with the "Criteria Guidelines" provided within the Strategic Watershed Management Solutions Final Report;
 - 7. Incorporate community ideas into the scope of watershed plans and achieve community support for watershed plan implementation.

III. Article III: Membership

- A. Membership is open to all citizens, whether individuals or as representatives of businesses, associations and government, who reside or have interests within the watersheds of Loudoun County and support the purposes of the organization.
- B. The initial membership of the Steering Committee shall be selected by the Strategic Watershed Management Solutions (SWMS) Team. Thereafter, the Steering Committee membership shall elect its successors in accordance with these bylaws (Initial membership list attached).
- C. Membership shall consist of up to a maximum of twenty-four (24) persons elected by members of the Steering Committee. The Steering Committee

shall be comprised of four (4) representatives in each of six (6) member categories. Membership categories shall be as follows:

1. Agriculture – 4 seats
 2. Business – 4 seats
 3. Building – 4 seats
 4. Conservation – 4 seats
 5. Government – 4 seats
 6. Residents – 4 seats
- D. A Steering Committee member may designate one Alternate to serve in the member's absence. Alternates must be approved by the Executive Committee, which shall maintain a list of approved alternates. The Steering Committee member shall notify the Chair prior to any meeting when an alternate is serving in their place.
- E. Membership Terms
1. Members shall serve two (2) year terms commencing January 1st. Vacancies shall be filled in accordance with procedures outlined in this Article. Members shall be eligible to serve two or more consecutive terms. Each annual election shall replace 2 of the 4 seats in each membership category so that terms are staggered.
 2. In the event any member unreasonably fails to attend any three (3) or more consecutive meetings, the Executive Committee may declare the seat vacant.
 3. With the approval of the membership, the Executive Committee may request the resignation, or terminate a membership for any act deemed to be inconsistent or harmful to the purposes of the organization and shall declare the seat vacant.
 4. With the approval of the membership, the Executive Committee may ask the Alternate to fill the vacancy.
- F. Nominating Process
1. The Nominating Process for Members of the Steering Committee shall be as follows:
 - a. The Membership Committee shall consist of one representative from each membership category, selected by the members in that category. Each representative shall provide the list of nominations for members within their category no later than September 1st of each year, for each seat that will become vacant at the end of the year or for any position(s) which may become vacant at any time.
 - b. Upon receipt of the Membership Committee's proposed slate, the Executive Committee shall review the proposed slate, may amend the proposed slate, and shall produce a final slate of nominees not later than two weeks prior to the December annual meeting.
 - c. The Steering Committee shall hold an election at the December Annual Meeting and elect the Steering Committee membership.

G. Advisory Committee

1. The Steering Committee shall establish a standing Advisory Committee composed of representatives from local, state and federal government agencies that have regulatory authority or responsibility for watershed activities, representatives of adjacent counties that share watersheds with Loudoun, the Northern Virginia Regional Commission, Metropolitan Washington Council of Governments, Virginia Department of Transportation, City of Fairfax Water, and Loudoun County staff.

IV. Article IV: Officers

A. Officers

1. The officers shall consist of a Chairperson and Vice-Chairperson elected by the full Steering Committee membership from among the Executive Committee members. Elections shall be held at the annual meeting of the Steering Committee in December of each year.

B. Membership Committee

1. In addition to performing the services specified above, the Membership Committee shall present a slate of nominees at the December Annual Meeting and the Steering Committee shall elect its officers.
2. The Membership committee shall be responsible for defining each membership category.

C. Terms of Officers

1. Officers shall serve a term of one (1) year from the January meeting following their election until their successors take office the following January. Officers may be re-elected for one additional consecutive term.

D. Executive Committee

1. There shall be an executive committee composed of one (1) representative from each of the membership categories. The members within each membership category shall caucus and select their representative to serve on the Executive Committee and designate an alternate from among the category membership.

E. Responsibilities of the Chair

1. The Chair shall preside at all meetings of the Steering Committee, authorize calls for any special meetings, execute all documents authorized by the Steering Committee, and generally perform all duties associated with that office, and serve as Chair of the Executive Committee.

F. Responsibilities of the Vice-Chair

1. The Vice-Chair, in the event of the absence or disability of the Chair or vacancy in that office, shall assume and perform the duties of Chair.

G. Responsibilities of the Executive Committee

1. The Executive Committee shall appoint all committees, make committee assignments, set agendas for Steering Committee meetings, and appoint the Membership Committee.
- H. Responsibilities of the Watershed Coordinator
1. A Watershed Coordinator, designated by the County, shall be the liaison between the Steering Committee and the County government. It shall be the responsibility of the Watershed Coordinator to assist the Officers and Executive Committee by providing administrative support, technical assistance and expertise, and advise them on matters before them.
- I. Vacancies and Special Elections
1. In the event of a vacancy in either the office of Chair or Vice Chair, a special election may be held to fill the position for the remainder of the term. The Chair and/or Vice Chair shall be elected by the full Steering Committee membership from among the Executive Committee members.

V. Article V: Meetings

A. Regular Meetings

1. All regular meetings shall be open to the public.
2. The Steering Committee shall meet at least four (4) times a year. Regular meetings may be held on a more frequent basis held at a regular date, hour, and location set by the Executive Committee.

B. Annual Meeting

1. The Annual Meeting, which shall be for the purpose of the election of officers, shall be held at the time of the regular meeting in December of each year.

C. Special Meetings

1. Special meetings may be called by the Chair or at the request of three members of the Steering Committee, for the transaction of business as stated in the call for the special meeting.

D. Quorum

1. A quorum for the transaction of business at any Steering Committee meeting shall consist of at least fifty-one percent of the voting membership exclusive of any vacant seats.

E. Decision Making

1. Decisions shall be made by consensus. Consensus means that all members of the quorum are in agreement with, or express no opinion, or for the record, state that they are not voting "for", yet will not hold back a decision or action on the issue under consideration. Absent members may not block consensus.
2. Motions should be made and seconded by voting members. After any additional discussion the chair will call for the consensus decision on the motion.

3. If consensus cannot be reached, the Steering Committee shall defer the item to the next meeting. At the next meeting, the Steering Committee shall again try to reach consensus on the item. If consensus still cannot be reached, the committee may vote on the item. Voting requires a 2/3 majority and will only be used when all efforts to reach agreement by consensus have failed. Each member present at the meeting is entitled to one vote.
4. The Steering Committee may select a person to serve as facilitator. The facilitator shall conduct the meeting, seek full participation of members, keep discussion focused, and help members reach consensus on a motion.

F. Minutes

1. Proceedings of all meetings of the full Steering Committee shall be governed by Robert's Rules of Order. Each such full Steering Committee meeting will be taped and summary minutes reflecting the actions and recommendations of the Steering Committee shall be prepared by county staff and shall be forwarded to all members within twenty days.

G. Cancellation

1. Any regular or special meeting of the Steering Committee or its Committees, to be held on a day on which, due to inclement weather, the public schools are closed, will be canceled. The substitute date, hour, and location, if any, of such meeting will be set by the Chair of that meeting. School delays will not affect meeting time.

VI. Article VI: Committees

A. Standing Committees.

1. The Steering Committee shall have the following Standing Committees.
 - a. Funding: The Funding Committee shall be established for the purpose of identifying options and opportunities to financially support watershed planning and implementation.
 - b. Data management: The Data Management Committee shall be established to provide policy and technical direction to data management and information exchange.
 - c. Education and Outreach: The Education and Outreach Committee shall formulate and implement an educational strategy to build community awareness of watershed issues, and garner public support for watershed planning and implementation.
 - d. Technical Coordination: The Technical Coordination Committee shall be responsible for research and technical work.
2. Each Standing Committee shall have a Committee Chair and Vice Chair, which shall be named by the Executive Committee and shall be from among the membership of the Steering Committee, exclusive of Executive Committee members. Each Steering Committee member shall serve on at least one Standing Committee. Each Standing Committee, upon approval of the Executive Committee, may create

sub-committees. Chairs of the Standing Committees, and sub-committees, as appropriate, shall report at each regular Steering Committee meeting.

3. Members of the Advisory Committee may serve on any Standing Committee or Sub-committee, without requiring approval of the Executive Committee.

B. Ad Hoc Committees

1. Additional ad hoc committees or task forces may be created as needed.

C. Committee Meetings

1. The Chair of each Committee shall call Committee meetings as deemed appropriate.

VII. Article VII: Amendments

- A. These bylaws may be amended at any regular meeting of the Steering Committee by two-thirds votes of the Steering Committee. Notice of any proposed amendment must first be submitted in writing to the Steering Committee thirty (30) days prior to the meeting.

Initial Steering Committee Membership

Category	Name	Organization
Agriculture	Les Goldsmith	Independent farmer
Agriculture	Corey Childs	Virginia Cooperative Extension
Agriculture	To be named	Loudoun County Farm Bureau
Agriculture	Leslie Blischak	Virginia Cooperative Extension - Commercial Horticulture
Conservation	Cliff Fairweather	Audubon Naturalist Society
Conservation	Gem Bingol	Piedmont Environmental Council
Conservation	Mark Peterson	Goose Creek Scenic River Advisory Committee
Conservation	Darrell Schwalm	Loudoun Watershed Watch
Business	Lou Canonico	christopher consultants
Business	Russ Gestl	Loudoun Economic Development Commission
Business	Todd Danielson	Loudoun County Sanitation Authority
Business	Doug Chapin	Wetland Studies and Solutions, Inc
Building	Randy Vlad	Loudoun County Public Schools - Planning and Construction
Building	Mark Hassinger	National Association of Industrial and Office Properties
Building	Michael Capretti	Northern Virginia Building Industry Association
Building	Steve Schulte	Northern Virginia Building Industry Association
Government	Glen Rubis	Loudoun County Government
Government	Bill Ackman	Town of Leesburg
Government	Lisa Patterson	Middleburg Town Council
Government	Odetta Scovel	Loudoun County Public Schools - Education
Resident	Karen Jones	Mainstreet Loudoun Partnership
Resident	Marian Czarnecki	Citizen
Resident	Otto Gutenson	Citizen
Resident	Rick Stone	Brambleton Community Association