



SUMMARY OF MAJOR PROPOSED CHANGES TO THE BYLAWS OF THE MYSTIC RIVER WATERSHED ASSOCIATION

The bylaws of the Mystic River Watershed Association were last amended in June, 2007. This past spring and summer, the MyRWA Governance Committee revisited the bylaws with the intent of streamlining them and bringing them into conformance with the procedures actually in place. The Committee's recommendations were presented to the Board and interested members at a meeting at the MyRWA offices on September 20, 2018, and are now being presented to the membership for formal approval.

Many of the changes were simply editorial or ministerial in nature, and do not involve substantive revisions to the bylaws. The full text of the proposed revised bylaws is available [here](#). However, in the Board's view the following five changes warrant highlighting for consideration by the membership.

1. Article II – Members, Section 1

The bylaws now explicitly recognize the important contributions made by MyRWA volunteers by providing that an individual may become a member of MyRWA either by making a financial contribution, or by providing services as a MyRWA volunteer.

2. Article V – Board of Directors, Section 2(b)

The sentence added to this section allows the Board to fill vacant positions by electing members on an interim basis, pending formal election to the Board by the membership at the next annual meeting. This will allow the Board to recruit and engage potential Board members as the opportunity arises, rather than having to wait for several months until the annual meeting.

3. Article V – Board of Directors, Section 3(c)

This section sets term limits for members of the Board. With two specified exceptions, Board members will now have a limited time on the Board of 6 consecutive years, with an option to rejoin the Board after a 1-year hiatus. While the contributions of the Board's dedicated long-term members are fully appreciated, this will allow the organization to involve "new blood" as the issues facing MyRWA change over the years.

4. Article VI – Officers, Section 2

This revision provides that the officers of MyRWA will be elected *directly* by the Board, rather than by the members who attend the annual meeting and vote on the slate recommended by the Board.

5. Article XII – Release and Indemnification

This new section provides that MyRWA Officers and Directors will be protected from liability to the organization or to third parties, provided that the liability is not based on a breach of the Officer's or Director's duty of loyalty to MyRWA; on acts in bad faith or involving intentional misconduct or a knowing violation of the law; or on a transaction "from which the Officer or Director derived an improper personal benefit." This kind of provision is standard for most companies and non-profit organizations, but had been missing from the MyRWA bylaws.