

BY-LAWS
Of the
WATERSHED AGRICULTURAL COUNCIL OF THE
NEW YORK CITY WATERSHEDS, INC.

ADOPTED February 23, 1993
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Article I
GENERAL

- Section 1 The name of the organization shall be the Watershed Agricultural Council of the New York City Watersheds, Inc. (“Watershed Agricultural Council”).
- Section 2 The organization is an independent, not-for-profit corporation, with the mission of supporting the economic viability of agriculture and forestry through the protection of water quality and the promotion of land conservation in the New York City Watershed region.
- Section 3 Notwithstanding any other provision of these articles, the Watershed Agricultural Council is organized exclusively for one or more of the following purposes: charitable, scientific, testing for public safety, literary, or educational purposes, as specified in Section 501(c) (3) of the federal Internal Revenue Code of 1954, and shall not carry on any activities not permitted by an association exempt from federal income tax under Section 501(c) (3) of the federal Internal Revenue Code.
- Section 4 No substantial part of the activities of the Watershed Agricultural Council shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the federal Internal Revenue Code Section 501(b)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Article II
COUNCIL DIRECTORS

- Section 1 The entire body of Watershed Agricultural Council of Directors shall consist of not less than fifteen (15), but no more than nineteen (19) farmers, forest land owners or representatives of agribusiness or forest industry representing the distribution of these activities within the eight (8) counties of the New York City watershed region, and shall be known as Directors. The Council of Directors of the Watershed Agricultural Council shall include the Commissioner of the NYC Department of Environmental Protection

(DEP) or his/her designee.

- Section 2 The general management of the affairs of this Corporation shall be vested in a Council of Directors. The Council of Directors shall have control of the property of the Corporation and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.
- Section 3 Watershed Agricultural Council Directors shall be nominated by the Watershed Agricultural Council Governance Committee and/or from the floor at the time of the election and shall be elected by a majority vote of the Watershed Agricultural Council of Directors. To be eligible for nomination as a Director, either from the floor or by the Governance Committee, a nominee must: a) have served, prior to nomination, one year on a duly constituted Watershed Agricultural Council committee and b) must reside or own sufficient agricultural or forest land to qualify as a program participant within the eight counties of the New York City watershed region.
- Section 4 Watershed Agricultural Council Directors shall be elected to serve a term of two (2) years. One-half of the Directors shall be elected annually. There shall be no limitation on the number of terms any Director may serve.
- Section 5 Directors shall notify the Watershed Agricultural Council in writing thirty (30) days prior to resigning from their directorship to the Watershed Agricultural Council. Director vacancies shall be filled, upon nomination by the Watershed Agricultural Council Governance Committee, pursuant to the procedures established under Article II, Section 3, by a majority vote of the Watershed Agricultural Council Directors.
- Section 6 Any Watershed Agricultural Council Director, at any regular meeting or any special meeting called for the purpose, may be removed for cause by a two-thirds vote of the Watershed Agricultural Council Directors. Notice of the time, place and purpose of any such meeting shall be given in the manner prescribed by these By-Laws to all Directors and to the Director against whom the removal is sought. Such Director shall at the same time be informed, in writing, of the reasons why removal is sought, and at such meeting shall have an opportunity to be heard in-person and to produce and examine witnesses.
- Section 7. Duty of Loyalty & Conflicts of Interest
- a. No Officer or Director shall engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Officer or Director shall take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest.
 - b. Conflict of Interest Definition. A conflict of interest exists when a matter to be acted upon by the Council of Directors confers a direct, substantial benefit to any Director of the Council, any member of the Director's immediate family, spouse or partner or business or agency from which such a Director derives an income or has authority in governance.
 - c. Abstention. A member of the Council of Directors shall abstain from voting or attempting to influence the vote on any matter before the Council that places him or her in a conflict of interest.

- d. Disclosure. A member of the Council shall disclose the conflict or potential conflict as soon as he/she recognizes the conflict. If self-disclosure is not revealed, the Council Chair or any member of the Council of Directors can, prior to voting on a specific matter in which a potential conflict of interest exists, inquire whether any member of the Council desires to abstain from voting because of a conflict of interest. If no conflict of interest is disclosed but the Chair or any other member of the Council states the opinion that such a conflict exists and the challenged Council member refuses to abstain from the deliberations or voting as requested, the Chair shall immediately call for a vote of the Directors to determine whether the challenged Director is in a conflict of interest. If a majority of the Directors present vote to require the abstention of the challenged Director, that Director shall not be permitted to vote.

Section 8 Council Member Attendance shall be set forth as per WAC Policy.

Article III

OFFICERS AND DUTIES OF OFFICERS

Section 1. Officers, Election, Term. The Council of Directors shall elect by majority vote a Chair, Vice-Chair, and Treasurer, and such other Officers as it may determine, who shall be given such duties, powers and functions as hereinafter provided. Nominations shall be from the Watershed Agricultural Council Governance Committee and/or from the floor. Officers shall be elected to hold office for two (2) years from the date of election with elections held every odd year. The election shall be held at the Watershed Agricultural Council's organizational meeting which is held at the January meeting. If there is more than one candidate for an office the election shall be by paper ballot collected by a Chair appointed teller. Each Officer shall hold office for the term for which he or she is elected and until his or her successor has been elected. No two offices may be held by the same person.

Section 2. Removal, Resignation. Officers serve at the discretion of the Council of Directors. Any Officer elected by the Council may be removed from office by a majority vote of the Council of Directors. In the event of the death, resignation or removal of an Officer, the Chair of the Council shall appoint an acting successor to fill the un-expired term. This appointment shall be confirmed or disapproved by the full Council within the next two regular meetings.

Section 3. Duties.

3.1. Chair. The Chair shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Council of Directors. The Chair, or any other person authorized by the Council of Directors may sign any deeds, mortgages, bonds, contracts or other instruments that the Council of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Council of Directors or by these by-laws or by statute to some other Officer or agent of the Corporation. In general the Chair shall perform all duties as may be prescribed by the Council of Directors from time to time. These duties shall include calling special meetings of WAC, creation and/or dissolution of committees with WAC approval, developing committee charges for WAC approval, appointment of committee members and chairs, facilitating development of WAC vision and strategic plan, ensuring that appropriate oversight of WAC occurs, ensuring the longevity of the Watershed Council of Directors through recruitment and development of Council members, maintaining liaison with elected officials and supporting fundraising efforts. The Watershed Agricultural Council Chair shall be the Chair of the Watershed Agricultural Council Executive Committee. The Chair of the Watershed Agricultural Council may appoint non Council members

as voting members to serve on Watershed Agricultural Council committees except Executive, Audit and Regulatory Oversight and Governance.

3.2. Vice Chair. In the absence of the Chair, or in the event of his/her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair and/or the Council of Directors.

3.3. Treasurer. The Treasurer shall be responsible for the supervision of an account of all monies received or expended by the Corporation. In general, the treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Council of Directors. He/she shall report to the Council at all meetings, according to a format prescribed by the Council of Directors.

Article IV

EXECUTIVE DIRECTOR AND OTHER EMPLOYEES

The Council of Directors may employ an Executive Director (chief executive officer) who shall have general charge, subject to the overall control and direction of the Council, oversight and direction of the affairs and business of the Corporation, and sole responsibility for the employment and discharge of staff. The Executive Director shall be the principal executive officer of the Corporation and the Chief Financial Officer, charged with the duties of effectuating the purposes of the Corporation, carrying out the directives of the Council of Directors in performing any and all functions necessary and proper to ensure that the policies, objectives and aims of the Corporation are carried out. The Executive Director's responsibilities shall include supporting the WAC Council of Directors and Committees, managing WAC staff including hiring, terminating and evaluating, managing fiscal and physical resources of WAC including preparation of budget and financial statements, and inventory of physical assets, negotiating and securing approval of all non DEP contracts, obtaining funding from various sources to conduct WAC programs, acting as contracting and procurement officer, maintaining minutes of corporate meetings, providing Directors notification of meetings, maintaining all corporate records, acting as liaison with WAC partners, stakeholders, media and grantors and other responsibilities as assigned by the Council. The Executive Director leads the effort for the development of all contracts and fund raising activities.

Article V

LIABILITY OF DIRECTORS AND EMPLOYEES

Indemnification & Insurance

Section 1. Authorized Indemnification. Unless clearly prohibited by law or these By-Laws, this Corporation shall indemnify any person (an "Indemnified Person") made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Corporation, by reason of the fact that s/he (or her/his Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director or Officer of the Corporation, or; (b) is serving or served, in any capacity, at the request of the Corporation, as a Director or Officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

Section 2. Prohibited Indemnification. The Corporation shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Council of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that s/he personally garnered any financial profit or other advantage to which s/he was not legally entitled.

Section 3. Advancement of Expenses. The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or promptly reimburse an Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that s/he is not entitled to be indemnified under the law or these By-Laws. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 4. Indemnification of Others. Unless clearly prohibited by law or these By-Laws, the Council of Directors may approve indemnification by the Corporation, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Testator or Administrator, if then deceased) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 5. Determination of Indemnification. Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Council of Directors shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By-Laws. Before indemnification can occur, the Council of Directors must expressly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Council of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-Laws.

Section 6. Binding Effect. Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification that cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 7. Insurance. The Corporation is required to purchase Directors and Officers ("D & O") liability insurance. To the extent permitted by law, such insurance shall insure the Corporation for any obligation it incurs as a result of this Article, or operation of law.

Section 8. Nonexclusive Rights. The provisions of this Article shall not limit or exclude any

other rights to which any person may be entitled under law or contract. The Council of Directors is authorized to enter into agreements on behalf of the Corporation with any Director, Officer, employee or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

Article VI COMMITTEES

- Section 1 The Watershed Agricultural Council Executive Committee, as directed by the Council of Directors, shall supervise and conduct the Programs of the Watershed Agricultural Council. All members of the Executive Committee shall be Council Directors. It shall consist of the Chair, the Vice-Chair, the Treasurer, the Commissioner of the NYC Department of Environmental Protection, or his/her designee, and three (3) additional Watershed Agricultural Council Directors as elected by a majority vote of the Watershed Agricultural Council of Directors every even year at the organizational meeting. The Watershed Agricultural Council Executive Committee shall meet as determined by the Chair, keep minutes of its proceedings and submit such minutes (whether they have been approved yet or not by said committee) to the Watershed Agricultural Council Directors at the next meeting thereof. The Watershed Agricultural Council Executive Committee shall also function as a search committee for the purpose of soliciting and nominating a candidate for the Executive Director position to the Watershed Agricultural Council Board of Directors for action. This committee is also responsible, on behalf of the Council of Directors, for the evaluation of the Executive Director.
- Section 2 A Watershed Agricultural Council Governance Committee shall carry out business as per its committee charge in addition to meeting to recommend the nomination of Directors, officers and the elected members of the Watershed Agricultural Council Executive Committee. The Watershed Agricultural Council Governance Committee and its Chair shall be appointed by the Watershed Agricultural Council's Chair and approved by a majority vote of the entire body of the Watershed Agricultural Council. The WAC Chair shall provide a list of proposed appointments to the Watershed Agricultural Council Governance Committee to each Watershed Agricultural Council Director ten (10) days prior to the regular meeting at which they are to be approved. The Watershed Agricultural Council Governance Committee shall consist of a minimum of five (5) Watershed Agricultural Council Directors, of which no more than two (2) shall be Executive Committee Directors.
- Section 3 A Watershed Agricultural Council Audit and Regulatory Oversight Committee shall consist of a minimum of three (3) Council Directors, appointed by the Chair and approved by a majority vote of the Council of Directors. The Watershed Agricultural Council Audit and Regulatory Oversight Committee shall review the financial records of the Watershed Agricultural Council within two (2) months of the close of the fiscal year to verify that the records are true and correct. Members of the Watershed Agricultural Council Audit and Regulatory Oversight Committee shall not serve simultaneously on the Watershed Agricultural Council Executive Committee.
- Section 4 All other committees approved by the Watershed Agricultural Council Directors shall consist of a minimum of three (3) Watershed Agricultural Council Directors, appointed by the Chair. Each committee shall meet regularly, keep minutes of its proceedings and submit such minutes to the Watershed Agricultural Council Board of Directors at the next meeting thereof (whether they have been approved yet or not by said committee) and carry out business as per its committee charge.

- Section 5 Additional committees may be created and/or dissolved by the Chair with approval of the Watershed Agricultural Council Directors. These committees shall meet regularly, keep minutes of its proceedings and submit such minutes to the Council of Directors at the next meeting thereof (whether they have been approved yet or not by said committee). They shall carry out the charges of said committee.
- Section 6 The Chair of the Watershed Agricultural Council and the Commissioner of the NYC Department of Environmental Protection, or his/her designee, shall be voting members of all standing or ad hoc committees of the Watershed Agricultural Council except as follows. The Chair nor the Commissioner of NYC Department of Environmental Protection, or his/her designee, shall not, however, be a member of the Watershed Agricultural Council Governance or Audit and Regulatory Oversight Committee.
- Section 6 The Chair of the Watershed Agricultural Council may appoint non Council members-as voting members to serve on the Watershed Committees except Executive, Governance, and Audit and Regulatory Oversight.

Article VII VOTING

- Section 1 Each Watershed Agricultural Council Director shall have one (1) vote. A quorum shall consist of at least fifty (50) percent of the entire body of the Watershed Agricultural Council of Directors. A quorum of a committee shall consist of at least fifty (50) percent of the voting members of that committee.
- Section 2 Except where it indicates that a vote or action must be by the majority of the entire body, a vote or action shall be effective if taken by a majority of the Watershed Agricultural Council Directors at a meeting at which a quorum is present. A vote of a committee shall be effective if taken by a majority of voting members of that committee at a meeting at which a quorum is present unless alternative voting requirements are approved by the Watershed Agricultural Council of Directors.
- Section 3 Members of the Watershed Agricultural Council of Directors and members of all committees have a legal obligation to vote on all and any matters brought before the respective bodies. When alternative voting requirements are in affect abstaining is not permitted unless a conflict of interest is declared.

Article VIII MEETINGS

- Section 1 Watershed Agricultural Council meetings shall be scheduled once a month as called for by the Chair. The January meeting, as chosen by the Chair, shall be considered the organizational meeting each year. Committee meetings shall be scheduled as needed by the Chair of that committee.
- Section 2 The Chair shall choose the regular meeting dates of the Watershed Agricultural Council at the organizational meeting. Special meetings of the Directors may be called by the Chair or by a majority vote of the Watershed Agricultural Council of Directors. Notice of the date, time, location and purpose of every Watershed Agricultural Council meeting shall be given to each Watershed Agricultural Council Director by mailing, at least ten (10) days prior to such meeting. Previous minutes shall be reviewed and approved at

each regular meeting.

Section 3 The Chair shall prepare the meeting agenda.

Section 4 Watershed Agricultural Council and committee meetings shall be governed by the “Roberts Rules of Order,” subject to the Certificate of Incorporation and By-Laws of the Watershed Agricultural Council.

Section 5 Any action required or permitted to be taken by the Council of Directors or a committee thereof may be taken without a meeting if all members of the board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 6 One or more of the members of the Council of Directors or any committee thereof may participate in a meeting of the Council-of Directors or committee by means of a conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in-person at a meeting.

Article IX AMENDMENTS

Section 1 These By-Laws may be amended at a regular meeting of the Watershed Agricultural Council by a two-thirds vote of the entire body of Watershed Agricultural Council Directors. Proposed amendments must be submitted at a regular meeting prior to the regular meeting in which they are to be voted on. Proposals from the floor shall be referred to the Governance Committee for review and recommendation for action to the Council of Director’s vote.

Article X FINANCES

Section 1 In addition to an audit by the City of New York, the books of the Watershed Agricultural Council shall be audited annually by a certified public accountant and two (2) copies of the certified accountant’s report shall be retained.

Article XI COMPENSATION

Section 1 Each Director of the Watershed Agricultural Council and voting Non-WAC Council of Directors Committee member not already being compensated shall be entitled to reimbursement for mileage and out-of-pocket expenses when traveling or conducting business as an authorized representative of the Watershed Agricultural Council. Reimbursement shall be made based upon reimbursement policies and procedures established at the annual organizational meeting.

Section 2 The Directors and employees may be compensated for the carrying out of their duties pursuant to the Certificate of Incorporation and By-Laws of the Watershed Agricultural Council.

Article XII DISSOLUTION

Section 1 The Watershed Agricultural Council may be disbanded by resolution of the Watershed

Agricultural Council at a regular or special meeting of the Watershed Agricultural Council, providing written notice of the intended action on such resolution, together with the basis for action, is provided to each Watershed Agricultural Council Director at least thirty (30) days before action is to be taken on such resolution. Passage of the resolution to dissolve the Watershed Agricultural Council shall require approval of two-thirds of the entire body of the Watershed Agricultural Council of Directors.

Section 2 Upon dissolution of the Watershed Agricultural Council by resolution of the Directors, the Watershed Agricultural Council shall continue for the purpose of discharging any existing obligations and doing all other acts required to adjust and finalize its affairs.

Section 3 In the event of dissolution of the Watershed Agricultural Council, all of the assets and property of the corporation remaining after the proper payment of expenses and the satisfaction of all liabilities shall be distributed, in accordance with Section 1102 of the New York State Not-for-Profit Corporation Law, as it may be amended, to further the not-for-profit purposes of the Watershed Agricultural Council and/or to such charitable and educational organizations as shall qualify under Section 501(c)(3) of the United States Internal Revenue Code.

Article XIII CONSTRUCTION

If there is any conflict between the provisions of the certificate of incorporation and the By-Laws, provisions of the certificate of incorporation shall govern.