

**NASHUA, SQUANNACOOK, & NISSITISSIT RIVERS
WILD AND SCENIC STEWARDSHIP COUNCIL**

BYLAWS

Adopted on December 19, 2019

ARTICLE 1 – AUTHORITY

The Nashua, Squannacook, and Nissitissit Rivers 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 Nashua, Squannacook, and Nissitissit Rivers Wild and Scenic Stewardship Council (the “Council”) was formed in accordance with the *Nashua, Squannacook, and Nissitissit Rivers Stewardship Plan*, dated February 15, 2018 (the “*Plan*”), which was approved by the town meetings of the eleven river communities (nine in Massachusetts, two in New Hampshire) in 2018.

ARTICLE 2 – MISSION AND PURPOSE

Section 1: The mission of the Council is to preserve, protect, and enhance the outstandingly remarkable resource values of the Nashua, Squannacook, and Nissitissit Rivers (the “Rivers”) and their tributaries, particularly the biological diversity, recreational and scenic resources, and historical and cultural resources, for the benefit and enjoyment of present and future generations. The Council may develop and adopt Policies and Procedures as needed to implement Council Bylaws.

Section 2: The purposes of the Council are as follows:

1. To implement and periodically update the *Plan*;
2. To provide a forum to explore river and watershed issues which could impact the Rivers and/or their resources;
3. To identify activities and to coordinate with other stakeholders on the implementation of the *Plan*’s goals and actions, such as project prioritization, project funding and oversight;
4. To provide advisory guidance to the National Park Service, other federal, state, and local authorities, and to other stakeholders as appropriate; and
5. To coordinate and provide opportunities to educate the public on the protection and enjoyment of the Rivers’ special resources.

ARTICLE 3 – MEMBERSHIP

Section 1: The Council shall consist of not more than 15 core voting member entities. Core voting member entities include: the participating towns in Massachusetts of Ayer, Bolton, Dunstable, Harvard, Groton, Lancaster, Pepperell, Shirley, and Townsend, and in New Hampshire of Brookline and Hollis; the Nashua River Watershed Association (NRWA); and the National Park Service (NPS). Each core voting member entity will have one vote. Two additional core voting member entities may be elected by the core voting member entities from not-for-profit or governmental entities that the Council feels will provide specialized knowledge and expertise to support the work of the Council.

Section 2: Each core voting member entity may appoint one Representative and one Alternate. Appointments will be made by each entity as appropriate and shall be for a term of three years unless the appointing authority selects a different length term. Representatives and Alternates may serve for additional terms, as reappointed by the appointing authority.

Section 3: Any potential conflict of interest on the part of any voting member or representative of the Council shall be disclosed to the Council and made a matter of record when the interest involves a specific issue before the Council. Every new member of the Council will be advised of this policy and required to sign a Conflict of Interest statement upon joining the Council. If a conflict exists, the member must abstain from voting on all matters relating to the conflict status. The minutes of the meeting shall reflect the disclosure of conflict, the abstention from voting, and the actual vote upon the issue itself.

Section 4: The Council may also form a non-voting Advisory Committee whose members may participate in Council deliberations without a vote. Members of the Advisory Committee might include representatives from:

1. Devens Regional Enterprise Zone, represented by the Devens Enterprise Commission;
2. Commonwealth of Massachusetts, represented by agencies such as the Division of Fisheries and Wildlife and the Division of Ecological Restoration;
3. State of New Hampshire, represented by agencies such as the Fish and Game Department;
4. U.S. Fish and Wildlife Service;
5. U.S. Geological Survey;
6. Company owners of the three working dams (Hollingsworth and Vose Company; Ice House Partners/Grady Research, Inc.; and Eagle Creek Renewable Energy, LLC); and
7. Other entities and individuals as the Council deems appropriate.

ARTICLE 4 – OFFICERS

Section 1: Officers of the Council shall consist of a Chair, Vice Chair, Treasurer, and Secretary. Representatives and Alternates may serve as officers, provided that no two representatives and/or Alternates of a single member entity serve simultaneously as officers.

Section 2: The term of office shall be one year. Officers shall be elected by the voting members in September or the first scheduled meeting thereafter. Officers may serve multiple, consecutive terms.

Section 3: The Chair shall set meeting agendas with the assistance of NRWA and NPS staff and other officers, and shall preside over Council meetings. In addition, the Chair, or his/her designee, may represent the Council as required before public and/or private local, state, and federal agencies in carrying out Council duties; act as Council spokesperson and point of contact; implement decisions of the Council regarding expenditure of funds; and fulfill responsibilities and conduct business in accordance with Council Bylaws and Policies and Procedures.

Section 4: The Vice Chair shall serve in the absence of the Chair in fulfilling the duties of the Chair. In addition, the Vice Chair shall assist the Chair in duties as agreed upon.

Section 5: The Treasurer shall submit a treasurer's report to the Council at least quarterly that reflects the true state of the Council's accounts and annual budget. The Treasurer shall coordinate with the NPS or the Council's fiscal agent, if one has been appointed by the Council, to ensure the accuracy, completeness, and timeliness of the information.

Section 6: The Secretary shall record and disseminate accurate minutes of Council meetings. In addition, the following duties may be shared with NRWA staff, if appropriate: (1) take Council meeting minutes; and (2) maintain the historical files of the Council, including approved meeting minutes, the current Plan, Bylaws, and Policies and Procedures.

ARTICLE 5 – MEETINGS

Section 1: Regular Council meetings shall be held at least eight times per year and shall be open to the public. Special Council meetings may be held should it be necessary to transact the business of the Council between regular meetings. The Chair, or the Vice Chair at the request of the Chair, or two voting core member entities may call meetings. Notice of meetings shall be provided 48 hours prior to the meeting.

Section 2: Meetings may be held in person, by conference call, by video conferencing, or by any combination thereof at the discretion of the Chair.

Section 3: A majority of Council voting members (51%) shall be required to form a quorum for Council meetings. The Council shall endeavor to act by consensus whenever possible. Formal votes may be taken from time to time at the discretion of the Chair or by request of any voting member. On the occasions when votes are needed, a 2/3 vote of the voting members present is required to pass. If the Representative and Alternate of a voting member entity disagree, the Representative's vote shall prevail.

Section 4: In the event an issue of confidential nature comes before the Council, an Executive Session may be called. Specific purposes of an Executive Session may include, but are not limited to: personnel matters; land negotiation and acquisition; and legal issues. In order for an Executive Session to be called, a 2/3 vote of the core voting member entities present at the meeting shall be required. All non-Council attendees shall leave the meeting unless specifically requested to remain by the Council. Resulting votes taken in Executive Session shall be disclosed either (1) when the meeting is re-opened to the public, or (2) when such votes can be disclosed without affecting the public interest. Except as otherwise provided in this paragraph, all discussions in Executive Session and minutes thereof shall be confidential.

ARTICLE 6 – SUBCOMMITTEES

The Council may form subcommittees at any time and for any purpose that is within the purview of the Council and implementation of the *Plan*. Whenever possible, subcommittees should be chaired by a core voting member entity, but in the event a core voting member entity cannot serve as chair, it may be chaired by a member of the Advisory Committee. Appointees to subcommittees are not limited to voting members or Advisory Committee members, but may include representatives of interested stakeholder groups, other entities, and individuals. Subcommittee meetings may be open or closed to the public. Meeting minutes shall be taken and provided to the Council. Reports of activities and any recommendations shall be presented at regular Council meetings for review and, if required, for approval by vote of the Council.

ARTICLE 7 – MANAGEMENT

Section 1: The NPS provides funding through the Partnership Wild and Scenic Rivers Program, subject to congressional appropriations. In addition, the NPS may provide technical planning and conservation assistance to the Council if requested and sufficient appropriated funds are available. The Council may elect to retain staff support which could be provided by a coordinator, NRWA staff or, if available, the NPS. The Council may pursue financial assistance and/or in-kind contributions.

Section 2: The Council shall appoint a Fiscal Agent to act on behalf of the Council in entering Cooperative Agreements with the NPS and/or funding contracts with other public entities, private entities, or individuals. Decisions on the allocation of funds shall be made by the Council.

ARTICLE 8 – AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a 2/3 vote of core voting member entities present at any regular or special Council meeting. Notice of the proposed change to the Bylaws must be included in the notice of such regular or special Council meeting.