

EXHIBIT D

BYLAWS OF THE DES PLAINES RIVER WATERSHED WORKGROUP (Revised - 12/17/2020)

ARTICLE I - Name

The name of this organization is the Des Plaines River Watershed Workgroup of Lake County, hereinafter referred to as "DRWW" or the "Workgroup."

ARTICLE II - Mission, Goal and Objectives

Section 1. Mission. The mission of the Workgroup is to bring together a diverse coalition of stakeholders to work together to preserve and enhance water quality in the Des Plaines River and its tributaries within Lake County, Illinois.

Section 2. Goal. The goal of the Workgroup is to improve water quality in the Des Plaines River and its tributaries through monitoring, project and best practices implementation, and education and outreach that will achieve attainment of water quality standards and designated uses for the watershed.

Section 3. Objectives. The objectives of the Workgroup are:

- a. Develop and implement a watershed-based plan.
- b. Develop and implement a comprehensive monitoring program that will include chemical, physical and biological components to accurately identify the quality of the river ecosystems as well as stressors associated with non-attainment of water quality standards and designated uses.
- c. Identify point and nonpoint source pollution issues and develop and implement short-term and long-term strategies to address these issues.
- d. Develop and implement long-term viable management strategies that accurately address water quality problems identified by the monitoring program.
- e. Develop and maintain appropriate water quality models of the watersheds to assess attainment of these objectives.

ARTICLE III - Membership

Section 1. Membership in the Workgroup shall be classified as an Agency Member, an Associate Member, or an Individual Member.

Section 2. Agency Member – Any public agency holding an NPDES permit for a discharge into the Des Plaines River and its tributaries, either from a publicly owned treatment works or from a public separate storm sewer system, and the Lake County Forest Preserve District. An Agency Member shall be entitled to between four and eighteen votes at Workgroup meetings, based on dues paid according to the following tiers:

Dues Range	Number of Votes
\$100-9,999	4 votes
\$10,000-19,999	6 votes
\$20,000-29,999	8 votes
\$30,000-39,999	10 votes
\$40,000-49,999	12 votes
\$50,000-59,999	14 votes
\$60,000-69,999	16 votes
\$70,000-79,999	18 votes plus 2 votes for each additional \$9,999

Section 3. Associate Member – An agency, organization or company interested in the mission and objectives of the Workgroup that is not eligible for membership as an Agency member. An Associate Member shall be entitled to two votes at Workgroup meetings.

Section 4. Individual Member - An individual interested in the mission, goals, and objectives of the Workgroup who is not eligible for membership as an Agency Member or Associate Member. An Individual Member is entitled to one vote at Workgroup meetings.

Section 5. Admission to any membership category will be determined by the Executive Board. Upon receipt of a

written request for admission, the Executive Board may approve said membership which will become effective upon payment of the appropriate dues and will remain in effect as long as the member remains in good standing with the Workgroup.

Section 6. Each Agency and Associate Member shall designate one or more Authorized Delegate(s) to cast its votes at Workgroup meetings. The Authorized Delegate(s) may be any designated employee of the Agency or representative of an Associate Member.

ARTICLE IV - Dues and Fiscal Year

Section 1. Annual dues are due on or before June 1 of each year. If a member fails to pay dues by August 1 or reach an agreement regarding the terms of dues with the Executive Board, the member's voting rights will be suspended.

Section 2. The annual dues for all members shall be set each year by recommendation of the Executive Board to the membership and approval by the membership at the Annual Meeting. Annual dues may consist of fees or approved in-kind services such as the provision of stream monitoring or other services by members to the Workgroup or a combination of fees and services, as determined by the Executive Board.

Section 3. Participating agencies contribute significant effort, time and resources to the Workgroup. The Workgroup shall recapture an equitable portion, as determined by the Executive Board, of all costs incurred by the Workgroup, including the Nutrient Assessment and Reduction Plan and any and all future regulatory mandated requirements, as a condition of new or reinstated agency membership.

Section 4. Any member may withdraw from membership in the Workgroup by advising the President of its intent to do so.

Section 5. The fiscal year of the Workgroup shall be aligned with the administrative agent's fiscal year. Currently, LCSMC is the fiscal agent, and the fiscal year shall commence on December 1 and conclude on the last day of November of the following calendar year. The current fiscal year budget will be approved by the Executive Board at their January meeting and distributed to the Members at the Annual Meeting.

ARTICLE V - Officers and Executive Board

Section 1. Officers. Workgroup officers shall include a President, Vice President, Treasurer and Secretary. All officers must be the Authorized Delegate of an Agency Member.

Section 2. Executive Board. The Workgroup shall be governed by an Executive Board comprised of the four officers, a member at large, and the chairpersons of the two standing committees – Monitoring/WQ Improvements Committee, and Lakes Committee. Each member of the Executive Board shall be entitled to discuss and vote on matters coming before the Board. The immediate past president of the Workgroup shall be an ex-officio, nonvoting member of the Executive Board. A meeting of the Executive Board may be called upon a minimum 10 days written notice by either the President or three members of the Executive Board. Four members of the Executive Board present at any meeting thereof shall constitute a quorum. A simple majority vote of a quorum shall control the policies and actions of the Executive Board.

Section 3. The President shall have general supervision of the affairs of the Workgroup and the Executive Board, shall preside at their respective meetings, and have the responsibility of overseeing contracts.

Section 4. The succession of officers is President, Vice President, Treasurer and Secretary, whom shall act in the absence of the ranking officer.

Section 5. The Administrative Agent shall receive and deposit all Workgroup monies, pay all bills approved by the Executive Board, and be responsible for all banking and reporting requirements to state and federal agencies and shall maintain the records of the Workgroup, keep and distribute minutes and records of attendance of all meetings, and distribute all Workgroup notices and make a report to the membership of all such activities at the Annual Meeting.

Section 6. Executive Board Members may designate an alternate to attend meetings in their absence, who shall also be an Agency Member employee. An alternate shall be approved by majority vote at any Workgroup meeting, prior to being able to vote. The alternate would not assume the duties of the Officer, but rather constitute a voting member to enable a quorum for conducting business. If the Executive Board Member resigns or leaves the Executive Board, the term of the designated alternate shall also end.

Section 7. The President shall serve as the principal spokesperson for the Workgroup and shall represent DRWW in discussions of mutual concern with governmental agencies or associations.

Section 8. The Executive Board, through its administrative agent, shall have the authority to enter into contracts and make payments for products and services reflected in the annual budget and to enter into agreements for grant funding for Workgroup purposes.

Section 9. Together the President and the Treasurer shall have the authority to authorize payments up to \$5,000 for goods and services that have been approved by the Executive Board.

Section 10. The Executive Board may authorize expenditures less than \$10,000 which are an emergency and cannot be delayed for review at a Workgroup meeting.

ARTICLE VI - Elections and Terms of Office

Section 1. The Executive Board shall nominate individuals for the offices of President, Vice President, Treasurer, Secretary and member at large positions. The Executive Board shall attempt to nominate individuals who represent a cross section of Workgroup members. Prior to, the Annual meeting of each odd numbered year, the President shall send to the membership a complete list of Executive Board nominees.

Section 2. Petition(s) presenting additional nominees for the Executive Board may be submitted to the Executive Board by Workgroup members no later than 10 calendar days before the Annual Meeting. A petition must contain the signatures of Workgroup members representing a minimum of three Agency Members and each nominee's signature.

Section 3. Election of the Executive Board shall occur during the Annual Meeting every odd numbered year, by a simple majority of votes cast per the voting structure in Article III. Only the names of the individuals who have been nominated according to the procedures described herein will be considered, and no nominations shall be permitted from the floor.

Section 4. The President, Vice President, Treasurer, Secretary, and member at large, shall be elected to two year terms, beginning at the close of each Annual Meeting.

Section 5. No one shall be eligible to serve as President until he or she has been a member of the Executive Board for one year.

Section 6. Board members may resign by submitting a letter to the President. If a Board Member's employment or group representation changes, their representation on the Board shall be reviewed by the Executive Committee. Vacancies shall be filled by appointment of the Executive Board until a successor is duly elected at the next Annual Meeting.

ARTICLE VII - Workgroup Meetings

Section 1. Workgroup meetings shall be held as needed but at least quarterly. Notice of Workgroup meetings and proposed meeting agendas will be provided to all Workgroup members at least 7 days prior to the meeting.

Section 2. An Annual Meeting of DRWW shall be held each year, at a date, time and location to be determined by the Executive Board.

Section 3. Special Meetings of Workgroup members may be called by the President or the Executive Board or upon the written request of Workgroup members representing 25% addressed to the President or Executive Board.

Section 4. All meetings of the Workgroup shall be held within the watershed.

Section 5. Each Authorized Delegate and Individual member of the Workgroup shall be entitled to vote at Workgroup meetings.

Section 6. In the event an Authorized Delegate or Individual Member is unable to attend any Workgroup meeting, said member may designate, in writing, a proxy to cast the Member's vote(s) at a Workgroup meeting.

Section 7. At any Workgroup meeting, the presence of Workgroup members representing 25%, either in person or by proxy, shall constitute a quorum. A simple majority vote of a quorum of the Workgroup shall control the policies and actions of the Workgroup.

Section 8. The Workgroup shall maintain an informal atmosphere to ensure maximum participation of all members. However, to insure orderly procedure, Robert's Rules of Order may be invoked at any DRWW meetings.

ARTICLE VIII - Committees

Section 1. The Workgroup shall have two standing committees – Monitoring/WQ Improvements Committee and Lakes Committee. The Executive Board may appoint such other committees as are necessary.

Section 2. The Monitoring/WQ Improvements Committee shall oversee the monitoring program and WQ

Improvement initiatives/projects for the Workgroup and make appropriate recommendations for program revisions to the Executive Board.

Section 3. The Lakes Committee shall assist in identifying lakes tributary to the Des Plaines River that impact the water quality of the Des Plaines River and make appropriate recommendations for program revisions to the Executive Board.

Section 4. The President shall appoint the chairperson for all DRWW committees. The President shall attempt to appoint individuals as committee chairpersons who represent a cross section of Workgroup members. Each committee chairperson shall submit to the President a list of committee members. DRWW committee members may include any Workgroup member.

Section 5. The term of office of the chairperson of any DRWW committee shall be two years.

ARTICLE IX - Amendments

Any revision to the Bylaws shall be submitted to the Executive Board for their review. After the review by the Executive Board, it shall be submitted to the membership for a 30 day review and comment period. Any revision is effective after the comment and review period and with approval of a super majority at a following Executive Board meeting.

Article X - DISSOLUTION

A motion to dissolve the Workgroup may be made by any Authorized Delegate at a regularly scheduled meeting at which a quorum is present. Upon receiving a proper second to the motion, the President shall defer action on the motion until the next regularly scheduled meeting of the Workgroup. All members shall be notified by mail of the pending motion to dissolve. At the next regularly scheduled meeting, the President shall, after discussion, call for a roll call vote on the motion to dissolve, which shall require the affirmative vote of 2/3 of all Workgroup member votes.