



## CITY of NOVI CITY COUNCIL

Agenda Item 1  
February 11, 2013

**SUBJECT:** Adoption of Resolution for Acceptance of Membership and Adoption of Bylaws for the Alliance of Rouge Communities.

**SUBMITTING DEPARTMENT:** Department of Public Services, Engineering Division *BTC*

**CITY MANAGER APPROVAL:** 

**BACKGROUND INFORMATION:**

The Rouge River watershed is located in the most densely populated and urbanized area in the state. The watershed encompasses approximately 438 square miles in size and a population of over 1.4 million people. The industrial growth of the lower Rouge River in the first half of the twentieth century and the rapid residential and commercial growth in the last half of the century in the upper portions of the watershed created serious pollution problems. In 1987, the International Joint Commission designated the Rouge River as one of the 43 most polluted areas in the Great Lakes. Since the mid-1990s, implementation of the Rouge River National Wet Weather Project has resulted in significant improvement of the watershed's water quality.

The Alliance of Rouge Communities (ARC) is a voluntary public watershed entity currently comprised of 41 municipal governments (i.e., cities, townships, and villages) and three counties (Oakland, Wayne, and Washtenaw). The purpose of the ARC is to provide an institutional mechanism to encourage watershed-wide cooperation and mutual support to meet water quality permit requirements and to restore beneficial uses of the river to area residents. The Mission and Vision Statement of the ARC is to improve the Rouge River, return beneficial public uses, and prevent future problems. The ARC helps to reduce costs to the member communities for meeting storm water permit requirements through cooperative efforts and provide a state and national model for locally driven watershed approaches that minimize the need for State/Federal mandates through the following goals and objectives:

1. Improve water quality
2. Reduce runoff impacts
3. Inform and educate the public
4. Protect, restore and/or enhance natural features
5. Maximize community assets
6. Support institutional relationships
7. Obtain grant funding

In order to tackle this large cooperative effort and objectives, the ARC annually collects dues from each community/county. The amount of dues collected is based on the pro-rated area and population of the community or county within the Rouge River Watershed. These dues have voluntarily contributed nearly \$1.2 million (since 2006) toward cooperative watershed management activities - all of which has been matched with State and Federal funding. Novi's membership dues in the ARC for 2012 was \$15,628.

The original bylaws for the ARC were adopted by City Council on December 19, 2005. The ARC approved revisions to the bylaws on November 7, 2012. The revised bylaws include minimum standards required by law for 501(c)(3) (non-profit) organizations, delete several sections that are no longer applicable, revise some of the committee structures, adds an article related to expenditure controls and auditing, provides new procedures for amending the bylaws and reorganizes the location of several existing articles. There are substantive changes to the primary function of the ARC, including the manner of voting on issues, the approval of the budget or the means of assessing the communities for membership fees (see City Attorney Beth Saarela’s January 25, 2013 letter). The current bylaws require that revisions must be approved by ARC members’ legislative bodies within five months following the date of the ARC action to approve amended bylaws.

The City Attorney has reviewed the amended bylaws and sees no legal impediment to City Council approval of the proposed resolution accepting membership and adopting the amended bylaws. Staff recommends adoption of the attached resolution, which formally accepts membership in the ARC, adopts the amended bylaws, and designates Staff Engineer Adam Wayne as the City’s designated representative to the ARC and designates Aaron Staup as the City’s alternate representative.

**RECOMMENDED ACTION:** Adoption of Resolution for Acceptance of Membership and Adoption of Bylaws for the Alliance of Rouge Communities.

	1	2	Y	N
Mayor Gatt				
Mayor Pro Tem Staudt				
Council Member Casey				
Council Member Fischer				

	1	2	Y	N
Council Member Margolis				
Council Member Mutch				
Council Member Wrobel				

CITY OF NOVI

COUNTY OF OAKLAND, MICHIGAN

RESOLUTION FOR ACCEPTANCE  
OF MEMBERSHIP AND ADOPTION OF BYLAWS  
ALLIANCE OF ROUGE COMMUNITIES

Minutes of a Meeting of the City Council of the City of Novi, County of Oakland, Michigan, held in the City Hall of said City on \_\_\_\_\_, \_\_\_\_\_, at \_\_\_\_ o'clock P.M. Prevailing Eastern Time.

PRESENT: Councilmembers \_\_\_\_\_

ABSENT: Councilmembers \_\_\_\_\_

The following preamble and Resolution were offered by Councilmember \_\_\_\_\_ and supported by Councilmember \_\_\_\_\_.

**WHEREAS** ; Watershed Alliance legislation passed the Michigan House of Representatives and the Michigan Senate and was signed into law by the Governor on January 3, 2005, as Act No. 517, Public Acts of 2004, based upon a draft provided and supported by the Rouge River watershed communities; and

**WHEREAS** ; the formation of the Alliance of Rouge Communities under this new state law provided the public agencies within the watershed the authority to directly seek grants, enter into contracts, and manage its own resources that have been provided in the past by and through Wayne County with federal funds as part of the Rouge River National Wet Weather Demonstration; and

**WHEREAS** ; at its meeting on November 7, 2012, the Alliance of Rouge Communities completed the revised attached Alliance of Rouge Communities bylaws, and recommended adoption by the appropriate governing bodies of those public agencies within the Rouge River watershed eligible for membership.

**NOW THEREFORE, IT IS THEREFORE RESOLVED** that the City of Novi formally adopts the amended bylaws for the Alliance of Rouge Communities.

**FURTHER BE IT RESOLVED**, that consistent with the terms of the Alliance of Rouge Communities bylaws, the City Council formally appoints Adam Wayne, Staff Engineer, as its designated representative to the Alliance of Rouge Communities, Aaron Staup, Construction Engineering Coordinator, as the alternate representative, and authorizes the City Manager to designate additional persons to represent the City of Novi, if needed, as an alternate to assure voting representation on the Alliance of Rouge Communities.

**FINALLY, BE IT RESOLVED** that the City of Novi's continuing membership will be evidenced by payment of its voluntary assessment on an annual basis to the Alliance of Rouge Communities.

**AYES:**

**NAYS:**

RESOLUTION DECLARED ADOPTED.

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Maryanne Cornelius, City Clerk

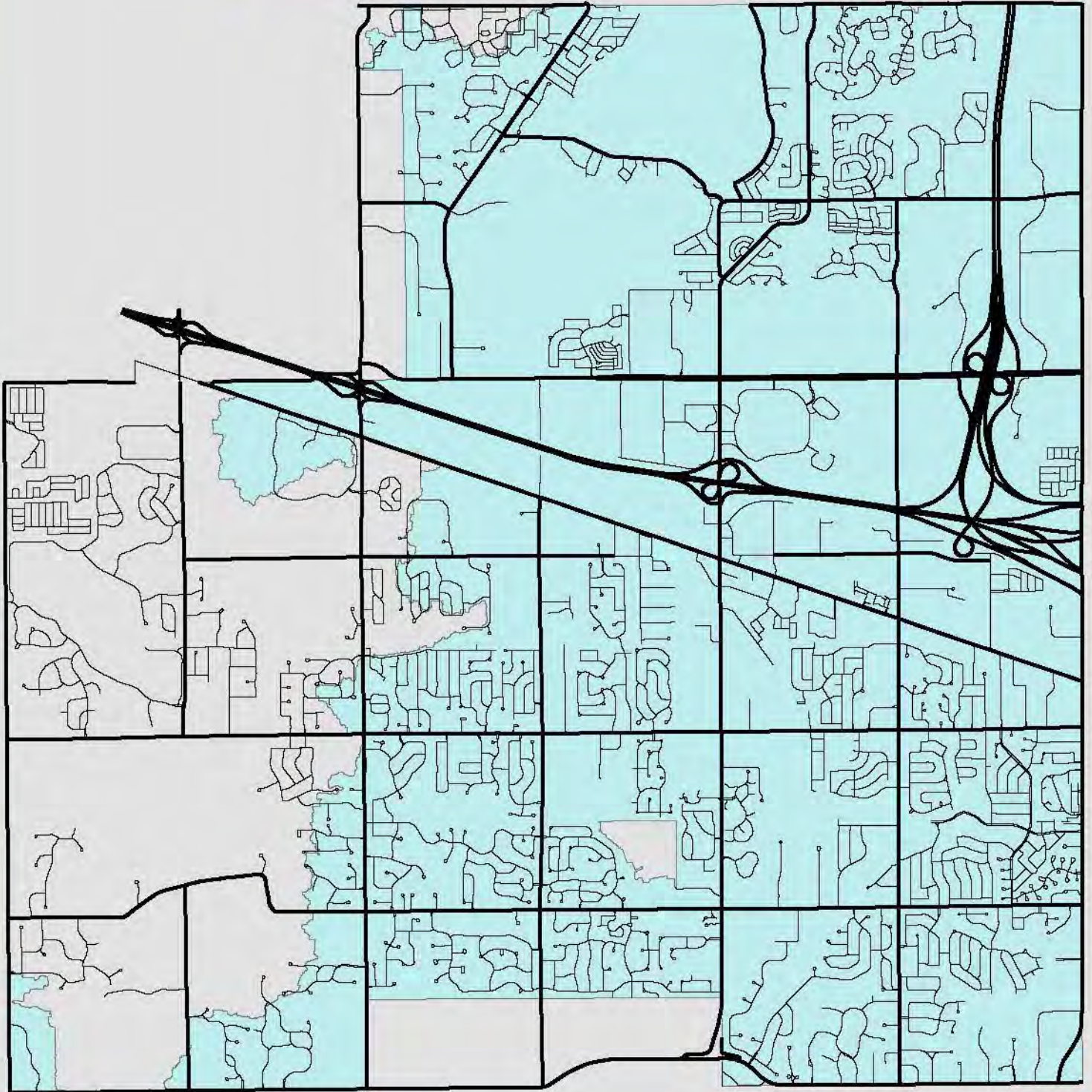
**CERTIFICATION**

I hereby certify that the foregoing is a true and complete copy of a resolution adopted by the City Council of the City of Novi, County of Oakland, and State of Michigan, at a regular meeting held this 11<sup>th</sup> day of February 2013, and that public notice of said meeting was given pursuant to and in full compliance with Act No. 267, Public Acts of Michigan, 1976, and that the minutes of said meeting have been kept and made available to the public as required by said Act, with the Bylaws approved by the Resolution being attached and consisting of Articles I through X on 11 pages and Informational Appendices A, B, and C.

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Maryanne Cornelius, City Clerk  
City of Novi

# Rouge River Watershed Area in Novi



Map Author: Brian Coburn  
 Date: 6/8/12  
 Project:  
 Version #:

Amended By:  
 Date:  
 Department:

**MAP INTERPRETATION NOTICE**

Map information depicted is not intended to replace or substitute for any official or primary source. This map was intended to meet National Map Accuracy Standards and use the most recent, accurate sources available to the people of the City of Novi. Boundary measurements and area calculations are approximate and should not be construed as survey measurements performed by a licensed Michigan Surveyor as defined in Michigan Public Act 132 of 1970 as amended. Please contact the City GIS Manager to confirm source and accuracy information related to this map.



**Map Legend**

**Watershed Area**  
 Rouge River



**City of Novi**  
 Engineering Division  
 Department of Public Services  
 26300 Lee BeGole Drive  
 Novi, MI 48375  
[cityofnovi.org](http://cityofnovi.org)



1 inch = 4,251 feet





JOHNSON ROSATI SCHULTZ JOPPICH PC

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Phone: 248.489.4100 | Fax: 248.489.1726

Elizabeth Kudla Saarela  
esaarela@jrsjlaw.com

www.johnsonrosati.com

January 25, 2013

Rob Hayes, Public Services Director  
CITY OF NOVI  
Department of Public Services  
Field Services Complex  
26300 Lee BeGole Drive  
Novi, MI 48375

**Re:** Alliance of Rouge Communities (ARC) Bylaws

Dear Mr. Hayes:

We have reviewed the proposed amended Bylaws adopted by the Alliance Rouge Communities (ARC) on November 7, 2012. The Bylaws were amended by the ARC for the purpose of consistency with ARC policy and to meet the minimum standards required by law for 501(c)(3) organization. The substantive changes to the bylaws include the following:

- Deletion of the Preamble describing the history of the Rouge Watershed, legal oversight for pollution control, and the creation of the ARC as a means of collaboration by governmental entities in the Rouge Watershed for cooperative management of the Rouge River
- Deletion of provisions relating to assistance with fiduciary services provided by the Wayne County Department of Environment
- Implementation of changes to the committee structures
- Creation of new a new Article for Expenditure Controls and Auditing
- Revision of procedures for amending the Bylaws

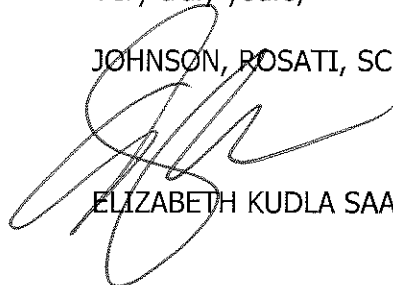
The remaining changes consist mostly of reorganization of the location of the existing Articles. There has been no change to primary functions or operations of the ARC, including the manner of voting on issues, the approval of the budget, or the means of assessing the communities for membership fees. We see no legal impediment to City Council approving the proposed Resolution accepting membership and adopting the amended Bylaws.

Rob Hayes, Public Services Director  
January 25, 2013  
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Please feel free to contact me with any questions or concerns in regard to this matter.

Very truly yours,

JOHNSON, ROSATI, SCHULTZ & JOPPICH, P.C.

A handwritten signature in black ink, appearing to read 'Elizabeth Kudla Saarela', written over the typed name below.

ELIZABETH KUDLA SAARELA

EMK

Enclosures

- C: Maryanne Cornelius, Clerk (w/Enclosures)
- Brian Coburn, Engineering Manager (w/Enclosures)
- Aaron Staup, Construction Engineering Coordinator (w/Enclosures)
- Adam Wayne, Staff Engineer (w/Enclosures)
- Thomas R. Schultz, Esquire (w/Enclosures)





*Working together, restoring the river*

*James W. Ridgway, P.E.  
Executive Director*

Auburn Hills  
Beverly Hills  
Bingham Farms  
Birmingham  
Bloomfield Hills  
Bloomfield Twp.  
Canton Twp.  
Commerce Twp.  
Dearborn  
Dearborn Heights  
Farmington  
Farmington Hills  
Franklin  
Garden City  
Henry Ford Community  
College  
Lathrup Village  
Livonia  
Melvindale  
Northville  
Northville Twp.  
Novi  
Oak Park  
Oakland County  
Orchard Lake  
Plymouth  
Plymouth Twp.  
Pontiac  
Redford Twp.  
Rochester Hills  
Romulus  
Southfield  
Troy  
Van Buren Twp.  
Walled Lake  
Washtenaw County  
Wayne  
Wayne County  
Wayne County Airport  
Authority  
Westland  
Wixom

TO: Alliance of Rouge Communities (ARC) Members  
FROM: ARC Staff  
DATE: November 16, 2012  
RE: Proposed Revised ARC Bylaws

On November 7, 2012 the Alliance of Rouge Communities (ARC) approved revisions to the ARC Bylaws as proposed by the ARC Organization Committee. The ARC Bylaws were adopted in July 2005, and revisions are needed for the bylaws to be consistent with current ARC policies and to reflect items that are necessary as the ARC matures as an organization. No changes to the assessment methodology are proposed.

The current ARC Bylaws require that revisions to the Bylaws must be approved by ARC members' legislative bodies five (5) months following the date of the ARC action to approve the amended Bylaws. Therefore, please forward the amended ARC Bylaws to your legislative body for review and approval. The deadline for approval of the revised ARC Bylaws is April 7, 2013.

The following documents are attached for your use and information:

1. Summary of Proposed Revisions to Bylaws;
2. Proposed Revised ARC Bylaws (approved by the ARC on November 7, 2012);
3. Marked-up version of the original (July 2005) ARC Bylaws indicating major edits and/or revisions included in the proposed revised Bylaws, and
4. Model resolution (word version) for possible use to obtain approval of the revised ARC Bylaws by your community/agency legislative body.

If you have any questions about this matter, please contact Kelly Cave, Organization Committee Chair (kcave@co.wayne.mi.us or 313-224-8282) or Zachare Ball, ARC staff (zball@ectinc.com or 734-769-3004).

Thank you in advance for your prompt attention to this matter.

Cooperating Partners:

*Cranbrook Institute of Science  
Friends of the Rouge  
Rouge RAP Advisory Council  
Southeastern Oakland  
County Water Authority  
Wayne State University*



**ALLIANCE OF ROUGE COMMUNITIES**  
**SUMMARY OF PROPOSED REVISIONS TO BYLAWS**  
**5 October 2012**

**General**

- Reorganized document considerably; see hand mark up of July 2005 ARC Bylaws showing new location of existing sections
- Revised to be consistent with current ARC policies. There are currently 19 ARC policies and written procedures which have been implemented since the July 2005 adoption of the current bylaws (see <http://www.allianceofrougecommunities.com/documents.html>)
- Necessary revisions for ARC compliance with requirements for 501(c)(3) status

**Preamble**

- Deleted

**Article I. Purposes**

- Expanded to include 501(c)(3) designation and prohibited activities

**Article II. Description and Structure**

- Revised provisions for associate members and cooperating partners

**Article III. Roles and Responsibilities**

- Clarification of roles and responsibilities of ARC, officers, and committees
- Added roles and responsibilities of Executive Director and staff
- Organization Committee renamed as a Special Committee.
- Nominating Committee added as Special Committee.

**Article IV. Governance**

- No change to voting shares
- Election of Officers and Officer Vacancy revised/added to include provisions of ARC Officer Appointment Policy

**Article V. Budget and Assessments**

- No change to assessment methodology
- Revised to be consistent with current ARC policies

**Article VI. Resolution**

- Revised to be consistent with current ARC policies

**Article VII. Indemnification**

- Revised to be consistent with current ARC policies

**Summary of Proposed Revisions to ARC Bylaws (Continued)**  
**5 October 2012**

**Article VIII. Expenditure Controls and Auditing**

- Interim and Long Term Fiduciary Services (former Article VI.A and B) deleted
- Revised to be consistent with current ARC policies

**Article IX. Dissolution of the ARC**

- Revised such that ARC is in compliance with requirements for 501(c)(3) status

**Article X. Amendments to Bylaws.**

- Revised such that all amendments except Article V (Budget and Assessments) can be approved by ARC.
- Amendments to Article V require approval by community governing bodies.

**Appendices**

Deleted Appendix C, 2005 Budget. There are now three:

- A: Geographic Boundaries (Article II, A)
- B: Voting Shares (Article V, A)
- C: Model Resolution (Article VII)

# BYLAWS

## ALLIANCE OF ROUGE COMMUNITIES

*Adopted pursuant to  
Part 312, Watershed Alliances,  
Michigan Natural Resources and Environmental Protection Act  
as amended by Public Act 517 of 2004*

*Adopted by the Full ARC on November 7, 2012*

### ARTICLE I. STATEMENT OF PURPOSES

#### A. Purpose

It is the purpose of these Bylaws to set forth the composition, duties, and responsibilities of the Alliance of Rouge Communities (hereinafter the ARC), a 501(c)(3) organization, formed under the provisions of Part 312 Watershed Alliances, Natural Resources and Environmental Protection Act as amended by Public Act 517, 2004. Local public agencies and communities within the Rouge River Watershed believe there are substantial benefits that can be derived under this Watershed Alliance through cooperative management of the Rouge River and in providing mutual assistance in meeting state water discharge permit requirements to the Rouge River. The purpose of the ARC is to provide an institutional mechanism to encourage watershed-wide cooperation and mutual support to meet water quality permit requirements and to restore beneficial uses of the river to the area residents. The Appendices attached and referred to in these Bylaws are provided for informational purposes only and are not a part of the Bylaws. The Appendices will be periodically updated to reflect the actual boundaries of the ARC based upon number of eligible public entities who formally accept membership, as well as allocation of assessments, and voting shares in subsequent years

#### B. 501(c)(3) Designation

The ARC is organized exclusively for educational, scientific and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) of the Internal Revenue Code of 1954, as amended and which support the mission of the ARC.

#### C. Prohibited Activities

No part of the net earnings of the ARC shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I.A hereof.

No substantial part of the activities of the ARC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the ARC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE II. DESCRIPTION AND STRUCTURE**

### **A. Geographic Boundaries**

The geographic boundaries encompass the land area within the Rouge River watershed located in portions of Wayne, Oakland and Washtenaw counties in southeastern Michigan shown in the informational map attached as Appendix A (Geographic Boundaries) to these Bylaws. Under state law the boundaries of the ARC are limited to the jurisdictional boundaries of its members. Appendix A will be updated periodically to show the jurisdictional boundaries of those cities, townships, and villages that have adopted the Bylaws and formally accepted membership. In the event that some eligible Rouge River watershed communities (cities, townships, or villages) do not become members or elect to not maintain ARC membership, county members may: 1) include all of their county political boundary within the Rouge River watershed where they intend to exercise their independent water management responsibilities; or 2) include only that portion of the county within the Rouge River watershed where communities have accepted membership in the ARC.

### **B. Membership of the ARC**

#### *1. Types of Membership*

##### a. Primary Members

The Primary Members of the ARC shall consist of a representative, or designated alternate of each township, city, village and county (or county agency) whose legal jurisdiction incorporates areas wholly or partially within geographic boundaries identified in Appendix A and whose governing body by resolution, voluntarily adopts these Bylaws.

##### b. Associate Members

The Associate Members of the ARC shall consist of a representative, or designated alternate of a public school district, public college or university, or any other local or regional public agency that has been issued a state permit for a water discharge into the Rouge River and who submits a

written acceptance of the bylaws from a representative authorized to oversee these activities. .

2. *Cooperating Partners*

The ARC encourages the involvement of non-profit organizations, other public agencies or entities, businesses, and residents who share a common interest in protection and restoration of the Rouge River. Those who a) provide their time, services, expertise or other resources toward the common goal of protection and restoration of the river, and b) comply with the ARC policy for Cooperating Partners, will be recognized as non-voting, *Cooperating Partners*.

3. *Termination*

A member may terminate its membership in writing at any time, however; there shall be no refund of any assessment already paid to the ARC. Other financial impacts of termination are described in the ARC Dues Policy

**C. Organization Structure**

1. *Full ARC*

The ARC, a 501(c)(3) organization, is a voluntary public watershed entity currently comprised of municipal governments (i.e. cities, townships and villages), three counties (Wayne, Oakland and Washtenaw), associate members and cooperating partners (i.e. other organizations) as authorized by Part 312 (Watershed Alliances) of the Michigan Natural Resources and Environmental Protection Act (MCL 324.101 to 324.90106) as amended by Act No. 517, Public Acts of 2004.

2. *Officers*

The officers of the ARC are the Chair, Vice-Chair and Treasurer.

3. *Executive Committee*

The ARC Executive Committee shall have 14 voting members consisting of:

- a. (3) The elected Chair, Vice-Chair, Treasurer of the ARC,
- b. (3) One representative or alternate from each member county,
- c. (7) One representative or alternate from each of the seven Subwatershed Advisory Groups.
- d. (1) The immediate Past Chair, Past Vice-Chair, or Past Treasurer of the ARC shall serve as a member or alternate member with preference given first to the Past Chair, then the Past Vice-Chair, and then the Past-Treasurer.

The three counties shall appoint their respective representatives and alternates to the Executive Committee. Representatives and alternates serving on the Executive Committee shall be limited to those individuals representing a member public agency that has adopted these Bylaws and has paid its membership assessment. In an effort to assure the broadest

participation by ARC members, reasonable efforts should be made to assure representation throughout the watershed.

4. *Standing Committees*

The ARC has established standing committees on technical issues (Technical Committee), financial management (Finance Committee) and public involvement and education (PIE Committee). The Treasurer shall Chair the Finance Committee and the officers shall appoint the Chairs of the Technical and PIE committees from members of the Executive Committee. The standing committee Chairs may appoint Vice-Chairs of their respective committees provided such Vice-Chairs represent members. Participation on standing committees is open to ARC members, Cooperating Partners and other interested parties.

5. *Special Committees*

From time to time, the ARC may choose to establish special committees to consider specific issues or questions.

a. Organization Committee

The ARC shall appoint members and the Chair or Co-Chairs of the Organization Committee that reflect the broad diversity of the ARC membership with respect to geographic location, land area and population within the watershed, and type of public agency. Current officers shall not be members of the Organization Committee

b. Nominating Committee

The ARC Chair shall appoint an ARC member to Chair a Nominating Committee in advance of ARC elections to oversee nominations for officer positions.

6. *Support Services*

The ARC may choose to appoint or hire an Executive Director and/or support staff. A recommendation for Executive Director and/or any contracted support services will be made by the Executive Committee and forwarded to the Full ARC for approval.

## **ARTICLE III: ROLES AND RESPONSIBILITIES**

### **A. Full ARC**

The Full ARC meetings are chaired by the ARC Chair. All official actions of the ARC including the election of officers, adoption of budgets, assessment of costs to members, and all other matters not otherwise specifically delegated to the elected officers, committees or Executive Director shall be made by the Full ARC at a regular meeting consistent with the voting procedures in Article IV.C. of these Bylaws. The Full ARC shall:

1. Maintain official written record of meetings that includes attendance, issues discussed, and official actions taken;

2. Recommend to members any subsequent changes needed to these bylaws;
3. Take other actions required, including delegation of responsibilities to the elected Chair or Executive Committee to carry out the purpose and conduct the business of the ARC including, but not limited to, directing the activities of any committees established under the Bylaws;
4. Encourage and promote public involvement in actions and activities of the ARC, and assure compliance with the ARC Open Meetings and Freedom of Information Policy.
5. Develop policies and procedures related to official actions of the ARC, including but not limited to contracting for services, disbursement of funds and related fiduciary responsibilities, and
6. Prepare an annual report on the goals and accomplishments of the ARC together with a comprehensive audit report on the expenditures and revenues.

## **B. Officers**

### *1. Chair*

The Chair serves a two-year term and sets the vision for the ARC. The Chair presides over the Full ARC and the Executive Committee and appoints Committee Chairs.

### *2. Vice-Chair*

The Vice-Chair serves in the absence of the Chair, and assists the Chair with general operation of the ARC.

### *3. Treasurer*

The Treasurer Chairs the Finance Committee and oversees the ARC's annual audit. The Treasurer is responsible to the ARC for all financial operations as outlined in the ARC Accounting Procedures Manual.

## **C. Executive Committee**

The meetings of the Executive Committee shall be Chaired by one of the three elected officers. The elected Chair of the ARC shall Chair the Executive Committee, with the responsibility succeeding to the elected Vice-Chair if the elected Chair is unavailable. If neither the elected Chair nor the elected Vice-Chair is present at an Executive Committee meeting, the elected Treasurer shall serve as Chair for the meeting.



The Executive Committee shall, with the advice of the standing committees:

1. Provide oversight of the expenditure of ARC monies consistent with the approved annual budget by reviewing financial status reports prepared by the Finance Committee;
2. Provide a forum for discussion and, if appropriate, make recommendations to the Full ARC to resolve issues related to the management of the ARC brought to its attention by any member of the ARC;
3. Assist the standing committees and any other special committees of the ARC in meeting their respective responsibilities;
4. Maintain a written record of each Executive Committee meeting including, as a minimum, attendance, list of issues, and a record of decisions and recommendations, and
5. Take other actions that are consistent with the provisions of these Bylaws and direction provided by the ARC.

#### **D. Standing Committees**

The ARC shall establish and outline a purpose for the three standing committees on technical issues (Technical Committee), financial management (Finance Committee) and public involvement and education (PIE Committee). The Treasurer shall Chair the Finance Committee, and the officers shall appoint the Chairs of the Technical and PIE Committees from members of the Executive Committee. The standing committee Chairs may appoint Vice-Chairs of their respective committees provided such Vice-Chairs represent members. Any member, designated alternate or other representative of a member may serve on any standing committee. Cooperating partners or other members of the public may be invited to participate in a standing committee, but all official actions of a standing committee shall be limited to participation by those on the committee representing ARC members. Committee duties and responsibilities are defined in ARC Committee Responsibilities document. In addition, the Executive Committee may define other responsibilities for any standing committee.

##### **1. Finance Committee**

The Finance Committee shall be chaired by the ARC Treasurer and its membership made up of members of the ARC.

##### **2. Technical Committee**

The Technical Committee shall be chaired by an ARC member who sits on the Executive Committee. The committee Chair may appoint a vice-Chair provided the Vice-Chair is an ARC member. Participation in the Technical Committee is open to ARC members and other interested parties.

### 3. *Public Involvement and Education (PIE) Committee*

The PIE Committee shall be chaired by an ARC member who sits on the Executive Committee. The committee Chair may appoint a Vice-Chair provided the Vice-Chair is an ARC member. Participation in the PIE Committee is open to ARC members and interested parties.

#### **Special Committees**

From time to time, the ARC may choose to establish special committees to consider specific issues or questions. Any special committee shall be established by the ARC, the ARC Chair or the Executive Committee. The Special Committee Chair(s) and Co-Chair(s) appointed shall be representatives of members of the ARC. The duties and responsibilities of Special Committees shall be defined by the Executive Committee.

##### 1. *Organization Committee*

The ARC shall establish the Organization Committee to consider changes to its Bylaws; develop and/or review policies and procedures; consider membership requests and make recommendations to the Full ARC. The ARC shall appoint members and the Chair or Co-Chairs of the Organization Committee that reflect the broad diversity of the ARC membership with respect to geographic location, land area and population within the watershed and type of public agency.

##### 2. *Nominating Committee*

The ARC Chair shall appoint an ARC member to Chair a Nominating Committee in advance of ARC elections to oversee nominations for officer positions. The ARC shall consider the recommendations of the nominating committee.

#### **F. Executive Director**

Any Executive Director selected by the Executive Committee shall exercise his or her duties and responsibilities under the direction of the ARC Chair or other ARC officer designated by the Chair. The Executive Director shall serve as an ex-officio member without vote for all committees and special committees and provide supporting information and recommendations.

#### **G. Contracted Services**

Duties and responsibilities will be defined by contract.

## **ARTICLE IV: GOVERNANCE**

#### **A. Election of Officers**

The ARC shall consider recommendations from the Nominating Committee and may elect for a two-year term, from among its members, a Chair, Vice-Chair and Treasurer. The three ARC officers shall be limited to an elected or appointed official, or employee of a *Primary Member* of the ARC as defined in these

Bylaws. Officers shall be elected to two-year terms at a regularly scheduled ARC meeting through a formal action as described under Article IV. C. of these Bylaws. The Chair, Vice-Chair and Treasurer of the ARC shall serve until replaced by a majority vote of the members. The elected Vice-Chair, or the elected Treasurer in the event the Vice-Chair is unavailable, shall assume the duties of the Chair if the Chair is unavailable. Newly elected officers will assume their duties at the conclusion of business of the meeting at which those officers were elected.

## **B. Officer Vacancy**

In the event of an officer vacancy the Chair shall appoint an interim representative from the ARC members until such time that an election of the vacant officer position can be held. If the Chair position becomes vacant, the position shall be filled by the elected Vice-Chair, or the elected Treasurer shall assume the duties of Chair, in the event the Vice-Chair is unavailable.

## **C. Decision Making**

### *1. Full ARC*

The ARC shall take all formal actions, by a simple majority vote of all eligible *Primary* and *Associate Members* at a meeting at which a quorum is present. A quorum shall consist of one more than fifty percent (50%) of all members, eligible to vote and present. Voting shall be limited to members or their designated alternates who are physically present at an ARC meeting. Eligible members are those appointed by an appropriate governing authority that has adopted these Bylaws by resolution and that has paid its assessment. Provided, however, any eligible *Primary Member* may request that formal actions on a specific action item be subject to a voting of shares, and, if supported by at least four other *Primary Members*, the formal decision of the ARC will be based on voting shares. The elected officers may not vote on any issue before the ARC unless they are also serving as the designated ARC representative of their respective public agency.

### *2. Executive Committee*

The Executive Committee will seek consensus on all issues brought before it. In the absence of consensus, the Executive Committee will adopt motions only when a majority of its members (8) vote in favor of a motion. Each member will have one vote including the elected officers of the ARC. A county or SWAG may designate an alternate to serve and vote on behalf of their appointed representative to the Executive Committee.

### *3. ARC Standing and Special Committees*

The ARC Standing and Special Committees will seek consensus on all issues brought before them. Failure to reach consensus will result in no recommendation.

## **D. Voting Shares**

If a voting of shares is requested and supported by a total of five members, adoption of formal actions shall require a simple majority of the voting shares of a quorum based upon the following allocation:

### *1. Primary Members*

The voting shares for city, township and village members shall be based upon the financial contribution of each based upon the approved ARC annual budget and assessment of costs to members. The specific voting shares will be proportional to the annual assessments to each city, township and village as determined under Article V. of these Bylaws with one voting share based upon the annual assessment for each divided by \$750 rounded to the nearest whole number. If an assessment is less than \$750, one voting share shall be provided.

The combined voting shares of the three counties and county agencies combined shall be limited to twelve percent (12%) of total voting shares and the allocation of voting shares between the three counties shall be determined by the proportional amount of land in each county within the Rouge River watershed. For the purposes of these Bylaws, counties are defined as the appointed/elected Road Commission, the elected County Water Resources Commissioners, the elected County Executive, or the elected County Commission. Provided, however, only one member or designated alternative shall represent each county.

### *2. Associate Members*

The specific voting shares will be proportional to the annual assessments to each with one voting share based upon the annual assessment for each divided by \$750 rounded to the nearest whole number. If an assessment is less than \$750, one voting share shall be provided.

### *3. Cooperating Partners*

Cooperating Partners shall not have voting privileges, but shall be invited to participate in meetings of standing committees and noticed of all meetings of the ARC and its Executive Committee.

## **E. Meetings**

An effort shall be made to schedule meetings at locations throughout the Rouge River Watershed, allowing any member community or agency to host a meeting. All meetings of the Full ARC and Executive Committee shall operate under the Robert's Rules of Order unless modified by a majority vote of the ARC members.

### *1. Alliance of Rouge Communities*

The Full ARC shall meet at least twice each calendar year at a designated time and location established by the Executive Committee. Agendas for ARC meetings will be distributed and circulated to all members in advance of all meetings. All official actions of the Full ARC including the election of officers, adoption of budgets, assessment of costs to members, and all other matters

not otherwise specifically delegated to the elected officers, committees or Executive Director shall be by the Full ARC at a regular meeting consistent with the voting procedures in Article IV. D. of these Bylaws.

2. *Executive Committee*

The ARC Executive Committee will meet at least four times each year at the call of the Chair.

3. *Other Committees*

Other committees shall meet as needed.

## **ARTICLE V. BUDGET AND ASSESSMENTS**

The ARC shall adopt an annual, fiscal year budget for the period from January 1 through December 31 on or before December 15, of each year for the following calendar year. Assessments for members will be set at the time each budget is adopted. Modifications to the budget may be adopted at any regularly scheduled ARC meeting, provided however, that assessments once established for any member, shall not be increased during the calendar year for which they were established. Notwithstanding this provision restricting mid-year changes in assessments, members may voluntarily agree to increase their payments for special services provided by the ARC.

### **A. Primary Members**

1. *City, Village and Township Members*

The assessments to cities, villages and townships will be determined by subtracting the amount of dollar contributions from the approved budget to be provided by counties, Associate Members, and from grants, money gifts, and other income including any balances from prior year ARC budgets. The amount remaining after subtracting these other sources of revenue will be prorated and assessed to each city, village and township primary members based upon equal weight to the population of the unit of government within the watershed according to the most recent United States census, and the land area within the watershed as shown as a part of Appendix B (Voting Shares). Provided, however, that maximum assessment to any member shall be limited to no more than 15% of the total assessments for all other Primary Members in any fiscal year.

2. *County Members*

Based upon the in-kind contributions currently provided by Oakland, Washtenaw and Wayne counties, the three counties will not be assessed to support the budget of the ARC as determined by the Policy for County In-kind Contributions.

## **B. Associate Members**

The ARC shall assess *Associate Members* at the time they become a member based upon a dollar amount approved by the ARC and agreed upon by the *Associate Member*. The assessment shall reflect the ARC membership benefits provided each *Associate Member*, and any other contributions made by the *Associate Member* to the ARC. The annual assessment to an *Associate Member*, however, shall not be less than the lowest amount assessed any *Primary Member* or \$750 whichever is greater, nor more than \$30,000 or the highest amount assessed any *Primary Member* whichever is greater.

## **C. Adjustment of Assessments**

Once adopted as part of a given fiscal year budget, the annual assessments to primary members shall not be lowered based upon the addition of new members or any other additions to income not considered as part of the approved annual budget for that year. *Primary and Associate Members* joining after the adoption of the fiscal year budget shall be assessed shall be assessed proportionately based on the quarter of the year they join using the same formula as was applied to other members. Primary and Associate members terminating membership after the start of the fiscal year budget and after paying their assessments shall not be given a refund of dues.

## **ARTICLE VI. RESOLUTION**

The eligible members adopting these Bylaws shall do so by the passage of a formal resolution, an example of which is attached as Appendix C (Model Resolution), and exercise of existing authority that includes the ability to commit to the annual payment of assessments for support of ARC as identified in the annual ARC budget. Once a resolution is passed and a certified copy forwarded to the ARC, the public entity will remain a member so long as its assessments are paid in a timely manner. Services provided through the ARC and any grant funding it receives shall be, to the extent practical, limited to Primary and Associate Members that have adopted the Bylaws and met their respective assessed financial obligations established consistent with the Bylaws.

## **ARTICLE VII. INDEMNIFICATION**

To the extent permitted by law, the ARC may hold any officer, committee Chair, Executive Director, agent or employee and their respective designees harmless from personal liability for claims made or civil actions commenced against the officer, committee Chair, Executive Director, agent, employee or designee; when acting in good faith within the scope of his/her authority; while discharging his/her official duties on behalf of the ARC; for acts in or not opposed to the best interest of the ARC; or on account of liability of the ARC; only if their actions do not amount to gross negligence

and are not contrary to the law. The ARC, pursuant to bylaw or resolution of its board, may obligate itself in advance to defend and hold harmless persons.

The ARC shall purchase and maintain Director and Officers Liability insurance on behalf of any officer, committee Chair, Executive Director, agent or employee and their designees against any liability asserted against the person and incurred by the person in any capacity or arising out of the status of the person as an officer, committee Chair, Executive Director, agent or employee of the ARC.

The amount of fees and costs which the ARC shall pay for on behalf of any officer, committee Chair, Executive Director, agent, employee or designee's defense shall be limited to and shall not exceed insurance limits of the policy, if any, covering the claim or action.

The decision to defend and represent any individual officer, committee Chair, Executive Director, agent, employee or designee will be made in the sole discretion of the ARC; acting on advice from its legal counsel as to whether said individual, officer, committee Chair, Executive Director, agent, employee or designee was acting while in the scope of his/her authority was discharging his/her official duties on behalf of the ARC and if the acts were in or not opposed to the best interest of the ARC.

## **ARTICLE VIII. EXPENDITURE CONTROLS AND AUDITING**

The Executive Committee will have full and complete access to records concerning the use of the funds collected from the members. The expenditures of monies collected through assessments to members will be audited through a process determined to be appropriate by the Finance Committee. The Finance Committee will provide oversight of all expenditures of member assessments and report the status of income and expenditures at each meeting of the Executive Committee.

## **ARTICLE IX. DISSOLUTION OF THE ARC**

In the event of the dissolution of this Corporation, all assets, real and personal, shall be distributed to one or more organizations which qualify as tax exempt and publicly supported under Sections 501(c)(3) and 509(a)(1), respectively of the Code, or the corresponding provisions of any subsequent Federal tax laws, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE X. AMENDMENTS TO BYLAWS**

- A. Except as provided in Section X.B for select amendments to Article V of these bylaws, any amendments proposed to these bylaws shall be first reviewed by the Organization Committee who shall, after consideration of proposed amendments, make recommendations to the Executive Committee and the Full ARC. Any

amendment(s) to the Bylaws shall be: 1) formally noticed to all members at least 30 days prior to the Full ARC meeting at which they are to be voted upon; and, 2) approved by at least two thirds of all members (or two thirds of all member shares if a voting of shares is requested) at a meeting at which a quorum is present. A quorum shall consist of one more than fifty percent (50%) of all members, eligible to vote and present.

- B. Proposed amendments to Article V of these bylaws, which will change the way that assessments to members are determined, shall be approved by the ARC as provided in Section X.A. In addition, after approval by the Full ARC of proposed amendments to Article V, the proposed amendments to Article V shall also be sent to all members for review and approval by the member's respective governing bodies. The members' governing boards shall have five (5) months following the date of the ARC action formally recommending amendments to Article V to approve the amendment. The amended Bylaws shall become effective when at least half of the governing bodies of members approve the amended Bylaws within the specified time limit.



## **INFORMATIONAL APPENDICES TO THE BYLAWS**

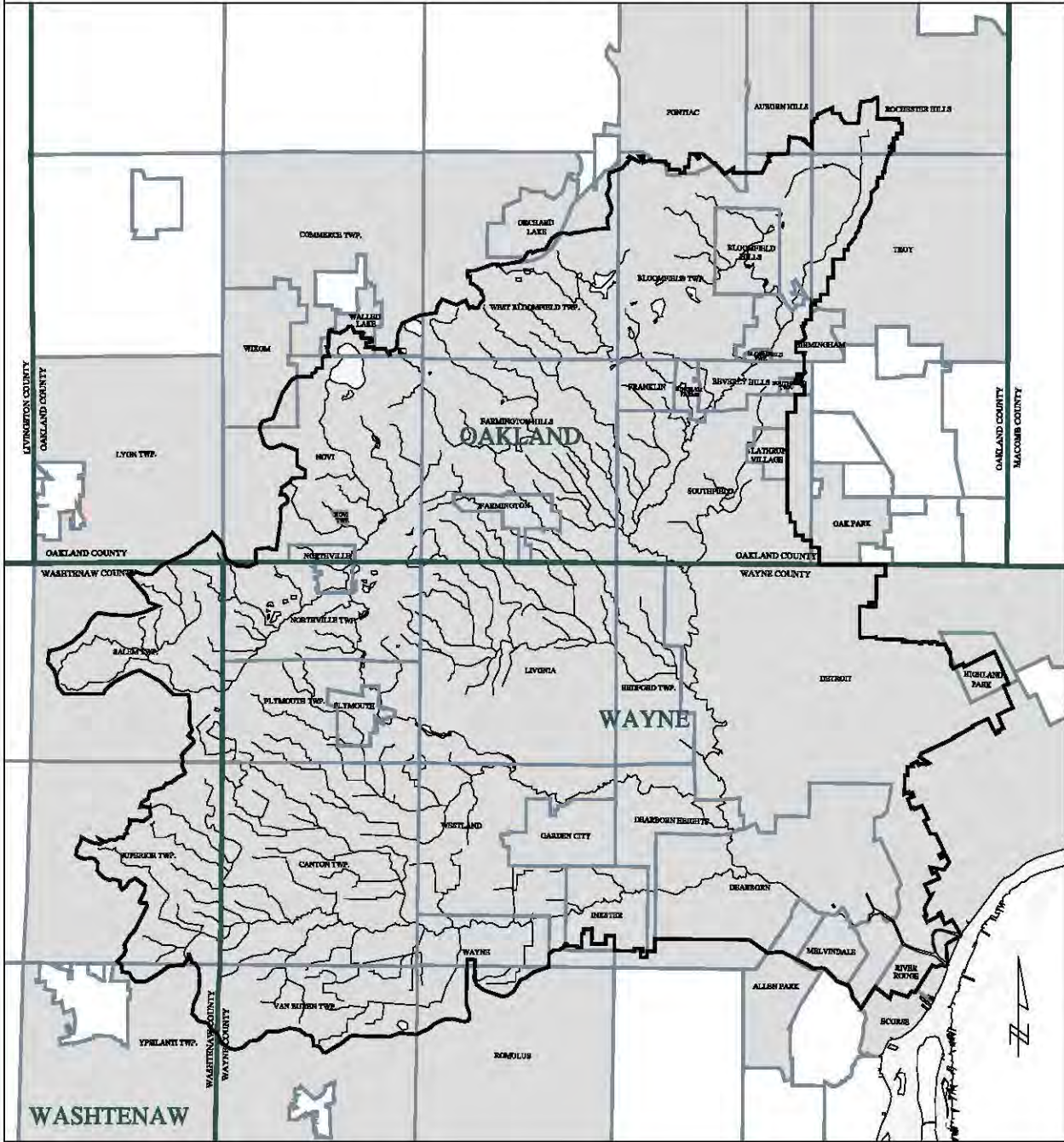
**Appendix A Proposed Geographic Boundaries of the Rouge River Watershed**

**Appendix 6 Allocation of Costs and Voting Shares**

**Appendix 7 Example Resolution**

# APPENDIX A






## ROUGE RIVER WATERSHED ARC Eligible Communities

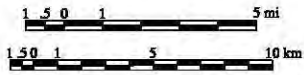


WASHTENAW

WAYNE

### LEGEND

-  Watershed boundary
-  Rouge River major branches & tributaries
-  City/township boundaries
-  County boundaries
-  ARC Eligible Communities



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**APPENDIX D** (Page 1 of 2)

**Eligible Primary Members of Proposed Alliance of Rouge Communities**

<b>Current Assembly Eligible Members -- Watershed Acres/Population, and Allocation of Costs and Voting Shares for 2005 Fiscal Year</b>									
	<b>Community/County</b>	<b>Watershed Area (Acres)</b>	<b>Watershed Population</b>	<b>% Watershed Area</b>	<b>% Watershed Population</b>	<b>Weighted % Area &amp; % Population</b>	<b>Cost/\$297,503 Weighted</b>	<b>Member Voting Shares</b>	<b>Co. Watershed Area (Acres)</b>
	<b>[1]</b>	<b>[2]</b>	<b>[3]</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]</b>	<b>[7]</b>	<b>[8] [9]</b>	<b>[12]</b>
1	Allen Park*	892	1,490	0.36%	0.15%	0.26%	\$768	1	
2	Canton Twp.	23,123	76,366	9.39%	7.90%	8.65%	\$25,722	34	
3	Dearborn	15,659	97,627	6.36%	10.11%	8.23%	\$24,488	33	
4	Dearborn Heights*	5,301	37,740	2.15%	3.91%	3.03%	\$9,012	12	
5	Garden City	3,752	30,047	1.52%	3.11%	2.32%	\$6,892	9	
6	Inkster*	3,696	27,987	1.50%	2.90%	2.20%	\$6,541	9	
7	Livonia	22,952	100,545	9.32%	10.41%	9.86%	\$29,342	39	
8	Melvindale*	1,726	10,541	0.70%	1.09%	0.90%	\$2,665	4	
9	Northville	1,298	6,458	0.53%	0.67%	0.60%	\$1,778	2	
10	Northville Twp.*	10,603	20,990	4.30%	2.17%	3.24%	\$9,635	13	
11	Plymouth	1,410	8,987	0.57%	0.93%	0.75%	\$2,235	3	
12	Plymouth Twp.	10,251	27,833	4.16%	2.88%	3.52%	\$10,476	14	
13	Redford Twp.	7,215	51,622	2.93%	5.34%	4.14%	\$12,306	16	
14	Romulus*	2,458	3,994	1.00%	0.41%	0.71%	\$2,099	3	
15	Van Buren Twp.*	8,421	8,535	3.42%	0.88%	2.15%	\$6,399	9	
16	Wayne*	3,829	18,830	1.55%	1.95%	1.75%	\$5,212	7	
17	Westland*	12,457	84,177	5.06%	8.71%	6.89%	\$20,484	27	
18	<b>Wayne County</b>							32	176,099
19	Auburn Hills*	191	935	0.08%	0.10%	0.09%	\$260	1	
20	Beverly Hills*	2,382	9,488	0.97%	0.98%	0.97%	\$2,899	4	
21	Bingham Farms	783	1,030	0.32%	0.11%	0.21%	\$632	1	
22	Birmingham*	1,978	12,243	0.80%	1.27%	1.04%	\$3,080	4	
23	Bloomfield Hills	3,219	3,940	1.31%	0.41%	0.86%	\$2,551	3	
24	Bloomfield Twp.*	16,303	41,204	6.62%	4.27%	5.44%	\$16,190	22	
25	Commerce Twp.*	606	1,054	0.25%	0.11%	0.18%	\$528	1	
26	Farmington	1,706	10,423	0.69%	1.08%	0.89%	\$2,635	4	
27	Farmington Hills	21,311	82,112	8.65%	8.50%	8.58%	\$25,513	34	
28	Franklin	1,680	2,958	0.68%	0.31%	0.49%	\$1,470	2	
29	Lathrup Village	963	4,236	0.39%	0.44%	0.41%	\$1,234	2	
30	Novi*	15,231	42,927	6.18%	4.44%	5.31%	\$15,807	21	
31	Pontiac*	450	1,576	0.18%	0.16%	0.17%	\$514	1	
32	Rochester Hills*	1,977	4,562	0.80%	0.47%	0.64%	\$1,896	3	
33	Southfield*	14,982	64,683	6.08%	6.70%	6.39%	\$19,007	25	
34	Troy*	3,835	13,826	1.56%	1.43%	1.49%	\$4,445	6	
35	West Bloomfield Twp.*	11,081	40,956	4.50%	4.24%	4.37%	\$12,998	17	
36	Walled Lake*	585	2,547	0.24%	0.26%	0.25%	\$745	1	
37	Wixom*	548	1,319	0.22%	0.14%	0.18%	\$534	1	
38	<b>Oakland County</b>							18	100,052
39	Superior Twp.*	10,371	7,668	4.21%	0.79%	2.50%	\$7,444	10	
40	Ypsilanti Twp.*	1,097	2,624	0.45%	0.27%	0.36%	\$1,066	1	
41	<b>Washtenaw County</b>							4	22,275
	<b>All Assembly Members</b>	<b>246,321</b>	<b>966,080</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>\$297,503</b>	<b>451</b>	<b>298,426</b>

**APPENDIX D'**(Page 2 of 2)

**Eligible Primary Members of Proposed Alliance of Rouge Communities**

<b>Non-Assembly, Eligible Members -- Watershed Acres/Population, and Projected Allocation of Costs and Voting Shares for 2005 Fiscal Year</b>									
	<b>Community/County [10]</b>	<b>Watershed Area (Acres) [2]</b>	<b>Watershed Population [3]</b>	<b>% Watershed Area [4]</b>	<b>% Watershed Population [5]</b>	<b>Weighted % Area &amp; % Population [6]</b>	<b>Cost/\$297,503 Weighted [7]</b>	<b>Adjusted Limit [11]</b>	<b>Member Voting Shares [8]</b>
42	Detroit*	38,779	444,102	13.60%	31.49%	22.55%	\$67,079	\$44,625	60
43	Ecorse*	5	51	0.002%	0.01%	0.004%	\$11	\$11	1
44	Highland Park*	902	9,201	0.36%	0.94%	0.65%	\$1,946	\$1,946	3
45	Lyon Twp.*	468	243	0.19%	0.03%	0.11%	\$319	\$319	1
46	Oak Park*	82	689	0.03%	0.07%	0.05%	\$155	\$155	1
47	Orchard Lake*	159	125	0.06%	0.01%	0.04%	\$115	\$115	1
48	River Rouge*	1,370	9,731	0.55%	1.00%	0.78%	\$2,306	\$2,306	3
49	Salem Twp.*	10,339	2,389	4.03%	0.25%	2.14%	\$6,359	\$6,359	8
	<b>Potential Total Additions</b>	<b>52,103</b>	<b>466,531</b>					<b>\$55,837</b>	<b>78</b>

**Key to Notations for APPENDIX B Tables**

- [1] Communities/Counties that Signed August 2003 Memorandum of Agreement forming the Rouge River Watershed Local Management Assembly (Rouge Assembly)
  - [2] Community Acres within Rouge River Watershed, RPO Data Base
  - [3] Community Population within Rouge River Watershed, 2000 Census Data (SEMCOG/RPO)
  - [4] Percent Land Area within Rouge River Watershed Compared to Total within Watershed
  - [5] Percent of Population within Watershed Compared to Total Population within Watershed
  - [6] Percent Land Area Plus Percent Population Divided by Two (i.e., equal weight to each factor)
  - [7] Total \$297,503 Assessed - Equal Weight Given to Population and Land Area Within Watershed
  - [8] Community Shares = Assessment Divided by \$750 Rounded to the Nearest Whole Number
  - [9] County Shares = 12% of Total Shares -- Allocated Based on % County Land Area in Watershed
  - [10] Rouge Watershed Communities Who Did Not Sign August 2003 Memorandum of Agreement forming the Rouge river Watershed Local Management Assembly (Rouge Assembly)
  - [11] Limited to No More Than 15% of Total Assessment of All Other Primary Members
  - [12] Includes All County Land Area Within the Watershed - Community Total Membership Land Area in County May Be Less
- \* Indicates Communities with Some Portion of Land Area Outside of the Rouge River Watershed

Informational attachment to July 2005, Alliance of Rouge Communities Bylaws submitted for adoption by member governing bodies.

**Appendix C**  
**MODEL RESOLUTION**

*(The following is a model resolution – the essential elements are contained in the “Resolved” paragraphs which adopt the bylaws and designates the representative and alternate)*

**Acceptance of Membership and Adoption of Bylaws**  
**ALLIANCE OF ROUGE COMMUNITIES**

WHEREAS, Watershed Alliance legislation passed the Michigan House of Representatives and the Michigan Senate and was signed into law by the Governor on January 3, 2005, as Act No. 517, Public Acts of 2004, based upon a draft provided and supported by the Rouge River watershed communities; and

WHEREAS, the formation of the Alliance of Rouge Communities under this new state law provided the public agencies within the watershed the authority to directly seek grants, enter into contracts, and manage its own resources that have been provided in the past by and through Wayne County with federal funds as part of the Rouge River National Wet Weather Demonstration; and

WHEREAS, at its meeting on November 7, 2012, the Alliance of Rouge Communities completed the revised attached Alliance of Rouge Communities bylaws, and recommended adoption by the appropriate governing bodies of those public agencies within the Rouge River watershed eligible for membership.

THEREFORE BE IT RESOLVED, that the *(Insert Name of Public Entity’s Governing Body or, if appropriate, elected public official)* formally adopts bylaws for, and accepts membership in the Alliance of Rouge Communities.

FURTHER BE IT RESOLVED, that consistent with the terms of the Alliance of Rouge Communities bylaws, the *(insert the name of the public entity’s governing body or, if appropriate, elected public official)* formally appoints *(insert name or title of representative)* as its designated representative to the Alliance of Rouge Communities, *(insert name or title of alternate)* as the alternate representative, and authorizes *(Insert name or title of person with authority to appoint)* to designate additional persons to represent the *(Insert Public Entity’s Name)*, if needed, as an alternate to assure voting representation on the Alliance of Rouge Communities.

FINALLY, BE IT RESOLVED that *(insert name of public entity)* continuing membership will be evidenced by payment of its voluntary assessment on an annual basis to the Alliance of Rouge Communities.

Adopted *(Date)* \_\_\_\_\_

*(Certifying Official and Title)*

*To report the results of your community’s/county’s official action on the bylaws, please email James Ridgway, Alliance of Rouge Communities Executive Director at:*

*jridgway@allianceofrougecommunities.com*

*To formally confirm adoption of the bylaws and membership in the Alliance of Rouge Communities, please send a signed, official copy of the resolution to:*

*Chris O’Meara, Staff  
Alliance of Rouge Communities  
c/o ECT, 719 Griswold St., Suite 820  
Detroit, MI 48226*

**PREAMBLE**

*Removed*

**ROUGE RIVER ASSEMBLY OF LOCAL GOVERNMENTS (ASSEMBLY)  
TRANSITION TO THE ALLIANCE OF ROUGE COMMUNITIES (ARC)**

The Rouge River watershed, located in southeast Michigan, runs through the most densely populated and urbanized land area in the state. The watershed is approximately 438 square miles in size and includes all or part of 48 municipalities in three counties, with a population of over 1.4 million. The industrial growth of the lower Rouge River in the first half of the twentieth century and the rapid residential and commercial growth in the last half of the century in the upper portions of the watershed created serious pollution problems. Despite pollution control efforts as early as the 1940s, when the Detroit wastewater treatment facility was built to serve southeast Michigan including many of the Rouge River watershed communities, pollution problems have increased in the river. It has only been in the last decade that significant restoration of water quality has begun to be documented as a result of over one billion dollars of investments by area residents for pollution control.

In 1985, at the urging of local citizens and organizations the State of Michigan adopted the Rouge River Basin Strategy. In 1987, the International Joint Commission designated the Rouge River as one of the 43 most polluted areas in the Great Lakes. In 1989, the original Rouge River Remedial Action Plan (RAP) was completed and endorsed by a majority of the watershed communities. This original RAP called for an ambitious twenty-year plan to address pollution problems. The progress in achieving restoration has been documented in Rouge River RAP 2004 Revision (Available at <http://www.rougeriver.com/geninfo/remaction.html>). In the early 1990s, the United States District Court, at the urging of local communities, facilitated a phased process for correcting combined sewer overflows (CSOs) affecting the river. In 1992, with the bipartisan assistance of the Michigan congressional delegation representing the watershed, Wayne County received the first U.S. Environmental Protection Agency grant for the Rouge River National Wet Weather Demonstration Project (Rouge Project).

The U.S. District Court, as part of its oversight responsibilities for pollution control on the Detroit River stemming from a court case filed in the 1970's and its role in facilitating the CSO resolution (i.e., the "Bulkley Settlement"), has maintained a continuing interest in the results of the Rouge Project. In the mid-1990s, the U.S. District Court strongly urged the 48 local public agencies within the Rouge River watershed to adopt a more comprehensive approach to control pollution from sources other than CSOs. The U.S. District Court proposed a watershed-wide authority under the Michigan Drain Code to manage water issues within the Rouge River watershed. At the same time, the U.S. EPA was required by a

Federal Court consent judgment to adopt regulations to control storm water discharges under the Federal Clean Water Act.

As an alternative to the Drain Code authority proposed by the U.S. District Court, and to comply with the pending U.S. EPA storm water regulations, a group of local agencies and communities within the Rouge River watershed proposed a watershed-based approach to the control of pollution sources related to storm water discharges. In 1997, the MDEQ adopted this unique watershed approach developed by local agencies under the Rouge Project. Subsequently, 41 public agencies with storm water responsibilities within the Rouge River watershed entered into this voluntary general storm water permit which was later endorsed by the United States Environmental Protection Agency (U.S. EPA) as meeting Phase II federal storm water discharge regulation requirements that became mandatory for urbanized communities in 2003.

The watershed-based storm water permit approach, developed with assistance from the Rouge Project, has become a national model. There are now seven cooperatively developed subwatershed water management plans in place for the Rouge River. Each local agency has prepared and submitted a Storm Water Pollution Prevention Initiative Plan (SWPPI) to the MDEQ that identifies their commitments to implement their part of each of the plans. However, the federal funds from the Rouge Project that initially provided the basic monetary support for this joint effort were being substantially reduced and alternative means to continue this cooperative effort was needed as the federal funding was being phased down.

As an interim arrangement in 2003, 38 cities, townships and villages and 3 counties within the Rouge River watershed formed a partnership to address their storm water permit requirements. After successfully operating since August of 2003 under a Memorandum of Agreement establishing the Rouge River Watershed Assembly of Local Governments (hereinafter, Assembly), the Rouge River watershed communities supported the passage of state legislation that would authorize local governments to form watershed alliances. That legislation, Public Act 517 of the Public Laws of 2004, (herein after Watershed Alliance legislation), was signed by the governor on January 3, 2005 with immediate effect. The following outlines the process for transitioning from the informal Assembly to the adoption of the required bylaws to form the new Alliance of Rouge Communities (hereinafter ARC) under this new state law.

### **Transition from Assembly to ARC**

Thirty eight cities, villages and townships and three counties signed an August 15, 2003, Memorandum of Agreement (herein after, MOA) establishing the Rouge River Watershed Assembly of Local Governments (hereinafter, Assembly). The 2005 Budget, the officers, policies, procedures and assessments to members adopted under the August 15, 2003 MOA will remain in effect until

the formal establishment of the ARC under the proposed attached Bylaws. The Officers elected for the 2005 calendar year under the August 15, 2003, MOA formally noticed all communities, counties and public agencies eligible for membership in the Alliance of Rouge Communities of an organizational meeting hosted by Canton Township on February 22, 2005. At this first meeting, the signatories to the August 15, 2003, MOA determined that there was broad interest in forming a permanent Rouge River watershed organization under the new Watershed Alliance legislation. A transition committee composed of members of the Assembly began drafting the bylaws to form an Alliance of Rouge Communities as required under the new statute. A draft set of bylaws was presented to and modified by the Executive Committee of the Assembly at its April 20, 2005, meeting in Farmington Hills and subsequently provided all prospective members of the proposed Alliance. The Assembly formally recommended that the Bylaws as presented at the June 9, 2005, meeting of the Assembly in Farmington Hills Library be presented to the respective governing bodies for adoption. All members present and voting at the meeting approved the Bylaws with one member abstaining. One additional article, indemnification of officers and certain other members for activities conducted on behalf of the Alliance, was added following the meeting with the approval of the three Assembly Officers and the co-chairs of the Organization Committee as authorized by the Assembly members.

### **Establishing Alliance of Rouge Communities (ARC)**

The formal Alliance of Rouge Communities (hereinafter ARC) shall be established following the adoption of the attached Bylaws by the governing bodies of at least twenty (20) of the eligible cities, villages, townships or counties. A certified resolution of the governing body of the prospective member approving membership under the Bylaws, or the payment of the 2005 assessment will be used to establish those communities with voting privileges for actions taken by the ARC prior to September 30, 2005. After September 30, 2005, a certified resolution accepting membership by the appropriate governing body, designation of a voting representative and alternate representative, and payment of any assessment shall be required for continuing membership and the exercise of voting privileges. Once the ARC is established, the Rouge River Assembly of Local Governments (Assembly) established under the August 15, 2003, MOA shall be dissolved, and all its responsibilities including its oversight in the expenditure of assessments provided by Assembly members shall be transferred to the ARC.



# BYLAWS ALLIANCE OF ROUGE COMMUNITIES

Adopted pursuant to  
Part 312, Watershed Alliances,  
Michigan Natural Resources and Environmental Protection Act  
as amended by Public Act 517 of 2004

## ARTICLE I. PURPOSE Statement of Purposes.

*rewritten*  
It is the purpose of these Bylaws to set forth the composition, duties, and responsibilities of the watershed Alliance of Rouge Communities (hereinafter the ARC) formed under the provisions of Part 312 Watershed Alliances, Natural Resources and Environmental Protection Act as amended by Public Act 517, 2004. Local public agencies and communities within the Rouge River watershed believe there are substantial benefits that can be derived under this Watershed Alliance through cooperative management of the Rouge River and in providing mutual assistance in meeting state water discharge permit requirements to the Rouge River. The Appendices attached and referred to in these Bylaws are provided for informational purposes only and are not a part of the Bylaws. The Appendices will be periodically updated to reflect the actual boundaries of the ARC based upon the number of eligible public entities which formally accept membership, as well as the annual budget, allocation of assessments, and voting shares in subsequent years.

## ARTICLE II. ~~Description, Structure, Decision Making and Operations~~ of ARC

### Description and Boundaries

#### A. Geographic Boundaries *boundaries*

The proposed geographic boundary encompasses the land area within the Rouge River watershed located in portions of Wayne, Oakland and Washtenaw counties in southeastern Michigan shown in the informational map attached as Appendix A to these Bylaws. Under state law the boundaries of the ARC are limited to the jurisdictional boundaries of its members. Appendix A will be updated periodically to show the jurisdictional boundaries of those cities, townships, and villages that have adopted the Bylaws and formally accepted membership. In the event that some eligible Rouge River watershed communities (cities, townships, or villages) do not become members, a county members may: 1) include all of their county political boundary within the Rouge River watershed where they intend to exercise their independent water management responsibilities; or 2) include only that portion of the county within the Rouge River watershed where communities have accepted membership in the ARC.

*or elect to not maintain ARC membership*

**B. Membership of the ARC**

Types of

1. Membership

a. Primary Members

The Primary Members of the ARC shall consist of a representative, or designated alternate of each township, city, village and county (or county agency) whose legal jurisdiction incorporates areas wholly or partially within geographic boundaries identified in Appendix A and whose governing body by resolution, voluntarily adopts these Bylaws. ~~The eligible Primary Members are listed in Appendix B.~~

b. Associate Members

The Associate Members of the ARC shall consist of a representative, or designated alternate of a public school district, public college or university, or any other local or regional public agency that has been issued a state permit for a water discharge into the Rouge River and whose governing body by resolution, voluntarily adopts these Bylaws. *who submits a written acceptance of the bylaws from a representative authorized to oversee these activities.*

2. Cooperating Partners

The ARC encourages the involvement of non-profit organizations, other public agencies or entities, businesses, and residents who share a common interest in protection and restoration of the Rouge River. Those who provide their time, services, expertise or other resources toward the common goal of protection and restoration of the river will be recognized as non-voting, Cooperating Partners.

*and b) comply with the ARC Policy for cooperating partners.*

**C. Structure of the ARC**

*Organization Structure*

1. Election of Officers

*moved to Article IV Governance*

The ARC shall elect for a two-year term, from among its members, a Chair, Vice-Chair and Treasurer. The three ARC officers shall be limited to an elected or appointed official, or employee of a *Primary Member* of the ARC as defined in these Bylaws. Officers shall be elected to two year terms at a regularly scheduled ARC meeting through a formal action as described under Article II. D. of these Bylaws. The Chair, Vice Chair and Treasurer of the ARC shall serve until replaced by a majority vote of the members. The elected Vice Chair, or the elected Treasurer in the event the Vice Chair is unavailable, shall assume the duties of the Chair if the Chair is unavailable. Newly elected officers will assume their duties at the conclusion of business of the meeting at which those officers were elected.

2. Officers

3. Executive Committee

The ARC Executive Committee shall have 14 voting members consisting of

- (3) The elected Chair, Vice-Chair, Treasurer of the ARC,
- (3) One representative or alternate from each member county,
- (7) One representative or alternate from each of the seven Subwatershed Advisory Groups, herein after SWAGS, established under the State of

Added 4. Standing Committees  
5. Special Committees  
6. Support Services

Michigan, watershed-based, general storm water permit as implemented by communities within the Rouge River watershed, and

- (1) The immediate past Chair, past Vice Chair, or past Treasurer of the ARC shall serve as a member or alternate member with preference given first to the past Chair, then the past Vice Chair, and then the past Treasurer.

moved to  
Article III C

The meetings of the Executive Committee shall be chaired by one of the three elected officers. The elected Chair of the ARC shall chair the Executive Committee, with the responsibility succeeding to the elected Vice Chair if the elected Chair is unavailable. If neither the elected Chair nor the elected Vice Chair is present at an Executive Committee meeting, the elected Treasurer shall serve as chair for the meeting. The elected officers of the ARC shall not have alternates serve or vote on their behalf on the Executive Committee.

moved to  
1st  
section  
under  
C3

The three counties and the seven SWAGs shall appoint their respective representatives and alternates to the Executive Committee. Representatives and alternates serving on the Executive Committee, including those appointed by a SWAG, shall be limited to those individuals representing a member public agency that HAS adopted these Bylaws and has paid its membership assessment. In an effort to assure the broadest participation by ARC members, a SWAG appointment to the Executive Committee shall be neither a county representative nor a representative from the same city, township or village as those represented by any current or past ARC officer serving on the Executive Committee. Every reasonable effort will be made to assure that no one community has more than one representative on the Executive Committee.

moved to  
Article IV  
C2

The Executive Committee will seek consensus on all issues brought before it. In the absence of consensus, the Executive Committee will adopt motions only when a majority of its members (8) vote in favor of a motion. Each member will have one vote including the elected officers of the ARC. A county or SWAG may designate an alternate to serve and vote on behalf of their appointed representative to the Executive Committee.

3. Meetings

moved to  
Article III A

The ARC shall meet at least twice each calendar year at a designated time and location established by its Executive Committee. Agendas for ARC meetings will be distributed and circulated to all members at least two weeks in advance of all meetings. All official actions of the ARC including the election of officers, adoption of budgets, assessment of costs to members, and all other matters not otherwise specifically delegated to the elected officers, committees or executive director shall be by the full ARC at a regular meeting consistent with the voting procedures in Article II. D. of these Bylaws. The ARC Executive Committee will meet at least four times each year at the call of the Chair. (All meetings of the ARC Executive Committee, standing

moved to  
Article III C

→ moved to Article IV E

committees or special committees established under the ARC shall operate under the Robert's Rules of Order unless modified by a majority vote of the ARC members. The meetings of the ARC shall be rotated to locations throughout the Rouge River watershed allowing any member community or agency to host a meeting.

**D. ARC Decision Making**

moved to  
Article  
IV C

The ARC shall take all formal actions, by a simple majority vote of all eligible *Primary* and *Associate Members* at a meeting at which a quorum is present. A quorum shall consist of one more than fifty percent (50%) of all members, eligible to vote and present. Voting shall be limited to members or their designated alternates who are physically present at an ARC meeting. Eligible members are those appointed by an appropriate governing authority that has adopted these Bylaws by resolution and that has paid its assessment. Provided, however, any eligible *Primary Member* may request that formal actions on a specific action item be subject to a voting of shares, and, if supported by at least four other *Primary Members*, the formal decision of the ARC will be based on voting shares. The elected officers may not vote on any issue before the ARC unless they are also serving as the designated ARC representative of their respective public agency. If a voting of shares is requested and supported by a total of five members, adoption of formal actions shall require a simple majority of the voting shares of a quorum based upon the following allocation:

1. *Primary Members*

moved to  
Article  
IV  
D1-3

The voting shares for city, township and village members shall be based upon the financial contribution of each based upon the approved ARC annual budget and assessment of costs to members. The specific voting shares will be proportional to the annual assessments to each city, township and village as determined under Article III. A. of these Bylaws with one voting share based upon the annual assessment for each divided by \$750 rounded to the nearest whole number. If an assessment is less than \$750, one voting share shall be provided.

1,2,3

The combined voting shares the three counties and county agencies combined shall be limited to twelve percent (12%) of total voting shares and the allocation of voting shares between the three counties shall be determined by the proportional amount of land in each county within the Rouge River watershed. For the purposes of these Bylaws, counties are defined as the appointed/elected Road Commission, the elected County Drain Commissioner, the elected County Executive, or the elected County Commission. Provided, however, only one member or designated alternative shall represent each county.

2. *Associate Members*

The specific voting shares will be proportional to the annual assessments to each with one voting share based upon the annual assessment for each

divided by \$750 rounded to the nearest whole number. If an assessment is less than \$750, one voting share shall be provided.

3. *Cooperating Partners*

Cooperating Partners shall not have voting privileges, but shall be invited to participate in meetings of standing committees and noticed of all meetings of the ARC and its Executive Committee.

**E. ARC Duties**

1. *Budget and Assessments*

Moved to  
Article V

After the first year, the ARC shall adopt an annual, fiscal year budget for the period from January 1 through December 31 on or before December 15, of each year for the following calendar year. In the first year, the 2005 fiscal year budget of the ARC is attached as Appendix C along with the assessment to members as Appendix B to these Bylaws. Assessments for members will be set at the time each budget is adopted. Modifications to the budget may be adopted at any regularly scheduled ARC meeting, provided however, that assessments, once established for any member, shall not be increased during the calendar year for which they were established. Notwithstanding this provision restricting mid-year changes in assessments, members may voluntarily agree to increase their payments for special services provided by the ARC.

2. *Standing Committees*

Moved to  
Article  
III D

The ARC shall establish and outline a purpose for three standing committees on technical issues (Technical Committee), financial management (Finance Committee), and public involvement and education (PIE Committee). The Treasurer shall chair the Finance Committee, and the officers shall appoint the chairs of the Technical and PIE committees from members of the Executive Committee. The standing committee chairs may appoint vice chairs of their respective committees provided such vice chairs represent members. Any member, designated alternate or other representative of a member may serve on any standing committee. Cooperating partners, or other members of the public may be invited to participate in a standing committee, but all official actions of a standing committee shall be limited to participation by those on the committee representing ARC members.

3. *Special Committees*

Moved to  
Article  
III F

From time to time, the ARC may choose to establish special committees to consider specific issues or questions. The Chair or Co-Chairs of any special committee established shall be appointed by the ARC, or, by delegation of the ARC, by the Chair. The special

committee Chair(s) and Co-Chair(s) appointed shall be representatives of members of the ARC.

#### 4. *Organization Committee*

*Moved to Article III E*  
The ARC shall establish a committee (Organization Committee) to consider changes to its Bylaws and new members, and to make recommendations to the ARC. The ARC shall appoint members and the Chair or Co-chairs of the Organization Committee that reflect the broad diversity of the ARC membership with respect to geographic location, land area and population within the watershed, and type of public agency.

#### 5. *Other Duties*

The ARC shall:

- Moved to Article III A*
- Maintain official written record of meetings that includes attendance, issues discussed, and official actions taken.
  - Recommend to members any subsequent changes needed to these Bylaws.
  - Take other actions required, including delegation of responsibilities to the elected Chair or Executive Committee to carry out the purposes and conduct the business of the ARC including, but not limited to, directing the activities of any committees established under the Bylaws.
  - Encourage and promote public involvement in actions and activities of the ARC and of committees established by the ARC, and assure compliance with Open Meetings and Freedom of Information state statutory requirements.
  - Develop policies and procedures related to official actions of the ARC, including but not limited to contracting for services, disbursement of funds, and related fiduciary responsibilities.
  - Prepare an annual report on the goals and accomplishments of the ARC together with a comprehensive audit report on the expenditures and revenues.

#### **F. ARC Executive Committee**

1. The Executive Committee shall:

- Moved to Article III C*
- With the advice of the standing committees, provide oversight of the expenditure of ARC monies consistent with the approved annual budget by reviewing quarterly financial status reports prepared by the Finance Committee.
  - Take those steps required to acquire the services of an ARC Executive Director, including approval of a compensation package consistent with annual budget of the ARC, other

specific terms of employment, and a description of duties and responsibilities.

- Make provisions for other ARC support services consistent with the annual budget.
- Provide fiduciary services for the ARC including preparation of financial reports required by state law.
- Provide a forum for discussion and, if appropriate, make recommendations to resolve issues related to the management of the ARC brought to its attention by any member of the ARC.
- Assist the standing committees, the Organization Committee and any other special committees of the ARC in meeting their respective responsibilities.
- Maintain a written record of each Executive Committee meeting including, as a minimum, attendance, list of issues, and a record of decisions and recommendations.
- Take other actions that are consistent with the provisions of these Bylaws and direction provided by the ARC.

removed.

### G. ARC Executive Director

1. Any Executive Director selected by the Executive Committee under the provisions of Article II. F. of these Bylaws shall:

moved to  
Article  
III G

- Exercise his or her duties and responsibilities under the day-to-day direction of the ARC Chair or other ARC officer designated by the Chair.
- Not be a voting member of the ARC or any ARC committees, but will be encouraged to participate in meetings of the ARC, ARC officers or ARC committees, and to provide supporting information and recommendations.

## ARTICLE III. ~~ASSESSMENT OF COSTS TO MEMBERS~~

Roles and Responsibilities

### A. Primary Members

1. City, Village and Township Members

moved to  
Article  
V A-C

The assessments to cities, villages and townships will be determined by subtracting the amount of dollar contributions from the approved budget to be provided by counties, Associate Members, and from grants, money gifts, and other income including any balances from prior year ARC budgets. The amount remaining after subtracting these other sources of revenue will be prorated and assessed to each city, village and township primary members based upon equal weight to the population of the unit of government within the watershed according to the most recent United States census, and the land area within the watershed as shown as a part of Appendix B. Provided, however, that maximum assessment to any member shall be limited to no

more than 15% of the total assessments for all other Primary Members in any fiscal year.

## 2. County Members

- Moved to Article V AC
- a.) Based upon the in-kind contributions currently provided by Wayne, Washtenaw, and Oakland counties, the three counties will not be assessed to support the budget of the ARC for fiscal years 2006 and 2007. By August 15, 2007, the ARC will determine whether or not assessments will be made to the counties taking into consideration the level of contribution of in-kind services for ARC related activities each county will provide during 2008 ARC fiscal year. Assessments to counties, if any, for each ARC fiscal year after 2008 will be determined by August 15 of year preceding the fiscal year for which any such county assessment is included in the ARC annual budget using the same criteria.
  - b.) The maximum assessment total in any year to all member counties shall not exceed 12% of the combined total assessment for the same fiscal year for all other *Primary Members*. The 12% assessment limitation will be determined based upon the total amount assessed other primary members in the adopted annual ARC budget for a given fiscal year and not the subsequent actual assessments paid. In the event that the total assessments to counties determined on or before August of any given year for the following fiscal year exceeds 12% of the total for all other primary members subsequently approved in the ARC budget for the same fiscal year, the total amount assessed to the counties will be reduced such that the total does not exceed 12% of that assessed all other primary members.

### B. Associate Members

The ARC shall assess *Associate Members* at the time they become a member based upon a dollar amount approved by the ARC and agreed upon by the *Associate Member*. The assessment shall reflect the ARC membership benefits provided each *Associate Member*, and any other contributions made by the *Associate Member* to the ARC. The annual assessment to an *Associate Member*, however, shall not be less than the lowest amount assessed any *Primary Member* or \$750 whichever is greater, nor more than \$30,000 or the highest amount assessed any *Primary Member* whichever is greater

### C. Adjustment of Assessments

Once adopted as part of a given fiscal year budget, the annual assessments to primary members shall not be lowered based upon the addition of new members or any other additions to income not considered as part of the approved annual budget for that year. *Primary Members* joining after the adoption of the fiscal



year budget shall be assessed as if they were members for the entire fiscal year using the same formula as was applied to other primary members.

#### **ARTICLE IV. RESOLUTION** *Governance*

*moved to Article VI*

The eligible members adopting these Bylaws shall do so by the passage of a formal resolution, an example of which is attached as Appendix E, and the exercise of existing authority that includes the ability to commit to the annual payment of assessments for support of ARC as identified in the annual ARC budget. Once a resolution is passed and a certified copy forwarded to the ARC, the public entity will remain a member so long as its assessments are paid in a timely manner. A member may terminate its membership at any time. Provided, however, there shall be no refund of any assessment already paid to the ARC. Services provided through the ARC and any grant funding it receives shall be, to the extent practical, limited to Primary and Associate Members that have adopted the Bylaws and met their respective assessed financial obligations established consistent with the Bylaws

#### **ARTICLE V. INDEMNIFICATION** *Budget and Assessments*

*moved to Article VII*

To the extent permitted by law, the ARC may hold any officer, committee chair, executive director, agent or employee and their respective designees harmless from personal liability for claims made or civil actions commenced against the officer, committee chair, executive director, agent, employee or designee; when acting in good faith within the scope of his/her authority; while discharging his/her official duties on behalf of the ARC; for acts in or not opposed to the best interest of the ARC; or on account of liability of the ARC; only if their actions do not amount to gross negligence and are not contrary to the law. The ARC, pursuant to bylaw or resolution of its board, may obligate itself in advance to defend and hold harmless persons.

The ARC may purchase and maintain insurance on behalf of any officer, committee chair, executive director, agent or employee and their designees against any liability asserted against the person and incurred by the person in any capacity or arising out of the status of the person as an officer, committee chair, executive director, agent or employee of the ARC.

The amount of fees and costs which the ARC shall pay for on behalf of the any officer, committee chair, executive director, agent, employee or designee's defense shall be limited to and shall not exceed insurance limits of the policy, if any, covering the claim or action.

The decision to defend and represent any individual, officer, committee chair, executive director, agent, employee or designee will be made in the sole discretion of the ARC; acting on advice from its legal counsel as to whether said individual, officer, committee chair, executive director, agent, employee or designee was acting while in the scope of

his/her authority, was discharging his/her official duties on behalf of the ARC and if the acts were in or not opposed to the best interest of the ARC.

## ~~ARTICLE VI. FIDUCIARY SERVICES~~ Resolution

### ~~A. Interim Fiduciary Agreement~~

*removed*  
The Wayne County Department of Environment (hereinafter WCDOE) has agreed to provide fiduciary services for the collection and expenditure of member assessments paid for fiscal year 2005. Under the Fiduciary Agreement with Wayne County, the member assessments paid shall be used only for the services identified in the 2005 Budget attached as Appendix C. It is further understood under the terms of the Fiduciary Agreement with WCDOE that the assessments paid by members may be used to provide the required local match for grant dollars used to support the 2005 budget.

### ~~B. Expenditure Controls and Auditing~~

WCDOE has agreed to provide the Executive Committee full and complete access to records concerning the use of the funds collected from the members so that all expenditures of monies collected through assessments to members can be audited through a process determined to be appropriate by the Finance Committee. WCDOE has further agreed to provide a financial accounting of all funds collected and expended to the Finance Committee by April 1, 2006. The Finance Committee will provide oversight of all expenditures of member assessments and report the status of income and expenditures at each meeting of the Executive Committee. It is understood that the existing provider arrangements for some of the services identified in the 2005 budget may be most efficiently and cost effectively managed in the transition period through the existing Rouge Project contracts administered by WCDOE, or by Wayne County staff currently assigned these responsibilities.

### ~~C. Long Term Fiduciary Services~~

Before December 1, 2005, the ARC will determine how fiduciary responsibilities will be managed beginning on January 1, 2006. It is envisioned that the ARC shall provide its own fiduciary services in the future either through its own staff or through contracted services.

## ~~ARTICLE VII. DISSOLUTION OF THE ARC~~ Indemnification

*moved to Article IX*  
In the event of the dissolution of ARC, all assets, real and personal, shall be distributed to one or more organizations which qualify as tax exempt and publicly supported under Sections 501(c)(3) and 509(a)(1), respectively, of the Code, or the corresponding provisions of any subsequent Federal tax laws, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article ~~VIII~~ Expenditure Controls and Auditing  
(added)

Article ~~IV~~

**ARTICLE VIII. AMENDMENTS TO BYLAWS**

Any amendments proposed to these Bylaws shall be first reviewed by the Organization Committee who shall, after consideration of proposed amendments, make recommendations to the ARC. The ARC shall not take an action to formally recommend any changes to the Bylaws except at its annual meeting at which the budget for the next fiscal year is presented for approval. To be formally recommended any amendment(s) to the Bylaws shall be: 1) formally noticed to all members at least 30 days prior to the ARC meeting at which they are to be voted upon; and, 2) approved by at least two thirds of all members (or two thirds of all member shares if a voting of shares is requested). Any amendments formally recommended by the ARC shall be sent to all members along with their annual ARC assessment for review and approval by the member's respective governing bodies as the basis for continuing membership. The members shall have five (5) months following the date of the ARC action formally recommending Bylaw amendment(s) to approve the amendment(s). The amended Bylaws shall become effective when at least half of the governing bodies of members approve the amended Bylaws within the specified time limitation.

Text Changed.

## INFORMATIONAL APPENDICES TO THE BYLAWS

**APPENDIX A – Proposed Geographic Boundaries of the Rouge River Watershed** including the identification of the political boundaries of eligible primary members

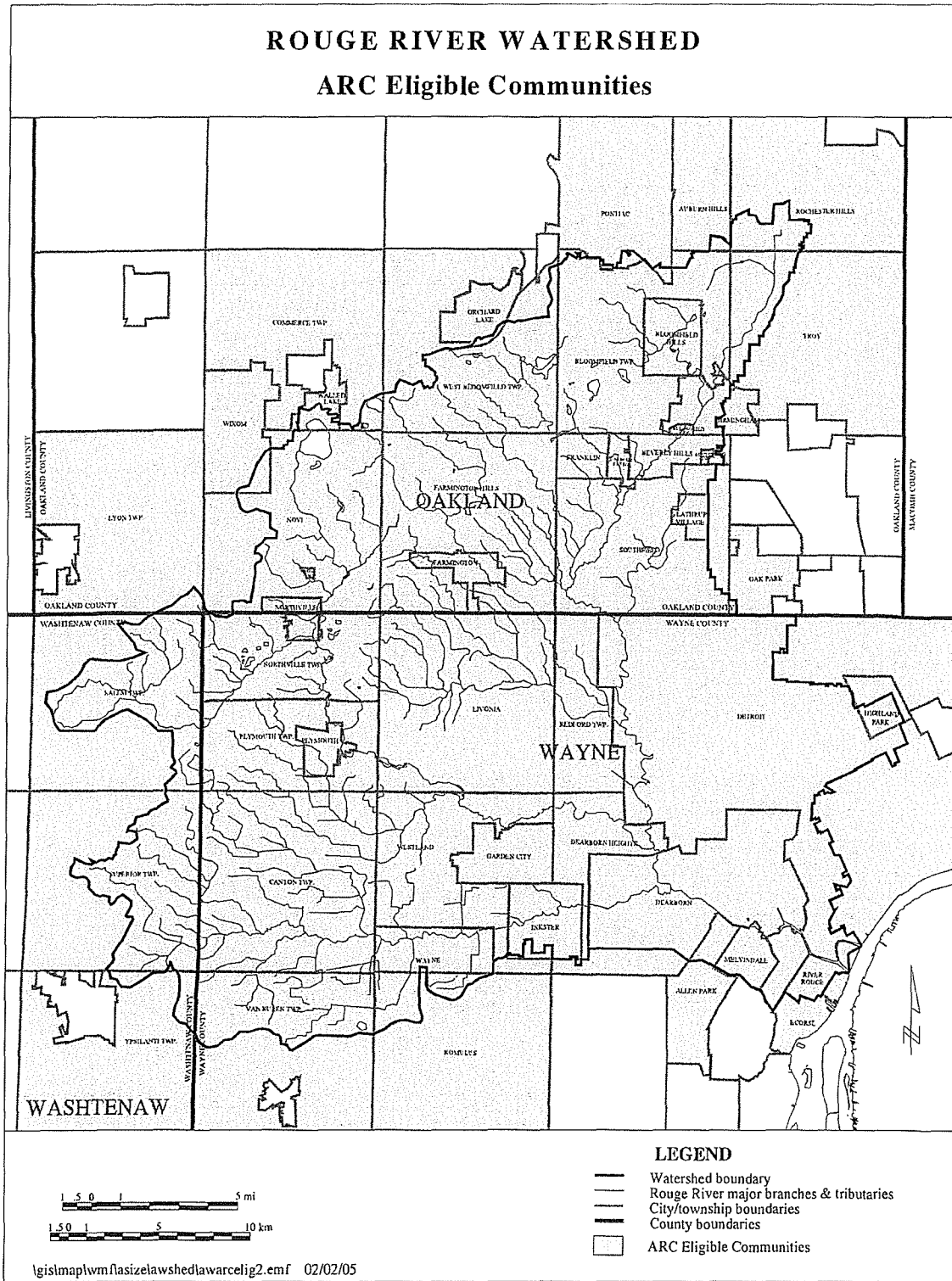
**APPENDIX B – Allocation of Costs and Voting Shares** that includes: a list of eligible members that are currently members of the Assembly; their respective land area and 2000-census population within the Rouge River watershed, their proportional allocation of costs for support of the 2005 ARC budget based upon equal weight given to land area and population within the watershed, and the voting shares of each. Eligible members that did not participate in the 2003 MOA are listed separately since they have not yet agreed to membership and were not considered in allocating the assessments and voting shares for 2005.

~~APPENDIX C – 2005 ARC Budget~~ that includes a list of storm water management services and costs, and sources of funding for calendar year 2005.

*Appendix C*

~~APPENDIX D~~ – **Model Resolution** adopting the Bylaws, accepting membership, and committing to payment of 2005 assessment. *(rewritten)*

# APPENDIX A (Page 1 of 1)



Informational attachment to July 2005, Alliance of Rouge Communities Bylaws submitted for adoption by member governing bodies.

**APPENDIX B (Page 1 of 2)**  
**Eligible Primary Members of Proposed Alliance of Rouge Communities**

<b>Current Assembly Eligible Members -- Watershed Acres/Population, and Allocation of Costs and Voting Shares for 2005 Fiscal Year</b>									
	Community/County [1]	Watershed Area (Acres) [2]	Watershed Population [3]	% Watershed Area [4]	% Watershed Population [5]	Weighted % Area & % Population [6]	Cost/\$297,503 Weighted [7]	Member Voting Shares [8] [9]	Co. Watershed Area (Acres) [12]
1	Allen Park*	892	1,490	0.36%	0.15%	0.26%	\$768	1	
2	Canton Twp.	23,123	76,366	9.39%	7.90%	8.65%	\$25,722	34	
3	Dearborn	15,659	97,627	6.36%	10.11%	8.23%	\$24,488	33	
4	Dearborn Heights*	5,301	37,740	2.15%	3.91%	3.03%	\$9,012	12	
5	Garden City	3,752	30,047	1.52%	3.11%	2.32%	\$6,892	9	
6	Inkster*	3,696	27,987	1.50%	2.90%	2.20%	\$6,541	9	
7	Livonia	22,952	100,545	9.32%	10.41%	9.86%	\$29,342	39	
8	Melvindale*	1,726	10,541	0.70%	1.09%	0.90%	\$2,665	4	
9	Northville	1,298	6,458	0.53%	0.67%	0.60%	\$1,778	2	
10	Northville Twp.*	10,603	20,990	4.30%	2.17%	3.24%	\$9,635	13	
11	Plymouth	1,410	8,987	0.57%	0.93%	0.75%	\$2,235	3	
12	Plymouth Twp.	10,251	27,833	4.16%	2.88%	3.52%	\$10,476	14	
13	Redford Twp.	7,215	51,622	2.93%	5.34%	4.14%	\$12,306	16	
14	Romulus*	2,458	3,994	1.00%	0.41%	0.71%	\$2,099	3	
15	Van Buren Twp.*	8,421	8,535	3.42%	0.88%	2.15%	\$6,399	9	
16	Wayne*	3,829	18,830	1.55%	1.95%	1.75%	\$5,212	7	
17	Westland*	12,457	84,177	5.06%	8.71%	6.89%	\$20,484	27	
18	<b>Wayne County</b>							32	176,099
19	Auburn Hills*	191	935	0.08%	0.10%	0.09%	\$260	1	
20	Beverly Hills*	2,382	9,488	0.97%	0.98%	0.97%	\$2,899	4	
21	Bingham Farms	783	1,030	0.32%	0.11%	0.21%	\$632	1	
22	Birmingham*	1,978	12,243	0.80%	1.27%	1.04%	\$3,080	4	
23	Bloomfield Hills	3,219	3,940	1.31%	0.41%	0.86%	\$2,551	3	
24	Bloomfield Twp.*	16,303	41,204	6.62%	4.27%	5.44%	\$16,190	22	
25	Commerce Twp.*	606	1,054	0.25%	0.11%	0.18%	\$528	1	
26	Farmington	1,706	10,423	0.69%	1.08%	0.89%	\$2,635	4	
27	Farmington Hills	21,311	82,112	8.65%	8.50%	8.58%	\$25,513	34	
28	Franklin	1,680	2,958	0.68%	0.31%	0.49%	\$1,470	2	
29	Lathrup Village	963	4,236	0.39%	0.44%	0.41%	\$1,234	2	
30	Novi*	15,231	42,927	6.18%	4.44%	5.31%	\$15,807	21	
31	Pontiac*	450	1,576	0.18%	0.16%	0.17%	\$514	1	
32	Rochester Hills*	1,977	4,562	0.80%	0.47%	0.64%	\$1,896	3	
33	Southfield*	14,982	64,683	6.08%	6.70%	6.39%	\$19,007	25	
34	Troy*	3,835	13,826	1.56%	1.43%	1.49%	\$4,445	6	
35	West Bloomfield Twp.*	11,081	40,956	4.50%	4.24%	4.37%	\$12,998	17	
36	Walled Lake*	585	2,547	0.24%	0.26%	0.25%	\$745	1	
37	Wixom*	548	1,319	0.22%	0.14%	0.18%	\$534	1	
38	<b>Oakland County</b>							18	100,052
39	Superior Twp.*	10,371	7,668	4.21%	0.79%	2.50%	\$7,444	10	
40	Ypsilanti Twp.*	1,097	2,624	0.45%	0.27%	0.36%	\$1,066	1	
41	<b>Washtenaw County</b>							4	22,275
	<b>All Assembly Members</b>	<b>246,321</b>	<b>966,080</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>\$297,503</b>	<b>451</b>	<b>298,426</b>

**APPENDIX B (Page 2 of 2)**  
**Eligible Primary Members of Proposed Alliance of Rouge Communities**

<b>Non-Assembly, Eligible Members -- Watershed Acres/Population, and Projected Allocation of Costs and Voting Shares for 2005 Fiscal Year</b>										
	<b>Community/County</b> [10]	<b>Watershed Area (Acres)</b> [2]	<b>Watershed Population</b> [3]	<b>% Watershed Area</b> [4]	<b>% Watershed Population</b> [5]	<b>Weighted % Area &amp; % Population</b> [6]	<b>Cost/\$297,503 Weighted</b> [7]	<b>Adjusted Limit</b> [11]	<b>Member Voting Shares</b> [8]	
42	Detroit*	38,779	444,102	13.60%	31.49%	22.55%	\$67,079	\$44,625	60	
43	Ecorse*	5	51	0.002%	0.01%	0.004%	\$11	\$11	1	
44	Highland Park*	902	9,201	0.36%	0.94%	0.65%	\$1,946	\$1,946	3	
45	Lyon Twp.*	468	243	0.19%	0.03%	0.11%	\$319	\$319	1	
46	Oak Park*	82	689	0.03%	0.07%	0.05%	\$155	\$155	1	
47	Orchard Lake*	159	125	0.06%	0.01%	0.04%	\$115	\$115	1	
48	River Rouge*	1,370	9,731	0.55%	1.00%	0.78%	\$2,306	\$2,306	3	
49	Salem Twp.*	10,339	2,389	4.03%	0.25%	2.14%	\$6,359	\$6,359	8	
<b>Potential Total Additions</b>		<b>52,103</b>	<b>466,581</b>					<b>\$55,837</b>	<b>78</b>	

**Key to Notations for APPENDIX B Tables**

[1] Communities/Countries that <u>Signed</u> August 2003 Memorandum of Agreement forming the Rouge River Watershed Local Management Assembly (Rouge Assembly)
[2] Community Acres within Rouge River Watershed, RPO Data Base
[3] Community Population within Rouge River Watershed, 2000 Census Data (SEMCOG/RPO)
[4] Percent Land Area within Rouge River Watershed Compared to Total within Watershed
[5] Percent of Population within Watershed Compared to Total Population within Watershed
[6] Percent Land Area Plus Percent Population Divided by Two (i.e., equal weight to each factor)
[7] Total \$297,503 Assessed - Equal Weight Given to Population and Land Area Within Watershed
[8] Community Shares = Assessment Divided by \$750 Rounded to the Nearest Whole Number
[9] County Shares = 12% of Total Shares -- Allocated Based on % County Land Area in Watershed
[10] Rouge Watershed Communities Who <u>Did Not Sign</u> August 2003 Memorandum of Agreement forming the Rouge river Watershed Local Management Assembly (Rouge Assembly)
[11] Limited to No More Than 15% of Total Assessment of All Other Primary Members
[12] Includes All County Land Area Within the Watershed - Community Total Membership Land Area in County May Be Less
* Indicates Communities with Some Portion of Land Area Outside of the Rouge River Watershed

Informational attachment to July 2005, Alliance of Rouge Communities Bylaws submitted for adoption by member governing bodies.

Removed

## APPENDIX C (Page 1 of 1)

Assembly of Rouge Communities Budget Adopted November 17, 2004, for  
2005 Fiscal Year (January 1, 2005 through December 31, 2005)

Alliance 2005 Budget Items		Recommended 2005 Budget	Source of Service
<b>Staff Support for Alliance and SWAGs</b>			
OC1	Administration Services (9 months)	\$ 62,000	To be hired by ARC
OC2	Staff Support (3 months)	\$ 18,000	RPO*
OC3	Subwatershed Advisory Group Facilitation	\$ 81,000	RPO*
<b>Staff Support Total</b>		<b>\$ 161,000</b>	
<b>Public Involvement and Education</b>			
PIE1	Public Education Committee Support	\$ 30,000	RPO*
PIE2	Assembly Newsletter	\$ 5,000	RPO*
PIE3	Coordination with SEMCOG	\$ 8,000	RPO or SEMCOG*
PIE4	Assembly PIE Subgrant	\$ 72,690	Variable
<b>Public Involvement and Education Total</b>		<b>\$ 115,690</b>	
<b>Technical Support</b>			
TC1	Baseline Sampling Program	\$ 314,000	RPO*
TC2	Rouge Data Dissemination	\$ 19,000	RPO*
TC3	Lab Services	\$ 12,000	Contracted Service*
TC5	Continuous Monitoring	\$ 136,840	USGS*
<b>Technical Support Total</b>		<b>\$ 481,840</b>	
<b>Total Budget Approved</b>		<b>\$ 758,530</b>	

\* Firms or Agencies under contract with WCDOE

Required Change in Assessments Compared to 2004 0%

Source of funds (assumed) for 2005 budget:	
2005 Alliance Assessments (Based on 2004 Assembly Members)	\$ 297,503.00
Matching Rouge Project Federal Funds	\$ 297,503.00
Carryover Funds from 2004 Assembly Member Assessments	\$ 163,524.00
<b>Total Budget</b>	<b>\$ 758,530.00</b>

Informational attachment to July 2005, Alliance of Rouge Communities Bylaws submitted for adoption by member governing bodies.



  
**APPENDIX D** (Page 1 of 2)

*(The following is a model resolution – the essential elements are contained in the “Resolved” paragraphs which adopt the bylaws and designates the representative and alternate)*

## **Acceptance of Membership and Adoption of Bylaws**

### **ALLIANCE OF ROUGE COMMUNITIES**

WHEREAS thirty-eight cities, villages and townships and three counties signed an August 15, 2003, Memorandum of Agreement as an interim step to establish a permanent mechanism for communities in the Rouge River watershed to cooperatively meet state storm water discharge permit requirements, satisfy the U.S. District Court’s concerns about the river, and encourage restoration of river benefits for residents of the watershed.

WHEREAS after two years of successful operation of the interim Assembly of Rouge Communities, the members recommended state legislation that would provide formal recognition to communities that chose to volunteer to join collaborative efforts to meet state and federal storm water discharge requirements, and cooperatively develop watershed plans to enhance the management of a river

WHEREAS Watershed Alliance legislation passed the Michigan House of Representatives and the Michigan Senate and was signed into law by the Governor on January 3, 2005, as Act No. 517, Public Acts of 2004, based upon a draft provided and supported by the Rouge River watershed communities

WHEREAS at its meeting on June 8, 2005, the Assembly of Rouge Communities completed drafting of the attached Alliance of Rouge Communities bylaws, and recommended adoption by the appropriate governing bodies of those public agencies within the Rouge River watershed eligible for membership

WHEREAS the formation of the Alliance of Rouge Communities under this new state law will provide the public agencies within the watershed the authority to directly seek grants, enter into contracts, and manage its own resources that have been provided in the past by and through Wayne County with federal funds as part of the Rouge River National Wet Weather Demonstration.

## APPENDIX D (Page 2 of 2)

THEREFORE BE IT RESOLVED that the *(Insert Name of Public Entity's Governing Body or, if appropriate, elected public official)* formally adopts bylaws for, and accepts membership in the Alliance of Rouge Communities.

FURTHER BE IT RESOLVED that consistent with the terms of the Alliance of Rouge Communities bylaws, the *(insert the name of the public entity's governing body or, if appropriate, elected public official)* formally appoints *(insert name or title of representative)* as its designated representative to the Alliance of Rouge Communities, *(insert name or title of alternate)* as the alternate representative, and authorizes *(insert name or title of person with authority to appoint)* to designate additional persons to represent the *(Insert Public Entity's Name)*, if needed, as an alternate to assure voting representation.

FINALLY, BE IT RESOLVED that *(insert name of public entity)* continuing membership will be evidenced by payment of its voluntary assessment on an annual basis to the Alliance of Rouge Communities.

Adopted *(Date)*, 2005

*(Certifying Official and Title)*

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To report the results of your community's/county's official action on the bylaws, please email Robert Beckley, Assembly of Rouge Communities Chair:

[rebeckley@ci.livonia.mi.us](mailto:rebeckley@ci.livonia.mi.us)

To formally confirm adoption of the bylaws and membership in the Alliance of Rouge Communities, please send a signed, official copy of the resolution to:

**Colleen Hughes, Staff  
Assembly of Rouge Communities  
Camp Dresser & McKee (CDM)  
3055 Miller Road  
Ann Arbor, Michigan 48103**