

BY-LAWS
THE LOWER CAPE FEAR RIVER PROGRAM

1. NAME - The name of this association shall be The Lower Cape Fear River Program
2. FORM OF ORGANIZATION - This organization shall be an unincorporated non profit association which functions in a volunteer, advisory capacity to and provides support for the University of North Carolina at Wilmington (the "University").
3. MISSION AND OBJECTIVES - The mission of the Lower Cape Fear River Program is to develop an understanding of processes which control and influence the Cape Fear River and to provide a mechanism for information exchange and public education.

Specific objectives include:

Develop, implement, and manage a basin-wide coordinated physical, chemical, and biological water quality monitoring program. Point, non-point, and naturally occurring sources will be considered in developing the monitoring plan.

Interact with regulatory agencies, academic institutions, local industries, and other groups to determine additional studies and analysis needed to develop an effective and successful management plan. Initiate the studies and assist in securing funding to conduct the research.

Develop scientific information to provide environmental education about the basin targeting point and non-point source contributors and produce reports to identify changes or trends.

Develop, consolidate, and maintain a data base on the Cape Fear River Basin, including historical and current data, and made data available to public and private requesters including regulatory agencies.

4. MEMBERSHIP - This association shall not be a membership organization.

4. ADVISORY BOARD

5. The responsibilities of the Cape Fear River Program Advisory Board will be:

Review and approve the mission and objectives of this association;

Provide advice to the University on programmatic issues and evaluate the effectiveness of the initiatives undertaken to meet the objectives;

Develop budgetary policies and a recommended budget for the program;

Advise the University on the appointment of a Director of the program;

and

Establish a fundraising plan and solicit funds through fees for services, private donations and grant applications to support the program.

B. The Advisory Board will be composed of no more than thirty (30) members. The membership is intended to represent a cross section of public interests. New members of the Advisory Board will be appointed by the Chancellor of the University from a list of nominees recommended by the Advisory Board. Each member organization and their appointed representation on the Advisory Board are listed as follows:

Bladen County, Brunswick County, Columbus County, Duplin County, New Hanover County, Pender County, Sampson County and the cities of Wilmington and Clinton (one position each, appointed by the County commissions and city councils respectively. Service by an elected official is suggested)

Cape Fear Coast Convention and Visitors Bureau (one position representing tourism and recreation)

Cape Fear Council of Governments (one position representing municipalities in the region)

Cape Fear River Assembly (one position representing the Middle Basin)

Chancellor of The University of North Carolina at Wilmington (one position representing educational interests and one position at large)

Greater Wilmington Chamber of Commerce (four positions representing businesses using the river and its adjacent lands including but not limited to the chemical industry, homebuilders/developers)

Lower Cape Fear Water & Sewer Authority (one position representing users of the river for surface water supplies)

North Carolina Coastal Land Trust (one position representing land conservation)

North Carolina Coastal Federation (three positions representing environmental interests)

North Carolina Department of Environment and Natural Resources (one position representing the NC Aquarium, state parks and state game management areas along the river)

North Carolina Farm Bureau Federation, Inc. (two positions representing agriculture and animal husbandry)

North Carolina Forestry Association (one position representing forestry and timber industry)

North Carolina State Ports Authority (one position representing shipping and navigation interests)

Triangle J Council of Governments (one position representing the Upper Basin)

Wilmington Industrial Development, Inc.

C. The initial Advisory Board will be the 21 individuals appointed by the Chancellor of the University of North Carolina at Wilmington, as set forth in the Addendum hereto. At the first organizational meeting of the association, the Advisory Board shall be assigned by lot as nearly as may be possible in three annual classes of equal size, the term of office of the first class being one year, the second class being two years and the third class being three years. Terms of office thereafter shall be for three years. No member of the Advisory Board shall be eligible to serve more than two (2) consecutive terms. As used herein, "year" shall mean the period from one annual meeting until the close of the next annual meeting.

D. There shall be five ex-officio, non-voting members of the Advisory Board as follows:

the Associate Director of the Center for Marine Science
Research;

the Executive Director of the Lower Cape Fear River
Program;

the Chairman of the LCFRP Technical Committee

one person appointed by the Chancellor of UNCW
representing NC regulatory agencies; and

one person appointed by the Chancellor of UNCW
representing the US Army Corps of Engineers.

E. Any Advisory Board member may, by notice in writing to the board, resign at any time. Any Board member may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the Board members then in office.

F. Vacancies on the Advisory Board, both during and at the expiration of any member's term, will be filled by appointment process as identified in Section 5(b) of the By-Laws.

6. MEETINGS OF THE ADVISORY BOARD

A. Annual meetings of the Advisory Board shall be held in October

B. In addition to the annual meeting, the Advisory Board shall meet at least three times each year in regular meetings, and additional times at the call of the Chairman or Vice Chairman, provided that a minimum of four Board members request the meeting.

C. A Quorum shall consist of 25% of members present in person or by proxy. A majority of the voting members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time until a quorum is present. The advisory Board may act by consensus or majority vote of voting members present; voting may take place by telephone conference, telefacsimile, by written ballot or by vote at a duly called meeting.

D. A Board member may be represented at any meeting or meetings of members or vote and exercise any other rights at the meeting(s) by proxy or proxies appointed in writing signed by such member and delivered to the Board in advance of or at the time of such meeting(s).

E. Meetings of the Advisory Board shall be open to the public.

F. Notice of the time and place of such meeting shall be given to each Board member by the secretary or by the person or persons calling the meeting. It may given in any manner, provided it is given at such time so that the Board member receiving it may have reasonable opportunity to participate in the meeting. Such notice shall be deemed to have been timely given if mailed at least ten days prior to the meeting. Notice shall be deemed to have been waived by any member who shall participate in such meeting without protesting the lack of proper notice. Notice may be waived, in writing, by any Board member before, during or after such meeting.

7. OFFICERS

A. Officers shall be elected by the Advisory Board at the first organizational meeting. Except for the Secretary, who may be an ex-officio member of the Advisory Board, all officers shall be voting members of the Advisory Board. Officers shall serve for one year and are eligible for re-elections not to exceed two consecutive terms in the same office.

B. Vacancies caused by resignation, removal, or demise of an officer shall be filled by the Advisory Board at its next meeting, for a remainder of the unexpired term.

C. An officer may be removed and replaced for cause by the Advisory Board by a two-third vote at any Advisory Board meeting. Notice of intent to propose removal of an officer must be given in writing to all officers and Board members at least ten days before the meeting at which a vote is taken.

D. Officers shall be Chairman, Vice-Chairman and Secretary.

E. The Chairman shall preside at all meetings; shall possess the right and power to sign all duly authorized documents and instruments; shall appoint committees (other than the Executive Committee); and shall call meetings of the Executive Committee. The Chairman shall not hold any other office.

F. The Vice-Chairman shall preside at meetings in the absence of the Chairman; shall sign for the association at the direction of the Board of Directors in the absence of the Chairman; and shall assume the office of the Chairman should that office become vacant between meetings.

G. The Secretary shall keep minutes of all Board meetings and Executive Committee meetings, shall provide notice of meeting and shall maintain an up-to-date list of Board members, their addresses, telephone numbers and telefacsimile numbers.

8. COMMITTEES

A. The routine business of the association shall be directed by an Executive Committee, composed of officers of the association, the immediate past Chairman and no more than two (2) other Board members, whether voting or non-voting, selected by the Advisory Board. This committee may act by consensus or majority vote of its members. Voting may take place by telephone conference, telefacsimile, by written ballot or by vote at a duly called meeting. Voting by proxy shall not be allowed.

B. A Technical Committee, to be composed of individuals with appropriate expertise, education and experience, shall be appointed by the Director of the UNCW Center for Marine Science Research, subject to the approval of the Advisory Board, and shall advise the Cape Fear River Program with respect to data, scientific research and other information needed to analyze the water quality of the Cape Fear River.

C. Other committees, including an education committee, may be appointed by the Chairman, and may include both Board members and non-Board members.

9. RELATIONSHIP WITH CAPE FEAR RIVER BASIN PROGRAM - The Advisory Board of the Cape Fear River Program (Lower Basin) shall focus its efforts on that portion of the Cape Fear River Basin which empties in to the mainstem of the Cape Fear River below Lock and Dam #1 and shall cooperate with the Cape Fear River Assembly and Triangle J Council of Governments (or any other organizations or agencies) in the implementation of a consistent monitoring, research and educational program in the

Middle and Upper Basins, so that a basinwide program shall be in place. Such cooperation may include, but is not limited to, contracting with any of the various entities that receive funding for monitoring, research and education programs. The Executive Committee of the Advisory Board shall meet with the respective Officers or Boards of said organizations or agencies jointly at least two times each year to coordinate activities, including monitoring, research and educational efforts.

10. PROHIBITIONS - Members of the Advisory Board shall serve without compensation for their services. However, nothing herein contained shall be construed to preclude any member from serving the Cape Fear River Program in any other capacity including that of an independent contractor or employee and receiving reasonable compensation for such services, nor from receiving reimbursements for duly authorized expenses incurred on behalf of the Cape Fear River Program. Any Board member having a direct conflict of interest or a conflict of responsibility, either personally or professionally, on any matter involving the Cape Fear River Program shall disclose same to the Board and, at the option of the Board, shall refrain from voting on such matters.
11. RULES OF ORDER - All meetings shall be conducted according to Robert's Rules of Order, newly revised, except as otherwise specified in these bylaws.
12. AMENDMENTS - Amendments to these bylaws may be approved by a majority vote of the Advisory Board, provided written notice of the proposed change has been given to all Advisory Board members at least ten days before the meeting of the vote.
13. ASSURANCE OF NON-DISCRIMINATION - The Cape Fear River Program has a policy of non-discrimination on the basis of race, color, religion, sex, age, national

origin or physical or mental handicap for its members, clients, employees, and members of the governing Board.

14. FISCAL LIMITATIONS - The association is not authorized to establish any accounts, incur any debts or obligations or otherwise operate as an independent fiscal entity. Any funds raised, or pledges secured by the association or the Advisory Board shall inure to the benefit of UNCW Center for Marine Science Research and the Cape Fear River Program administered by it.

15. INDEMNIFICATION - The Officers and Members and their private property shall not be liable in any matter of debt, obligations undertakings or liabilities and, to the extent covered by insurance, may be held harmless by the University of North Carolina at Wilmington against any personal expense, losses or liabilities which may accrue from time to time in any manner by reason of the ownership, administration or distribution of the Cape Fear River Program property or funds or by reason of any act of commission or omission on their part in the conduct of the affairs of the Cape Fear River Program, so long as they act in good faith. They shall not be liable or accountable in any manner for honest mistakes or errors or judgment, nor for errors or wrongdoings of agent, broker, attorney or servants.

Amended as approved by the Advisory Board this _____ day of _____, 19

Secretary

Approved by University of North Carolina at Wilmington this _____ day _____, 19_____

**LOWER CAPE FEAR RIVER PROGRAM
ADVISORY BOARD
SIGN-IN SHEET
July 23, 2002**

(Please make sure all information is complete and accurate)

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Signature



Lower Cape Fear Water and Sewer Authority

Post Office Box 1673
Wilmington, North Carolina 28402
(919) 762-2065

RECEIVED
7/31/87

July 30, 1987

Ms. Regina White
Clerk to the County Commissioners
P. O. Box 249
Bolivia, N. C. 28422

Dear Ms. White:

Please find enclosed a copy of the by-laws of the Authority. The meeting dates are quarterly, on the second Monday of the month, at 10:00 A. M. in the NCNB Bank, 155 N. Front Street, Wilmington, N. C. when their conference room is available. The next regularly scheduled meeting will be in October.

Please inform me if I can be of further help.

Sincerely,

Kurt G. Taube
Executive Director

KT/jjw

LOWER CAPE FEAR WATER AND SEWER AUTHORITY

609 MURCHISON BUILDING • P. O. BOX 1673
WILMINGTON, NORTH CAROLINA 28401
PHONE: (919) 762-2065

BYLAWS OF

LOWER CAPE FEAR WATER AND SEWER AUTHORITY

April 20, 1977

ARTICLE I

OFFICES

1. The principal office of the Authority shall be in the City of Wilmington, North Carolina, at such particular place as shall be fixed from time to time by resolution of the Authority.

2. Except as otherwise required by resolution of the Authority, or as the business of the Authority may require, all of the books and records of the Authority shall be kept at the office to be designated as hereinabove provided.

ARTICLE II

MEETINGS OF THE AUTHORITY

1. Regular quarterly meetings of the Authority shall be held on the second Monday of the first month of each calendar quarter, with such additional special meetings scheduled as are considered desirable.

2. Meetings of the Authority may be called by the Chairman, or in his absence from the State of North Carolina or incapacity, by the Vice-Chairman, for such time and at such place in the State of North Carolina as may be specified in the call, upon twenty-four hours' written notice. Meetings of the Authority may be held at any time without notice, provided all members of the Authority are present or those not present have waived notice thereof. Such meetings may be held at such times and places as the notice thereof or waiver may specify. Any business of the Authority may be considered and acted upon at any such meeting.

3. At all meetings of the Authority the following order of business shall be observed, as far as consistent with the purpose of the meeting:

- i. Reading and approval of the minutes of the preceding meeting.
- ii. Reports of officers.
- iii. Reports of committees.
- iv. Unfinished business.
- v. New business.

4. The vote on the adoption of every resolution shall be by ayes and noes, and the names of the members voting for and against the resolution shall be entered upon the minutes of the meeting.

ARTICLE III

OFFICERS

1. A Chairman and a Vice-Chairman shall be selected from among the members of the Authority. A Secretary and a Treasurer shall also be selected but need not be members of the Authority. The offices of Secretary and Treasurer may be combined. The Chairman, Vice-Chairman, Treasurer and Secretary shall hold such offices until February 1 of the following year and until the election of their successors.

2. The Chairman shall be the chief executive officer of the Authority and shall preside at all meetings of the Authority. Unless some other person is thereunto specifically authorized by vote of the Authority, the Chairman shall sign all contracts and other instruments to be executed on behalf of the Authority. He shall perform all the duties commonly incident to his office, and shall perform such other duties and have such other powers as the Authority may from time to time designate.

3. The Vice-Chairman shall perform the duties and have the powers of the Chairman during the absence or incapacity of the Chairman. He shall perform all the duties commonly incident to his office, and shall perform such other duties and have such other powers as the Authority may from time to time designate.

4. Subject to the provisions of any trust agreement or resolution securing revenue bonds of the Authority, the Treasurer shall have the care and custody of the funds of the Authority and shall have and exercise, under the supervision of the Authority, all the powers and duties commonly incident to the office of Treasurer.

5. The Secretary shall attend all meetings of the Authority and act as secretary or clerk thereof; he shall record all votes and keep accurate records of all proceedings at such meetings in a minute book to be kept for that purpose, which shall be open at all reasonable times to the inspection of any member. The Secretary shall cause notice to be given of all meetings of the Authority as required by law or by these Bylaws; he shall keep in safe custody the official seal of the Authority and shall have authority to affix such seal to all papers authorized to be executed by the Authority requiring such seal to be affixed. He shall have authority to cause

copies to be made of all minutes and other records and documents of the Authority and to give certificates under the official seal of the Authority to the effect that such copies are true copies, and all persons dealing with the Authority may rely upon such certificates.

He shall perform all the duties commonly incident to the office of secretary or clerk and shall perform such other duties and have such other powers as the Authority from time to time may designate. In the absence of the Secretary from any meeting of the Authority, a temporary secretary may be chosen who shall record the proceedings thereof.

6. In addition to the officers above mentioned, the Authority may provide for such deputies, assistants and other officers as it may deem necessary from time to time, who shall perform such duties and have such powers as the Authority may designate.

7. Any officer or agent elected or appointed by the Authority members may be removed by the Authority members with or without cause; however, such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE V

AMENDMENTS

Except as otherwise provided by law, these Bylaws may be amended, added to, altered or repealed in whole or in part by the Authority at any meeting of the Authority, provided that notice of the proposed amendment, addition, alteration or repeal is given in the notice of such meeting, or that all members of the Authority are present at such meeting.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Authority shall run from the 1st day of July through the 30th day of June next succeeding.