



## **Bylaws of the Friends of Boyd Hill Nature Preserve**

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### **Article 1: Name**

The name of this organization is FRIENDS OF BOYD HILL NATURE PRESERVE, INC.

### **Article 2: Purpose**

Sec. 1. Mission: The mission of the Friends of Boyd Hill is to protect, support and promote the Preserve and its programs through volunteer service, financial support and environmental education and advocacy.

### **Article 3: Membership**

Sec. 1. Eligibility: Any person who subscribes to the purpose of this Organization shall be eligible for membership.

Sec. 2. Classification: Membership classifications shall be: (a) Individual; (b) Family; (c) Sponsor; (d) Business/Organization; (e) Life; (f) Family Life; and (g) Business/Organization Life.

Sec. 3. Honorary Memberships: Honorary memberships may be conferred by the Board upon individuals, businesses or organizations that have helped further the cause of this Organization. Honorary members may not vote and do not pay dues. Honorary memberships are for a term of one year unless otherwise designated at the time of bestowal.

Sec. 4. Dues: Dues shall be payable for each membership classification and the amount thereof shall be determined by the Board. Dues shall be payable on or before the first day of the month in which the member joined. Those members whose dues are not paid within two months of the first day of the month in which the member joined shall be automatically dropped from membership.

### **Article 4: Officers**

Sec. 1. Enumeration and election of officers: The officers of the Organization shall be a President, Vice President, Secretary and Treasurer who shall be elected for terms of



one year by the general membership at an annual meeting and who shall take office at the close of that meeting.

- Sec. 2. President: The President shall preside at the annual meeting, membership meetings and Board meetings. The President shall appoint the chairmen of all committees with the approval of the Board, be ex officio member of all committees except the nominating committee and shall have such usual powers of supervision and management as may pertain to the office of President and shall perform such other duties as may be designated by the Board. The President shall have at least one year of service as a member of the Board and shall not serve more than four consecutive years.
- Sec. 3. Vice President: The Vice President shall, in the event of absence, disability or death of the President, possess all powers and performs the duties of that office until such time as the Board shall select one of its members to fill the vacancy. The Vice President shall perform such other duties as the President and Board may designate.
- Sec. 4. Secretary: The Secretary shall keep minutes of all meetings, shall be responsible for and have access to all records belonging to the Organization, shall make all records available to the Board on request, and shall perform such other functions as may be incident to the office.
- Sec. 5. Treasurer: The Treasurer shall be responsible for all monies received by the Organization, deposit funds in the name of the Organization in an institution acceptable to the Board, with the approval of the Board pay all bills incurred, make a complete financial report at all Board meetings, supply information to the Board on request, maintain the Organization's nonprofit status and prepare a financial statement for the fiscal year for presentation at the annual meeting, and may be required by the Board to be bonded.
- Sec. 6. Vacancies: Any vacancy occurring on the Board may be filled by a majority vote of the Directors. Three absences within the year's term from regularly scheduled Board meetings by any Officer without a valid reason shall be deemed a resignation.
- Sec. 7. Removal of Officer: The Board may for just cause request the resignation of an Officer. If said resignation is not forthcoming, the Officer may be removed by the membership



at the next general meeting. A 2/3 vote of the general membership present and voting is necessary to remove a director.

#### **Article 5: Board of Directors**

- Sec. 1. Number, manner of selection and term of office: The Board of Directors ("Board") shall consist of the officers of the Organization (four) and up to eleven directors, who may be elected by the general membership or appointed by the Board (fifteen total). The officers and elected directors shall be elected by the general membership at the annual meeting. Two members of the Boyd Hill Nature Preserve staff shall automatically be nonvoting, advisory members of the Board, one of whom shall be the Park Supervisor and the other shall be a staff member selected by the Park Supervisor with the approval of the Board. The elected directors shall serve for a term of one year or until their successors are elected. The elected Directors may appoint such additional Directors as they deem necessary to carry on the work of the Organization. The terms of office of the appointed Directors shall not exceed one year and shall expire at the conclusion of the next annual meeting following their appointment.
- Sec. 2. Qualifications: No person shall be elected or appointed or shall continue to serve as officer or Director of this Organization unless he or she is a voting member of this Organization. No Director may be younger than eighteen years of age.
- Sec. 3. Vacancies: Any vacancy occurring on the Board may be filled by a majority vote of the remaining Directors. Three absences within the year's term from regularly scheduled Board meetings by any Director without a valid reason shall be deemed a resignation.
- Sec. 4. Removal of Director: The Board may for just cause request the resignation of a Director. If said resignation is not forthcoming, the Director may be removed by the membership at the next general meeting. A 2/3 vote of the general membership present and voting is necessary to remove a director.
- Sec. 5. Powers and duties: The control and conduct of the property and business of this Organization shall be vested in the Board and the Board shall establish the policies of the Organization. The Board shall create and designate such committees as it may



deem necessary to carry out the business of the Organization and may require any committee to submit a report of its activities.

Sec. 6. Meetings: There shall be at least six regular meetings of the Board each year. The President may call special meetings of the Board and shall call a special meeting within fifteen days of receipt of a written request therefore from five Directors.

Sec. 7. Quorum: A simple majority of the Board shall constitute a quorum.

#### **Article 6: Nominations and Elections**

Sec. 1. Nominating Committee: The nominating committee shall be appointed by the Board and shall consist of three members, one of whom shall be a Director. Suggestions for nominations for officers and Directors may be sent to this committee by any voting member. The nominating committee shall secure the consent of each nominee and present a single slate of nominees which shall be announced at least 14 days before the election.

Sec. 2. Write-in Candidates and Nominations from the floor: Immediately following the presentation of the slate of nominees at the annual meeting, voting members shall consider any write-in candidates or nominations from the floor. It shall be necessary to have secured the consent of any nominee whose name is presented.

Sec. 3. Balloting: The election shall be by written or electronic ballot, except that when there is but one nominee for any office, the ballot may be by voice vote.

Sec. 4. Voting members: All members, except honorary members other than Honorary Life members, may vote. Individual, Life, Sponsor, Business/Organization Life and Business/Organization memberships are entitled to one vote each. Family and Family Life memberships are entitled to two votes each.

#### **Article 7: Financial administration**

Sec. 1. Fiscal year: The fiscal year of the Organization shall commence on the first day of January of each year.

Sec. 2. Investment policy: The Board shall be responsible for articulating a position guiding the investment decisions regarding the Organization's financial resources



### **Article 8: Meetings of the Organization**

Sec. 1. Annual meeting: There shall be an annual meeting of this Organization during the month of January of each year, on a date to be set by the Board. At the annual meeting, the members shall: (a) elect officers and Directors, (b) adopt an annual budget, (c) review the treasurer's annual report, (d) hear the annual report of the Board, (e) hear other reports, and (f) transact any other business that may properly come before it.

Sec. 2. Special meetings: the President may call special meetings of the Organization and shall call a special meeting within fifteen days of receipt of written request therefore from six members (Family, Business/Organization, Family Life and Business/Organization Life membership) shall be considered one member for these purposes.

### **Article 9: Parliamentary Authority**

Sec. 1. Reference: The practices contained in the [Consensus Building Handbook](#) shall govern the conduct of meetings of the Organization in all cases to which they are applicable so long as they are not inconsistent with these bylaws.

Sec. 2. Electronic Voting: Board actions may be taken by unanimous written consent. The President shall determine when an action may be taken by written consent. Proposed actions will be emailed by the President to all Board members to indicate whether they are in favor or opposed to the particular action. The Secretary shall compile the responses and confirm whether the action has passed or failed by email to all directors. Copies of individual written consents and Board actions shall be retained in the Organization's records.

### **Article 10: Committees**

Sec. 1. General: All committees will consist of at least three people, at least one of which must be a Director. There will be five permanent committees: Executive, Membership and Development, Community Engagement, Education and Outreach, Communication and Marketing, and Finance and Investment. Other committees can be made by the Board of Directors as needed.



- Sec. 2. Executive Committee: The Executive Committee will consist of the Officers of the organization. This committee is responsible for overseeing the general operations of the organization.
- Sec. 3. Membership and Development Committee: The Membership and Development Committee is responsible for recruiting new members, renewing the memberships of current members, providing relevant, rewarding member benefits, and developing strategies to raise additional financial support for the Organization's mission.
- Sec. 4. Community Engagement, Education and Outreach Committee: The Community Engagement, Education and Outreach Committee is responsible for attending events and interacting with the public and preserve visitors to promote the purpose of the Organization.
- Sec. 5. Communication and Marketing: The Communications and Marketing Committee is responsible for establishing the Organization's look and feel and serving as its voice through a variety of print, web and social media outlets.
- Sec. 6. Finance and Investment: The Finance and Investment Committee shall work with the Treasurer to oversee the Organization's finances and investments in accordance with Board-approved policies and procedures.

#### **Article 11: Bylaws**

- Sec. 1. Amendments: These bylaws may be amended at any meeting by a 2/3 vote of the Board of Directors, provided written notice has been sent to each director at least seven days before the meeting. All amendments shall become effective immediately upon approval, unless otherwise specified.