

SAMPLE NONPROFIT BYLAWS – MEMBERSHIP ORGANIZATION

ARTICLE 1 - NAME, PURPOSE

- Section 1: The name of the organization shall be the **River Conservation Council**.
- Section 2: The **River Conservation Council** was formed to increase public awareness of river conservation issues and activities; to support and conduct nonpartisan research, educational and informational activities to increase public awareness of issues in river protection and restoration; to provide research and information to foundations and corporate giving programs about the needs of organizations that advocate for clean water; to sponsor reports, meetings and workshops for environmental nonprofits about how to strengthen environmental organizations ; and to educate the public about the funding needs of organizations that work to protect and restore rivers.

ARTICLE II - MEMBERSHIP

- Section 3: Application for membership shall be open to any nonprofit organization that support the purpose statement in Article 1, Section 2, and continuing membership is contingent upon being up-to-date on membership dues.
- Section 2: Membership shall be granted upon a majority vote of the Board.
- Section 3: Each voting member of the **River Conservation Council** shall appoint one voting representative to attend the annual meeting.
- Section 4: The Board shall have the authority to establish and define nonvoting categories of membership.

ARTICLE III - MEETINGS OF MEMBERS

- Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.
- Section 2: Special Meetings. Special meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors. A written request signed by ten percent of the voting members may call a special meeting.
- Section 3: Notice. Notice of each meeting shall be given to each voting member, by email or by mail, not less than five days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1: Board Role, Size, Composition. The Board is responsible for overall policy and direction of the **Council** and delegates responsibility for day-to-day operations to the **Council's** Executive Director and committees. The Board shall have up to twenty-one but no fewer than twelve members. The board receives no compensation other than reimbursement of reasonable expenses.
- Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

- Section 3: Board Elections. Board members shall be elected at least annually by the voting representatives of member organizations
- Section 4: Board Development Committee. A Board Development Committee shall be appointed by the Board to be responsible for developing nominees for board elections, board committees, and planning for board training and leadership development.
- Section 5: Election Procedures. The Board Development Committee shall be responsible for nominating a slate of member representatives to preserve the diversity and balance necessary to enable the **River Conservation Council** to provide policy guidance on the broad spectrum of river conservation issues. Nominees selected by the Board Development Committee must be member representatives of member organizations of the **River Conservation Council**.
- Section 6: Terms. All Board members shall serve three-year terms, but are eligible for re-election. However, no board member shall serve more than two three-year terms. The first Board will include members with one and two-year terms to begin staggered terms.
- Section 7: Quorum. A quorum must be attended by at least forty percent of the Board members before business can be transacted or motions made or passed.
- Section 8: Notice. An official Board meeting requires that each Board member have written notice at least five days in advance.
- Section 10: Officers and Duties. There shall be four officers of the Board consisting of a Chair, a Vice-Chair, a Secretary, and a Treasurer. The officers shall be elected by the Board at the November Board Meeting after the other members are seated. Their duties are as follows:
- The **Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.
- The **Vice-Chair** will chair committees on special subjects as designated by the board.
- The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
- The **Treasurer** shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.
- Section 11: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members and member organizations by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term.
- Section 12: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. If a member organization notifies the Board that their

representative who serves on the Board no longer represents the member organization, the person is no longer eligible to be one of the Council Board members. A Board member shall be dropped for excess absences from the Board if he or she has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 13: Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

Section 14. The Board may set dues schedules for memberships.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed, such as development, public education, data collection, etc. There shall be two standing committees - Executive and Finance Committees. The Board Chair appoints all committee chairs. Committee chairs must be members of the Board.

Section 2: The four officers serve as the members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Council are public information and shall be made available to the membership, Board members and the public.

ARTICLE VI - DIRECTOR AND STAFF

Section 1: Executive Director. The Executive Director is hired by the Board. The Executive Director has day-to-day responsibility for the Council, including carrying out the Council's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Council, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

ARTICLE VII - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.