



DOG RIVER CLEARWATER REVIVAL
Organization Bylaws

The purpose of this organization is to improve water quality of Dog River and its many tributaries that comprise the Dog River Watershed. The Bylaws contained herein, provide the foundation, definition, limitations, specific mission and purpose details, that serve to provide overall structure, boundaries, operational direction and stability to the organization.

Adopted 01.17.17 – General Membership
Amended 01.20.22 - General Membership

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BYLAWS

ARTICLE I – NAME

The name of this corporation shall be Dog River Clearwater Revival.

ARTICLE II – PURPOSE

The purpose of this corporation is to improve water quality of Dog River, its tributaries, streams, creeks and wetlands that comprise the Dog River Watershed and to restore and maintain the quality of life and best possible environment for fish and wildlife, public recreation, and commerce throughout the watershed. Dog River Clearwater Revival encourages vigilant enforcement of environmental protection laws in flood plain management, and public education and outreach regarding responsible land use practices within the watershed.

ARTICLE III – TYPE OF ORGANIZATION

This corporation shall be a non-profit association of members who support the stated purpose.

ARTICLE IV – MEMBERSHIP

1. Qualifications

Anyone who is interested in the stated purpose of this corporation is eligible for membership.

Dues

- a. The dues for members shall be \$25 (Twenty-Five Dollars) for individuals and families unless otherwise specified by the Board of Directors.
- b. Dues are renewed in January of each year.

2. Voting Privileges

- a. Only current dues paying members may vote.
- b. Each adult members is entitled to one (1) vote.

3. Quorum

- a. A Quorum is present if all members were notified of the meeting.
- b. A simple majority vote is binding in every case except the amendment of the bylaws (See Article X).

4. Membership Meetings

- a. General Membership meetings are open to all paid members.
- b. General Membership meetings shall be held semi-annually.
- c. The Business Meeting (Annual General Membership meeting) shall be held in January such time and location to be determined by the Board of Directors.
- d. Notice of General Membership meetings, including date, time and place shall be given electronically through inclusion in electronic newsletter, email and Social Media, in person or by first class mail not less than 10 days nor more than 50 days before the date of such meeting.

5. Special Membership Meetings

- a. Special meetings of the General Membership may be called by a majority vote of the Board of Directors or by the President upon the written request of at least 10 percent of the members.
- b. All members shall be notified of the date, time, place and reason for the special meeting by email, in person or by first class mail.

6. Fiscal Year

The corporation's fiscal year is from January 1 to December 31.

ARTICLE V - BOARD OF DIRECTORS**1. Governance**

- a. This corporation shall be governed by a Board of Directors elected from the General Membership at the January Business Meeting or during another general meeting if needed.
- b. Any member can nominate a prospective board member or a member may nominate him/herself.

c. All members must provide current contact information.

2. Term of Board of Directors

- a. The term of a Director shall be for two (2) years unless otherwise stated. Time served as an officer is included in term limit. The President is excluded in the term limit and may serve beyond four years, and up to two years.**
- b. Board members have the option to renew for a second two-year term for a total of four-year service. Former Board of Director members may serve again as long as it is not in consecutive terms.**
- c. The term shall start at the January business meeting through to the next election.**
- d. Each Board of Director is to serve on at least one (1) committee.**

3. Number of Directors

The number of Directors shall be flexible and may be adjusted at any time by the present Board.

4. Attendance

- a. All members of the Board of Directors will attend a majority all regularly scheduled and special Board meetings.**
- b. If a member is unable to attend, the President should be notified prior to the meeting.**
- c. Failure to maintain regular attendance will be cause for removal under this subsection.**

5. Voting Privileges

- a. Each Director is allowed a single vote except where he/she holds a written proxy of another member of the Board.**
- b. The President is to abstain from voting unless there is a tie-vote, at which time he/she may cast the deciding vote.**

6. Quorum

- a. A quorum is present if a majority of the Board members are present.**

- b. Absentee ballots or proxies may not be used to obtain a quorum.**
- c. Business conducted without a quorum is not valid.**
- d. When vital business must be conducted the members, present can act with the hope that their action will be upheld at a later meeting that does have a quorum; or**
- e. Business may be conducted by a combination of any of the below named methods:**
 - In person**
 - By telephone**
 - By email**
 - By FAX**

7. Regular Board Meetings

- a. The Board of Directors shall meet at least six times per year unless otherwise notified.**
- b. All board meetings are open to the general membership.**

8. Special Board Meetings

- a. Special meetings of the Board of Directors may be called by the President or a majority request of current seated Board members.**
- b. Written notification of date, time, place and reason for the meeting shall be given via email.**

9. Employment

The Board of Directors shall have authority to employ an Executive Director who shall be the designated agent of the Corporation, and such other employees as it deems appropriate to assist the Officers in performing the day to day operation of the Corporation.

10. Advisory Committee

An Advisory Committee shall be created to leverage support and expertise of past board members and founding members of the organization.

- a. Advisory Committee members shall not be obligated to attend meetings of the Board of Directors, nor shall they have voting rights at said meetings.
- b. Advisory Committee members are appointed by the President of the Board of Directors following nomination by the Board nomination committee.

ARTICLE VI – OFFICERS OF THE CORPORATION

1. Officers of the Corporation

The Board members shall elect the officers of the Corporation from the Board of Directors. These officers shall assist in the operations of the Corporation and include:

President
Vice President
Recording Secretary
Treasurer
Parliamentarian

2. Term of Office for Officers

- a. The term of an Officer of the Board of Directors shall be two (2) years with a two (2) term limit. The President is excluded in the term limit and may serve beyond four years, and up to two years.
- b. The term carries an automatic one-time, one-year renewal option.
- c. A two (2) year waiting period exists between terms of service.

3. Exceptions

In the event a vacancy occurs within the slate of Officers or, if an Officer of the Board is unable to perform his/her duties, the remaining Board of Directors may:

- a. Temporarily suspend term limits of both the current and former Officers and Boards of Directors, allowing for the filling of the vacancy.

4. Election

- a. Officers shall be elected by simple majority from amongst the Board of Directors at the February Board meeting.**
- b. A quorum must be present to elect officers.**
- c. Special elections may be held if deemed necessary by the Board.**
- d. The general membership shall be notified of these officers when the next newsletter is published.**

5. President

- a. The President shall preside at all meetings of the general membership and the Board of Directors.**
- b. Appoint committees.**
- c. Works with the Executive Director to guide the organization and its programs to fulfill the organization's non-profit mission.**
- d. Authorize all calls for special meetings, and**
- e. Generally, perform the duties of presiding officer.**

6. Vice President

- a. The Vice President shall assume the duties of the President in the case of absence or inability of the President.**
- b. In the case of absence or disability of both the President and Vice President, the Recording Secretary shall temporarily perform the duties of the president.**

b. 7. Recording Secretary

- a. The Recording Secretary shall keep accurate written records of all business of the Board of Director meetings from call-to-order to adjournment. These records shall be available upon request.**
- b. The Recording Secretary shall vote all absentee ballots, sign and record.**
- c. A copy of the minutes of each meeting shall be given to the President.**

8. Treasurer

- a. **The Treasurer shall attend all board meetings.**
- b. **The Treasurer shall maintain a working knowledge of the Corporation and a personal commitment to its goals and objectives.**
- c. **Obtain a basic understanding of financial accounting for nonprofit organizations.**
- d. **Shall have access to and maintain accurate accounts of Corporation's assets.**
- e. **Serve as the chair of the finance committee.**
- f. **Work with the executive director and others to ensure financial reports are made available to the Board of Directors on a timely basis.**
- g. **Present the annual budget to the board for approval.**
- h. **Perform such other duties which may be required by law.**

7. Parliamentarian

- a. **The Parliamentarian shall make himself/herself knowledgeable of all parliamentary law, which may apply to the Corporation.**
- b. **In addition to advising during meetings, the Parliamentarian can also offer brief consultation to members of the Corporation.**

Removal

All officers shall serve at the pleasure of the Board of Directors. An Officer or Director may be removed by a 90 percent vote of a quorum of the Board of Directors. The reason for the removal must be furnished to such person in writing 30 days prior to the vote.

Resignation

The resignation of any director shall become effective immediately or upon the date specified in any written resignation and vacancies will be deemed to exist as of such effective date.

ARTICLE VII – COMMITTEES

Standing Committees

The following standing committees and/or their included subcommittees shall be appointed by the President if feasible:

Access

Education & Outreach

Fundraising

Water Quality

1. Each committee and/or sub-committee shall elect their own Chairman and Recording Secretary and they shall be responsible for getting this information back to the Board of Directors and President.
2. When necessary, the President shall appoint a Board member to preside over the committee until a chairman is elected.
3. The Chairman of the committee must present a committee budget for approval by the Board.
4. The Board of Directors will vote upon all requests at the time of annual budget adoption.
 - a. Proposed amendments to said budget will be brought before the Board of Directors for approval.
5. An annual committee report shall be prepared and presented to the Board of Directors by January.

ARTICLE VIII – SPECIAL VOTING PRIVILEGES

1. Absentee Ballot

When a known vote is to take place at a General Membership meeting or a Board of Directors meeting, the member may file a written absentee ballot before such meeting. This should be sent to the Recording Secretary.

2. Proxy Ballot

When members are unable to attend the General Membership meeting or Board of Directors meeting, a written proxy can be furnished to another member of Director to be voted at his/her discretion.

ARTICLE IX – PARLIAMENTARY AUTHORITY

The rules to govern this Corporation, when they are applicable and not inconsistent with these bylaws or any other special rules the organization may adopt, shall be those contained in the current edition of the *New Roberts Rules of Order*.

ARTICLE X – AMENDMENT OF BYLAWS

1. The Board of Directors may recommend bylaws' amendments with a quorum present and with a two-thirds vote.
2. The proposed amendment may be presented at any General Membership meeting; however, NO vote may be taken until the next General Membership meeting unless prior notice was given in writing.
3. Amendment of the bylaws requires a two-thirds majority if over one-half of the membership is present.
4. If less than one-half the membership is present, bylaws amendment requires a 90 percent majority.
5. At least 10 members must be present to vote on a bylaws amendment.

ARTICLE XI – AUDIT

1. The President or a two-thirds (2/3) majority may, at any time, request an Independent audit.
2. At such time an independent audit is requested, the President shall appoint an Audit Committee in January to check the previous year's financial statements through the end of December.

- 3. The Audit Committee shall make their report available at the March Board of Directors meeting.**

ARTICLE XII – REVIEW OF BYLAWS

- 1. The President shall appoint a committee at the February Board of Directors meeting of each leap year to review the bylaws and their amendments.**
- 2. A report of the review and suggested changes shall be given at the April Board of Directors meeting.**

ARTICLE XII - MISCELLANEOUS

- 1. Except as otherwise provided by law, all checks, drafts, orders for the payment of money and other evidence of indebtedness of Corporation will be signed by the Treasurer and countersigned by the President, unless the Board of Directors shall expressly authorize other persons to sign and/or countersign checks for Corporation.**
- 2. Contracts, leases or other instruments executed in the name of and on behalf of Corporation will be signed by the Executive Director and attested by the President, unless otherwise authorized by the Board of Directors.**
- 3. This Corporation will keep correct and complete books and records of accounts and will also keep minutes of the meetings of its Members and its Board of Directors. The Corporation will maintain a principal place of business, with the names and addresses of all its members and the original or a copy of its By-Laws, including amendments to date.**
- 4. All books and records of the corporation may be inspected by any Member, Director or Officer, or his agent or attorney, for any proper purpose at any reasonable time, provided a written request therefore which clearly states the purpose of such inspection is first submitted to the Executive Director of the Corporation. If such purpose is challenged by the Executive Director or General Counsel, access to such documents shall be withheld until approved**

by majority vote of the Board of Directors at the next duly convened meeting which a quorum is present.

5. This Corporation shall not have or issue shares of stock. No dividends will be paid and no part of the income of Corporation will be distributed to its Members, Directors, or Officers; however, subject to any limitations contained in the Articles of Incorporation, Corporation may compensate, in a reasonable amount, its Members, Directors, or Officers for services rendered. This Corporation shall not make any loans to any of its Members, Directors or Officers.

ADOPTION OF BY-LAWS

These By-Laws were duly adopted by resolution of the Board of Directors by vote of its Directors on the _____ day of _____ 2017.

APPROVED BY:

President

I, _____, Secretary of Corporation, do hereby certify that the above is a true and correct copy of the By-Laws of Corporation adopted on the date set forth above.

Secretary

The By-Laws of the Corporation adopted by the Board of Directors on the date set forth above is hereby accepted and approved by the undersigned officers of the Corporation.

President

Treasurer

Secretary