

NEWPORT BAY NATURALISTS AND FRIENDS BYLAWS

ARTICLE I - NAME AND LOCATION

Section 1. Name. The name of the corporation is the Newport Bay Naturalists and Friends, hereafter referred to as “the corporation”.

Section 2. Location. The geographical location of interest covered by the corporation is the Upper Newport Bay within the State of California. The principal office of the corporation is located in Orange County at 600 Shellmaker, Newport Beach, CA 92660.

ARTICLE II - PURPOSE AND POLICY

Section 1. Purpose. The purpose of the organization is to conduct programs and support education, restoration, and enhancement activities of the Upper Newport Bay Ecological Reserve and Newport Bay Nature Preserve as wildlife preserves.

Section 2. Policy. The corporation shall not support or oppose any political party or candidate. The corporation will be guided by the provisions of its’ Articles of Incorporation that apply to the political activities of 501(c)3 organizations.

ARTICLE III – MEMBERSHIP

Section 1. Composition. There shall be two types of members: voting and non-voting.

a. Voting members are those persons who are “Naturalists” or “Associate Naturalists” and are hereafter referred to as “members”. The Board of Directors determines the criteria for members. These members shall have the responsibility to elect the Board of Directors, amend the Articles of Incorporation and Bylaws as needed, and conduct such other business as may come before them.

b. Non-voting members are all other membership categories and are hereafter referred to as “non-voting members”.

Section 2. Dues. The Board of Directors determines the membership dues and benefits.

ARTICLE IV - MEMBERSHIP MEETINGS AND QUORUM

Section 1. Annual Meeting. The annual meeting of the organization shall be held in November of each year. Notice of the time, place, and purpose of the meeting shall be mailed to the members at least ten (10) days before the meeting.

Section 2. Special Meetings. A special meeting may be held at the call of the President, or at the call of any two members of the Board of Directors, if the President is unable or refuses to call a special meeting. Notice of the time, place, and purpose of the meeting shall be communicated to the members by mail not less than ten (10) days before the meeting. No business may be transacted other than that stated in the meeting call.

Section 3. Voting. Each voting member attending is entitled to one (1) vote. Members will not be entitled to vote or act by proxy or by mail.

Section 4. Quorum. Fifteen (15) voting members present at the annual or specially called meeting shall constitute the quorum for the conduct of business.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of the officers and up to ten (10) other Board members. (see Art VI, Sec 1). All officers and Board members are required to be voting members of the corporation.

Section 2. Responsibilities. The Board of Directors shall have supervision of the affairs of the organization, and shall be governed by the Articles of Incorporation, the Bylaws, and such other rules or policies as adopted by the corporation. The Board shall prescribe and fix the compensation of all employees of the corporation.

Section 3. Regular Meetings. Regular meetings of the Board of Directors

shall include, but not be limited to, the Annual meeting and a mid-term meeting at which the Board shall conduct -necessary business.

Section 4. Special Meetings. A special meeting may be held at the call of the President, or at the call of any two members of the Board, if the President is unable or refuses to call a special meeting. Notice of the time, place, and purpose of the meeting shall be communicated to the Board members by mail not less than ten (10) days before the meeting or three (3) days orally or by electronic means by either the President or the Vice President. Notice and call of any meeting attended by the members of the Board is waived by their attendance at such meeting. No business may be transacted other than that stated in the meeting call.

Section 5. Quorum. A majority of the Board of Directors shall constitute a quorum for the conduct of business.

Section 6. Polling by telephone or electronic means. The Board may act on a specific item of business without the necessity of a formal meeting if all Board members are polled by telephone or electronic means and the action taken is reduced to writing and signed by all the Board either for or against the specific proposal at their next regularly scheduled meeting.

Section 7. Serving on the Board.

(a) The Board of Directors shall be elected at the Annual Meeting.

(b) The President, with recommendations from the Board Development Committee and approval of the Board, may at any time appoint additional new member(s) up to the maximum allowed by these bylaws.

Section 8. Vacancy. If any officer or other member of the Board resigns or is unable to discharge the duties of the office, the President, with recommendations from the Board Development Committee and approval of the Board, may appoint a new member to fill the remainder of the term.

Section 9. Removal. Any Board Member may be removed for cause, which includes but is not limited to, failure to fulfill the NBNF Code of Involvement, by a vote of two-thirds (2/3) of the members of the Board of Directors.

Section 10. Compensation. Directors shall serve without compensation except that they may be allowed and paid their actual and necessary

expenses incurred in the performance of their duties, as approved by the Board.

ARTICLE VI - ELECTION AND DUTIES OF OFFICERS AND DIRECTORS

Section 1. Officers. The Officers of the corporation are President, Vice President, Secretary, Treasurer, and Immediate Past President. These officers shall perform the duties prescribed by these Bylaws.

Section 2. Board Development Committee. A Board Development Committee shall be formed by the Board. The Committee shall be chaired by the Immediate Past President, include at least one additional Board member and other members selected by the Chair. If the Immediate Past President is unable to serve, the President will appoint a chair. The Committee shall develop a proposed slate of Director candidates which will accompany the official call to the Annual Meeting. Before the election at the Annual Meeting, additional nominations from the floor shall be permitted, provided consent of the nominee has been obtained.

Section 3. Election. The Directors shall be elected by a show of hands at the Annual Meeting.

Section 4. Term. Directors shall serve a one (1) year term or until their successors are elected or appointed. The term begins in November, immediately following the Annual Meeting of Members, at which time the Board will elect its officers. No member may hold more than one office at a time.

Section 5. Duties.

- (a) President. The President shall set the time and place of Board and membership meetings and shall preside at all Board and membership meetings. The President shall appoint the Chairpersons of all Standing Committees and of such Special Committees as the Board may deem necessary for carrying out the activities of the corporation.
- (b) Vice President. The Vice President shall preside in the absence of the President and perform such duties as requested by the President. The Vice President chairs the Bylaws Committee.
- (c) Secretary. The Secretary shall be responsible for overseeing the keeping of the minutes of the meetings of the Board of Directors. The Secretary

shall also oversee notices of meetings of the Board of Directors, and submit the annual report of the organization.

(d) Treasurer. The Treasurer shall be responsible for: overseeing the receipt, custody, and disbursement of the organization's funds; maintaining adequate financial records, subject to the control and review of the Board; working with the Finance Committee in the preparation of an Annual Budget; and prepare an Annual Financial Statement. Interim Financial Reports will be prepared for each Board meeting. The approved Annual Budget and Financial Statement shall be provided to the membership. The Treasurer chairs the Finance Committee.

(e) Immediate Past President. The Immediate Past President serves for one year immediately following the term as President. Continued service in this capacity is at the pleasure of the Board and Immediate Past President. The Immediate Past President chairs the Board Development Committee.

ARTICLE VII – COMMITTEES

Section 1. Standing Committees. The standing committees of the corporation shall be: Bylaws, Finance, and Board Development.

(a) Bylaws Committee: The Committee shall review the Bylaws of the organization at least annually. The Committee shall recommend necessary amendments or stipulate no amendments are needed. The Vice President chairs the Bylaws Committee.

(b) Finance Committee: The Finance Committee shall submit an annual budget for approval by the Board. They shall review the financial status of the corporation from time to time. The Treasurer chairs the Finance Committee.

(c) Board Development Committee. The committee shall: search for and recommend individuals with appropriate skills to be new Board members; assist in training new Board members; recommend measures to enhance the effectiveness of the Board; and provide a slate of board candidates for the Annual Meeting of Members.

Section 2. Special Committees. Special committees may be created when deemed necessary by the membership and the Board of Directors.

Section 3. Ex-Officio Member. The President shall be an ex-officio member of all committees except the Board Development Committee.

ARTICLE VIII – ADVISORS

The Board of Directors may authorize consultation with advisors as necessary, such as an attorney or financial advisor, for professional advice.

ARTICLE IX – EXECUTIVE DIRECTOR

The Board of Directors is authorized to employ an Executive Director. The Executive Director shall be accountable to the Board of Directors through the President.

ARTICLE X – DORMANCY

In case this corporation is unable to function in a normal manner, the corporation shall not be dissolved but shall become dormant until it is able to resume functioning. Such a period of dormancy shall not last more than two (2) years.

ARTICLE XI – DISSOLUTION

Upon dissolution of the organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to environmental organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, and none of the assets will be distributed to any member, officer, or trustee of the organization.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or with any special rules of order the corporation may adopt. The Bylaws supersede any inconsistency with Robert’s Rules.

ARTICLE XIII – AMENDMENTS

Section 1. Proposals. Amendments to these Bylaws may be proposed by the Board of Directors, the Bylaws Committee, or by a petition signed by fifteen (15) of the voting members.

Section 2. Adoption. Adoption of a proposed Bylaw amendment shall

require a two-thirds (2/3) vote of the members present at any duly called meeting of members, provided a copy of the proposed amendment has been sent to every member with the call to the meeting at least ten (10) days before the meeting.

ARTICLE XIV – ADVISORY BOARD

The Corporation has the authority, through its Board of Directors, to create and establish an Advisory Board of Directors. Membership to the Advisory Board of Directors shall be through appointment by a majority of the Board.

Members of the Advisory Board of Directors may attend and participate in all meetings but may not vote unless they have secured and maintained membership by the rules of the corporation. The members of the Advisory Board of Directors shall be available for assistance, as requested by the Board.

ARTICLE XV – BOARD LIABILITY

The Board may provide liability insurance to cover the Members of the Board of Directors.

ARTICLE XVI – FISCAL YEAR

The fiscal year of the Corporation shall be January 1 to December 31 of each year.

These bylaws were approved and accepted at the annual meeting of Newport Bay Naturalists and Friends held on November 3, 2005 and supersede all prior bylaw amendments.

Gus Chabre, President

Date

Wendy Hirdler, Secretary

Date
