

By- Laws of Friends of Deckers Creek

Article 1-Name

Section 1. The name of this organization is Friends of Deckers Creek, Inc.

Section 2. Friends of Deckers Creek, Inc. is a West Virginia Nonprofit Corporation, duly incorporated and operating under the provisions the West Virginia Nonprofit Corporation Act, WV Code 31E-1-101, et seq.

Article 2-Purpose

The mission of Friends of Deckers Creek is to improve the natural qualities of, increase public concern for, and promote the enjoyment of the Deckers Creek watershed.

Article 3-Offices

The offices of the organization shall be located within or close to the Deckers Creek watershed.

Article 4-Members

Section 1. Eligibility for Membership. All interested persons, businesses, and groups that support the mission of the organization may become members upon payment of dues or through volunteer hours in lieu of dues. Membership is for a period of one year from the time of dues payment or voluntary service.

Section 2. Membership Empowerment. Any member can place an item on a Friends of Deckers Creek Board meeting agenda for presentation to the Board.

Section 3. Property Rights. No member shall have any right, title, or interest in any of the property or assets including any earnings or investment income of this organization, nor shall any such property or asset be distributed to any member upon the dissolution of the organization.

Section 4. Positions. Positions taken by the organization are not binding on the members.

Section 5. Liability of Members. No member of this organization shall be personally liable for any of its debts, liabilities, or obligations nor shall any member be subject to any assessment.

Section 6. Removal from Membership. The Board of Directors may, at a Board meeting, by vote of not less than two-thirds (2/3) of the Board, remove any member of the organization who, in the judgment of the Directors, shall have violated or refused to comply with any of the provisions of these by-laws or such articles as it may adopt, or who, in the opinion of the Board, fails to support the mission of this organization.

Section 7. Refunds. In case of the voluntary withdrawal, termination of membership, or removal of a member, no part of the contribution for membership or dues shall be refunded.

Article 5-Dues

Section 1. Rate of Dues. The Board of Directors may by resolution establish and/or adjust rates of annual dues for membership in the organization.

Section 2. Number of Volunteer Hours in Lieu of Dues. The Board of Directors may by resolution establish and/or adjust the number of volunteer hours required in lieu of dues for membership in the organization.

Article 6-Board Meetings

Section 1. Frequency. Board meetings will generally be scheduled monthly on a regular schedule, as agreed upon by the Board.

Section 2. Types of Meetings. Board meetings will be designated as either Business Meetings or Outreach Meetings. Board meetings will generally alternate between Business Meetings and Outreach Meetings.

Section 3. Business Meetings. Board meetings designated as “Business Meetings” will, at a minimum, include a Treasurer’s report and reports on administrative issues, fund raising, and projects. Business meetings will be held at the principal office of Friends of Deckers Creek, or at other locations as determined by the Board. The public is welcome to attend business meetings. Members of the public may make statements or presentations but these will be limited to 15 minutes unless a longer presentation is agreed to beforehand.

Section 4, Outreach Meetings. Board meetings designated as “Outreach Meetings” will typically start by covering any pressing business, and will be followed by a speaker on a topic of interest to Friends of Deckers Creek. Outreach meetings will be held at various locations throughout and near the Deckers Creek watershed, as determined by the Board

Section 5. Rules. All Board meetings shall be conducted according to Roberts Rules of Order, unless otherwise specified by the Board.

Section 6 Executive Sessions The Board can decide to hold an executive session after any business meeting. This session will be limited to board members. One or more of the staff may also be included for a portion of the meeting at the board’s request

Article 7-Board of Directors

Section 1. Powers and Duties of the Board. The Board of Directors shall be vested with the management of the affairs of the organization. The Board shall be charged with the development of programs and policies consistent with the mission outlined in Article 2 and with the priorities established at meetings. The Board of Directors shall have the power to receive and disperse funds, seek and accept contributions, enter into contracts, and authorize and terminate employment of staff and auditors. The Board of Directors shall prepare a budget and an annual work plan which reflects the priorities established at meetings, and shall operate the organization within the budget approved by the Board.

Section 2. Composition. Friends of Deckers Creek shall have a Board of Directors of no less than six (6) and no more than fifteen (15) members. Members of the Board shall represent the diverse interests, capabilities, and characteristics of the members of Friends of Deckers Creek.

Section 3. Selection and Tenure. The Board of Directors shall from time to time accept new Directors. Each new Director must be approved by two-thirds (2/3) of the existing Board. Board members will serve two (2) year terms with a maximum of three (3) consecutive terms, after which a one (1) year break must occur before an ex-officer can be re-elected. When these bylaws are approved, terms of existing Board members will be staggered by the President, in consultation with the Board.

Section 4. Attendance. Board members shall attend all Business Meetings and most Outreach Meetings. In addition to Board members, other Friends of Deckers Creek members as well as the general public are encouraged to attend outreach meetings and business meetings.

Section 5. Quorum. A simple majority of Board members shall constitute a quorum for Board action.

Section 6. Voting. Business is transacted upon a majority vote of the quorum except as otherwise specified within these by-laws. Board members may vote by electronic means, in a manner agreed upon by the Board. Board members may also vote by written proxy, in a manner agreed upon by the Board.

Section 7. Removal. Any Board member may be removed from the Board for just cause by a two-thirds (2/3) vote of the Board. Specifically, three (3) consecutive un-excused absences from Board meetings may lead to discussion of removal. The person under consideration for removal shall be notified in writing at least ten (10) days in advance of the meeting at which removal will be considered.

Section 8. Personal Liability. The officers, Directors, and employees of the organization shall not be personally liable for its debts, liabilities, or other obligations.

Section 9. Compensation. Board members will serve without compensation. Board members may be reimbursed a reasonable amount for expenses incurred in connection with their duties for the organization.

Article 8-Officers

Section 1. Officers. The officers of the organization shall be a president, vice-president, secretary, and treasurer.

Section 2. Election of Officers. Officers will be elected by a by vote of not less than two-thirds (2/3) of the Board.

Section 3. Terms of Office. Officers will be elected to one-year terms, or other terms as determined by the Board. Officers may be reelected to the same office, provided that their tenure on the Board has not expired.

Section 4. Vacancies. When a vacancy occurs, the Board of Directors will elect a replacement as soon as possible.

Section 5. President. The president or his or her delegate shall create agendas for Board meetings and shall preside over Board meetings whenever possible.

Section 6. Vice-President. The vice-president shall assist the President in his or her duties, and shall fill the position of president in case of any unexpected vacancy until new elections are held.

Section 7. Treasurer. The treasurer shall keep all financial records current and in proper order, shall provide Treasurer's reports at Board meetings, and shall make said reports available for inspection at any reasonable time.

Section 8. Secretary. The secretary shall keep the minutes of all proceedings of the organization and make them available for inspection at any reasonable time.

Article 9-Staff

If the Board decides that staff is needed to help carry out the purpose of the organization, it shall define the position(s) needed and hire appropriate staff, at a rate of compensation to be set annually.

Article 10-Books and Records

The organization shall keep and maintain correct and complete books and records of account and shall also keep minutes of its meetings. A record giving the names and addresses of members shall be kept at the principal office. The fiscal records shall be audited when required by grantees, or more often as decided by the Board.

Article 11-Ratification and Amendments

Section 1. Ratification. Initial ratification of by-laws shall be by a two-thirds (2/3) vote of the Board of Directors.

Section 2. Amendments. The by-laws of the organization can be amended by a two-thirds (2/3) vote of the Board of Directors.

Adopted 5/17/07.

Amended 2/17/16 Article 6, Section 3: time limit on public presentations added

Amended 2/17/16 Article 6, Section 6 added: executive sessions