

Bylaws – 2016

Article 1. Name

The name of the organization shall be the Calvert Nature Society, Inc., hereafter referred to as the Society. Its principal office shall be located within Calvert County, MD.

Article II. Form of Organization

Section 1. The Society shall be organized as a private, not for profit corporation. It shall be a 501(C)3 organization.

Section 2. The Society may have a membership with dues and privileges determined by the Board of Directors.

Section 3. Services to the public, membership in the Society, and the selection of staff and Board members shall be made without discrimination based on color, race, religion, national origin, handicap, age, or sex.

Article III. Purpose

Calvert Nature Society is dedicated to the protection and preservation of Calvert County's natural heritage and the creation of an environmentally literate and aware community. We provide opportunities for appreciation and understanding of our natural world through our outreach initiatives and in partnership with the Calvert County Natural Resources Division.

Article IV. Board of Directors

Section 1. The business and affairs of the Society shall be managed by a Board of not less than three (3) nor more than fifteen (15) Directors as stated in the Articles of Incorporation.

Section 2. The Division Chief of the Calvert County Natural Resources Division shall serve as ex-officio member of the Board.

Section 3.

Directors: New Board members may be proposed at any time by the Governance Committee and will be voted on and shall be elected by the majority of the voting board members present.

Officers: At least (30) days before the annual meeting, recommendations for Board officers [i.e., President(s), Vice President, Treasurer and Secretary] shall be brought to the present Board by the Governance Committee. The slate of nominees shall be presented at the Annual Meeting and shall be elected by the majority of the voting members present.

Former or inactive past presidents may chose to stay involved as an Emeritus Director. This position will have a vote when present but will not affect the quorum.

Section 4. All Board members shall be elected by the sitting Board of Directors for three (3) year terms. Board members shall assume their posts at the first meeting after their election to the

board. Terms of Board members shall expire on a rotating basis, with no more than 1/3 of the terms expiring at one time. Directors will serve for no more than two (2) consecutive terms. A board member who has unexcused absences from two (2) consecutive meetings shall be considered inactive. It is the prerogative of the President to ask any board member who misses two (2) consecutive meeting so evaluate his/her position on the board and resign if appropriate. Notification of resignation of positions shall be in writing.

Section 5. Qualifications

Elected Directors must be dues-paying members of the Society in good standing and actively support the mission/purpose of the Society as stated in Article III.

Section 6. Duties

All Board members who do not hold an officer's position must serve on at least one (1) Board committee during the term of their office on the Board.

Each Board member shall have the responsibility to actively work with the Committee Chair and other Society personnel in pursuing and procuring funding opportunities.

Each Board member will sign and honor the Service Commitment Agreement.

Section 7. Powers

The Board of Directors may appoint and remove, employ and discharge and fix the compensation of all employees and contractors for the Society.

The Board may designate working committees.

The Board shall have sole power to receive dues, fees, contributions; accept, hold, invest, reinvest and administer any gifts, bequests, devices, benefits of trust, and property of any sort, without limitation as to the amount of value and use. The vote of a quorum of the Board Members is required to disburse or donate the income and principal thereof to enhance, improve, and promote and support its mission.

Section 8. Limitations of power

1. The Board may act only with the concurrence of two-thirds (quorum) of its members on:

- a. Merger of the Corporation.
- b. Dissolution of the Corporation.
- c. Establishment of endowments.

(1) The Board may establish endowments with gifts of \$10,000 or more to derive income to support the mission of the Society.

(2) Endowments may be named for the donor, or for any person(s) the donor wishes to honor.

- (3) The principal of the Mansueti-Dunkle Fund, or other perpetual, or permanent, endowments may not be expended.
 - (4) Only the interest of “quasi-endowments” may be expended.
 - (5) All investments, unless identified for a specific purpose or project, shall be treated as “quasi-endowments.”
2. Two signatures will be required on all drafts of \$2,000 or more that have not been previously approved.

Section 9. Meetings

A. Annual Meetings

1. An Annual Meeting shall be held yearly at a time and place designated by the Executive Director, with concurrence by the Board of Directors.
2. Notice must be communicated to all members at least fifteen (15) days before said meeting.
3. The following business shall be transacted:
 - A. Annual reports shall be presented by:
 - a. The President of the Society or designated representative.
 - b. The Treasurer on the financial condition of the Society
 - c. The Governance Committee Chair on board officer nominations
 - d. Any other Committee Chairs as necessary.
 - B. The presentation of a slate of Board officers.

B. Regular Meetings

1. Regular meetings of the Board of Directors shall be held at least bi-monthly at a time and place designated by the Executive Director, with concurrence by the Board of Directors.
2. Procedures
 - a. All Members of the Board must be notified of the meeting
 - b. A quorum shall consist of two-thirds of all active members of the Board of Directors
 - c. Voting
 - 1) Each Director shall have one (1) vote
 - 2) The act of a majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors
 - d. The Board will accept a procedure for voting by proxy that shall be in writing to the members of the Executive Committee (email is acceptable).
 - e. Removal of Board members may be approved by majority 2/3 vote of the entire active membership of the Board of Directors.

f. Vacancies

Those vacancies created by resignation or incapacity shall be filled by the Board of Directors.

C. Special Meetings

1. Special meetings may be called by petition to the Vice President for a Call to Meeting by:
 - a. The President
 - b. Two-thirds of the members of the Board of Directors.
2. Such meetings must be held within fourteen (14) days of the day the Vice President receives the Petition for Meetings.
3. Notice must be communicated to all members at least five (5) days prior to said meeting
4. Only that business designated in the Petition for Meeting shall be transacted.

Article V: Officers and Committees

Section 1. Elections

- A. Officers are to be elected from the membership of the Board of Directors before the Annual Meeting.
- B. Officers shall serve one (1) year terms, limited to two (2) consecutive terms.

Section 2. Positions

The Board defines officers as:

The President
The Vice President
The Secretary
The Treasurer

The Board defines committees as:

Executive
Governance
Finance
Programs/Education
Land Management
Development

At least one committee member must be a Board member; but full committee membership may be made up of Board members, Nature Center staff, and the general membership, or general public.

Section 3. Officers

1. The President's duties shall include:
 - a. Being the executive officer, overseeing Society programs
 - b. Presiding at all Society and Board of Directors meetings.

- c. Signing or endorsing checks, drafts, and notes in conjunction with the Treasurer
 - d. Acting as an ex-officio member of all committees except the Governance Committee
 - e. Presenting an annual report to the Society at the Annual Meeting or designating a representative to present said report.
 - f. Signing contracts and other instruments authorized by the Board or appointing a designee.
 - g. Being visible in the community as a representative of the Society
 - h. Maintaining regular contact with the Executive Director of the Society and the Chief of the Division of Natural Resources.
 - i. Chair the Executive Committee.
2. The Vice President's duties shall include:
- a. Performing the duties of the office of President upon the absence or disability of the President.
 - b. Assisting the President upon the President's request.
 - c. Being visible in the community as a representative of the Society.
 - d. Receiving the petition to a Call for Meeting as outlined in Section 9C.
3. The Secretary's duties shall include:
- a. Keeping minutes of all General Membership meetings and Executive Board meeting, said minutes to be kept on file at the principal office of the Society.
 - b. Keeping on file at the principal office of the Society a record of the activities of the Society as authorized by the Board.
4. The Treasurer's duties shall include: Oversee the Society's Executive Director and designated bookkeeper in the following activities
- a. Collecting and receiving all monies due.
 - b. Acting as custodian of these monies and depositing them in a bank designated by the Board of Directors.
 - c. Disbursing the corporate monies in accordance with the budget or upon order of the Board.
 - d. Keeping a monthly financial statement on file at the principal office of the Society.
 - e. Presenting statements to the Board at its regular meetings.
 - f. Opening the books of account and related financial data to the Society within one (1) week of written notice.
 - g. Reporting at the Annual Meeting.
 - h. Performing such other function as may be incident to the office.

Section 4. Committees will be created by the Board as needed with the exception of the Executive Committee and Governance Committee. Each member of a committee will serve at the pleasure of the President.

The President will appoint the Chair of each committee.

Committee Chairs may make their own committee appointments with the recommendations and suggestions from the Board, with the exception of the Executive Committee.

Committee functions and job descriptions are provided in the Board Handbook.

Article VI. Governance Committee

Section 1. There shall be a committee of three (3) appointed by the Board of Directors.

Section 2. Duties of the Governance-Committee shall consist of:

- a. Seeking out potential candidates from the general membership and general public for elected positions.
- b. Establishing a slate of officer candidates to be presented thirty (30) days prior to the Annual Meeting.

Article VII. Amendments.

These By-laws may be amended at any meeting of the Board of Directors by a majority vote of those Directors present and voting, notice of the subject matter of the proposed amendments having been given with the notice of the meeting.

These By-laws have been amended on March 24, 2016

John H. Jones, President