

Louisiana Master Naturalists, Northwest Chapter, Inc.

OFFICIAL BYLAWS

Article I: Name and Affiliation

The official name of the organization is Louisiana Master Naturalists, Northwest Louisiana Chapter, Inc. (hereinafter referred to as "association" or as "LMNNC").

Article II: Purposes

Section 1: The association is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code or corresponding section of any future federal tax code. The association is further organized and operated as a private operating foundation as defined by IRS Code Section 508(e) in that the association uses whatever funds are available exclusively and directly for active conduct of the environmental training of its members and the general public as described in the following paragraph.

Section 2: The primary goals of the association shall be to assist the general public to a better understanding of the natural world; and to promote conservation and preservation of native plant and animal life and habitats within the Northwest Louisiana Area.

Section 3: The association shall at all times strive to enhance the ability of Master Naturalists to exchange information freely with other Master Naturalists, to communicate the value and accomplishments of the Master Naturalist Program to the public, and to provide funding for association activities.

Section 4: The association may choose to affiliate with other agencies as long as such affiliations do not cause a conflict with the goals of the several agencies or the purposes of the association.

Section 5: Notwithstanding any other provision of these bylaws, the association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article III: Membership

Section 1: Membership in the association is open to anyone who has successfully completed the Louisiana Master Naturalist Program. Membership shall not be denied or abridged based on sex, race, age, color, religion, national origins, disabilities, or any other artificial barrier. During the initial one-year composition of the organization, those persons who have indicated a willingness to create and enhance the fledgling organization and who possess the essential basic credentials as recognized by the initial elected officers shall be grandfathered into the organization and shall forever be recognized as Charter Members. The leadership and organization of the association during this not-to-exceed-one-year period shall be as required for developmental necessities and as approved by those persons who have volunteered to create and grow the organization. The initial election of officers and board members shall be by majority vote of these Charter Members.

Section 2: A person who has completed an official Master Naturalist program in another state must apply to the Board of Directors for approval of LMNNC membership.

Section 3: The association shall conduct at least annually a training program consisting of approximately 40 hours of natural history-oriented training aimed at creating or expanding an awareness and understanding of plants and animals, their natural habitats, and the important roles they play in natural ecosystems. The student once graduated from the basic naturalist course will be required to re-certify his/her educational status on an annual basis by completing a minimum of six (6) hours of continuing education in the Master Naturalist curriculum or another pre-approved course. Those certified must complete a minimum of 20 approved volunteer hours per year and attend at least one quarterly general membership meeting.

Section 4: Members shall be required to pay annual dues on or before January 1 of each year for the forthcoming calendar year. The amount of annual dues shall be the same for all classes of membership and the details thereof will be determined by the Executive Board and published annually in the LMNNC Handbook. A late fee of five dollars shall be assessed for dues received after February 15th.

Section 5: Full membership (Charter Member or Master Naturalist graduate, basic volunteer and continuing education requirements met, dues paid, and has attended at least one quarterly membership meeting) entitles the person to full privileges of the association (voting, election to an office or the board, committee chairmanship). Associate membership (Master Naturalist graduate and dues paid but basic volunteer and continuing education requirements not yet met) allows one to vote, be appointed to a committee or committee chairmanship, be elected to the board, but not to be an elected officer. An inactive member is one who has chosen to suspend volunteerism for a finite period of time, continues to pay dues, cannot vote, and cannot be appointed to a committee or elected to an office or to the board. Master Naturalists-in-training can be appointed to a committee but do not pay dues, cannot vote, or cannot be elected to an office or to the board. LMNNC will have no honorary members.

Article IV: Organization

Section 1: The Executive Committee shall consist of the four elected officers (President, Vice President, Secretary, and Treasurer) and the Immediate Past President. The Executive Committee, physically meeting with a minimum of four members constituting a quorum and under the direction of either the President or the Vice President, are empowered to make decisions on any matter so long as their decisions are affirmed by the next meeting of the Board of Directors. A simple majority of those present is necessary to confirm a decision or action.

Section 2: The Board of Directors shall consist of the Executive Committee and, initially, the remainder of the Board members, physically meeting with the President or the Vice President presiding as the Chairman of the Board. The Board will meet monthly or at the call of the President to manage the routine and emergency affairs of the association. A quorum essential to conduct business will be 60% of the total of elected officers and directors. A simple majority of those present is necessary to confirm a decision or an action taken by the Board of Directors.

Section 3: The Board of Directors will establish Standing Committees as needed, appoint a chairperson and membership, give a written charge to the committee chairperson and members, and announce these committees by way of the website, membership meetings and mailings, and the LMNNC Handbook. The President of the Board, after consultation with the Board of Directors, will appoint any Ad Hoc (Special) Committee Chairpersons but will routinely allow the Committee Chairperson to appoint his or her committee members. All Committee Chairpersons will appropriately render to the Board of

Directors those reports called for by the LMNNC Handbook and/or their written charge. Committee chairpersons serve at the discretion of the Board of Directors (Standing Committees) or the President of the Board (Ad Hoc or Special Committees) and may be replaced or dismissed at any time.

Section 4: By way of written minutes either emailed or mailed to every member or posted on the website, the Board of Directors will keep the general membership totally apprised of the business conducted and decisions made at each monthly meeting. The general membership is welcomed and encouraged to attend the Board of Directors meetings and interact with the Board according to the conditions laid out in the LMNNC Handbook.

Section 5: All board members will be advised at least one week in advance of any votes to be taken at an upcoming board meeting. A board member unable to attend the meeting with a verifiable excuse may submit his/her proxy to the President or Vice-president or provide a vote by email to the President to satisfy the 60% of the officers and directors necessary for a quorum.

Article V: Nominations and Elections

Section 1: Elections shall take place biennially on odd-numbered years.

Section 2: The Board of Directors will assure that a Nominations Committee is operational at all times and has been charged with the duties of discovering and developing new leadership potential for LMNNC.

Section 3: Whenever a vacancy occurs within the present officer or board positions, the Nominations Committee will submit one or more recommendations for the filling of the vacant position. The seated officers and board must consider these recommendations but are not bound to select from among these candidates. The Board of Directors selects a replacement and installs that person into the vacant position until the effective date of the next election.

Section 4: At least two months prior to a scheduled election, the Nominations Committee determines which positions will be up for election and starts an educational program to solicit candidates for those upcoming vacancies. One month from the election, the Nominations Committee presents a tentative nominations slate to the Board of Directors and seeks their guidance. On the day of the election, the Nominations Committee presents an official slate of nominations to the President of the Board. At the same time, the Secretary presents a listing to the President of the Board of those Master Naturalists who have current voting rights.

Section 5: All elections will be by written, secret ballot and will be counted by two or more neutral persons. No proxy or absentee voting of any kind in the election process will be condoned by the Board of Directors. The results of the election will be announced immediately but will typically not be effective until the following January 1.

Article VI: Duties of Key Office Holders

President of the Board:

- Presides over all meetings and activities.
- Assures the efficiency of all operations and the accountability of all funds and assets.
- Represents LMNNC in all external interactions.
- Guarantees that a mentor relationship exists between the Master Naturalist class-in-training and the LMNNC association and membership.

- Oversees the actions and activities of the other officers and committees.
- Appoints special committees and task forces as deemed necessary.
- Ascertains that the membership and the general public are kept accurately and timely informed of all issues of consequence regarding LMNNC.

Vice President:

- Assumes any or all of the duties of the President of the Board upon request of the President or in the absence of the President.
- Assists the President at all times.
- Provides support to the Secretary and the Treasurer and assistance when needed.
- Coordinates the public relations efforts of the association.
- Carries out those special duties assigned by the President of the Board.
- Renders effectively those reports and/or duties assigned by the LMNNC Handbook.

Secretary:

- Develops, maintains, and archives the administrative records of the association.
- Presents the minutes of previous meetings whenever required.
- Receives and maintains all incoming correspondence; dispenses actions as necessary; and prepares all outgoing correspondence for the approval and/or signature of the President the Board.
- Prepares and updates an annual events calendar for the association.
- Composes the agenda and distributes meeting notices for each meeting.
- Substitutes for the Treasurer when necessary.
- Renders effectively those reports and/or duties assigned by the LMNNC Handbook.

Treasurer:

- Assures that all assets of the organization — be they monetary or physical — are safeguarded and properly accounted.
- Develops, maintains, and archives the fiscal records of the association.
- Prepares a fiscal report for each meeting of the board or the general membership.
- Shall fulfill state and federal tax requirements and arrange for an annual external audit of the fiscal records.
- Assures that an adequate liability insurance policy is in effect at all times, provided that an affordable option has been identified and approved by the Board.
- Prepares a proposed annual budget for the upcoming fiscal year (January 1 thru December 31) to be presented at the November general membership meeting.
- Substitutes for the Secretary when necessary.
- Renders effectively those reports and/or duties assigned by the LMNNC Handbook.

Immediate Past President:

- Shall assist the President of the Board in any way possible.
- Serves as an advisor to the Board of Directors on past successes and pitfalls.
- Coordinates the awards and recognitions program for the association.
- Administers any other special projects as might be assigned by the President or Board of Directors.
- Chairs the Nominations Committee.

- Renders effectively those reports and/or duties assigned by the LMNNC Handbook.

Member, Board of Directors:

- Serves as a general manager of the association.
- Assumes specific responsibilities as requested by the President or Board of Directors.
- Represents the general membership in deliberations of policy and planning.
- Assists all other members of the Board of Directors in the proper management of LMNNC.
- Renders effectively those reports and/or duties assigned by the LMNNC Handbook.

Committee Chairperson:

- Accepts the assignment given to him or her by the Board of Directors or the President.
- Refines the concept and develops the responsibilities of the mission, organizes an effective committee, and methodically accomplishes the identified task to the best of his or her abilities.
- Continues to manage the essential undertaking until told otherwise by the Board of Directors.
- Renders effectively those reports and/or duties assigned by the LMNNC Handbook.

Article VII: General Membership Meetings

Section 1: General membership meetings will be held on a regular basis (at least once/twice annually) as determined by the Board of Directors. The exact time, place, location, and other details will be sent to every member of LMNNC at least fifteen days prior to the meeting.

Section 2: At the general membership meeting, an election of officers and board members will occur. At least two weeks prior to this meeting, the President will assure that a slate of officers and board nominees is sent to each LMNNC member along with a reminder of the election. The election process will also include an opportunity for nominations from the floor for all positions being elected. In the absence of nominations presented by the Nominations Committee, any officer or board member may call for nominations from the floor and a vote to be held, provided that notice of a potential vote has been properly disseminated.

Section 3: For a general membership meeting, 20% of the active membership (counting all full and associate members) must be physically present in order to conduct official business. A successful vote on any matter must be supported by a simple majority of those active members who are present.

Article VIII: Amendment of Bylaws

Proposed amendments to these bylaws must be submitted in writing to the President of the Board. If felt appropriate by a majority of the Board of Directors, or if presented in writing with the signatures of 10% of the active membership, the proposed amendments shall be made known to all members at least two weeks prior to the meeting at which they will be considered. Adoption of any change to the bylaws requires the physical presence of 25% of the active

membership with those voting in favor of the amendment(s) constituting two-thirds of those voting.

Article IX: LMNNC Handbook

The LMNNC Handbook shall serve the organization as a procedures guide and shall provide the myriad details that are essential to the proper functioning of the association (e.g., listing and composition of committees, the amount of the annual dues, the process by which a project becomes approved for volunteer hours credit, and so forth). The handbook shall be made available to every member of the association and shall be maintained as close to current as time and resources permit. A master copy of the handbook with pen-and-ink changes shall be maintained by the Board of Directors and shall be current at all times. These bylaws will always prevail over any discrepancy or conflict with the LMNNC Handbook.

Article X: Parliamentary Procedure

All meetings and deliberations will be conducted using the latest version and knowledge of Robert's Rules of Order (Newly Revised, 11th Edition or successor editions). Whenever a conflict with these bylaws arises, the bylaws will have precedence. In all cases, decisions regarding proper protocol will favor the expedition of business, the rights of the individual to speak, common courtesy, and fair play. When there is a challenge to parliamentary procedure, a simple majority vote by the officers present will determine the outcome. At a general membership meeting, this decision by the officers can be overturned by a two-thirds vote of the total membership present at the meeting.

Article XI: Conflicts of Interests and Prohibitions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. A policy statement regarding conflicts of interest shall be maintained on a current basis in the LMNNC Handbook. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article XII: Dissolution

In the event of dissolution of the association, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has goals similar to those of Louisiana Master Naturalists, Northwest Chapter, Inc., which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its-tax exempt status under section 501(c)(3) of the Internal Revenue Code. Otherwise, the remaining funds will be left to the State of Louisiana for use by any state agency involved in the study, care, conservation, or preservation of the elements of the natural world.

Revised and Adopted by two-thirds majority vote of membership in attendance, January 19th, 2019

Secretary: _____

Print Name: _____