

Bylaws

1) Name

The name of the organization shall be ORGANIZATION.

2) Mission

ORGANIZATION seeks to enhance our community through educational initiatives that focus on building an awareness of the place we live, its abundant natural and cultural resources, and rich human history and heritage.

3) Members

This corporation has no members.

4) Board of Directors

The work of ORGANIZATION shall be accomplished through a collaboration of partner groups and interested individuals. This collaboration will be coordinated by the Board of Directors (BOD).

The BOD shall consist of a minimum of five (5) and a maximum of eleven (11) members. The BOD will include representatives from the following organizations and groups:

- _____ County Schools,
- _____ County Family Resource Network,
- Public land and conservation agencies,
- Parents,
- Local business, and
- Community members.

If this preferred BOD cannot be assembled, great care will be taken to choose the remaining members from other collaborative partners. The list of BOD will be maintained by the Chairperson.

1. Length of terms: Of the first five directors, two will be appointed for a term of two years and three will be appointed for a period of three years. At the completion of the initial terms, each director will serve a term of two years. All Directors shall serve until they either resign or are removed pursuant to these bylaws. The ORGANIZATION Advisory council will appoint Directors for the first term; all terms thereafter shall be appointed by the existing Board of Directors.

2. Removal from office: Any Director may be removed from office by a vote of the Board of Directors when he or she misses three consecutive regular meetings.
3. Vacancies: Any vacancies resulting from resignation or removal will be filled by the existing members of the Board.
4. Quorum will be met with a majority of the Board of Directors present. A simple majority vote of this quorum shall constitute an official act of the organization. Proxy voting, by signed ballot or email, shall be valid.

a) Meetings

Regular meetings shall be held quarterly; in January, April, July, and October, on the last Wednesday of each month, unless otherwise changed by the Chairperson. Additional meetings shall be called by the Chairperson as needed. Directors shall be notified via email or phone at least three days in advance.

The Annual Meeting/Celebration will be held following 5th *Grade Connections*, no later than December 31st.

b) Officers

There shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer elected to one year terms by the BOD each year at the Annual Meeting.

c) Compensation

BOD members shall not receive any salary or compensation for services as BOD members, but by resolution of the BOD, members may be paid their expenses for attendance at any special meeting.

f) Conflicts of Interest

No contract or transaction between ORGANIZATION and any other entity of individual that is represented on ORGANIZATION's BOD shall be void because of such relationship or because of participation in a meeting in which the contract or transaction is authorized, if:

- i)* The fact of such relationship is disclosed or known to the BOD (or the committee) and the vote or consent that authorizes the contract or transaction is sufficient without the vote of the interested BOD members or committee members.
- ii)* The contract or transaction is fair and reasonable to ORGANIZATION.
- iii)* On any question involving the authorization of any such contract or transaction, the names of those voting each way shall be entered in the meeting minutes.

5) Parliamentary Authority

Decisions on the following matters shall be made by the majority of the BOD:

- approving annual budget,
- adoption of policies & procedures,
- hiring staff or consultants,
- creation of new programs, and
- development of strategic plan.

Other matters may be delegated to the BOD's committees, who will use the attached "decision protocol" when conducting their business.

6) Amendments

The bylaws may be amended at any meeting provided that notice has been given one month in advance. Amendments shall require two-thirds vote of the BOD.

7) Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the IRS or corresponding section of any future federal tax code, or be distributed to the federal government, or to a state or local government for a public purpose.

Decision Making Protocol

Levels of Authority

- **Autonomous:** Inform only those that need to know. Others not consulted because the decision is unimportant to them, has no impact on their work or needs only the one person to implement it.
- **Consultative:** Inform others in order to get advice or information OR to get support from implementers or from those whose work will be affected. Also to inform those who may be barriers to implementation.
- **Consensus:** To find common ground, issues are probed until everyone's opinions are understood (especially opposing opinions.) Do this when the decision will impact implementers or others whose work will be affected. Also, when the decision will require the commitment of others. Also, do this when trust and open communication are present and highly valued.
- **Democratic:** Options are discussed until everyone understands the consequences of the majority vote. Do this when there isn't time for consensus building but the group has to make a decision AND is willing to have "winners" and "losers." Ground rule: losers must support the final decision.
- **Delegated:** The situation is presented along with clear expectations for making and carrying out the decision. Also present clearly the constraints on the delegated authority and a timeframe for reporting back. Do this when the decision impacts the work of others, and others possess necessary knowledge, skills, experience, and resources regarding the situation.