

# BYLAWS — FRIENDS OF BIG CREEK

Adopted December 5, 2007

## ARTICLE I - Purpose

### Section 1. Purpose

The mission of Friends of Big Creek, hereinafter referred to as FOBC, shall be to conserve, enhance, and bring recognition to the natural and historic resources of the Big Creek Watershed and develop a recreational trail network that joins these resources to each other and the community. FOBC shall advocate, develop, and execute programs and activities incidental to the foregoing.

### Section 2. Compliance

FOBC is organized exclusively for charitable, educational, and scientific purposes under the financial sponsorship of the Cuyahoga River Community Planning Organization, an exempt organization under section 501(c)(3) of the Internal Revenue Code, which acts as its fiscal agent. The purpose and activities of FOBC shall comply with Section 501(c)(3) of the Internal Revenue Code and the nonprofit corporation laws of the State of Ohio, or the corresponding provisions of any future such laws.

## ARTICLE II - Membership

### Section 1. Classes

Membership shall consist of a Steering Committee of voting, dues-paying members, a non-voting Advisory Committee, and a non-voting General Body of dues-paying members. All classes of membership shall be entitled to full participation in all functions and discussions, with the only distinction being that only Steering Committee members shall vote on matters before FOBC.

### Section 2. Requirements and Application

Any person or organization in sympathy with the purpose of FOBC shall be eligible for membership. The applicant shall achieve membership status for one year upon receipt by FOBC of the completed application form and full payment. The Advisory Committee shall be ex officio members and shall not be required to pay annual dues. All other memberships shall require dues payment.

### Section 3. Dues Categories

There shall be a minimum of four (4) categories of paid membership:

- a) Individual.
- b) Sustaining - An Individual who wishes to financially contribute more to the support of FOBC as defined in the dues schedule.
- c) Organization - A Business or Nonprofit Organization.
- d) Supporting - Supporting shall be any Organization who wishes to financially contribute more to the support of FOBC as defined in the dues schedule.

### Section 4. Renewal and Forfeiture

Membership renewals shall be payable upon the renewal date. Membership shall lapse if dues are not received within sixty (60) days of the renewal date.

### Section 5. Refunds

Any member who resigns prior to completing a full term of membership shall not be entitled to a refund of any portion of dues paid.

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## Section 6. Determination of Dues and Dues Categories

Membership categories and annual dues schedule shall be determined by the Steering Committee. Annual dues and categories shall be in effect for each member at renewal.

## Section 7. Removal

Any member, who acts contrary to the purpose of FOBC, as determined by the Steering Committee, may have their membership revoked. Removal will be by majority vote of the Committee. The party will not be entitled to a refund of any portion of dues paid.

## **ARTICLE III - Steering Committee**

### Section 1. Function

The Steering Committee shall conduct the affairs of the organization. The Steering Committee shall provide representation, leadership, and focus to FOBC in carrying out its purpose and develop, with consideration of input from the Advisory Committee and General Body, the strategic direction of the organization.

### Section 2. Composition

The Steering Committee shall include all officers and preferably consist of a minimum of nine (9) and no more than seventeen (17) members, although the number may be fixed from time to time by the Steering Committee. To avoid ties in voting, an odd number is preferred.

### Section 3. Nomination and Election

New members of the Steering Committee shall be recruited on a voluntary basis and elected by majority vote of the sitting members of the Steering Committee by secret, written ballot.

### Section 4. Resignations

Steering Committee members who are unable to continue service for any reason should immediately notify the chair in writing or by e-mail so that timely recruitment and election of a replacement can be made by the Committee if desired.

### Section 5. Removal and Vacancies

Any Steering Committee member who ceases participation by failing to attend meetings or otherwise correspond and contribute without good cause as determined by the Steering Committee may, at the discretion of the Committee, be removed from office and from the committee. Removal will be by majority vote of the Steering Committee. Vacancies shall be filled as the Committee deems advisable.

### Section 6. Compensation

Steering Committee members serve without compensation.

## **ARTICLE IV - Officers**

### Section 1. Function

Officers shall act under the direction of the Steering Committee as a whole and shall report to the Committee of actions taken. Determination of policy may be made on an interim basis but shall be referred to the Steering Committee as a whole for approval in a meeting.

### Section 2. Composition

The officers of FOBC shall be a Chairperson, one or two Vice Chairs, Treasurer, Recording Secretary, and Corresponding Secretary. Officers shall be members of the Steering Committee.

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The same person may hold dual offices, excepting the Chairperson, and the same person may not hold two Vice Chair offices. There shall be no more than five officers.

## Section 3. Duties

Officers shall perform such usual duties as are prescribed in the parliamentary authority adopted by FOBC including but not limited to the following:

a) Chairperson

The Chair shall act as executive head of FOBC in all matters concerning the furtherance of the purpose of the organization. Duties include: Presiding at meetings; appointing all committees and committee chairpersons subject to the approval of the Steering Committee; serving as an ex-officio member of all Standing and Ad-Hoc committees; acting as chief liaison to the Advisory Committee.

b) Vice Chair

In the absence of the Chairperson, or in the event of his/her inability or refusal to act, or if the office is vacated, the Vice Chair shall perform all duties of the Chairperson. The Vice-Chair shall perform such other duties as may be assigned by the Steering Committee and is an ex officio member of all committees. If two Vice Chairs exist, one shall be designated 1<sup>st</sup> Vice Chair and the other 2<sup>nd</sup> to establish duty succession in assuming duties of the Chairperson when required.

c) Treasurer

The Treasurer shall act in concert with the fiscal agent. Duties include: receiving and depositing monies, submitting bills, and otherwise administering and accounting for all funds belonging to FOBC; retaining financial records and making financial reports as may be requested by the fiscal agent; preparing financial reports for presentation at business meetings; preparing budgets. The Treasurer shall be an ex officio member of the Finance & Development Committee.

d) Recording Secretary

The Recording Secretary shall be the custodian of all books and accounts excepting those specifically assigned to others, as the Treasurer's books. Duties include: Maintaining the official records of FOBC, including the bylaws; recording and distributing the minutes of the Steering Committee meetings; maintaining a current record of the names and addresses of FOBC members.

e) Corresponding Secretary

The Corresponding Secretary shall attend to all correspondence except that which relates to other officers as directed by the Steering Committee. Correspondence may include: announcements, newsletters, and notices; news releases; e-mail; Web site, brochure and other promotional program development. The Corresponding Secretary shall be an ex officio member of the Education & Outreach Committee.

## Section 4. Election

Elections shall be necessary only if more than one person seeks a particular office. Otherwise, offices and committee membership shall be voluntary. In such case as is necessary, voting shall be by secret, written ballot. Election shall be by majority vote of the Steering Committee.

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## ARTICLE V - Standing and Ad Hoc Committees

### Section 1. Function

The Steering Committee, or the Chair with Steering Committee approval, may establish any committee deemed necessary to help realize the goals of FOBC.

### Section 2. Appointment and Composition

The Chairperson shall appoint, after Steering Committee approval, the chairs of all committees. The Chairperson and Vice Chair(s) shall be ex-officio members of these committees, excluding the Advisory Committee. Each committee shall maintain a regular membership of at least a chairperson and two other members. It is encouraged that a co or vice-chair be identified. All committee members shall be FOBC members and may include Steering Committee or Advisory Committee members. Non-members or paid individuals may be permitted on committees with the approval of the Steering Committee.

### Section 3. Standing Committees

Standing committees shall be created to consider matters which exist continually.

- a) Greenway and Trails: works to establish and expand a network of recreational trails and public spaces that join watershed amenities to neighborhoods, adjoining communities, and regional attractions.
- b) Watershed Stewardship: promotes, plans, and implements conservation and restoration-based activities throughout the watershed; fosters environmentally sensitive development of the landscape.
- c) Education and Outreach: raises awareness of and encourages public/private involvement in FOBC, its activities, and the watershed; supports publicity and membership activities, presentations, heritage tours, nature walks, newsletter, brochure development, displays.
- d) Finance and Development: works to expand membership and donor base in public and corporate sectors; prepares grant applications in conjunction with an initiating committee or on its own initiative; organizes fund raising activities.

Standing committee Chairs will be members of the Steering Committee.

### Section 4. Ad Hoc Committees

Ad hoc committees shall be created by the Steering Committee as the need arises to perform a specific task. At its formation, the ad hoc committee shall be given a specific period of time to complete its task. The ad hoc committee will go out of existence when its task is complete.

### Section 5. Reporting

The studies, findings and recommendations of all committees shall be reported to the Steering Committee for consideration and action, except as otherwise ordered by the Steering Committee. All Standing Committee chairs shall submit a written report on their committee's progress and activities at least annually. The Standing Committee chairs or their representatives shall provide reports at each Steering Committee meeting in oral or written form as requested by the Steering Committee.

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## **ARTICLE VI - Advisory Committee**

### Section 1. Function

An Advisory Committee shall be established by the Steering Committee in order to provide expertise and promote cooperation among watershed interests and relevant entities. The Advisory Committee or individuals from same may make recommendations to the Steering Committee and be available for consultations at meetings or by correspondence.

### Section 2. Composition

The Advisory Committee shall be made up of representatives of government agencies, political bodies, non-profit organizations, and other entities relevant to FOBC's mission. New members of the Advisory Committee shall be recruited on a voluntary basis and elected by majority vote of the Steering Committee. There shall be no set number of Advisory Committee members but representatives from a broad spectrum of interests should be recruited.

### Section 3. Vacancies

Vacancies shall be filled as the Steering Committee deems advisable.

### Section 4. Compensation

Advisory Committee members shall serve without compensation from FOBC.

## **ARTICLE VII - Meetings**

### Section 1. Steering Committee Meetings

Steering Committee meetings shall be held at least once per quarter. A majority shall constitute a quorum for action by the Steering Committee. Steering Committee meetings shall be open to all interested persons.

### Section 2. Standing and Ad-Hoc Committee Meetings

Meetings of the Standing Committees shall be held at least 2 times per year. Meetings of Ad Hoc Committees shall be held as determined by their respective chairpersons.

### Section 3. General Meetings

General Meetings shall be held at least 4 times per year. General meetings shall be informal and held for the purpose of providing informative lectures, films, demonstrations, updates, and forums pertinent to FOBC and the Big Creek Watershed. No business shall transact. General meetings shall be open to all interested persons.

### Section 4. Special Meetings

Special meetings of the Steering Committee may be called by the Chair or upon request of four (4) or more Steering Committee members.

### Section 5. Notification

Notice of all meetings shall be conveyed to prospective attendees prior to the meeting and shall state the date, time, and place of meeting.

### Section 6. Parliamentary Authority

Rules of Conduct shall apply to regular and special business meetings of the Steering Committee. On all questions of conduct, order, and duty not covered by these bylaws, the current edition of Robert's Rules of Order shall be considered authoritative.

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## **ARTICLE VIII - Adoption and Amendments**

### Section 1. Allowance

Proposed amendments to these bylaws can be made at any time following discussion at a regularly scheduled Steering Committee meeting pending the vote of the Steering Committee membership.

### Section 2. Notice

A proposed amendment shall be summarized in the notice of the Steering Committee meeting at which the proposed amendment will be presented for vote. The notice shall refer to the section(s) to be amended and the proposed amendment.

### Section 3. Adoption

A majority vote of the Steering Committee shall be required to adopt these bylaws and amendments.

## **ARTICLE IX - Dissolution**

The Steering Committee, by a two-third (2/3) affirmative vote of all members, may determine that the organization be dissolved. Upon dissolution of FOBC, assets shall be surrendered to the fiscal agent to be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.