

# FRIENDS OF STARKWEATHER CREEK

## BYLAWS

### Article I. Name

The name of this organization shall be Friends of Starkweather Creek, Inc.

### Article II. Mission

Friends of Starkweather Creek works for a healthy urban stream to benefit the community through stewardship, education, and advocacy.

### Article III. Membership

- A. Membership. Membership shall be open to all individuals who support the mission of Friends of Starkweather Creek and who meet the requirements as established by the board.
- B. Sponsorship. Organizations and businesses may become Sponsors if they support the mission of the organization and provide a minimum annual donation as established by the board. Sponsorship does not confer any voting privileges.

### Article IV. Membership Meetings

- A. Annual Meetings. There will be an annual membership meeting, the time and location of which will be determined by the board of directors. The annual meeting will include the election of directors, a report to the membership on the activities and financial condition of the organization and any other business that may properly come before it.
- B. Special Meetings. A special meeting of the membership may be called by the chair of the board of directors or by a vote of more than 50% of the current directors or at the request of greater than 5% of the members in good standing.
- C. Meeting Notice. Notice of the annual or special meetings must be made 30 days or more in advance but not more than 60 days and may be made via email, website, notices in the local newspapers, or mail.
- D. Quorum. A quorum shall consist of those members present and voting, provided proper notice of the meeting has been given according to these Bylaws.
- E. Voting. Each member shall have a single vote at membership meetings. Voting by proxy is prohibited.

### Article V. Board of Directors

- A. Authority. Subject to directives of annual and special meetings and these bylaws, the Board of Directors shall have authority over the activities and assets of the organization. The board may enter into contracts and adopt policies and procedures as needed to govern the activities of the organization.
- B. Composition. The Board of Directors shall consist of no less than five (5) and no more than fifteen (15) members.
- C. Selection of Directors. Directors must be members in good standing and will be elected at the annual meeting by majority vote of the members present.
- D. Terms of Office. Directors will serve two-year staggered terms.
- E. Compensation. Directors serve without monetary compensation, but the board may authorize the payment of expenses incurred in the performance of their duties.
- F. Conduct and Conflict of Interest. It is the duty of each director to act in good faith with the interests and mission of the organization in mind. Potential conflicts of interest must be disclosed prior to the consideration of an item by the board, and a director must abstain from the decision if a conflict exists.
- G. Removal of Directors. A director may be removed from the board, with or without cause, by unanimous vote of all the remaining directors, or by a two-thirds (2/3) vote of the membership present at a special meeting called for that purpose.
- H. Replacement of Directors. If there is a vacancy on the board of directors, the board may appoint a replacement to fill the vacancy until the next annual meeting.

### Article VI. Officers of the Board of Directors

- A. Officers. The officers will be two co-chairs, secretary, and treasurer. Officers must be directors in good standing.
- B. Election of Officers. The board of directors will elect the officers at the next board meeting following the annual meeting.

- C. Terms of Office. Officers will serve one-year terms and are not limited to the number of terms they serve.
- D. Removal of Officers. An officer of the board may be removed as an officer, with or without cause, by consensus of the remaining directors.
- E. Replacement of Officers. Upon the resignation or removal of an officer, the board will appoint a successor to serve out the remainder of the original term.

#### **Article VII. Board Meetings**

- A. Board Meetings. The board will meet as often as it deems necessary but no less than four (4) times per year. All directors will be notified in advance of any meetings.
- B. Special Board Meetings. Either chair, the treasurer, or a majority of the directors may call a special meeting of the board.
- C. Quorum. Quorum for a board meeting will be half (1/2) the current number of directors, but not less than five (5).
- D. Voting. Each director will have a single vote at board meetings. Voting by proxy is prohibited.
- E. Meeting Process. The board will establish a process for conducting its meetings and making its decisions and may amend it from time to time by the means of the decision making process then in force.
- F. Committees. The board may create or appoint committees as needed to facilitate its work.
- G. Open Meetings. All members are welcome to attend any board or committee meeting of the organization.

#### **Article VIII. Speaking on Behalf of Friends of Starkweather Creek**

- A. Spokesperson. The chairs are the official spokespersons for the organization, but the board may appoint other members to speak on behalf of the organization on specific issues.
- B. Position Statements. Position statements must be approved in advance by the board.

#### **Article IX. Miscellaneous**

- A. Dues. Annual minimum membership dues and sponsor donations will be set by the board and reviewed at the annual meeting.
- B. Fiscal Year. The fiscal year for the organization will be October 1 – September 30.
- C. Indemnification. The organization will indemnify its directors, or former directors against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made party by reason of being or having been a board director except in relation to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty, or acting counter to the mission and policies of the organization; but such indemnification shall not be deemed exclusive of any other rights to which board directors may be entitled.
- D. Dissolution. Three-quarters (¾) of the current membership may vote for dissolution of the organization. In the event that the organization dissolves all assets will revert to a 501(c)3 organization with a compatible mission.
- E. Amendments. These bylaws may be amended at the annual meeting, or at a special meeting called for that purpose, by a vote of two-thirds (2/3) of the members present. Notice of the proposed by-law changes must be given at least thirty but not more than sixty days before the meeting.
- F. Savings Clause. Any portion of these bylaws found to be contrary to law shall not invalidate the other portions.
- G. Nondiscrimination Clause. Friends of Starkweather Creek is open to membership and participation by all who support the mission regardless of race, color, creed, religion, national origin, sexual orientation, veteran status, disability, age, or sex.

As adopted on November 19, 2024