

North Country Conservation-Education Associates By-Laws (Indian Creek Nature Center)

Article I: Membership and Dues

Section I: Any individual who subscribes to the objectives and basic policies of this corporation may become a member of the corporation, subject only to compliance with the provisions of the constitution and bylaws.

Section II Persons may be admitted to membership at any time.

Section III: Only members of the corporation in good standing shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

Section IV: The membership fee (dues) shall be determined by the Board of Directors.

Section V: For the transaction of business at meetings of the entire membership, a quorum shall consist of a majority of those present.

Article II: Board of Directors and Officers, and Their Election.

Section I: Board of Directors

A. The Board of Directors will consist of a maximum of sixteen (16) members. Director nominees shall be familiar with Indian Creek Nature Center and be supportive of its aims, shall be members in good standing, and shall be responsible for maintaining such membership during their two-year term of office. They will be selected by a nominating committee ~~to and terms of three (3) years, and will not be limited, contingent upon remaining members in good standing and receiving a majority vote. to two (2) consecutive terms, but will be eligible for re-election to the Board after a one year leave.~~

Section II: Officers

A. The officers of the association shall be president, vice-president, secretary and treasurer. A slate of officers will be presented by a nominating committee which has been appointed by the Board of Directors, and election of officers by the Board will take place within thirty (30) days of the Annual Meeting. The manner in which votes are cast will be decided upon by the majority of the voting parties.

B. Officers of the board may serve ~~unlimited a maximum of two-year (2) terms contingent upon remaining members in good standing and receiving a majority vote. of two (2) years each, except that in the event that a replacement has not been identified from an election, the Board of Directors, by a majority vote of those directors present at a meeting, may opt to extend the term of office of the president, vice president, treasurer, or secretary until the next election.~~

C. The president and vice president shall be elected from among those directors who have served at least one year on the Board. The secretary and treasurer may be elected from the general membership.

~~D. In order to allow the Board of Directors some flexibility in filling an officer's position in an unusual circumstance, such as when an eligible person cannot be found to fill such a position at a particular time, an officer may be elected even if he/she is temporarily in between terms as a director or if his/her term as a director may expire prior to the completion of his/her two (2) year term as an officer.~~

Section III: Vacancies

A. The president shall, after polling the Board of Directors, make an appointment to fill a vacancy on the Board of Directors. This person serves as an appointee only until a replacement is chosen during the next regular election to fill the remaining portion of the unexpired term.

B. In the event a vacancy occurs in the position of the president, the vice-president will complete the unexpired term (provided ~~they are~~ he/she is qualified under Article II. Section II. C.).

C. In the event of a vacancy in the position of any officer other than the president, the Board of Directors shall select a director to fill the unexpired term. Selection will be made by the majority vote of all members of the board present at the meeting.

D. Declaring a vacancy:

A position on the Board of Directors may be declared vacant by the president of the association when:

- i. the elected member has resigned.
- ii. for some reason the elected member is unable to complete ~~their~~ his/her term.
- iii. the elected member has an unexcused absence at three (3) consecutive meetings.

Section IV: A majority of the Board of Directors currently on the board shall constitute a quorum at any meeting of the Board.

Section V: Any Director or Officer of the association may be removed from office by a two-thirds vote of the members. Such Director or Officer shall be informed in writing of the reasons for removal from office, and shall receive a ten-day notice in writing of the time and place of the meeting at which action on the removal from office is scheduled.

Section VI: A person is not eligible to serve on the Board of directors, hold any elected office, serve on committees, or vote on Board matters if they are currently employed by the Association in any paid position.

Section VII: No director or officer of the Association shall receive directly or indirectly any salary or compensation for his/her/their services as a director or officer or in any other capacity except that directors or officers may be reimbursed for reasonable and necessary expenses incurred in performance of their official duties.

Article III: Duties of Directors.

Section I: The Board of Directors shall manage the business and other affairs of the association.

Section II: In order to fulfill the objectives outlined in Article III of the Constitution, the Board of Directors may hire one or more employees. Paid personnel such as an environmental educator, consultant or other person(s) receiving remuneration for work performed at or for Indian Creek Nature Center serve at the pleasure of the Board of Directors and will be under their direction. This includes matters of hiring, dismissal and compensation. The environmental educator shall report to the President of the Association or other person designated by the president or the Board of Directors.

Section III: The Board of Directors can require the treasurer, and all other officers, agents and employees to be bonded.

Section IV: The Board of Directors shall meet at least two times a year at a place designated by the Board. Special meetings of the Board shall be held upon the call of the president, or upon written request of a majority of the Board of Directors.

Section V: The association shall have at least one annual meeting, the time and place to be designated by the Board of Directors.

Section VI: The Board of Directors shall appoint a nominating committee to draw up a slate of candidates for election of officers, and for the election of board members as vacancies occur.

Article IV: Duties of the Officers.

Section I: The President shall:

- A. Preside over all meetings of the association and of the Board of Directors.
- B. Sign as president, with the treasurer, all notes deeds and other instruments on behalf of the association.
- C. Call special meetings of the association and the Board of Directors.
- D. Perform all acts and duties usually required of an executive officer.

Section II: The Vice-President shall in the absence, disability or refusal to serve of the president, perform all duties of the office.

Section III: The Secretary shall:

- A. Keep a complete record of all the meetings of the association and of the Board of Directors in books belonging to the Association, and deliver such books to their his/her successor, or to the president if a successor has not yet been appointed, within 10 days of leaving office.
- B. Serve all notices required by law and by these by-laws.
- C. Perform such other duties as may be required of them him or her by the association or by the Board of Directors.

Section IV: The Treasurer shall:

- A. Sign, as treasurer, all checks and with the president sign all notes and other obligations of the association.
- B. Receive and disburse all funds and be the custodian of all the securities of the association.
- C. Keep a full and accurate account of all the financial transactions of the association in books belonging to the association and deliver such books to their his/her successor, or to the President if a successor has not yet been

appointed, within 10 days of leaving office. ~~They~~ He/she shall make a full report of all matters and business pertaining to this office to the members at the annual meeting, and to the directors whenever required, and make all reports required by law.

D. Deposit all moneys of the association in the name and to the credit of the association in such depositories as may be designated from time to time by the Board of Directors.

E. Perform such other duties as may be required of him or her by the association or by the Board of Directors.

Section V: All officers shall:

A. Perform the duties outlined in these by-laws and assigned to them from time to time.

B. Deliver to their successors all official materials not later than 10 days following the election of their successors.

Section VI: One person may hold more than one office in the Association, except that one person may not hold both the offices of president and treasurer. One person may sign no instrument required to be signed by more than one officer in more than one capacity.

Article V: Standing and Special Committees.

Section I: The president may create such standing committees as are deemed necessary to promote the objectives and carry on the work of the organization.

Section II: The chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

Section III: The power to form special committees and appoint their members is delegated to the president.

Section IV: The president shall be a member *ex officio* of all committees except the nominating committee.

Article VI: Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on the following December 31.

Article VII: Parliamentary Authority. Officers and members are directed to conduct all meetings as informally as possible in order to eliminate all unnecessary, time consuming practices normally associated with meetings. However, "Roberts' Rules of Order, Revised" shall be used whenever they are deemed applicable by the chairman or a majority of the membership in attendance.

Article VIII: Amendments

Section I: Any article or section of these by-laws may be amended, ~~repealed~~ or revised by a two-thirds vote of the members present and voting at any regular or special meeting of the Association provided that the notice of the proposed changes shall have been given ahead of time.

Section II: A committee shall be appointed to periodically review these by-laws. This procedure may be done as needed, ~~but a review shall be done at least every three (3) years.~~ Proposed changes shall be presented to the Board for consideration prior to being submitted to the membership.

Revised April, 2019

CONSTITUTION AND BYLAWS

NORTH COUNTRY CONSERVATION- EDUCATION ASSOCIATES (INDIAN CREEK NATURE CENTER)

Article I: Name and Scope

The name of this organization and corporation is: The North Country Conservation-Education Association, Inc. It will concern itself with environmental conservation education as it pertains to aquatic and terrestrial habitats of Indian Creek Nature Center.

Article II: Articles of Organization

The corporation exists as an incorporated association of its members. Its Articles of organization are comprised of the constitution, bylaws, as from time to time amended, and its articles of incorporation.

Article III: Objectives

Section I: The objectives of this corporation, in common with those of naturalists, ecologists and other concerned with conservation are:

A. To provide an outdoor environmental conservation center which will serve as a focal point for environmental and conservation education for all possible groups and individuals in the northern region of the state, primarily for youth. These include:

1. Public and private elementary and secondary schools
2. Colleges and universities
3. Scout organizations
4. 4-H organizations
- 5 Other youth and adult groups
6. Tourists

B. To provide access to a large nearby natural wildlife waterfowl management area and eventually indoor laboratory facilities which could readily serve the teaching and research needs of students and faculty of Institutions of higher education.

C. To illustrate the natural heritage of man in ~~his~~ environment including the Indian culture native to the area prior to its later inhabitants and its progression to the present state.

Article IV: Basic Policies

A. The corporation shall be non-profit, nonsectarian and nonpartisan.

B. The name of the corporation or the names of any members in their official capacities shall not be used in any connection with a commercial

concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives of the corporation.

C. The corporation shall not directly or indirectly participate or intervene in any way, including the publishing or distributing of statements, in any political campaign on behalf of, or in opposition to, any candidate for public office; nor devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or other means.

D. The corporation shall cooperate with educational institutions to support education in ways that will not interfere with administration of the schools and shall not seek to control their policies.

E. The corporation may cooperate with other organizations, both governmental and private, but persons representing the corporation in such matters shall make no commitments that bind the corporation.

F. In the event of the dissolution of the corporation, its assets shall ~~be~~ distributed for one or more of the exempt purposes specified in Section 501(c) (3) of the Internal Revenue Code of 1954 as from time to time amended.