

NEWPORT BAY NATURALISTS AND FRIENDS BYLAWS: 2005	NEWPORT BAY CONSERVANCY PROPOSED BYLAWS: 2011	Explanation or rationale for change
ARTICLE I - NAME AND LOCATION		
Section 1. Name. The name of the corporation is the Newport Bay Naturalists and Friends, hereafter referred to as “the corporation”.	Section 1. Name. The name of the corporation is the Newport Bay Conservancy, hereafter referred to as “the Conservancy”.	Name change only.
Section 2. Location. The geographical location of interest covered by the corporation is the Upper Newport Bay within the State of California. The principal office of the corporation is located in Orange County at 600 Shellmaker, Newport Beach, CA 92660.	Section 2. Location. The principal office of the Conservancy is located at 600 Shellmaker, Newport Beach, California 92660, or at such other place as the Board of Directors may determine.	Name change. Add flexibility in office location.
ARTICLE II - PURPOSE AND POLICY		
Section 1. Purpose. The purpose of the organization is to conduct programs and support education, restoration, and enhancement activities of the Upper Newport Bay Ecological Reserve and Newport Bay Nature Preserve as wildlife preserves.	Section 1. Purpose. The Conservancy exists to protect and preserve Upper Newport Bay.	To simplify and better define NBC purpose, and to be consistent with the Articles of Incorporation, which are being simultaneously revised.
Section 2. Policy. The corporation shall not support or oppose any political party or candidate. The corporation will be guided by the provisions of its’ Articles of Incorporation that apply to the political activities of 501(c)3 organizations.		No change
ARTICLE III – MEMBERSHIP		
Section 1. Composition. There shall be two types of members: voting and non-voting. a. Voting members are those persons who are “Naturalists” or “Associate Naturalists” and are hereafter referred to as “members”. The Board of Directors determines the criteria for members. These members shall have the responsibility to elect the Board of Directors, amend the Articles of Incorporation and Bylaws as needed, and conduct such other business as may come before them.	Voting members (hereafter referred to as members) are those volunteers who satisfy the requirements set forth in the NBC Volunteer Requirements, as established by the Board of Directors in consultation with the membership. The members shall have the right to elect the Board of Directors, amend the Articles of Incorporation and Bylaws as needed, and vote on other matters as set forth in these Bylaws.	To allow for member input for future changes in the requirements without the need to revise the Bylaws.
b. Non-voting members are all other membership categories and are hereafter referred to as “non-voting members”.		There is no further reference to these categories, so they are not listed.
Section 2. Dues. The Board of Directors determines the membership dues and benefits.		Membership dues and benefits will be defined in the NBC Volunteer Requirements.

ARTICLE IV - MEMBERSHIP MEETINGS AND QUORUM		
<p><u>Section 1. Annual Meeting.</u> The annual meeting of the organization shall be held in November of each year. Notice of the time, place, and purpose of the meeting shall be mailed or e-mailed to the members at least ten (10) days before the meeting.</p>		e-mail option added.
<p><u>Section 2. Special Meetings.</u> A special meeting may be held at the call of the President, or at the call of any two members of the Board of Directors, if the President is unable or refuses to call a special meeting. Notice of the time, place, and purpose of the meeting shall be communicated to the members by mail not less than ten (10) days before the meeting. No business may be transacted other than that stated in the meeting call.</p>	<p><u>Section 2. Special Meetings.</u> A special meeting may be held at the call of the President, or at the call of any two members of the Board of Directors, or at the call of 15 or more of the members, if the President is unable or refuses to call a special meeting. Notice of the time, place, and purpose of the meeting shall be communicated to the members by mail or e-mail not less than ten days before the meeting. No business may be transacted other than that stated in the meeting call.</p>	Specifies how meetings can be called by the membership. e-mail option added.
<p><u>Section 3. Voting.</u> Each voting member attending is entitled to one (1) vote. Members will not be entitled to vote or act by proxy or by mail.</p>	<p><u>Section 3. Voting.</u> Each member attending is entitled to one vote. Members must be present in order to vote.</p>	Simplification.
<p><u>Section 4. Quorum.</u> Fifteen (15) voting members present at the annual or specially called meeting shall constitute the quorum for the conduct of business.</p>	<p><u>Section 4. Quorum.</u> Thirty (30) voting members present at the annual or specially called meeting shall constitute a quorum for the conduct of business.</p>	Increase in the number required for a quorum.
ARTICLE V – BOARD OF DIRECTORS		
<p><u>Section 1. Composition.</u> The Board of Directors shall consist of the officers and up to ten (10) other Board members. (see Art VI, Sec 1). All officers and Board members are required to be voting members of the corporation.</p>	<p><u>Section 1. Composition.</u> The Board of Directors shall consist of the officers and up to ten other Board members. (see Art VI, Sec 1). All officers and Board members are required to be voting members of the Conservancy.</p>	Name change only
	<p><u>Section 2. Nomination, Election and Appointment.</u> (a) Nominations for Director positions and for two non-Board members of the Board Development Committee, may be made to the Board Development Committee by any member or group of members. To be eligible, a nominated individual must be a member, must submit an application for the position at least 28 days before the Annual Meeting, and must indicate willingness to serve.</p>	In the 2005 Bylaws, this topic was covered in ARTICLE VI - ELECTION AND DUTIES OF OFFICERS AND DIRECTORS, and the Directors were to be elected by a show of hands at the Annual Meeting.
	<p>(b) The Board Development Committee shall identify the areas of expertise that are needed on the Board and review the applications for eligibility.</p>	The proposed procedure provides for an analysis of Board needs and of

	The Committee shall forward all of the eligible applications and provide its recommendations to the Board.	qualifications of candidates.
	(c) The Board shall send the list of all eligible candidates as well as the recommendations of the Board Development Committee to the members to accompany the official Notice of the Annual Meeting.	This provides a more open process than proposing a "slate" of candidates.
	(d) Election shall be by a secret vote of the members at the Annual Meeting. All eligible candidates shall be listed on the ballot. Each member may vote for each candidate, and all candidates that receive a majority of votes will be elected.	A mechanism for tallying will be developed.
	Section 3. Term. The term of service for Board members shall be two years, and shall start on January 1 following the election. The terms of eight Board members shall commence in even-numbered years and the terms of the remaining seven shall commence in odd-numbered years. No more than three terms shall be served consecutively.	Not specified in 2005 bylaws. Two year term provides continuity for board succession.
Section 2. Responsibilities. The Board of Directors shall have supervision of the affairs of the organization, and shall be governed by the Articles of Incorporation, the Bylaws, and such other rules or policies as adopted by the corporation. The Board shall prescribe and fix the compensation of all employees of the corporation.	Section 4. Responsibilities. The Board of Directors shall supervise the affairs of the Conservancy, and shall be governed by the Articles of Incorporation, the Bylaws, and such other rules or policies as adopted by the Conservancy. The Board shall prescribe and fix the compensation of all employees of the Conservancy.	Name change only.
Section 3. Regular Meetings. Regular meetings of the Board of Directors shall include, but not be limited to, the Annual meeting and a mid-term meeting at which the Board shall conduct necessary business.	Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held at least once per quarter, including one meeting in December for the purpose of electing officers for the coming year.	More specific about the required meetings.
Section 4. Special Meetings. A special meeting may be held at the call of the President, or at the call of any two members of the Board, if the President is unable or refuses to call a special meeting. Notice of the time, place, and purpose of the meeting shall be communicated to the Board members by mail not less than ten (10) days before the meeting or three (3) days orally or by electronic means by either the President or the Vice President. Notice and call of any meeting attended by the members of the Board is waived by their	Section 6. Special Meetings. A special meeting of the Board of Directors may be held at the call of the President, or at the call of any two members of the Board if the President is unable or refuses to call a special meeting. Notice of the time, place, and purpose of the meeting shall be communicated to the members by mail or e-mail not less than seven days before the meeting by either the President or the Vice President. Notice and call of any meeting attended by the members of the Board is waived by their attendance at such meeting. No business	Time required for the notice is reduced to seven days. e-mail option added.

attendance at such meeting. No business may be transacted other than that stated in the meeting call.	may be transacted other than that stated in the meeting call	
<u>Section 5. Quorum.</u> A majority of the Board of Directors shall constitute a quorum for the conduct of business.	<u>Section 7. Quorum.</u> A majority of the Board of Directors shall constitute a quorum for the conduct of business.	No change.
<u>Section 6. Polling by telephone or electronic means.</u> The Board may act on a specific item of business without the necessity of a formal meeting if all Board members are polled by telephone or electronic means and the action taken is reduced to writing and signed by all the Board either for or against the specific proposal at their next regularly scheduled meeting.		Deleted. Not considered necessary for a locally focused organization.
<u>Section 7. Serving on the Board.</u> (a) The Board of Directors shall be elected at the Annual Meeting. (b) The President, with recommendations from the Board Development Committee and approval of the Board, may at any time appoint additional new member(s) up to the maximum allowed by these bylaws.		Modified and moved to Section 2.
<u>Section 8. Vacancy.</u> If any officer or other member of the Board resigns or is unable to discharge the duties of the office, the President, with recommendations from the Board Development Committee and approval of the Board, may appoint a new member to fill the remainder of the term.		No change
<u>Section 9. Removal.</u> Any Board Member may be removed for cause, which includes but is not limited to, failure to fulfill the NBNF Code of Involvement, by a vote of two-thirds (2/3) of the members of the Board of Directors.	<u>Section 9. Removal.</u> Any Board member may be removed by a vote of two-thirds of the members of the Board of Directors, or by a majority vote of members present at a properly constituted members' meeting where a special quorum requirement is satisfied by at least 1/3 of the voting membership being in attendance.	This would make it possible for the members to remove a Board member.
<u>Section 10. Compensation.</u> Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses incurred in the performance of their duties, as approved by the Board.	<u>Section 10. Compensation.</u> Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses incurred in the performance of their duties, as approved by the Treasurer.	These decisions do not need Board action. Responsibility delegated to Treasurer.
ARTICLE VI - ELECTION AND DUTIES OF OFFICERS AND DIRECTORS	ARTICLE VI - OFFICERS	
<u>Section 1. Officers.</u> The Officers of the corporation are President, Vice President, Secretary, Treasurer, and Immediate Past President. These officers shall perform the duties prescribed by these Bylaws.	<u>Section 1. Officers.</u> The Officers of the Conservancy are President, Vice President, Secretary, Treasurer, and Board Development Chair.	The Immediate Past President is not necessarily available to serve as an Officer.

<p><u>Section 2. Board Development Committee.</u> A Board Development Committee shall be formed by the Board. The Committee shall be chaired by the Immediate Past President, include at least one additional Board member and other members selected by the Chair. If the Immediate Past President is unable to serve, the President will appoint a chair. The Committee shall develop a proposed slate of Director candidates which will accompany the official call to the Annual Meeting. Before the election at the Annual Meeting, additional nominations from the floor shall be permitted, provided consent of the nominee has been obtained.</p>	<p><u>Section 2. Nomination.</u> Nominations for Officer positions may be made by any member of the Board of Directors. Any nomination must be made to the Board Development Chair at least ten days prior to the December meeting of the incoming Board of Directors, and must include a statement from the nominated individual of qualifications and goals, and of willingness to serve.</p>	<p>This now deals only with election of Officers. Election of Directors is covered elsewhere.</p>
<p><u>Section 3. Election.</u> The Directors shall be elected by a show of hands at the Annual Meeting.</p>	<p><u>Section 3. Election.</u> The Officers shall be elected by majority vote of the Board of Directors in a secret ballot at the December meeting of the incoming Board of Directors.</p>	<p>The Board will elect its own officers.</p>
<p><u>Section 4. Term.</u> Directors shall serve a one (1) year term or until their successors are elected or appointed. The term begins in November, immediately following the Annual Meeting of members, at which time the Board will elect its officers. No member may hold more than one office at a time.</p>	<p><u>Section 4. Term.</u> Officers shall serve a one-year term beginning on January 1. No member may hold more than one office at a time.</p>	<p>This will provide a time between election and assumption of duties, allowing for training and negotiation of duties.</p>
<p><u>Section 5. Duties.</u></p>		
<p><u>(a) President</u> The President shall set the time and place of Board and membership meetings and shall preside at all Board and membership meetings. The President shall appoint the Chairpersons of all Standing Committees and of such Special Committees as the Board may deem necessary for carrying out the activities of the corporation.</p>	<p><u>(a) President</u> The President shall set the time and place of Board and membership meetings, provide notice of these meetings in a timely manner, and preside at these meetings. The President shall appoint the Chairpersons of all Special Committees, subject to the advice and consent of the Board. The President shall ensure that Board actions are communicated to members, and shall submit to the members the annual report of the Conservancy.</p>	<p>The <i>establishment</i> of Special Committees is covered elsewhere.</p>
<p><u>(b) Vice President.</u> The Vice President shall preside in the absence of the President and perform such duties as requested by the President. The Vice President chairs the Bylaws Committee.</p>		<p>No change.</p>
<p><u>(c) Secretary.</u> The Secretary shall be responsible for overseeing the keeping of the minutes of the meetings of the Board of Directors. The Secretary shall also oversee notices of meetings of the Board of Directors, and submit the annual report of the organization.</p>	<p><u>(c) Secretary.</u> The Secretary shall be responsible for keeping the minutes of the meetings of the membership and of the Board of Directors.</p>	<p>Some of the duties are now assigned to the President.</p>
<p><u>(d) Treasurer.</u> The Treasurer shall be responsible for: overseeing the receipt, custody, and disbursement of the</p>	<p><u>(d) Treasurer.</u> The Treasurer shall be responsible for overseeing the receipt, custody, and disbursement of the</p>	<p>Some duties are listed under the Finance Committee.</p>

<p>organization's funds; maintaining adequate financial records, subject to the control and review of the Board; working with the Finance Committee in the preparation of an Annual Budget; and prepare an Annual Financial Statement. Interim Financial Reports will be prepared for each Board meeting. The approved Annual Budget and Financial Statement shall be provided to the membership. The Treasurer chairs the Finance Committee.</p>	<p>Conservancy's funds, and ensuring that adequate financial records are maintained, subject to the control and review of the Board. The Treasurer chairs the Finance Committee.</p>	
<p><u>(e) Immediate Past President.</u> The Immediate Past President serves for one year immediately following the term as President. Continued service in this capacity is at the pleasure of the Board and Immediate Past President. The Immediate Past President chairs the Board Development Committee.</p>	<p><u>(e) Board Development Chair.</u> The Board Development Chair shall manage the process for electing and appointing Directors in accordance with the Conservancy's nomination and election policies. The Board Development Chair shall also be responsible for recommending candidates for Board vacancies.</p>	<p>The Immediate Past President is not necessarily available to serve as an Officer.</p>
<p>ARTICLE VII. COMMITTEES</p>		
<p><u>Section 1. Standing Committees.</u> The standing committees of the corporation shall be: Bylaws, Finance, and Board Development.</p>	<p><u>Section 1. Standing Committees.</u> The standing committees of the Conservancy shall be: Bylaws, Finance, and Board Development. Membership on Standing Committees is through invitation from each Committee Chair, with the exception of the two non-Board members of the Board Development Committee, who shall be elected by the members at the Annual Meeting.</p>	<p>Added statement on Committee membership</p>
<p><u>(a) Bylaws Committee:</u> The Committee shall review the Bylaws of the organization at least annually. The Committee shall recommend necessary amendments or stipulate no amendments are needed. The Vice President chairs the Bylaws Committee.</p>	<p><u>(a) Bylaws Committee.</u> The Committee shall review the Bylaws of the Conservancy at least annually. At each Annual Meeting of the Conservancy the Committee shall recommend necessary amendments or stipulate that no amendments are needed.</p>	<p>Specifies the time at which the Committee will make its recommendations. The Chairmanship is covered elsewhere</p>
<p><u>(b) Finance Committee:</u> The Finance Committee shall submit an annual budget for approval by the Board. They shall review the financial status of the corporation from time to time. The Treasurer chairs the Finance Committee.</p>	<p><u>(b) Finance Committee.</u> The Finance Committee shall oversee all financial matters of the Conservancy including investments, budgeting and financial reporting. The Finance Committee shall submit a monthly finance report to the Board, and an Annual Budget and Financial Statement to the membership. It shall produce written policies and procedures for all Finance Committee and Treasurer actions, subject to approval by the Board.</p>	<p>Adds a requirement for monthly reports to the Board, so that changes can be recognized more quickly. Non-Board members have access to these reports at the Board meetings</p>
<p><u>(c) Board Development Committee.</u> The committee shall: search for and recommend individuals with appropriate skills to be new Board members; assist in training new Board members; recommend measures to enhance the effectiveness of the Board; and provide a slate of board</p>	<p><u>(c) Board Development Committee.</u> The committee shall: search for and recommend individuals with appropriate skills to be new Board members; assist in training new Board members; recommend measures to enhance the effectiveness of the Board; and provide a list of board</p>	<p>Allows more input into Board development from the membership</p>

candidates for the Annual Meeting of Members.	candidates for the Annual Meeting of members. The Board Development Committee shall include the Chair and at least two members who are not Directors.	
Section 2. Special Committees. Special committees may be created when deemed necessary by the Board of Directors.	Section 2. Special Committees. Special committees may be created when deemed necessary by the Board of Directors. Membership on Special Committees is through invitation from each Committee Chair.	Added statement on membership
Section 3. Ex-Officio Member. The President shall be an ex-officio member of all committees except the Board Development Committee.		No change
ARTICLE VIII – ADVISORS		
The Board of Directors may authorize consultation with advisors as necessary, such as an attorney or financial advisor, for professional advice.		No change
ARTICLE IX – EXECUTIVE DIRECTOR		
The Board of Directors is authorized to employ an Executive Director. The Executive Director shall be accountable to the Board of Directors through the President.		No change
ARTICLE XI – DORMANCY In case this corporation is unable to function in a normal manner, the corporation shall not be dissolved but shall become dormant until it is able to resume functioning. Such a period of dormancy shall not last more than two (2) years.	ARTICLE XI– DORMANCY In case this Conservancy is unable to function in a normal manner, the Conservancy shall not be dissolved but shall become dormant until it is able to resume functioning. Such a period of dormancy shall not last more than two years unless otherwise authorized by a majority vote of the Board of Directors at a noticed special meeting called for the specific purpose of extending the dormancy and provided that all members are notified in writing of the intent to extend the period of dormancy.	Provides a mechanism for extending dormancy.
ARTICLE XI – DISSOLUTION		
Upon dissolution of the organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to environmental organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, and none of the assets will be distributed to any member, officer, or trustee of the organization.	Upon dissolution of the Conservancy, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to environmental organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, and none of the assets shall be distributed to any member, officer, or trustee of the Conservancy or any for profit organization.	Restricts distribution of assets.
ARTICLE XII – PARLIAMENTARY AUTHORITY		
The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the organization in all cases in which they are applicable and in which they are not inconsistent with these Bylaws or with any special rules of order the corporation may adopt.	These Bylaws are framed to meet the requirements of the California Corporations Code for Public Benefit, non-profit Corporations, and the principles set out in Robert’s Rules of Order Newly Revised. In the event of disputes or clarifications required for any items herein, the provisions	Adds reference to California Code

The Bylaws supersede any inconsistency with Robert's Rules.	of the California Code shall prevail.	
ARTICLE XIII – AMENDMENTS		
Section 1. Proposals. Amendments to these Bylaws may be proposed by the Board of Directors, the Bylaws Committee, or by a petition signed by fifteen (15) of the voting members.	Section 1. Proposals. Amendments to these Bylaws may be proposed by the Bylaws Committee, or may be proposed to the Bylaws Committee by the Board of Directors, or by a petition signed by fifteen of the members.	Makes it clear that proposals go to the Bylaws Committee
Section 2. Adoption. Adoption of a proposed Bylaw amendment shall require a two-thirds (2/3) vote of the members present at any duly called meeting of members, provided a copy of the proposed amendment has been sent to every member with the call to the meeting at least ten (10) days before the meeting.		No change
ARTICLE XIV – ADVISORY BOARD/COUNCIL		
The Conservancy has the authority, through its Board of Directors, to create and establish an Advisory Council. Membership on the Advisory Council shall be through appointment by a majority of the Board. Members of the Advisory Council may attend and participate in all membership meetings but may not vote unless they are members of the Conservancy. The members of the Advisory Council shall be available for assistance, as requested by the Board.		No change
ARTICLE XV – FISCAL YEAR		
The fiscal year of the Conservancy shall be January 1 to December 31 of each year		No change
ARTICLE XVI – BOARD LIABILITY		
The Board may provide liability insurance to cover the members of the Board of Directors.		No change
These bylaws were approved and accepted at the annual meeting of Newport Bay Naturalists and Friends held on November 3, 2005 and supersede all prior bylaw amendments.	WRITTEN CONSENT OF DIRECTORSADOPTING BYLAWS These bylaws were approved and accepted by the members at the meeting of the Newport Bay Conservancy held on _____ and supersede all prior bylaws and amendments.	
Gus Chabre, President Date _____ Wendy Hirdler, Secretary Date _____	Certified by, Secretary, Date _____ _____	