

**NEWPORT BAY CONSERVANCY  
BYLAWS: 2013**

**ARTICLE I - NAME AND LOCATION**

**Section 1. Name.** The name of the corporation is the Newport Bay Conservancy, hereafter referred to as “the Conservancy”.

**Section 2. Location.** The principal office of the Conservancy is located at 600 Shellmaker Road, Newport Beach, California 92660, or at such other place as the Board of Directors may determine.

**ARTICLE II - PURPOSE AND POLICY**

**Section 1. Purpose.** To protect and preserve Upper Newport Bay through research, education, advocacy and restoration activities in the Bay and its watersheds.

**Section 2. Policy.** The Conservancy shall not support or oppose any political party or candidate. The Conservancy will be guided by the provisions of its Articles of Incorporation that apply to the political activities of 501(c)3 organizations.

**ARTICLE III – MEMBERSHIP**

**Section 1. 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 and approved by the membership.

**Section 2. Membership dues, benefits and responsibilities** will be defined in the NBC Volunteer Requirements. 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.

**ARTICLE IV - MEMBERSHIP MEETINGS AND QUORUM**

**Section 1. Annual Meeting.** 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 days before the meeting.

**Section 2. 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 of Directors, or at the call of 5% or more of the members if the President or two other Board Members are unable or refuse 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.

**Section 3. Voting.** Each member attending is entitled to one vote, and must be present in order to vote.

**Section 4. Quorum.** At least one third of the members shall constitute a quorum for the conduct of business at the annual or special meeting.

**ARTICLE V – BOARD OF DIRECTORS**

**Section 1. Composition.** The Board of Directors shall consist of the four officers and up to nine other Board members.

## **Section 2. Nomination, Election and Appointment.**

- (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 submit an application for the position at least 28 days before the Annual Meeting, and must indicate willingness to serve.
- (b) The Board Development Committee shall identify the areas of expertise that are needed on the Board and review the applications for eligibility. The Committee shall forward all of the eligible applications and provide its recommendations to the Board. Up to three individuals who are not NBC members may be included in the list of nominations.
- (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.
- (d) Election shall be by a secret vote of the members at the Annual Meeting. The ballot shall be prepared and the election shall be managed by the Board Development Committee. All eligible candidates shall be listed on the ballot. Each member may cast as many votes as there are open positions on the Board (one vote per candidate), and all candidates who receive a majority of votes cast will be elected.

**Section 3. Term.** The term of service for Board members shall be two years, and shall start upon election at the annual meeting. The terms of half+1 of the Board members shall commence in even-numbered years and the terms of the remaining members shall commence in odd-numbered years. No more than three terms shall be served consecutively.

**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.

**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.

**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 may be transacted other than that stated in the meeting call.

**Section 7. Quorum.** A majority of the Board of Directors shall constitute a quorum for the conduct of business.

**Section 8. Vacancy.** 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 by a majority of the Board, may appoint a new individual to fill the remainder of the term.

**Section 9. Removal.** Any member may be removed from the Board 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. Grounds for removal from the Board shall include failure to attend three consecutive Board meetings without explanation, or any violation of the NBC Conflict of Interest policy.

**Section 10. Compensation.** 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 recommended by the Treasurer and approved by the President.

**Section 11. Conflict of Interest.** Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## ARTICLE VI - OFFICERS

**Section 1. Officers.** The Officers of the Conservancy are President, Vice President, Secretary, and Treasurer.

**Section 2. Nomination.** Nominations for Officer positions may be made by any member of the Board of Directors.

**Section 3. Election.** The Officers shall be elected by majority vote of the Board of Directors in a voice vote or secret ballot at the December meeting of the Board of Directors.

**Section 4. Term.** Officers shall serve a one-year term beginning immediately upon their election at the December meeting. No member may hold more than one office at a time.

### **Section 5. Duties.**

(a) **President** 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 the Board Development Committee and 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.

(b) **Vice President.** The Vice President shall preside in the absence of the President and perform such duties as requested by the President. The Vice President shall chair the Bylaws Committee.

(c) **Secretary.** The Secretary shall be responsible for keeping the minutes of the meetings of the membership and of the Board of Directors. After approval by the Board, the minutes shall be posted on the NBC web site.

(d) **Treasurer.** The Treasurer shall be responsible for overseeing the receipt, custody, and disbursement of the Conservancy's funds, and ensuring that adequate financial records are maintained, subject to the control and review of the Board. The Treasurer shall chair the Finance Committee.

## ARTICLE VII. COMMITTEES

**Section 1. Standing Committees.** The standing committees of the Conservancy shall be: Bylaws, Finance, Board Development, and Fundraising. 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.

(a) Bylaws Committee. 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.

(b) Finance Committee. 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 a semiannual 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.

(c) Board Development Committee. 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 candidates for the Annual Meeting of members. The Board Development Committee shall include the Chair and at least two members who are not Directors.

(d) Fundraising Committee. The committee shall develop and implement a fundraising plan to support the organization's strategy and operations.

**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.

**Section 3. Ex-Officio Member.** The President shall be an ex-officio member of all committees except the Board Development Committee.

## **ARTICLE VIII – ADVISORS**

The Board of Directors may authorize consultation with advisors as necessary, such as an attorney or financial advisor, for professional advice.

## **ARTICLE IX – EMPLOYEES**

The Board of Directors is authorized to hire employees as needed. Employees shall be accountable to the Board of Directors through the President.

## **ARTICLE X– 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.

## **ARTICLE XI – DISSOLUTION**

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.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

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 of the California Code shall prevail.

## **ARTICLE XIII – AMENDMENTS**

**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.

**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 days before the meeting.

## **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.

## **ARTICLE XV – FISCAL YEAR**

The fiscal year of the Conservancy shall be January 1 to December 31 of each year

## **ARTICLE XVI – BOARD LIABILITY**

The Board shall provide liability insurance to cover the members of the Board of Directors.

## **WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

These bylaws were approved and accepted by the members at the meeting of the Newport Bay Conservancy held on 24 April, 2013 and supersede all prior bylaws and amendments.

Certified by Holly Fuhrer, Secretary, Newport Bay Conservancy  
Date 25 April 2013