

NEWPORT BAY CONSERVANCY BYLAWS

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 Conservancy 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 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 vote in person at a scheduled meeting, or prior to the meeting by mail. If voting by mail, the vote must be received at least 24 hours prior to the meeting.

Section 4. Quorum. At least one third of the members, including those voting by mail, 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 Conservancy members may be included in the list of nominations.
- (c) Three seats on the Board are reserved for Newport Bay Conservancy Naturalists.
- (d) 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.
- (e) Election shall be by a secret vote of the members [resent at the Annual meeting or by mail. Mail-in ballots must be received at least 24 hours before 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 plus one 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. The Board of Directors shall meet immediately following adjournment of the annual membership meeting in November. The sole purpose for the November Board of Directors meeting is 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 a 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 or submitting votes by mail. Grounds for removal from the Board shall include failure to attend three consecutive Board meetings without explanation, or any violation of the 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 November meeting of the Board of Directors.

Section 4. Term. Officers shall serve a one-year term beginning immediately upon their election at the November 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, Fundraising, Technical Advisory and Land Owners. 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.

(e) Technical Advisory Committee. The purpose of the Committee is to provide additional scientific resources to the Conservancy. Members serve at the invitation of the President.

(f) Land Owners Committee. The purpose of the Committee is to facilitate better communication and cooperation among the land owners involved in Upper Newport Bay.

Section 2. Special Committees. Special committees may be created when deemed necessary by the Board of Directors. Membership 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, 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 November 8, 2018 and supersede all prior bylaws and amendments.

Certified by Pam Winkler, Secretary, Newport Bay Conservancy
November 8, 2018