

**Bylaws of the Friends of Sligo Creek**  
(as amended December 1, 2009)

**Article I-- Definition**

Section 1: Name

The name of the organization is *Friends of Sligo Creek*

Section 2: Purpose

*Friends of Sligo Creek* is organized for environmental and educational purposes-- specifically, to promote and implement the protection and restoration of the Sligo Creek watershed.

**Article II-- Membership**

Section 1: Membership

Membership shall consist of those who subscribe to the mission of *Friends of Sligo Creek*; have paid annual membership dues, or have participated in at least one work event annually, and have asked to have their names entered as members on the mailing/ notification list.

**Article III-- Board of Directors**

Section 1: Responsibilities

The Board is responsible for a) guiding the direction and development of *Friends of Sligo Creek* in accordance with its purpose and mission; b) assuring compliance with its bylaws and articles of incorporation; c) overseeing its fiscal management, including: approving the operating budget and any applications for funding; and providing financial accounting to the public, donors and members where appropriate; d) approving all public positions and communications, and authorizing civic and promotional use of its name; and e) delegating day-to-day operations to an Executive Committee, as well as any standing and ad hoc committees, whose work it shall regularly review and direct.

Section 2: Size and Terms

The Board shall have no more than 15 members, each serving a renewable term of two years allocated among themselves such that terms shall expire in rotation. Designated individuals may serve as non-voting members of the Board.

Section 3: Selection of Board Members

New members of the Board shall be elected by majority vote of the existing members of the Board.

Section 4: Management within the Board

The Chair (also known as the President) and the Vice-Chair (also known as the Vice-President) shall be nominated by the Board and elected for renewable terms of two years by a subset of organization members which includes the Board, Committee Chairs of standing committees, the Web-master, and Section Stewards. This subset is known as "the Roundtable" of *Friends of Sligo Creek*. The Secretary and Treasurer shall be elected by the Board from among its members. The Board may appoint an Executive Committee and such other officers, chairs of standing and ad hoc committees, and agents as the Board deems advisable.

Section 5: Officers and Duties

Responsibilities which the Chair (President) shall execute or cause to have executed are: convening and presiding at Executive Committee meetings; representing *Friends of Sligo Creek*

in civic and legal matters; and ensuring coordination of the ongoing efforts of the Executive Committee and the general membership with the Board.

Responsibilities which the Vice-Chair (Vice-President) shall execute or cause to have executed are: in the absence of the Chair, or as delegated by the Chair, standing in for the Chair by presiding at meetings or executing any of the other duties of the office.

Responsibilities the Secretary shall execute or cause to have executed are: keeping records of Board and Executive Committee actions, including overseeing and taking minutes at meetings, sending out meeting announcements, distributing copies of minutes and the agenda; and maintaining records of all Board-sanctioned meetings, programs, and events. The Secretary shall also be responsible for ensuring that membership records are maintained.

Responsibilities the Treasurer shall execute or cause to have executed are: to receive all funds and manage all finances of *Friends of Sligo Creek* and to be responsible for keeping the books and records of accounts, in accordance with generally accepted accounting procedures. The Treasurer shall also assist in budget preparation, help develop fund-raising plans, and make financial information available to Board members and the public.

#### Section 6: Meetings, Notice and Quorum

The Board shall have regularly scheduled meetings at least three times per year, with all members receiving postal or electronic notice at least three weeks in advance. Additional meetings may be called by the Chair of the Board, by the Chair of the Executive Committee, or by a simple majority of members of the Board. Two weeks notice of special meetings shall be given unless all members-- for a matter of urgency-- consent to an earlier date. A majority of the Board shall constitute a quorum for conducting business at any meeting, except that a quorum of two-thirds of the Board shall be required to hold a vote to amend the Articles of Incorporation or these Bylaws. Voting by proxy on specific issues shall be permitted via proxies signed and dated by a member of the Board and provided to the Chairperson of the Board in advance of a vote. Also, any member of the Board who is unable to participate in a meeting or vote of the Board may designate another individual to act as his or her substitute for purposes of that meeting or vote. In any such case, the substitute shall have the same powers as the member of the Board for whom he or she is substituting.

#### Section 7: Resignation, Termination, and Absences

Resignation from the Board must be in writing and received by the Chair of the Board. A Director shall be removed from the Board if s/he has three unexcused absences from Board meetings in a calendar year. A Director may be removed for other reasons by a 2/3 vote of the remaining directors.

#### Section 8: Financial practice and accountability

The fiscal year shall be the calendar year. The financial records of *Friends of Sligo Creek* are public information and shall be made fully available to the membership and to the public, as well as to the Board, upon request.

### **Article IV -- Executive Committee**

#### Section 1: Role and responsibilities

In the intervals between meetings of the Board of Directors, the Executive Committee, subject to the direction and oversight of the Board, shall have all of the powers and authority of the Board of Directors, except those related to elections of Board members or officers, removal of Board members and officers, amendments to the Articles of Incorporation and these Bylaws, and such other powers as the Board may reserve unto itself.

The Executive Committee shall manage the ongoing organizational life of *Friends of Sligo Creek*, including setting dates and agenda for programs and events and forming ad hoc committees and working groups as appropriate.

There shall be at least four elected members of the Executive Committee-- Chair, Vice-Chair, Secretary, and Treasurer-- with additional elected positions and recruited persons as determined by the Board of Directors.

#### **Article V -- Bylaws Adoption and Amendment**

These Bylaws were approved at the inaugural meeting of the Board of Directors of *Friends of Sligo Creek* on January 4th, 2002, and were amended on December 1, 2009. Following written notification, they may be amended by a 2/3 majority of the Board.