

BYLAWS

BLUE RIDGE NATURALIST NETWORK

SECTION 1

NAME OF THE ORGANIZATION

1.1 The name of this organization shall be Blue Ridge Naturalist Network (BRNN).

SECTION 2

PURPOSES OF BRNN

The purpose of BRNN is to foster and promote knowledge of the natural world and environmental issues based on scientific observation and evidence in the Blue Ridge area of the Southern Appalachians. In carrying out this purpose, BRNN will engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any future United States Internal Revenue Law (“the Code”) and that are permitted under the North Carolina nonprofit Corporation Act (“the Act”). BRNN activities will include, but not be limited to:

- 2.1 Providing education through meetings, outings and through collaboration with other organizations having educational and charitable functions.
- 2.2 Supporting active volunteer participation by members in scientific studies.
- 2.3 Facilitating communication among BRNN members and sharing information about the natural world and environment.
- 2.4 Promoting public awareness of the unique ecosystems and biodiversity of the Blue Ridge area and threats to those systems.
- 2.5 Helping to protect the natural world, especially sites of special scientific and historical significance.

Notwithstanding any other provision of these Bylaws, BRNN shall not conduct or carry on any activities not permitted to be conducted or carried on by (i) an entity exempt from federal income taxation under Section 501 (c)(3) of the Code, or (ii) by an entity’s contributions to which are deductible under Section 170(c)(2) of the Code.

SECTION 3 RESTRICTIONS

BRNN shall be subject to such restrictions as are imposed by the Articles of Incorporation, the Code and the Act.

SECTION 4 MEMBERSHIP

- 4.1 Membership of BRNN shall be open to students, graduates and instructors of the Blue Ridge Naturalist certificate program conducted at the North Carolina Arboretum, or to anyone who has an interest in the natural world and environmental issues, with a foundation based in science.
- 4.2 The annual cost of membership will be determined by the Board of Directors each year and announced before or at the Annual General Meeting.
- 4.3 Membership will run from January 1 through December 31 each year, except for members joining for the first time on or after September 1, whose initial membership period shall run through December 31 of the following year.
- 4.4 Membership will entitle members to attend and vote at general meetings, to attend outings or special events, and to receive notifications and reminders about upcoming events. Some events may be open to the public as well as members.
- 4.5 A member may be expelled from BRNN for behavior deemed inappropriate by the Board.

SECTION 5 BOARD OF DIRECTORS AND OFFICERS

- 5.1 The Board of Directors (the "Board") shall consist of four (4) officers: The President, Vice-President, Secretary, and Treasurer and up to six (6) other members. All members of the Board shall be members of BRNN.
- 5.2 The Board shall make all necessary decisions concerning the operation of BRNN, except those which are identified herein as the responsibility of the membership.

5.3 Responsibilities of the officers shall be as follows:

- a) The **President** shall manage the day-to-day operation of BRNN, including calling Board meetings and determining agendas for Board meetings and shall preside at all Board meetings and the Annual General Meeting and Special Meetings of the Membership. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the organization and shall see that all orders and/or resolutions of the Board are carried out to the effect intended.
- b) The **Vice-President** shall assist the President in conducting business of the Board, stand in for the President when required and perform other duties that may be assigned by the President or by the board.
- c) The **Secretary** shall maintain records of BRNN meetings and activities, including, but not limited to, minutes of Board meetings; ensure that all notices are duly given in accordance with the provisions of these Bylaws and perform other duties that may be assigned by the President or by the Board.
- d) The **Treasurer** shall open and maintain a bank account in BRNN's name and maintain financial records and supporting documentation. The Treasurer shall also prepare an annual statement of accounts for approval by the membership and any other financial reports required by the Board.

5.4 The Board shall decide titles and responsibilities for the Board members who are not officers and may create sub-committees to provide advice or to manage specific activities under the Board's direction. Members who are not Board members may serve on such sub-committees.

5.5 **Election:** Officers and Board members shall be elected, as required, by a majority of eligible members voting. The time and methodology shall be determined by BRNN policy and procedures.

5.6 **Term:** Officers and other Board members shall be elected by the membership for terms of up to three years. No Officer or Board member shall serve in the same position for more than six (6) years consecutively.

5.7 **Resignation:** Any officer or Board member may resign at any time by giving written notice to the President and Secretary.

5.8 **Removal:** Any Board member may be removed by unanimous vote of other members of the Board for failure to perform required duties or behavior deemed inappropriate by the Board.

5.9 **Vacancies:** The Board, in its discretion, may (i) appoint an eligible member to fill the unexpired portion of the term or (ii) leave the position vacant until the next annual election.

- 5.10 **Meetings:** The Board shall meet at least four times per year. Members who are not Board members may attend, and speak if called upon, but may not vote. Dates of such meetings shall be made available to members.
- 5.11 **Quorum:** Unless a greater number is required by the Act, the Articles of Incorporation of BRNN, or these Bylaws, the quorum required for a Board meeting shall be a simple majority of current Board members. If a quorum is not present at a meeting, the Board members present may adjourn the meeting or postpone it until a quorum shall be present. A Board member shall be considered present if during the meeting he/she is able to listen to the proceedings and communicate by telephone or electronic means.
- 5.12 The Board may adopt written policies and rules to further the purposes and operation of BRNN provided that such policies and rules do not conflict with the Act, the Articles of Incorporation of BRNN, or these By-laws.
- 5.13 **Reimbursement:** All Officers and Board members shall serve without compensation for their services but may be reimbursed for reasonable expenses actually incurred in connection with their duties.

SECTION 6

GENERAL MEETINGS OF THE MEMBERSHIP

- 6.1 An Annual General Meeting of the membership will be held each year on a date determined by the Board (normally in November) for the purpose of conducting the general business of BRNN, electing Board members, and discussing any concerns the membership may have. Members shall be given thirty (30) days' notice of the Annual General Meeting.
- 6.2 At or before the Annual General Meeting, the Board shall provide members with a financial report, a list of candidates nominated for vacant Board positions, and proposals for any other actions requiring membership approval.
- 6.3 The Board may call a Special General Meeting of the membership when circumstances make this desirable. Members will be given at least fifteen (15) days' notice of a Special General Meeting.
- 6.4 Elections and other decisions at any general meeting will be decided by a simple majority vote of all members present, except the President who will vote only to break a tie. The Board shall have discretion to allow absentee and proxy voting provided that all members have been informed of this option and the process by which they may cast a ballot.
- 6.5 The quorum for any General Meeting shall be ten (10) members.

SECTION 7

FISCAL YEAR And FINANCES

- 7.1 The fiscal year of BRNN shall be the calendar year.
- 7.2 The annual statement of the accounts of BRNN shall be submitted for the approval by the the President, Vice-President, and Secretary at least two (2) weeks before the Annual General Meeting. The approved annual statement of accounts will then be presented at the Annual General Meeting for approval by the membership.
- 7.3 All monies received as receipts shall be deposited in the BRNN bank account and all expenditures drawn from the bank account.
- 7.4 The permitted signatories to the BRNN bank account shall be the Treasurer, the President and the Vice-President, and any one of such officers shall be authorized to sign checks. Each of such officers shall have electronic access to the bank account records
- 7.5 Expenditures may, among other things, include reimbursement to members for expenses incurred on behalf of BRNN and documented to the Treasurer's satisfaction. Under no circumstances shall any member of BRNN receive any other payment or personal benefit from the BRNN.

SECTION 8

CONFLICTS OF INTEREST

- 8.1 **Definition:** As used in these Bylaws, the term "conflict of interest" includes, but is not limited to, the reasonable possibility that an officer or member of the Board may directly gain a financial or other personal benefit from an action or decision by the Board.
- 8.2 **Disclosure:** Any member of the Board for whom there may exist a conflict of interest shall disclose such possible conflict of interest to the Board.
- 8.3 **Recusal:** No member of the Board shall discuss or vote on any matter which would involve that member in a conflict of interest.
- 8.4 **Determination:** In the event that there is a question whether a conflict exists, the issue shall be determined by a majority vote of the Board (other than the affected member) present and voting.
- 8.5 **Applicability:** The provisions of this Article shall apply to voting and non-voting members of the Board.

SECTION 9

DISTRIBUTION AND ACTIVITIES

- 9.1 No part of the assets of BRNN and no part of any net earnings of BRNN shall be divided among the members, officers or Board members or any private individual or be used for any purposes other than the purposes of BRNN as herein set forth.
- 9.2 BRNN shall not participate in or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office or engage in an other activities not permitted to be carried on by (a) an entity exempt from federal income taxation under Section 501c(3) of the Code, or (b) an entity contributions to which are deductible under Section 170(c)(2) of the Code.

SECTION 10

DISSOLUTION

- 10.1 Upon dissolution of BRNN, any assets that remain after payment of all debts and expenses of dissolution shall be transferred to The North Carolina Arboretum (to be used for the Blue Ridge Naturalist program or for other educational purposes).
- 10.2 In the event that The North Carolina Arboretum is not in existence the Board shall transfer the assets to a non-profit organization with similar goals and purposes as BRNN. At the time of transfer, the receiving organization shall qualify as an exempt organization under Section 501(c)(3) of the Code.

SECTION 11

AMENDMENTS

- 11.1 Any amendments to these Bylaws may be proposed to the Board by any member of BRNN.
- 11.2 The proposed amendment will be considered by the Board and if approved, will then be presented for approval by (i) a majority of BRNN members present at the Annual General Meeting or a Special General Meeting or (ii) a majority of BRNN members responding to a Special electronic ballot.
- 11.3 A copy of the proposed Bylaw revision(s), together with written notice of a meeting of BRNN members or a special ballot to be submitted concerning bylaws that are proposed to be adopted, amended or repealed shall be delivered to all BRNN members by any reasonable means, including electronic, not less than thirty (30) days prior to the date of such meeting or special ballot submission deadline.

SECTION 12
INDEMNIFICATION

12.1 Except as otherwise provided in Section 9 of these Bylaws, BRNN shall indemnify and hold harmless any member of the Board and any such person’s respective heirs, executors, administrators, successors and assigns, to the fullest extent required or permitted by the Act, including any amendments to or substitutions for the applicable sections of the Act that may be made from time to time.

SECTION 13
MISCELLANEOUS

13.1 **Anti-Discrimination:** BRNN is committed to the elimination of discrimination on the basis of race, color, national origin, gender, religion, political beliefs, family and marital status, sexual orientation or disability and will not knowingly or intentionally discriminate against any member or person.

OFFICERS OF THE BOARD OF DIRECTORS

_____ Ken Czarnowski, President

_____ Barb Harrison, Vice President

_____ Linda Martinson, Secretary

_____ Charlotte Caplan, Treasurer

Approved _____

(Date)