

**BY-LAWS OF BUTTE ENVIRONMENTAL COUNCIL
A CALIFORNIA NONPROFIT CORPORATION
(Approved 9-29-2012)**

**ARTICLE I
Place of Business**

The principal office for transaction of the business of the corporation shall be located in Butte County, California.

**ARTICLE II
Membership**

Section 2.01 Qualifications.

Any individual with an expressed interest in the corporation, irrespective of race, nationality, gender, sexual orientation, or religious belief is eligible to become a member.

Section 2.02 Termination of Membership.

(a) Termination will result in the case of death, resignation, or failure to pay the annual dues within thirty days of delinquency.

(b) Expulsion may occur following a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests of the corporation. The procedure for expulsion will include a notice mailed to the last known address of the member fifteen (15) days prior to the proposed effective date of expulsion; the member shall be given an opportunity to be heard by the Board of Directors, either orally or in writing, at a hearing to be held not less than five (5) days before the proposed effective date of expulsion. The notice to the member shall state the date, time, and place of the hearing on his/her proposed expulsion. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in any way. The decision of the Board shall be final. A pro-rated refund of the remaining balance of his/her membership dues shall be returned to the expelled member.

Section 2.03 Property Rights.

No member shall have any right or interest in any property of the corporation.

Section 2.04 Dues.

(a) The annual dues payable to the corporation by the members shall be in such amount(s) as may be determined from time to time by resolution of the Board of Directors.

(b) Membership shall begin in the month dues are paid. January 1 or July 1 are renewal dates for all members from the previous year of membership.

Section 2.05 Liability of Members.

No member of the corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment, other than membership dues.

Section 2.06 Voting Rights

Except as provided in the corporation's articles or bylaws, or California Nonprofit Public Benefit Corporations

Code Section 5616, each membership shall be entitled to one vote, on each matter submitted to a vote of the members, including memberships of more than one person.

ARTICLE III Meetings of Members

Section 3.01 Annual Meeting.

An annual meeting shall be held at a time and place designated by the Board of Directors for transacting such business as may come before the meeting.

Section 3.02 Special Meetings.

Special meetings of members for any purpose or purposes whatsoever may be called at any time by the Chair of the Board, or by the Board of Directors, or by ten (10) members of the corporation.

Section 3.03 Place of the Meetings.

Meetings of members shall be held at such place as designated by the Board of Directors or the Chair of the Board.

Section 3.04 Notices.

Written or printed notice of one (1) week shall be given to all members prior to any annual or special meeting. Notice to members may be provided through announcement in the organization newsletter, email tree, special mailing, Butte Environmental Council web site, or in person.

Section 3.05 Contents of Notice.

Notice of meetings of members shall specify the place, the day, and the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted.

Section 3.06 Membership Quorum.

A quorum shall consist of 5% of the current organization membership, but shall consist of no less than 20 members in good standing as reflected in timely payment of membership dues.

Section 3.07 Loss of Quorum.

The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, but must have a simple majority of the original quorum vote to pass a given action.

ARTICLE IV Board Members

Section 4.01 Number.

The number of Board Members shall be no more than thirteen members and no fewer than three. The number of Board Members may be changed by amendment of the bylaws in accordance with the Articles of Corporation.

Section 4.02 Term.

Each Board member shall hold office for one, three-year term coinciding with the fiscal year, July 1 to June 30, but shall serve until the next Board election if they are appointed to fill a Board vacancy. Board

members may serve a maximum of three consecutive, three-year terms. Terms will be staggered to maintain continuity.

Section 4.03 Qualification.

A Board Member must be a member of the corporation by the first Board Members' meeting and remain a member in good standing for the remainder of his/her term.

Section 4.04 Nomination

The nominating committee of the Board of Directors shall present to the Board of Directors a list of nominees for their approval one month prior to the Board meeting preceeding the mailing the ballots to the membership. Any current member of BEC who wishes to be placed on the Ballot will have the right to have their name placed on the Ballot by notifying the Nominating committee in writing or the Board of Directors at the above referenced meeting.

Section 4.05 Election.

The Executive Director shall mail the ballots in the month of June to all the members of the corporation. Candidates shall be elected from among those receiving the highest number of votes up to the number of Board Members to be elected.

Section 4.06 Powers.

Subject to the limitations contained in the Articles of Incorporation, the Board Members shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law. The Board of Directors shall be responsible for the conduct of the business of the corporation and shall be empowered to employ such professional personnel as required to administer the affairs of the corporation and to prescribe their duties and terms of their employment. The Board of Directors shall exercise all powers inherent to the corporation except those expressly reserved to the membership.

Section 4.08 Compensation.

No director shall be entitled to receive any compensation for serving as a director of the corporation.

Section 4.09 Meetings.

(a) The Board of Directors shall hold at least four regular meetings annually at a time and place designated by the Board Chair. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Board Members participating in such meeting are able to hear and communicate with one another. Board Members shall be given 7 days' advance notice of each regular meeting. Board Members shall attend at least three-quarters of the regular meetings per term or face termination at the discretion of a majority of the Board.

(b) Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chair of the Board, or if the Chair is absent, unable, or refuses to act, by the Vice-Chair, or by any two (2) Board Members. Special Meetings may be held upon four (4) days' notice by first-class mail, or forty-eight (48) hours notice delivered personally, by telephone, or by electronic mail or fax.

(c) All meetings of the Board Members shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation, or with the law.

(d) Meetings of Board Members shall be presided over by the Chair of the Board, or in his/her absence by the Vice-Chair, or in the absence of both, by a chairperson chosen by a majority of the Board Members present. The Secretary of the corporation shall act as Secretary of the Board of Directors. In case the Secretary is absent from any meeting of the Board Members, the presiding officer may appoint any person to act as Secretary for the meeting.

Section 4.10 Resignation.

Any director of the corporation may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.11 Removal of Board Members.

The entire Board of Directors, or any individual director, may be removed from office at any time by the vote of the members of the corporation at a duly called special meeting, provided at least a quorum of the membership is present and a simple majority of those present vote for the removal. If all Board Members are so removed, new Board Members may be elected at the same meeting and they shall hold office for the remainder of the terms of the removed Board Members.

Section 4.12 Vacancies.

(a) Vacancies between elections or caused by the death, resignation of a director or Board Members, or by his/her removal as provided in these Bylaws, or by an amendment of these Bylaws increasing the number of Board Members authorized, shall be filled by appointment by a majority of the remaining Board Members, though less than a quorum, or by a sole remaining director.

Section 4.13 Action by Written Consent Without a Meeting.

Any action required or permitted to be taken by the Board of Directors under any provision of law or these Bylaws may be taken without a meeting if all the Board Members shall individually or collectively consent in writing to such an action. Any action taken by the Board without a Board of Directors meeting shall be reported by the Board Secretary at the next Board of Directors Meeting.

Section 4.14 Majority Action as Board Action.

Every act or decision done or made by a majority of the Board Members present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, Articles of Incorporation of the corporation, or these Bylaws require a greater number.

Section 4.15 Non-liability of Board Members.

The Board Members shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 4.16 Quorum for Meetings.

A quorum shall consist of a simple majority of the sitting Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be conducted by the board at any meeting at which a quorum is not present, and the only motion that the Chair shall entertain is a motion to adjourn.

Section 4.17 Conflict of Interest

Board Members shall adhere to the corporation's conflict of interest policies. An individual Board of Directors

Member must abstain from voting on any given issue if they have a financial conflict of interest on any matter before the Board.

ARTICLE V OFFICERS

Section 5.01 Number and Title.

The officers of the corporation shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint.

Section 5.02 Election and Term of Office.

Officers shall be elected annually by the Board of Directors at the first regular meeting of the Board, following the annual election of Board Members, and each officer shall hold office until his/her successor shall be elected and qualified, whichever comes first.

Section 5.03 Removal and Resignation.

Any officer may be removed either with or without cause, by a majority of the Board Members at the time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.04 Vacancies.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors for the unexpired portion of the term. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 5.05 Duties of the Chair.

The Chair shall preside at all meetings of the membership and the Board of Directors. The Chair shall assist in the recruitment of the committee members and serve as an Ex-official member on the committees. The Chair shall act as the executive officer of the Council and, in general, perform the duties usually associated with the office of the Chair.

Section 5.06 Duties of the Vice Chair.

The Vice-Chair shall succeed to the Chair in case of a vacancy in that office and shall perform the duties of the Chair in his/her absence. He/She shall undertake such other responsibilities as the Board may assign.

Section 5.07 Duties of the Secretary.

The Secretary shall maintain a record of the proceedings of all meetings of the Membership, and the Board of Directors, and provide the Board with copies of the records.

Section 5.08 Duties of the Treasurer.

The Treasurer shall attend to all fiscal matters and is the Chief Financial Officer of BEC. The Treasurer shall

supervise a complete and accurate account of all funds received and disbursed and shall present the monthly financial statement.

Section 5.09 Compensation.

Officers of the corporation shall serve without compensation. Officers performing service to the corporation in other than their capacity as officers, may not receive compensation for such service, as fixed by the Board of Directors, providing Board Members affected do not participate in the decision process relating to such determination.

**ARTICLE VI
Committees**

The corporation may have standing committees designated by resolution of the Board of Directors, and ad hoc committees designated by the Executive Director. Such committees may consist of persons who are not also members of the board. These committees shall act in an advisory capacity to the board and may be authorized by the board or Executive Director to act on behalf of the corporation. Board members are expected to actively serve on at least one committee.

**ARTICLE VII
Employees**

The Board of Directors shall be empowered to employ such professional personnel including an Executive Director as required to administer the affairs of the corporation and to prescribe their duties and terms of their employment. All staff will have set designated title(s) and job description(s) outlining their job responsibilities, along with any other authority as approved by the Board of Directors.

**ARTICLE VIII
Dissolution**

Section 8.01 Dissolution by Members.

The corporation shall not be dissolved except by the affirmative vote by a majority of the Board of Directors and a majority of a membership quorum.

Section 8.02 Transfer of Funds, Assets, and Property.

In the event of dissolution of the corporation in any manner or for any cause, after the payment or adequate provision for the payment of all its debts and liabilities, all the remaining funds, assets and properties of the corporation shall transferred to any non-profit funds, foundation, or corporation which is organized and operated exclusively for education, scientific, or charitable purposes, and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue and Taxation Code of California.

Section 8.03 Assets in Trust.

If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County of Butte, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

ARTICLE IX
General Provisions

Section 9.01 Annual Report.

An annual fiscal report to shall be prepared not later than one hundred and twenty (120) days after the close of the corporation's fiscal year and provided to all Board Members of the corporation and to any member who requests it in writing.

Section 9.02 Fiscal Year.

The fiscal year of the corporation shall be July 1 to June 30.

Section 9.03 Operating Accounts.

The Board of Directors shall establish financial operating accounts as necessary to operate the corporation.

ARTICLE X
Amendment of Bylaws

Section 10.01 Amendments.

Any of the above-stated Bylaws may be amended or repealed by a majority of the membership quorum upon the recommendation of the Board of Directors (see 3.06).