



**BY-LAWS OF BUTTE ENVIRONMENTAL COUNCIL
A CALIFORNIA NONPROFIT CORPORATION**

**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. After payment of dues and submission of a membership form, the Board of Directors reserves the right to review, approve, or reject any application for membership.

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 nine 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, two-year term coinciding with the fiscal year, July 1 to June 30, but shall serve no longer than two years without standing for re-election by the membership. Board members may serve a maximum of three consecutive, two-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. [more here later]

Section 4.04 Nomination

The nominating committee of the Board of Directors should have a list of nominees prepared by March 31 of each year. The nominees shall be presented to the Board of Directors for their approval prior to mailing the ballots to the membership.

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 shall also have the power, subject to the same limitations, to:

- (a) change the location of the principal office for the transaction of the business of the corporation from one location to another in the same county;
- (b) designate any place, within or without the State of California, for the holding of any meeting;
- (c) delegate to the Executive Director any of the powers and authority of the board in the management of the business and affairs of the corporation, except the power to adopt, amend, or repeal the Bylaws, and provided the delegation of authority thereto shall not operate to relieve the Board of Directors, or any individual Board Member, of any responsibility imposed on it or him/her by law, by the Articles of Incorporation of the corporation, or by these Bylaws.

Section 4.07 Senior Board Members

The purpose of highlighting this position is to demonstrate the importance of historic memory and experience to the organization. Senior Board members are former Board members who have previously served the organization with distinction (a combination of longevity on the Board, significant volunteer hours, and Angel contributions) and have expressed an interest in again serving BEC as engaged volunteers. Senior Board members are voted on by the membership and may hold a maximum of four of the nine Board positions. . For terms see 4.02.

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, or by the Executive Director. 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. *See also Section 4.08a regarding automatic termination.*

Section 4.12 Vacancies.

(a) Vacancies between elections or caused by the death, resignation or disability 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.

(b) The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final court order, or convicted of a felony, or been found to be by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

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. For the purpose of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the P. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by the written consent shall have the same force and effect as a unanimous vote of such Board Members. [Talk to attorney]

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.

**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 be the chief executive officer of the corporation and shall in general, be subject to the control of the Board of Directors, supervise and control the affairs of the corporation. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors and actively work with and support the Executive Director. Except as otherwise expressly provided by law, by the Articles of the Incorporation, or by these Bylaws, he/she shall, in the name of the corporation, execute or cause to be executed, such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be

authorized by the Board of Directors. He/she shall also, ex officio, be a member of all standing committees of the corporation.

Section 5.06 Duties of the Vice Chair.

In the absence of the Chair, or in the event of his/her inability or refusal to act, the Vice-chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 5.07 Duties of the Secretary.

The Secretary shall in conjunction with staff:

(a) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

(b) Keep at the principal office of the corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Board Members and members, recording therein the time and place of holding, whether regular or special, and if special, how authorized, notice thereof give, the names of those present at the meetings of members, and the proceedings thereof.

(c) See that all notices are duly given to members and Board Members in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records and the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law of by these Bylaws.

(e) Keep at the principal office of the corporation a membership listing or database containing the name and address of each member, and in any case where membership has been terminated, he/she shall record such fact in the listing or database together with the date on which the membership ceased

(f) Exhibit at all reasonable times to any director of the corporation, or to his/her agent or attorney, on request therefore, the Bylaws, the membership list, and the minutes of the proceedings of the Board Members and the members of the corporation.

(g) Exhibit at all reasonable times to any member or to his/her agent or attorney on written demand therefore, for a purpose reasonably related to the interests of such member, the Bylaws and the minutes of meetings of the Board Members or of the members.

(h) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Board of Directors.

Section 5.08 Duties of the Treasurer.

The Treasurer shall in conjunction with staff:

(a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, monies due and payable to corporation from any source whatsoever.

(c) Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct account of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his/her agent or attorney, on request therefore.

(f) Render to the Chair and Board Members, whenever he/she or they request it, an account of any or all of his/ her transactions as Treasurer and of the financial condition of the corporation.

(g) Prepare, or cause to be prepared, and verify the financial statements to be included in the annual report.

(h) If required by the Board of Directors, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

(i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by the law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him/ her from time to time by the Board of Directors.

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

Section 7.01 Executive Director.

The Board of Directors shall appoint and dismiss a person to act as Executive Director, and shall evaluate and support the Executive Director in accordance with the Personnel Policies and the job descriptions for the Board of the corporation. This person would be authorized to manage and oversee the daily business affairs of the corporation, along with any other powers authorized by the Board of Directors in accordance with the Bylaws and Personnel Policies of the corporation.

Section 7.02 Support Staff.

The Executive Director may hire a person or persons to act as support staff. Support staff will have set designated title(s) and job description(s), along with any other powers authorized 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 Account.

The Board of Directors shall establish an operating account. This account shall be maintained at a minimum amount, to be determined by the Board of Directors. The purpose of this account will be to pay the daily ongoing expenses of the corporate operations, and any other purposes decided upon by the Board of Directors. The Board of Directors will authorize the Executive Director and one member of support staff, or a member of the Board of Directors, to sign the checks requiring one signature. Any check requiring two signatures, for an amount of \$1000 or more, shall require the additional signature of the Treasurer, or an alternate board member authorized by the board.

**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).