

OREGON RIDGE NATURE CENTER COUNCIL, INC.

BY-LAWS

(Revised and Approved September 17, 2012)

ARTICLE I: Name

The name of this organization shall be the Oregon Ridge Nature Center Council, Inc., hereinafter referred to as the Council.

ARTICLE II: Purpose and Objectives

Section 1 - Purpose

The purpose of this Council shall be to advise, recommend, promote, conduct and develop, in cooperation with the Department of Recreation and Parks and its Board, nature interpretation and conservation programs and projects primarily at this Nature Center, and where appropriate, at other parks, school-recreation centers and open spaces in Baltimore County.

Section 2 - Objectives

- A. This Council is organized exclusively for educational, scientific and charitable purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).
- B. Further objectives of this Council shall be as follows:
 1. To provide recreational and educational programs and exhibits regarding natural history and conservation for all members of the public, without regard to race, age, gender, nationality, disability, or religion.
 2. To coordinate Council programs with those of public, charitable and private organizations having to do with natural history and conservation; and to promote the health and welfare of our community and its youth where, in the opinion of the Council, these programs are compatible with the objectives stated in (B. 1) above.
 3. To enlist volunteers to help conduct and enrich its programs and projects.
 4. To solicit funds from individuals, organizations, businesses, foundations, and governmental bodies to support and enrich its programs and projects.

ARTICLE III: Membership and Dues

Section 1. The membership of this Council shall be open to any person or group interested in nature activities and facilities in Baltimore County.

Section 2. Membership shall be obtained by the payment of annual dues, prices and categories to be specified by a majority of the Executive Board present and voting. Current categories include, but are not limited to:

Individual

Family - Parent(s) and family members 17 years of age and under

Senior Citizen - 65 years of age

Sustaining

Patron

Corporate

Non-Profit Organization

Lifetime

Honorary - No dues. Awarded to an individual for meritorious services in behalf of the organization. Any member of the Council may nominate, in writing to the President, a candidate for honorary membership, citing the qualifications of the individual. Honorary memberships shall be awarded by unanimous vote of the Executive Board members present and voting.

Section 3. Each membership shall be entitled to one vote at Council meetings and shall receive Council publications.

Section 4. The membership year shall be 12 months, beginning with the month of dues payment (hereafter referred to as the anniversary month). Membership renewal is due in the subsequent year(s) on the anniversary month.

ARTICLE IV: Council

Section 1. The Council shall consist of all members in good standing.

Section 2. The Council shall elect Officers and Directors; approve a Council budget; have the authority to approve motions for forwarding to the Executive Board for its consideration.

Section 3. Council members are encouraged to participate in Council activities; to assist with programs and projects; to assist with fundraising; to bring items of concern or dissatisfaction to the attention of the Council; to suggest new programs and projects.

ARTICLE V: Officers and Directors

Section 1. The Officers of the Council shall be a President, a Vice President, a Secretary, and a Treasurer.

- Section 2.** Four Directors shall be elected to serve as members-at-large.
- Section 3.** The Nominating Committee shall be elected at the April Executive Board meeting, (Article VIII, Section 4). It shall be the duty of this Committee to nominate candidates for the offices to be filled at the Annual Meeting (Article IX, Section 1). The Nominating Committee shall report at the June Executive Board meeting and the nominees shall be approved or disapproved by a majority of those present and voting.
- Section 4.** At the Annual Meeting, the Nominating Committee shall present a list of candidates for the offices to be filled. Additional nominations, with the prior consent of the nominees, may be made from the floor.
- Section 5.** The election of Officers and Directors shall be by a two-thirds majority vote of the Council members present and voting at the Annual Meeting. The Officers shall serve for one year. Directors shall be elected for two-year terms. The Officers and Directors shall serve the stated terms or until their successors are elected. Elections shall be by ballot or, when there is only one nominee, a voice vote shall be in order. Their term of office shall begin at the close of the Annual Meeting at which they are elected.
- Section 6.** The Executive Board shall fill any vacancy in an office (Article VII, Section 3) with the exception of President, which vacancy the Vice President shall automatically occupy.
- Section 7.** Any Officer or Director may be removed from office by a majority vote of the Board members present and voting at any meeting. Such action shall be taken provided written notice has been given to all members, including the candidate at risk for removal, no less than ten days prior to the meeting at which the vote shall take place. Cause must be shown for removal from office.
- Section 8.** All Officers and Directors are to attend at least 6 of the 10 Board meetings (3/5's) of each fiscal year to remain in good standing. Inability to comply may result in removal from office (refer to Section 7 above).
- Section 9.** Directors shall serve as committee members on the committee of their choice, or as assigned by the President.

ARTICLE VI: Duties of Officers

The duties of the officers shall include, but not be limited to, the following:

Section 1 - President

- A. To serve as chair of the Executive Board.
- B. To prepare and distribute the agenda for and preside at all meetings of the Council and the Executive Board.

- C. To appoint and dissolve special committees (Article VIII, Section 6).
- D. To appoint new chairpersons and/or re-appoint existing chairpersons of all committees at the beginning of each fiscal year. All appointees are to be informed of, and to accept responsibility for, the duties of the position that they are to assume.
- E. To serve, *ex officio*, on all committees, except the Audit Committee (Article VIII, Section 1) and the Nominating Committee (Article VIII, Section 4).
- F. To appoint a Nominating Committee each year at the April meeting of the Executive Board.
- G. To sign or countersign checks drawn on Council funds as required (Article X, Section 3).
- H. To call special meetings when needed.
- I. To present an annual report at the Annual Meeting. This report shall be given orally and/or printed copies shall be made available to those present. This report shall be published in the newsletter.
- J. To approve and sign all contracts with vendors and service providers.

Section 2 - Vice President

- A. To assume all duties and responsibilities of the President in his or her absence, or if the office of the Presidency has been vacated.
- B. To assist the President as requested.
- C. To sign or countersign checks drawn on Council funds as required (Article X, Section 3).
- D. To serve as a member of the Budget Committee (Article VIII, Section I.C).

Section 3 - Secretary

- A. To record the proceedings of all meetings of the Council and the Executive Board.
- B. To supply needed copies of minutes.
- C. To maintain, update, and distribute all Council records except financial and Council membership records.

Section 4 – Treasurer

- A. To receive and deposit in a bank account all Council income.
- B. To pay by check all expenditures authorized by the Executive Board.
- C. To sign or countersign checks drawn on Council funds as required (Article X, Section 3).

- D. To oversee the accurate account of all monies received and disbursed.
- E. To maintain separate accounts for all authorized activities.
- F. To submit a monthly written report to the Board itemizing receipts and disbursements and giving the balance on hand; to submit copies of the report to the President and the Secretary at the meeting.
- G. To submit a written annual report at each Annual Meeting, and make printed copies of said report available upon request.
- H. To serve as a member of the Budget Committee (Article VIII, Section I.C).
- I. To assure that all required federal, state and local tax statements and other financial forms and reports are prepared and filed.

ARTICLE VII: Executive Board

- Section 1.** The Executive Board shall be the governing body of the Council and shall conduct all official business except that assigned to the Council in Article IV, Section 2.
- Section 2.** The Executive Board shall consist of the Officers, four Directors, and the Chairs of the Standing Committees.
- Section 3.** The official business of the Executive Board shall include, but not be limited to, the following: it shall manage the budget; it shall have the authority to fill all vacancies in an office with the exception of President; to engage in contractual agreements and to call special meetings (Article IX, Section 2).
- Section 4.** The Executive Board shall consider programs, projects, and items of concern or dissatisfaction forwarded as official motions by the Council.
- Section 5.** No member of the Executive Board shall have more than one vote.

ARTICLE VIII: Committees

- Section 1.** Standing Committees shall be as named below. Their duties shall include, but not be limited to, those listed.
 - A. Archives - To investigate the natural, cultural and environmental history of Oregon Ridge Park; to preserve the history of the Park through archiving cultural and historical records, as well as create and maintain a comprehensive record of the establishment and development of Oregon Ridge Park.

- B. Audit – To conduct financial reviews of the fiscal records of the Council. It shall be comprised of three members: A Chair and two members, who are not involved in approvals of disbursements, to be appointed by the President. An annual audit report will be issued to identify any problems and to offer corrective recommendations. The Chair will also assist in preparing the interim report of grant expenditures and issue the final audit of all awarded grants.
- C. Budget - To prepare an annual Council Budget. This committee shall consist of three members: a chair, the Council Vice President, and the Council Treasurer. It shall be responsible for the formulation of the annual Council budget for the ensuing fiscal year to be submitted to the Executive Board at its September meeting and to the Council at its Annual Meeting. The Committee shall consult with other Standing Committee Chairs and with the Director of the Nature Center when formulating this budget.
- D. Environmental Issues – To keep apprised of regional and local environmental issues that may be of interest to the Council; to inform the Board of these issues and to suggest possible levels of involvement. To monitor proposed land use and regulatory changes that may affect, directly or indirectly, Oregon Ridge Park and report these changes to the Executive Board.
- E. Exhibit – To oversee the design and development of new educational exhibits and displays, and to monitor and maintain the physical and educational quality of existing exhibits and displays.
- F. Gift Shop – To purchase and maintain an inventory of items for sale in keeping with the goals of the ORNC Council; to staff the Gift Shop as appropriate for the needs of the Center; to keep an accounting of the cost of inventory; and to set pricing.
- G. Grant – To identify significant project, program and operating needs of the Center; to develop appropriate grant research/application strategies to obtain funding for the needs identified, which may include approaching government, foundations, and small business and corporate organizations; to manage the grant process including fiscal reporting, including coordination of purchases, contracts, and job performance in accordance with the grant objectives; and to report regularly to the Council on the status of grant funded activities and future needs.
- H. Library – To provide resource materials related to the purpose and mission of ORNC; to maintain these resources in good order and make them available for use by Council members and other visitors to the Nature Center; to establish rules for the use of the library; to maintain an inventory of all library items.
- I. Membership - To oversee the collection of dues and maintenance of the membership roll; to mail membership reminder notices and acknowledgments; to plan for membership drives and publicity in conjunction with the Public Relations Committee; to identify interests and skills of members in conjunction with the Volunteer Committee.

- J. Newsletter – To be responsible for the publication and distribution of a newsletter and Council Meeting announcement postcards; to work in conjunction with the Nature Center staff and other Council committees to educate and inform Council members via the *Trailblazer* newsletter about important Council and Nature Center/Park activities, issues, and needs.
- K. Public Relations – To generate publicity for the Nature Center, Park and Council activities, which includes providing copy for newspapers and media, and maintaining and updating the database for newspapers and media; to work in conjunction with other Council committees as needed to assist in achieving the purposes of said committees in promoting the goals of the Council.
- L. Scholarship – To establish the criteria for applicants; to receive and review the applications and interview applicants; to determine the number of scholarships to be awarded; to award the scholarship(s); to generate funds for the scholarship(s).
- M. Speaker Series – To arrange and initiate monthly speaker programs; to coordinate with the Director of the Nature Center in implementing the above.
- N. Special Events - To organize and implement fund-raising efforts and special events for the financial support of the Center; to work cooperatively with the Volunteer chair, the Treasurer, and the Director of Oregon Ridge Nature Center in achieving the success of these activities.
- O. Volunteers – To coordinate the recruitment of volunteers as needed for activities conducted by the Council and Nature Center staff; to be responsible for scheduling volunteers for all Council programs and events; to identify interests and skills of members in conjunction with the Membership Committee; to work as needed with the Special Events Committee.
- P. Web Site - to create, maintain and update the Council's web sites and establish links to other web sites in order to further the visibility of Oregon Ridge Nature Center and to promote the public's awareness of the Council's programs.

Section 2. All Committees whose activities require Council funding shall submit a proposed annual budget to the Budget Committee by April 1.

Section 3. All Committee Chairs shall submit a written annual report to the President by August 30 of each fiscal year.

Section 4. A Nominating Committee composed of three members shall be nominated by the President and elected by a majority of the Executive Board present and voting at the April Board meeting.

Section 5. The President may appoint special committees when needed. These committees shall be dissolved:

- A. When the purpose is completed.
- B. At the discretion of the current President with a two-thirds vote of the Executive Board present and voting.

Section 6. The Chairs of all committees shall be appointed by the President to serve for the fiscal year or any part thereof.

Section 7. All Committee Chairs are to attend at least 6 of the 10 Board meetings (3/5's) to remain in good standing. Inability to comply may result in removal from office (Refer to Article V, Section 7).

ARTICLE IX: Meetings

Section 1. An Annual Council Meeting shall be held in September and shall be for the purpose of electing officers and Directors, for the presentation of annual reports by the President and Budget Chair; for voting on the annual Budget; and for other business that may arise.

Section 2. Special meetings may be called by the President or by the Executive Board and shall be called upon the written request of ten members of the Council. The purpose of the meeting shall be stated in the call, except in cases of emergency, when at least three days notice shall be given.

Section 3. The regular meeting of the Executive Board shall be held monthly on a regular day and time specified by the Executive Board. The Executive Board shall be permitted to change the meeting date or cancel meetings when necessary. In addition to regularly scheduled meetings of the Executive Board, Officers and Directors may meet to discuss and establish goals and planning for the Council.

ARTICLE X: Finances

Section 1. The Council may solicit aid for the accomplishment of the Council's purposes.

Section 2. The Council shall be a non-profit organization. All monies raised shall be used for recreational, educational, operational, or charitable purposes.

Section 3. All disbursements shall be made by check. All checks for disbursements of five hundred dollars (\$500) or less shall be signed by one of the following officers: Treasurer, President, or Vice President. All checks for disbursement of more than five hundred dollars (\$500) shall be signed by two of the following officers: Treasurer, President, or Vice President.

Section 4. The Budget Committee (Article VIII, Section 1C) shall prepare a budget for the ensuing fiscal year for submission to the Executive Board at its September meeting and to the Council for approval at its Annual Meeting in September.

- Section 5.** The Audit Committee shall conduct a financial review of the Treasurer's accounts within 90 days of the close of the Council's fiscal year and issue a written report of their findings at the next scheduled Council meeting. It shall also assist the Grants Committee in its financial reports and conduct the final audit of grant expenditures.
- Section 6.** The expenditures of all Committees shall be in accordance with the annual Council budget. Additional expenditures shall be approved first by the Executive Board.
- Section 7.** The Committee Chairs shall oversee the collection and reporting of all monies generated by their committee.
- Section 8.** Monies donated for a specific purpose may be spent only as designated, unless the donor modifies the purpose.
- Section 9.** The Council's fiscal year shall be September 1 to August 31.
- Section 10.** No part of the net earnings of the Council shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except when the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article II, Section 2A. No substantial part of the activities of the Council shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Council shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- Section 11.** Upon the dissolution of the Council, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Council, dispose of all of the assets of the Council exclusively for the objectives of the Council in such a manner or to such organization(s) organized and operated exclusively for educational, scientific or charitable purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Council is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: Parliamentary Authority

The rules contained in the most recent edition of Robert's Rules of Order shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

ARTICLE XII: Amendment of By-Laws

These By-Laws may be amended at any Executive Board meeting by a two-thirds vote of the Executive Board present and voting, providing that the amendment has been submitted in writing at the previous monthly meeting.

Witness, therefore, the signatures of the Officers duly testifying that these By-Laws have been presented and ratified by the required two-thirds of the Executive Board present and voting.

President

Date

Vice President

Date

Treasurer

Date

Secretary

Date