

# **BYLAWS OF THE FRIENDS OF BIG CANOE CREEK**

## **ARTICLE 1 PURPOSE**

The purpose of The Friends of Big Canoe Creek (the “Corporation”) is to protect and preserve Big Canoe Creek and its tributaries for the benefit of its communities and the health of the watershed, specifically:

- 1.1 To educate landowners and the public on natural resource issues.
- 1.2 To inventory and document changes in the resource base.
- 1.3 To work with individuals and organizations to coordinate improvements in the watershed and to help secure funding to protect and improve the natural resources in the watershed area.

## **ARTICLE 2 MEMBERSHIP AND DUES**

The corporation shall consist of a single class of members as set out below.

2.1 Eligibility. Any individual or group who supports the purpose of the Corporation is eligible for membership in the Corporation. An eligible individual or entity may become a member by completing a membership application and paying the annual dues in accordance with Section 2.2 (each a “Member”; collectively, the “Members”), unless determined an honorary member. Honorary members may be elected by a majority vote of the Board of Directors and serve for life. The Board shall have the power to designate additional requirements for membership.

2.2 Dues Assessment. Dues for Members shall be determined annually by the Board.

2.3 Rights of Members. While most issues presented at the meetings of the Association shall be decided by general consensus, if a counted vote is necessary, all members present at the time of voting shall be entitled to vote. A majority of the members attending shall constitute a valid vote on the issues at said meeting. Each Member is entitled to one vote. A Member’s right to vote shall cease upon lapse of membership. Voting by proxy is prohibited.

2.4 Removal of Members. Members whose actions and/or statements demonstrate positions contrary to the goals and purposes of the Corporation may be removed from the membership rolls by a vote of two-thirds of the Members of the Board of Directors.

2.5 Renewal of Membership. Unless otherwise determined by the Board, the membership of a Member who completed a membership application when he/she joined the organization may be renewed from year to year without an additional application, upon payment of the annual dues as provided in Section 2.2; provided, however, that the Board of Directors shall have the authority to reject the renewal of a membership pursuant to Section 2.4.

2.6 Non-Discrimination. The Association does not discriminate on the basis of race, color, national origin, sex, age, or disability.

### **ARTICLE 3 MEMBER MEETINGS**

3.1 Annual Meeting. The Corporation shall hold one Annual Meeting at a time and place to be fixed by the Board of Directors.

3.2 Special Meetings. Special meetings of the Members may be held at the call or the request of the President or a majority of the Board of Directors. Notice of the time and place shall be given in sufficient time for the convenient assembly of the Members.

3.3 Attendance and Voting. The attendance at the Annual Meeting and any special Meeting is open to all Members. In accordance with Section 2.3, each Member is entitled to one vote. Unless otherwise stated in these Bylaws, all matters submitted to the Members are determined by a majority vote of those present and voting at a meeting.

3.4 Conduct of Meetings. The President shall preside over all meetings of the Members. In the absence of the President, any Member of the Board of Directors may preside over meetings. The Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting as well as recording all transactions occurring at the meeting.

3.5 Notice of Meetings. Notice of the Annual Meeting and each special meeting shall be given to each Member, stating the time and place of the meeting, and in the case of a special meeting, the purposes of the special meeting. Notice of a Member meeting shall be given not less than ten (10) days, nor more than fifty (50) days, before the date scheduled for the meeting referred to in the notice. Notice may be given by electronic mail; provided, however, that Members who cannot receive notices electronically shall receive notice via mail or personal delivery. Whenever any notice whatsoever is required to be given under the provisions of the Nonstock Corporation Law of the State of Alabama or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened.

### **ARTICLE 4 BOARD OF DIRECTORS**

4.1 General Powers. The management, control and operation of the affairs and properties of this Corporation are vested in the Board of Directors of the Corporation. The Board is responsible for planning, coordinating, communicating and managing all Corporation activities.

4.2 Number of and Qualifications for Directors. The Board of Directors will consist of no fewer than three (3) persons (a "Director" or, collectively, the "Directors"). The number of directors shall be set from time to time by resolution of the Directors. Directors must be Members of the Corporation who meet the criteria set forth in Section 4.5 of these Bylaws. Other qualifications for Directors and criteria for the selection process may be established from time to time by the Board.

4.3 Term. Directors shall be elected for one-year terms and shall serve until their successors are elected. When vacancies on the Board occur by reason of death, resignation, failure of qualification, or otherwise, the number shall be reduced by such vacancies until qualified replacements are appointed. Replacements shall be selected by the President subject to the approval of the remaining Directors for unexpired terms, but in no event will the number of Directors be fewer than three.

4.4 Election of Directors. The Directors shall be elected by the Members at the Annual Meeting of Members. The Directors shall be selected from the slate of nominees put forward by the Nominating Committee pursuant to Section 4.5 of these Bylaws. Each Member shall vote for the number of directors to be elected. The nominees with the greatest number of votes are elected.

4.5 Nomination of Directors. The Board shall appoint a nominating committee of three Members. Recommendations for director nominees may be submitted by Members, Directors, officers, or any other interested persons, unless otherwise determined by the Board. The Nominating Committee shall select a slate of candidates based on the following criteria and any other criteria determined by the Board from time to time.

- a) A demonstrated commitment to the purpose of the organization as stated in Article 1;
- b) An ability to make a positive and material contribution to the operation of the organization; and,
- c) A commitment to participate actively as a director by attending meetings, serving on committees, promoting the goals of the organization and participating in the activities of the organization.

The slate of nominees shall be included with the notice of the Corporation's Annual Meeting of Members and shall be sent at least 10 (10) days and no more than fifty (50) days in advance of the Annual Meeting

4.6 Resignation, Removal and Vacancies. A Director's resignation from the Board must be in writing and is effective when received by the Secretary. A Director may be removed from the Board for any reason by a vote of two-thirds (2/3rds) of the other Directors present at a meeting at which a quorum is present. If a Director is removed from the Board for any reason, the Board shall elect a Director to fill that vacancy which Director shall serve until the next Annual Meeting of the Members, at which time the replacement Director shall be elected by the Members or replaced by another Director elected by the Members.

4.7 Regular and Special Meetings. Regular meetings of the Board of Directors shall be held at such times as the President may designate, at the office of the Corporation or such other place as the President may designate. Special meetings of the Board of Directors may be called by the President of the Corporation, or by at least two Directors of the Corporation at such time and place as the officer or Directors calling the meeting may specify and in accordance with the notice requirements of this Article 4.

4.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present, those Directors present may adjourn the meeting from time to time without further notice.

4.9 Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by law or by these Bylaws.

4.10 Informal Action. Any action required to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing by mail, fax, or email, setting forth the action so taken, shall be signed by two-thirds (2/3rds) of the Directors.

4.11 Compensation. Directors will not be paid compensation for their services as Directors; provided, however, this section shall not be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the Corporation in another capacity and the Board may, from time to time, approve reimbursement of out-of-pocket expenses incurred by an officer in the direct pursuit of the Corporation's business.

4.12 Meetings by Electronic Means of Communication. Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided, (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

4.13 Notice. Meetings must be preceded by at least forty-eight (48) hours written notice to each Director if personally delivered or if given by electronic mail, or seventy-two (72) hours notice if given by mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Notice may be given by electronic mail; provided, however, Directors who cannot receive notices electronically shall receive notice via mail or personal delivery.

4.14 Director Conflict of Interest. No contract or other transaction between the Corporation and one or more of its Directors or officers or any other corporation, firm, association, or entity in which one or more of the Directors or officers are Directors or officers or has a material financial interest shall be entered into by the Corporation unless the fact of such relationship or interest is disclosed or known to the Board and the Board authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors or officers. Common or interested Directors or officers may be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves or ratifies such contract or transaction.

## **ARTICLE 5 OFFICERS**

5.1 Officers. The officers of the Corporation are a President, a Secretary, and a Treasurer of the Corporation. The Board may elect such other officers as it deems desirable. Only the President of the Corporation need be a Director.

5.2 Election and Term of Office. At the first meeting of the Board of Directors following the annual meeting, the newly constituted Board shall elect the officers of the Corporation. Officers shall be elected for one-year terms and shall serve until their successors are elected.

5.3 President. The President will preside at all meetings of the Board of Directors and the membership meetings. The President will have the necessary authority and responsibility for the administration of the affairs of the Corporation subject only to such Bylaws as may be adopted and such orders as may be issued by the Board of Directors. The President will advise and make recommendations to the Board of Directors relating to the operation and long-range planning of the Corporation. The President may sign with the Secretary or other proper officer of the Corporation authorized by the Board of Directors any deeds, bonds, contracts or other

instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

5.4 Vice-President. If such position exists, the Vice-President will have such duties as determined from time to time by the Board of Directors. The Vice-President will discharge the duties of the President in the event of his or her absence or inability to act, in order of rank. The Vice-President will assist the President in the performance of his or her duties as the President directs.

5.5 Secretary. If the Corporation employs an Executive Director, he/she may serve as Secretary of the Corporation. The Secretary will sign documents of the Corporation from time to time as required, perform such duties as may be assigned by the President, and will keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; be custodian of the corporate records.

5.6 Treasurer. The Treasurer will be responsible for the custody of the funds and securities of the Corporation which will come into the Treasurer's hands, and will advise the Board of Directors respecting its financial condition and the handling of its monies and investments and perform such additional duties as may be assigned to the Treasurer by the President.

## **ARTICLE 6 COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors may designate by resolution one or more committees, each committee to consist of at least one Director, and two or more Members elected by the Board of Directors. To the extent provided in said resolution, such committees will have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action in respect to election of officers or the filling of vacancies in the Board of Directors or committees. The Board of Directors may elect one or more of its members as alternate members of any such committee who may take the place of any absent member or members at any meeting of such committee. The designation of such committee or committees and the delegation thereto of authority will not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him or her by law. The Board may also designate one or more advisory committees to assist it in any capacity as it directs.

## **ARTICLE 7 CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

7.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, will be signed by such officer or officers, agent or agents of the Corporation and in such manner as is from time to time to be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the Treasurer and countersigned by the President or a Vice-President of the Corporation.

7.3 Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may elect.

7.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.

7.5 Books and Accounts. The Corporation will keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board of Directors and its committees, and the meetings of the Members. In addition, the Corporation will cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

## **ARTICLE 8 INDEMNIFICATION**

The Corporation shall indemnify each Director and officer of the Corporation against reasonable expenses and against liability incurred by a Director or officer in a proceeding in which he/she was a party because he/she was a Director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled. The Corporation shall indemnify any employee who is not a Director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The corporation may indemnify, reimburse, or advance expenses of Directors, officers, or employees.

## **ARTICLE 9 FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year, unless the Board of Directors shall provide to the contrary by resolution.

## **ARTICLE 10 DISSOLUTION**

The Corporation shall be dissolved in accordance with the articles of incorporation of the Corporation and with the law of the State of Alabama to the extent the articles of incorporation do not conflict.

## **ARTICLE 11 OFFICES**

The Corporation shall have and continuously maintain in the State of Alabama, a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Alabama as the Board of Directors may from time to time determine.

## **ARTICLE 12 AMENDMENTS**

12.1 By Members. These Bylaws may be amended or repealed and new Bylaws may be adopted by a majority of the Members present at an Annual or special meeting, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

12.2 By Directors. These Bylaws may be amended by the Board at any meeting upon the vote of two-thirds (2/3) of the Directors then in office, provided that included in the meeting notice is a statement of the nature of the proposed amendment; but no bylaw adopted or amended by the Members shall be amended or repealed by the Directors unless the bylaw adopted by the Member confers such authority upon the Directors.

**ADOPTED January 8, 2009**