

Bylaws Of

The Committee to Restore Duncan Creek

Mission Statement: To conserve and restore Duncan Creek & Watershed Wildlife

Article 1. Membership

Section 1. Classes. There shall be Organizational Members and Individual Supporters.

Section 2. Organizational Members. Organizations joining the Committee may appoint, in writing to the Secretary, one, two, or three Representatives, as they may decide. They may also appoint an Alternate to facilitate full representation at meetings.

Section 3. Members & Supporters. Individuals may become Members or Supporters of the Committee. Supporters may participate with full rights except for voting. There are no dues or fees for members or supporters.

Article II. Meetings

Section 1. Monthly Meetings. It is intended that the major business of the Committee to be conducted bi-monthly or when scheduled by voting Members. Online meetings via internet may be called as needed and will suffice for requirement of monthly or bi-monthly meetings.

Section 2. Annual Meetings. One meeting each year, at approximately twelve-month intervals, shall be designated the Annual Meeting for the purpose of electing Officers and Board. These should be face to face meetings but online via internet meetings may be substituted for face to face annual meetings.

Section 3. Quorum. Representatives from 50% of the member organizations shall constitute a quorum for all required meetings. Consensus being the aim, at least 60% vote of those participating in meetings is required to decide major issues.

Section 4. Notice. Once the schedule of regular meetings has been set, no further notice of such meetings is required. Should that schedule be changed, all members should be so informed. Schedules can be set through email or other electronic or telephonic means.

Article III. Board of Directors

Section 1. Composition. Members shall elect a Board of Directors consisting of the four Officers of the Committee and if possible, four to six additional members, provided that no more than two Representatives of any given Organization shall serve on the Board at the same time.

Section 2. Duties. With major decisions as to goals and priorities being reserved to the voting membership, the duties assigned to the Board are those of proposing volunteer efforts, coordination with Kitsap County or other State or Federal agencies. This coordination will facilitate giving preliminary consideration how best to handle sensitive matters, and conducting community relations.

Section 3. Meetings. The Board shall meet at least quarterly, with such additional meetings as may be desired or required depending upon needs or goals of the Committee. Members of the Committee should be kept informed of the Board's meeting schedule and are welcome to attend Board meetings.

Section 4. Quorum. More than 50% of the Board shall constitute a quorum for the conduct of its meetings.

Section 5. Compensation. The Directors as such shall receive no compensation for their services.

Section 6. Vacancies. Should any Director resign the members may replace that Director at the next Monthly Meeting, and must do so if the vacancy brings the Board below its minimum membership.

Article IV. Officers

Section 1. Officers. At a minimum, the Officers of the Committee shall be a President, a Vice-President, a Treasurer and a Secretary. Elected at the Annual Meeting, each shall serve one year or until a successor has been elected. The Officers shall be members of the Board of Directors.

Section 2. President. The President or his/her assigns, will conduct all meetings of the Committee and its Board. The President is the Executive Head of the Committee and is the spokesperson for the Committee for public relations purposes. The President shall have no power to bind the Committee except as authorized by the membership. The President may delegate some responsibilities to the Vice-President.

Section 3. Vice-President. The Vice President shall assume such responsibilities as, by mutual agreement, the President may delegate and, in the absence of the President, shall act as President.

Section 4. Treasurer. Under the general supervision of the Board, the Treasurer shall be responsible for the financial operations of the Council, serving as the liaison with the Sponsor in any Fiscal Sponsorship or outside volunteer work agreements.

Section 5. Secretary. The Secretary or the President will maintain the official list of Representatives of Organizational Members. It shall be the Secretary or President's duty to prepare an official record (minutes) of all meetings of the Council and of the Board.

Article V Standing Bodies

Section 1. Nominating Body. Members shall elect a Standing Nominating Body of from three to five members to bring forward a slate of Officers and Directors at the Annual Meeting, having first ascertained their willingness to serve. Further nominations may be made from the floor. This Nominating Body will also bring forward names during the year in case of vacancies on the Board.

Section 2. Other Bodies & Groups. Other Bodies or Groups may be created by the Committee or the Board as needed for the purpose of studies or specific projects.

Article VI Administrative Provisions

Section 1. Amendments to the Bylaws. Amendments having the support of five board members or of ten voting members may be introduced at any regular Monthly Meeting. These may not be acted upon until the next regular Monthly Meeting. In the interim, all voting members not present on the first occasion must be notified, by phone, mail or e-mail, of the presence of this item on the next agenda. To pass, such amendments must receive a 2/3rds vote of the members present (assuming a quorum).

Section 2. Rules of Procedure. Though free discussion and general consensus is the ideal, any member present may, when the going gets tough, request a switch to Roberts' Rules of Order. If another seconds this, the members may then vote the motion up or down.

Section 3. Removal/Resignation. The Membership, by 2/3rds vote of those present (assuming a quorum), may remove a Member of the Board, an Organization or a Representative of an Organization for actions contrary to the well-being of the Committee.