

BY-LAWS OF
CLEAN UP THE RIVER ENVIRONMENT
Revised February 20, 2014

ARTICLE I – Name and Purpose

Section 1- Name: The name of this organization shall be, as described in the Articles of Incorporation, **CLEAN UP THE RIVER ENVIRONMENT**. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 – Purpose: Clean Up the River Environment (hereinafter referred as CURE) is organized exclusively for charitable, scientific and education purposes. The purpose of CURE is to focus public awareness on the Minnesota River Watershed and to take action to restore and protect its water quality, biological integrity and natural beauty for all generations. Primarily, CURE will function as a catalyst and coordinator of citizen action designed to raise public awareness of watershed health and sustainability. The activities may include, but are not limited to educational events, clean-up projects, public policy campaigns, cultural activities and research centered on watershed health, water quality, and related community and ecological concerns.

ARTICLE II - Membership

Section 1- Eligibility for Membership: Membership shall be open to all persons in compliance with Minnesota law. Application for voting membership shall be open to any person that supports the purpose statement in **ARTICLE I, Section 2**. Membership may be granted after completion and receipt of a membership application and annual dues.

Section 2 - Annual dues: Annual membership dues shall be set by the board of directors. Continued membership is contingent upon being up-to-date on membership dues.

Section 3 - Resignation and termination: Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

Section 4 - Non-voting membership: The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE III – Membership Meetings

Section 1 - Annual meetings: An annual meeting of the members shall take place at a specific date, time and location as designated by the board of directors. At the annual meeting, the members shall elect directors and receive reports on the activities of the organization.

Section 2 - Special meetings: Special meetings may be called by a majority of the board of directors. Notice of special meetings shall be posted on the CURE website for at least 14 days prior to the meeting. Notice shall also be emailed to all members that provide an email address and to all persons, members or not, that request such notification, such as: newspapers, radio, TV, etc.

Section 3 - Notice of meetings: Notice of the annual meeting shall be posted on the CURE website for at least 30 days prior to the annual meeting. Notice shall also be emailed to all members that provide an email address and to all persons, members or not, that request such notification, such as: newspapers, radio, TV, etc.

Section 4 - Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 5 – Proxy voting: Voting by proxy is not allowed.

ARTICLE IV – Board of Directors

Section 1 - Board role, size, and compensation: The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 15, but not fewer than 5 members. The board receives no compensation other than reasonable expenses.

Section 2 - Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms. Maximum terms as per state law.

Section 3 - Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have notice at least three days in advance.

Section 4 - Board elections: New directors and current directors shall be elected or re-elected by the members at the annual meeting. Directors will be elected by members present at the annual meeting. Candidates receiving the most votes shall fill the vacancies. No candidate for the board shall be allowed without prior vetting by the Board Development Committee at least 7 days prior to the meeting. The Board Development Committee shall recommend or not recommend the candidate to the membership.

Section 5 - Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the organization's diverse constituency.

Section 6 - Quorum: A quorum must consist of at least one-third of board members for business transactions to take place and motions to pass. As per MN state law. Electronic or telephone attendance is permissible.

Section 7 - Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice-chair shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 - Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from current board members one week in advance of a board meeting. These nominations shall be given to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member' term.

Section 9 - Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member may be terminated from the board due to excess absences, more than two

unexcused absences from board meetings in a year. A board member may be removed for this and other reasons by a three-fourths vote of the remaining directors.

Section 10 - Special meetings: Special meetings of the board shall be called upon at the request of the chair, or one-third of the board. Notices of special meetings shall be delivered by the secretary to each board member at least 24 hours in advance. Such notice may be electronic or via telephone. This assumes that a special meeting may likely be an emergency meeting. The purpose of the meeting must be stated in the notification.

ARTICLE V - Committees

Section 1 - Committee formation: The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2 - Executive Committee: The four officers and one additional director serve as the members of the executive committee. Except for the power to amend the Articles of Incorporation and bylaws, the executive committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 - Finance Committee: The treasurer is the chair of the finance committee, which includes three other board members. The finance committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the executive committee. The finance committee shall also recommend a system of internal financial controls to be reviewed and approved by the full board annually. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 4 – Board Development Committee: The Board Chair will appoint a Board Development Committee chair and four other board members to serve. The committee is responsible for accepting applications, nominations, and seeking out potential candidates to serve on the board in advance of the annual election. Prior to the convening of the committee, the full board will discuss and list the necessary and desired qualifications for board service while bearing in mind diversity, gender equity, and commitment to CURE’s mission. At least forty-five days before the annual meeting the committee shall post details of the candidate application process to the CURE website.

ARTICLE VI — Director and Staff

Section 1 - Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary. The Executive Director and any staff shall be subject to the financial controls set by the board.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a majority vote on _____.

Secretary _____ Date _____