

Friends of Griffith Woods, Inc.
Bylaws
Approved July 2006

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Article I – Purposes

This organization is dedicated to:

Facilitate preservation, restoration, and public use of the unique ecological, cultural, archaeological, and structural features of Griffith Woods, including ownership and operation of rehabilitated historic structures on the site;

Facilitate scientific and transdisciplinary research, education, and outreach at the site and at related ecological and cultural sites in the Bluegrass Region; and

Support and collaborate with the Griffith Woods Management Committee, raise funds in support of activities at the site, and communicate with relevant organizations and the general public.

Provide native plants and associated restoration services for Griffith Woods and cooperators elsewhere in the central Bluegrass Region.

Article II – Membership

Eligibility for membership

Any person is eligible to be a member of this organization upon his or her acceptance of the purposes and objectives of the Friends of Griffith Woods. The organization does not discriminate by sex, race, color, age, disability, religion, or sexual preference.

Categories of membership

The Board of Directors may establish categories of membership, with specific rights and dues appropriate to each. A person becomes a member by providing information requested on the application for membership and paying the dues required for the category of membership.

Rights of members in good standing

Each member shall receive notification of membership meetings, hold one vote at membership meetings, elect officers and Board members, and receive reports of each membership meeting. The membership establishes the vision for the organization and reviews major decisions made by the Board. Members are eligible candidates for committee membership and Board positions. The Board of Directors may establish additional rights of members in each category.

Removal and reinstatement

Any member whose dues remain expired for six (6) months after the annual due date shall cease to be a member and forfeit all claims they may have as a member. A member whose dues have expired may renew membership at any time by paying dues for the current year.

No termination action shall take place without thirty (30) days' prior electronic (with receipt notification) or written notice of proposed termination to the member.

The Board may expel a member for cause, including but not limited to failure to comply fully with Bylaws or Articles of Incorporation. A vote to expel a member must be taken during a board meeting, but only if (1) notice of intent to expel, including requirements for reinstatement, have been given to the member in question at least thirty (30) days prior to the meeting, and (2) the meeting notice states that expulsion of said member is on the meeting agenda. Said member may appeal an expulsion at a special meeting or through a mediator that is acceptable to a majority of Board members and the member who files the appeal. A member who has been expelled for cause may reinstate membership if he or she meets the requirements for reinstatement that are included in the expulsion notice.

Article III – Membership Meetings

Meetings: Annual and Special

An Annual Membership meeting shall be held in November, to elect officers for the coming year and conduct other business. The President may call Special membership meetings as needed. The President shall call a Special membership meeting within three weeks of receiving a petition to call a Special membership meeting if the petition is signed by ten percent (10%) or more of the membership or by five (5) members of the Board of Directors. Special meetings shall be called for a specific purpose, which shall be stated at the time of notification of the meeting.

Notice

Members shall receive notice of the meeting date, time, location, and items of business at least two weeks in advance of an Annual or Special membership meeting. Notifications of meetings shall be provided to the latest known electronic address of each member or via mail or telephone, as arranged with the Correspondence Secretary.

Voting, Quorum, and Decision Making

Each member shall have one vote. Twenty percent (20%) of the membership shall constitute a quorum for a membership meeting; in cases where paper voting is used, votes cast in advance count towards the quorum. In all decisions, members shall strive to achieve consensus, clarifying points of difference and consensus. Decisions shall formally be made either through a show of consensus or a majority vote, using Roberts Rules of Order as appropriate.

Article IV: Executive Committee

Makeup, selection and terms

The members of the Executive Committee shall be the President, Vice President, Immediate Past President, Treasurer, Recording Secretary, and Correspondence Secretary. Any member in good standing is eligible to be a candidate for an Executive Committee position. The terms of office shall be two (2) years, beginning December 1, with no member serving in one office for more than three (3) terms.

Authority and Responsibility

The Executive Committee shall be responsible for carrying out the policies developed by the Board of Directors. The Executive Committee shall oversee the hiring, supervising and terminating of such staff and contract workers as the board deems necessary to handle the day-to-day affairs of the Friends of Griffith Woods.

4.3 President

The President shall

Serve as Chief Executive Officer for the Friends.

Preside over all meetings of the board

Serve as principal spokesperson for the organization.

Serve as an Ex Officio member of all committees.

Have voting rights in all decisions of the board and membership.

Have the authority to call regular and special membership and board meetings.

Serve as liaison to Griffith Woods Management Committee or any future owner/management group(s), or appoint another liaison.

Vice President

The Vice President shall preside over meetings when the President is absent. The Vice President shall serve as Chair of at least one (1) standing committee, and may be assigned other special functions of the President by the board.

4.5 Immediate Past President

The immediate Past President is asked to serve on the Executive Committee until succeeded by another immediate Past President. If the immediate Past President is unavailable, the President may ask another past President to serve in this capacity. The Past President works with other past Presidents (as available) and others to develop a slate of nominations to the Board and Executive Committee.

Treasurer

The Treasurer shall:

Oversee the financial affairs of the organization.

Conduct an annual review of financial records.

Provide an annual budget, after soliciting input from each standing committee.

Provide quarterly reports to the Board of Directors and an annual report to the membership.

Provide membership fee payment information to the Correspondence Secretary at least quarterly.

Assure that funds are maintained and allocated according to policy, e.g. revenue from sales due to Restoration Operations shall be used only for restoration operations purposes.

Serve on the Marketing and Development Committee.

Recording Secretary

The Recording Secretary shall:

Ensure that appropriate and official records are created and maintained.

Conduct an annual review of organizational and historical records.

Oversee the recording of records of regular and special board and membership meetings and subsequent approval of those records. In instances where the Secretary is absent and has made no other arrangements to take minutes, the presiding officer shall designate an Acting Recording Secretary for that meeting.

Provide a report of each membership or board meeting within two (2) weeks of said meeting, and distribute that report to the membership or board, depending on which body held the meeting.

Serve on at least one (1) standing committee.

Correspondence Secretary

The Correspondence Secretary shall:

Ensure that all meeting notifications are distributed according to protocols established in these bylaws.

Maintain, with the Treasurer, a database of members and membership status.

Provide each member with a copy of any newsletter published by the Friends.

Notify members of dues renewals and other responsibilities.

Acknowledge donations and memberships.

Serve on the Marketing and Development Committee.

Article V: Board of Directors

Composition

The Board of Directors shall consist of the members of the Executive Committee, the Chairs of each Standing Committee, a representative from the Griffith Woods Management Committee, and three to six (3– 6) members-at-large.

Eligibility and Terms

Any member in good standing may be nominated for any position on the Board of Directors. The term of office for a board member shall be two (2) years, beginning December 1, except that six (6) initial board members shall agree to serve terms lasting one (1) year. No member of the board shall serve in one elected position for more than four (4) consecutive terms.

Authority and responsibility

The Board of Directors shall establish policy and operational rules for the Friends of Griffith Woods to pursue the vision established by the membership, and generally oversee the operations of the Friends of Griffith Woods

Meetings

The Board of Directors shall conduct Regular meetings at least six (6) times each year. The President may call a Special meetings of the Board as needed. The President shall call a Special meeting of the Board within three (3) weeks of receiving a petition to call a Special membership meeting if the petition is signed by ten percent (10%) or more of the membership or by five (5) members of the Board of Directors. Special meetings shall be called for a specific purpose, which shall be stated at the time of notification of the meeting. A Special meeting of the Board may be held in person or by conference call.

5.5 Notice

Board members shall receive notice of the meeting date, time, location, and items of business at least two weeks in advance of a regular or special board meeting. Notifications of meetings shall be provided to the latest known electronic address of each board member or via mail or telephone, as arranged with the Correspondence Secretary.

Quorum

A simple majority of Directors shall constitute a quorum and a quorum shall be necessary to conduct an official meeting.

Removal of directors

Cause for removal of a director shall include, but is not limited to, the failure of a director to regularly attend meetings of the board. A director may be removed upon a two-thirds (2/3) vote of the Board of Directors if said director has failed to attend three consecutive regular meetings of the board or more than 50% of the meetings in one year. A director may be removed, for any cause, by a two-thirds (2/3) vote of the members present at a Regular or Special membership meeting called for that purpose. Notice of the proposal to remove a director must be included in the meeting notice. The removed director shall be notified of action to remove and steps to remain on the board.

Vacancies

Should a member of the Board of Directors resign or be removed from a position during the first half of a term, an election shall be held to fill the vacancy. If a member of the board resigns or is removed during the second half of a term, the remaining board members shall appoint a person to fill the vacancy or appoint the Vice President to fill the vacancy.

Article VI: Standing Committees

6.1 Composition and Accountability

Standing Committees shall be composed of members in good standing. The Chairs of

Standing Committees are elected at annual meetings and serve on the Board of Directors. The Chair shall recruit committee members. The Executive Committee shall annually review committee makeup to ensure that membership is adequate for the responsibilities. All committees report to the Board of Directors.

Restoration Operations Committee

The Restoration Operations Committee shall establish policy for and actively support operation of the nursery and restoration activities at the site. The primary purpose of the Nursery is to support vegetative restoration activities at the Griffith Woods site. The secondary purposes are to provide materials and professional services for restoration activities in the neighborhood and throughout the Bluegrass Region, and to raise funds to support restoration at the site.

Cultural Facilities Committee

The Cultural Facilities Committee shall establish policy and actively support rehabilitation and maintenance of the cultural facilities (i.e. physical infrastructures) at the site, including oversight of contractors, etc., and site management of any property owned or operated by the Friends at the Griffith Woods site. The purposes of the Cultural Facilities on the site are to honor and display the cultural heritage of the site and the Bluegrass Region, assist in attracting visitors and supporters to the site, and provide facilities that support restoration activities.

Education and Outreach Committee

The Education and Outreach Committee shall establish and conduct programs that promote native ecosystem restoration activities at Griffith Woods and throughout the Bluegrass Region, and while expanding and retaining members of the Friends of Griffith Woods. Programs of the Education and Outreach Committee shall work with the Marketing and Development Committee to produce an annual celebration event for the membership

Marketing and Development Committee

The Marketing and Development Committee shall establish and conduct programs that provide the resources necessary to support the purposes of the organization and the organization, as defined by the board of directors and the membership. Programs shall include but not be limited to donations, grants development, major donor programs, sales, events, newsletter, and new member recruitment. The Marketing and Development Committee shall work with the Education and Outreach Committee to produce an annual celebration event for the membership.

6.6 Nominating committee

The Nomination Committee shall seek appropriate candidates for board and officer positions, announce candidates to the membership at least two (2) weeks in advance of the annual meeting, and conduct elections at the annual meeting. The Immediate past President chairs the Nominating Committee.

Article VII: Special and Ad hoc Committees

The Board may establish special or ad hoc committees to conduct the business of the organization, and provide a specific charge to each. All Committees shall be composed of members in good standing. A member of the board shall serve on each special or ad hoc committee. The President shall appoint a Chair of each special or ad hoc committee. All committees report to the Board of Directors, with either the Chair or a board member serving as liaison to the board.

Article VIII: Finances

Fiscal year

The fiscal year shall be from July 1 through June 30.

Membership dues

Membership dues shall be payable annually, for the calendar year, and are not refundable. The amount of membership dues shall be determined by the Board of Directors, and may vary per membership category. To remain in good standing, a member must pay dues by February 15.

Budget

The Executive Committee shall develop a budget for consideration by the Board of Directors at the board meeting immediately prior to the annual meeting. The budget shall be subject to review by the membership at the annual meeting.

Financial reviews

The books of the Friends of Griffith Woods shall be audited at least once every five (5) years and whenever a new Treasurer begins a term of office.

Compensation

No person shall receive compensation for membership or board membership in the organization, beyond reimbursement for travel or other expenses.

Disbursements

The Board shall establish policies that enable disbursement decisions to be made and recorded in a manner that is efficient, and accountable to the budget and the organization.

Article IX: Amendments

These bylaws may be altered or amended by a two-thirds (2/3) majority vote at a

membership meeting if notice of the meeting states that an amendment is proposed and includes specific information about the amendment proposal.

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