

DRAFT BYLAWS OF CYPRESS CHAPTER INC.
OF
THE IZAAK WALTON LEAGUE OF AMERICA
IWLA Chapter #10-046

ARTICLE 1 – NAME

The name of this corporation is "CYPRESS CHAPTER INC. OF THE IZAAK WALTON LEAGUE OF AMERICA." It is hereafter referred to in these Bylaws as "the Chapter."

ARTICLE II – PURPOSE

- Section 1. The purpose of this organization is scientific and educational, to inform its members and others about the value of natural resources; to conserve, maintain, protect, restore and defend natural resources and the environment; and to encourage public and private agencies to do likewise.
- Section 2. These bylaws and the operation of this Chapter shall at all times be consistent with and in agreement with the bylaws of the Izaak Walton League of America, the national organization from which we have our charter. In the case of any disagreement between the Chapter’s bylaws and the national bylaws, the national bylaws shall control.

ARTICLE III – BOARD OF DIRECTORS

- Section 1. **General Powers.** The property, affairs and business of the Chapter shall be conducted, managed and controlled by the Board of Directors. The Board of Directors may by general resolution delegate to the Chapter officers or committees such powers as provided by these Bylaws.
- Section 2. **Number and Term.** The Board of Directors shall consist of **at least three** and not more than nine active Chapter members, who shall be elected by the active members of the Chapter for three-year terms on a rotating schedule, with up to three directors being elected each year.
- Section 3. **Quorum.** A majority of the Board of Directors shall constitute a quorum for transacting business. Meetings may be held electronically.
- Section 4. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by these Bylaws.

Section 5.1. **Meetings.** Regular meetings of the Board of Directors shall be held at least quarterly. These meetings may be held on the day of regular Chapter meetings, prior to the membership portion of the meeting. All meetings of the Board of Directors shall be open to all active Chapter members.

Section 5.2. Special meetings of the Board of Directors shall be held at the call of the President or at the request of a majority of the Board of Directors. Special meetings shall be held on not less than twenty-four (24) hours verbal or written notice. **E-mail notice shall be given to all board members concurrently with any verbal notice.**

Section 5.3.. Board meetings may be held by electronic means with members not actually in the presence of one another.

Section 6. **Compensation.** Directors shall not receive compensation for their services as Directors, however may be reimbursed for expenses incurred for activities authorized by the Board of Directors.

Section 7. **Removal.** A majority vote of the Directors shall be required to remove a Director from office prior to the expiration of the term for which he or she has been elected.

Section 8. **Resignation.** Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified in the notice, or, if no time is specified, at the time of acceptance thereof, as determined by the President or Board of Directors.

Section 9. **Vacancies.** Vacancies among the Directors, whether caused by resignation, removal, death, or expiration of a term, may be filled by the remaining Directors at any regular or special meeting.

ARTICLE IV – OFFICERS

Section 1. **Officers.** The officers of the Chapter shall be a President, Vice-President, Secretary and Treasurer. Only active members shall be eligible to hold office.

Section 2. **Term.** Chapter officers shall be elected to hold office for a term of one year or until their respective successors are elected and qualified by the Board of Directors at its first meeting after the annual election of Directors each year.

Section 3.1. **Duties.** The President shall be the chief executive officer of the Chapter. It shall be the duty of the President to preside at all meetings of the Chapter and of the Board of Directors and to perform such duties as ordinarily pertain to that office.

- Section 3.2. The Vice-President shall, in the absence of the President, perform the duties of the President and such further duties as shall be assigned to him by the Board of Directors or the President.
- Section 3.3. The Secretary shall keep an accurate record in permanent form of all business transactions and shall perform such other duties as may be prescribed from time to time by the Board of Directors.
- Section 3.4. The Treasurer shall be responsible for all money received by the Chapter; shall deposit such money in the manner hereinafter prescribed; shall annually account for the same to the Board of Directors. Upon ~~his~~ retirement from such office, the Treasurer shall turn over to the successor Treasurer all funds in his or her possession belonging to the Chapter. The Treasurer and other officers who handle money shall, if required by the Board of Directors, furnish satisfactory bond, the cost of which shall be paid by the Chapter.
- Section 3.5. The duties of all other officers and agents shall be as determined by the Board of Directors.
- Section 4. Removal.** The Board of Directors of the Chapter may at any time by a majority vote ask for, demand, receive and accept the resignation of any officer or employee of the Chapter, other than a Director or the President, and upon his or her refusal to tender such resignation or refusal to resign, the majority of said Board of Directors may dismiss that person from office, declare said office vacant, and elect a successor to serve in that office. The President shall be removed only upon a two-thirds vote of the Directors.
- Section 9. **Vacancies.** If any vacancy occurs during the year, in any one or more of the above offices, for any reason, the Board of Directors, at any regular or special meeting, may elect a successor or successors who shall hold office for the unexpired term of that position.

ARTICLE V – MEMBERSHIP AND DUES

- Section 1. The annual individual membership dues shall be \$8.00, plus current national dues and Florida Division dues, if applicable, and shall be payable on or before the first day of January each year. A member whose dues are paid is an active member. Family membership shall be one and one-half (1.5) times the individual membership dues. Student member dues shall be one-half (0.5) times the individual membership dues. Youth memberships shall be one-fifth (0.2) times the individual membership dues. [Note: National Life and Life Benefactor Members pay only the Chapter and Florida Division dues.]

- Section 2. Only **active** members in good standing shall be eligible to hold office, vote at meetings or otherwise enjoy the privileges of the organization.
- Section 3. Any member, who by his conduct violates the rules of this Chapter or of the national organization, may be expelled from membership by a two-thirds vote of the Board of Directors at a regular board meeting, provided the member has been given at least twenty-four hours notice of the proposed action and an opportunity to respond to the alleged violation. All charges alleging such conduct shall be supported by a signed affidavit.
- Section 4. Any member whose connection with the Chapter is severed by resignation, death, expiration of membership, or otherwise shall lose all benefits of membership in the Chapter.
- Section 5. Each Student Membership listed in this Section shall include one adult between eighteen and twenty-one years of age, or a full-time undergraduate student over age twenty-one. Student Members shall be entitled to vote, hold office at the chapter, state and national level and act as a delegate to state division and national conventions. Each Student Membership shall be counted as one member on the national membership rolls.
- Section 6. Each Youth Membership listed in this Section shall include one child under the age of eighteen years, or a full-time high school student under the age of nineteen years. Youth Members shall not be entitled to vote, hold office at the chapter, state and national level or act as a delegate to state division and national conventions unless they are a member of a recognized youth chapter. Each Youth Membership shall be counted as one member on the national membership rolls.
- Section 7. Dues for individual or family dues consist of Cypress Chapter dues, Florida Division dues and National IWLA dues, if applicable, and are to be paid in a single payment to the chapter treasurer or Membership Dues Recipient (“MDR”). National life members and national life benefactor members of the IWLA do not pay the national IWLA dues portion as their national life memberships already cover those dues. Half-year memberships shall be available for persons or families joining after June 30 of any year. A person or family joining the chapter after September 30 with a full year’s dues may elect to have their membership apply to the following year, and that membership shall be effective starting January 1 of the following year.
- Section 8. Members renewing their membership pay their dues for the succeeding year between September 1 and December 31 of the current year. Persons or families that have not paid their dues by January 1 of the year are not ‘in good standing’ until their dues for the current year have been paid and may not vote, hold office

in the chapter or otherwise enjoy the benefits of membership until their dues are paid for the current year.

ARTICLE VI – MEETINGS

Section 1. Regular meetings of the Cypress Chapter shall be held at a place designated by the President on a schedule to be determined by the Board of Directors.

Section 2. Special meetings of the Chapter may be called at any time by the President, by a majority of the Board of Directors, or by not less than one-fifth of the active members, by mailing a written notice, or by e-mailing a notice, or by telephone call to members, stating the time and place of such meeting, at least five (5) days before the time of such meeting.

Section 3. A quorum shall exist when a number of members equal to one-half of the Chapter's Florida resident members plus one is present.

Section 4. Meetings may be held by electronic means with members not actually in the presence of one another.

ARTICLE VII – COMMITTEES

Section 1. **Appointment.** The Board of Directors, or the President, with the consent and approval of the Board of Directors, shall appoint such standing and special committees consisting of two or more persons as the Board of Directors shall direct.

Section 2. **President Ex-officio member.** The President shall be an ex-officio member, without vote, of all committees.

Section 3. Term. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Chapter or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless the member shall be removed from the committee, or unless said member shall cease to qualify as a member thereof.

Section 4. Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the committee.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in case of the original appointments.

Section 6. **Manner of Acting.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the committee members present at a meeting where a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII – FINANCES

Section 1. **Fiscal Year.** The fiscal year of the Chapter begins on the first day of January and ends on the thirty-first day of December of each year.

Section 2. **Deposit of Funds.** All funds of the Chapter shall be deposited by the Treasurer, or upon his or her order, in the name of the Chapter, in such bank or banks as may be designated by the Board of Directors.

Section 3. **Disbursements.** All disbursements shall be by check, signed and countersigned (if required) by such persons as the Board of Directors may designate.

Section 4. **Annual Audit.** A thorough audit shall be made at least once a year by a committee designated by the Board of Directors and submitted at a regular meeting of the Chapter.

ARTICLE IX – BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, membership meetings and any committees having any authority of the Board of Directors.

ARTICLE X – AMENDMENTS

Section 1. These Bylaws may be amended by a majority vote of the Board of Directors, after notice to the members that such amendment is proposed.

Section 2. No amendment that would place these bylaws in conflict with the bylaws of the national Izaak Walton League shall be valid.

Adoption:

These bylaws were adopted by Board of Directors of the Chapter on _____
_____ to become effective immediately upon adoption.
_____ President
_____ Secretary