

**BYLAWS**  
**of**  
**Friends of Corte Madera Creek Watershed**

A California Non-Profit Public Benefit Corporation, founded in 1995

**ARTICLE I. NAME AND OFFICE**

Section 1. NAME. The name of this corporation shall be the Friends of Corte Madera Creek Watershed, herein referred to as "FCMCW."

Section 2. FORM. FCMCW shall be a nonprofit public benefit corporation incorporated under the laws of California.

Section 3. PRINCIPAL OFFICE. FCMCW shall maintain its principal office in Marin County at such location as the Board of Directors shall determine.

**ARTICLE II. PURPOSE AND POLICY**

Section 1. PURPOSE. The purposes of FCMCW as set forth in its articles of Incorporation shall be to protect, enhance and restore the biological, chemical and physical resources of the Corte Madera Creek watershed to achieve a productive and ecologically diverse natural system.

Section 2. POLICY. In furtherance of this purpose, the policy of FCMCW is to educate its members and the public, and to conduct enhancement and education programs.

**ARTICLE III. DIRECTORS**

Section 1. COMPOSITION AND NUMBER. The Board of Directors shall consist of the officers and the directors of FCMCW. The number of directors shall be a minimum of nine (9) and a maximum of 15. The number of directors may be changed by vote of the Board of Directors.

Section 2. ELIGIBILITY. Any interested member of the public who regularly attends meetings and supports the goals of FCMCW may be a director.

Section 3. ELECTION. Those who attend meetings and support the goals of FCMCW shall elect the directors. The election of directors shall occur at the annual meeting.

Section 4: TERM OF OFFICE. For the year immediately following adoption of FCMCW's Articles of Incorporation, directors shall serve a one-year term of office; thereafter, the term shall be three years, with approximately one-third of the terms expiring in any one year.

Section 5. POWERS AND DUTIES. The Board of Directors shall determine the policy and conduct the affairs of FCMCW and shall have the power to take any action that, in its judgment, will advance the purposes of FCMCW as set forth in these bylaws and in the Articles of Incorporation.

Section 6: NOMINATIONS. A nominating committee, consisting of at least three (3) people, shall be established by the Board of Directors to select nominees for the Board of Directors. The nominating committee shall submit in writing, prior to the annual meeting, names of nominees willing to serve on the Board of Directors so that these persons may be elected at the annual meeting.

Section 7: ATTENDANCE. In the twelve-month period commencing with each Annual Meeting, a director may be absent from not more than four (4) regular meetings or three (3) regular meetings and the Annual Meeting. A fifth absence in the twelve-month period shall be deemed a resignation without appeal. The Board of Directors may authorize absences for members of the Board of Directors conducting FCMCW business. Severe illness shall also be excused.

Section 8: VACANCIES. When a vacancy occurs on the Board of Directors, an individual member shall be selected by the remaining directors to fill the vacancy and shall serve until the next Annual Meeting at which time the membership shall elect an individual member to fill the remaining unexpired term created by the vacancy.

#### **ARTICLE IV. MEMBERSHIP**

The persons constituting the Board of Directors are, for the purpose of any statutory provision or rule of law relating to nonprofit corporations, are the members of the corporation and shall exercise all the rights and powers of members thereof.

#### **ARTICLE V. OFFICERS**

Section 1. NUMBER. The officers of FCMCW shall be four (4) in number: President, Vice President, Secretary, and Treasurer.

Section 2. ELIGIBILITY. Officers may be any member of the Board of Directors in good standing.

Section 3. ELECTION. Officers are elected at the annual meeting by a vote of the Board of Directors.

Section 4. TERM. Each officer shall be elected to a one-year term ending at the next Annual Meeting. If an officer resigns at mid-term, the officer may continue to serve as a member of the Board of Directors, provided that the ex-officer's service as a director until the next annual meeting would not cause the size of the Board to exceed the maximum limit on the number of directors established in Article III, Section 1.

Section 5. POWERS AND DUTIES.

- a. The president shall preside at all meetings, including the Annual Meeting.
- b. The Vice President shall act for the President in case of absence or disability. The Vice President shall succeed to the presidency if that office becomes vacant prior to the next Annual Meeting.
- c. The Secretary shall keep, or cause to be kept, a book of minutes of all meetings, proceedings, and actions of the Board of Directors and of all other meetings. The secretary shall also keep, or cause to be kept, a copy of the Articles of Incorporation and the bylaws as amended to date. The Secretary shall also keep the corporate seal in safe custody and shall have such other powers.
- d. The treasurer shall invest and maintain FCMCW funds in a manner approved by the Board of Directors and shall keep the Board advised of the state of FCMCW finances. The treasurer shall present a financial report to the Board of Directors annually, in accordance with Section 6321 of the Nonprofit Law. The financial report shall be made available to any member of the public who so requests.
- e. Officers shall perform such additional duties as may be assigned by the Board of Directors.

Section 6. VACANCIES. Vacancy in any office shall be filled by the Board of Directors, except as otherwise herein provided.

## **ARTICLE VI. MEETINGS**

Section 1. REGULAR MEETINGS. Regular meetings shall be monthly during the year at a location in Marin County.

Section 2. ANNUAL MEETING. The Annual Meeting shall be held at the regular meeting in May of each year.

Section 3. SPECIAL MEETINGS. The Board of Directors may schedule other meetings, either to reach a wider audience for public information purposes, or to conduct working sessions with the Board of Directors. Public information meetings must be noticed in advance. If a special meeting of the Board of Directors is called, notice must also be given in advance (4 days in advance by first class mail or be delivered by fax, telephone, or in person 48 hours in advance).

Section 4. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn. When a quorum is present, a decision of a majority of those present and voting constitutes an act of the Board. At a meeting at which a quorum is initially present, remaining directors may continue to transact business, even though directors may have withdrawn, so long as any action taken is approved by at least a majority of the quorum required for the meeting.

## **ARTICLE VII. COMMITTEES**

The Board of Directors may establish advisory and technical committees to further the goals of FCMCW.

## **ARTICLE VIII. RIGHT OF INDEMNITY**

The Corporation shall indemnify officers and agents to the extent allowed, and within the limits imposed, by the Nonprofit Law.

## **ARTICLE IX. AMENDMENTS TO THE BYLAWS**

A majority of the Board of Directors may make amendment to these Bylaws, subject to the provisions of the Nonprofit Law, Sections 5150 and 5151. Amendments should be made at the annual meeting and noticed at least four (4) weeks prior to it.

## **ARTICLE X. PARLIAMENTARY AUTHORITY**

The rules contained in *Roberts Rules of Order, Newly Revised* (Scott, Foresman Edition) shall govern FCMCW to the extent that they are consistent with these Bylaws or with applicable law.

## **ARTICLE XI. DISSOLUTION**

Under the dissolution or winding up of the Corporation, the assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund foundation or corporation which is organized and operated exclusively for charitable, religious, and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.