

Louisiana Master Naturalists - Northeast, Incorporated

OFFICIAL BYLAWS

Article I: Name and Affiliation

The official name of the organization is Louisiana Master Naturalists - Northeast, Incorporated (hereinafter referred to as “LMN-NE”).

Article II: Purposes

Section 1: LMN-NE is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code or corresponding section of any future federal tax code. LMN-NE is further organized and operated as a private operating foundation as defined by IRS Code Section 508(e) in that LMN-NE uses whatever funds are available exclusively and directly for active conduct of the environmental training of its members and the general public as described in the following paragraph.

Section 2: The primary goals of LMN-NE shall be to assist the general public to a better understanding of the natural world and to promote conservation and preservation of native plant and animal life and habitats within the Northeast Louisiana area (i.e., Union, Morehouse, West & East Carroll, Lincoln, Ouachita, Richland, Madison, Jackson, Caldwell, Franklin and Tensas Parishes). LMN-NE shall conduct at least annually but preferably twice a year a program consisting of 40 to 50 hours of natural history training aimed at creating or expanding awareness and understanding of plants and animals, their natural habitats, and the roles they play in natural ecosystems. Refresher and continuing training of the same design shall be provided at quarterly membership meetings. Graduates from the basic naturalist course will be required to maintain their educational status on an annual basis.

Section 3: LMN-NE shall at all times strive to enhance the ability of Master Naturalists to exchange information freely with other Master Naturalists, to communicate the value and accomplishments of the Master Naturalist Program to the public, and to provide funding for LMN-NE activities.

Section 4: Notwithstanding any other provision of these bylaws, LMN-NE shall not conduct activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization whose contributions are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article III: Membership

Section 1: Membership in LMN-NE is open to anyone who is interested in our mission and activities. Certification will be awarded only to those who have successfully completed the Louisiana Master Naturalist training program. Membership shall not be denied or abridged based on sex, race, age, color, religion, national origins, disabilities, or any other artificial barrier.

Section 2: A person who has completed an official Master Naturalist training program in another state can affiliate with LMN-NE by taking its training course at a rate specified in the LMN-NE Policies & Procedures Handbook

Section 3: The following membership categories exist:

- Section 3.1: Charter members and Certified Master Naturalists are full members and have full privileges of LMN-NE (voting, eligibility to be elected to the Board of Directors and to be an officer, and can be a committee member or chair). Each must annually pay dues and meet the volunteer and continuing education requirements.
 - Section 3.1.1: To become certified, members must complete the LMN-NE curriculum consisting of 40 to 50 hours of natural history training aimed at creating or expanding awareness and understanding of plants and animals, their natural habitats, and the roles they play in natural ecosystems.
 - Section 3.1.2: Although LMN-NE will offer the complete course annually, trainees may take up to three (3) years to complete the curriculum.
- Section 3.2: Associate members are enrolled in or have completed the LMN-NE training course and paid dues, but have not yet completed their volunteer and continuing education requirements. Associate members may vote at general membership meetings and, upon completing two-thirds of the curriculum (at least 26-33 hours), may be elected to the Board and/or chair a committee.
- Section 3.3: Supporting members are those who pay dues and complete twenty (20) hours of service and/or education annually but have not completed and are not enrolled in the Master Naturalist training program. Supporting members are welcome to participate fully in general membership meetings, but may not serve on the Board of Directors or chair committees.

Section 4: Members shall be required to pay annual dues on or before January 1 of each year for the forthcoming calendar year. The amount of annual dues shall be the same for all classes of membership and the details thereof will be determined by the Board of Directors and published in the LMN-NE Policies & Procedures Handbook.

Article IV: Organization

Section 1: The Executive Committee shall consist of the four elected officers (President, Vice President, Secretary, and Treasurer), the Immediate Past President, and the Certification Committee chair. The Executive Committee, physically meeting with a minimum of four members constituting a quorum and under the direction of either the President or the Vice President, is empowered to make decisions on any matter so long as its decisions are affirmed by the next meeting of the Board of Directors. A simple majority of those present is necessary to confirm a decision or action.

Section 2:

- Section 2.1: The Board of Directors will have a maximum of 15 members, inclusive of the Executive Committee, consisting of three (3) cohorts elected in successive years – 5, 5, and 5 directors.
- Section 2.2: The Board of Directors will meet face-to-face, with the president or the vice president presiding, at least one (1) time per year in a month that does not have a General

Membership Meeting, and via telephone conference call at least once each of the quarters in which the face-to-face meeting is not scheduled, to manage the routine or emergency affairs of LMN-NE, providing there is business that needs attention.

- Section 2.3: All agenda items to be considered at a specially called meeting must be published with the call for the meeting.
- Section 2.4: A quorum of the Board of Directors essential to conduct business will be at least 51% of the total of elected directors.
- Section 2.5: A simple majority of those present is necessary to confirm a decision or an action taken by the Board of Directors.

Section 3: The Board of Directors will establish Standing Committees as needed, appoint a chairperson, allow the chairperson to appoint members of the committee, give a written charge to the committee chairperson and members, and announce these committees by way of the website, membership meetings and mailings, and the LMN-NE Handbook. The President of the Board, after consultation with the Board of Directors, will appoint Ad Hoc (Special) Committee Chairpersons, and allow the chairperson to appoint members of the committee. All Committee Chairpersons will appropriately render to the Board of Directors those reports called for by the LMN-NE Handbook and/or their written charge. Committee chairpersons serve at the discretion of the Board of Directors (Standing Committees) or the President of the Board (Ad Hoc or Special Committees) and may be replaced or dismissed at any time.

Section 4: The terms of office for the four elected officer positions will be one year. The incumbent President and Vice President may be reelected for two consecutive years in the same office, then may not be reelected to the same office for a period of two years. The Immediate Past President will serve until replaced by an outgoing president; the Certification Committee chair will be the person serving in that position, regardless of length of service.

Section 5: By way of written minutes made publicly available to all members, the Board of Directors will keep the general membership apprised of the business conducted and decisions made at each monthly meeting. The general membership is welcome and encouraged to attend Board of Directors meetings and interact with the Board according to the conditions laid out in the LMN-NE Policies & Procedures Handbook.

Section 6: Proxy or absentee voting is not allowed, neither by the Board of Directors in their deliberations nor at general membership meetings.

Article V: Nominations and Elections

Section 1: The Board of Directors will assure that a Nominations Committee is operational at all times and has been charged with the duties of discovering and developing new leadership for LMN-NE.

Section 2: Before the third-quarter General Membership meeting, the Nominations Committee determines which positions will be up for election and makes a presentation at the third-quarter General Membership meeting to solicit candidates for those upcoming vacancies. Charter Members and Certified Master Naturalists in good standing may make nominations, and self-nominations from those two categories are allowed. At the October Board of Directors meeting, the Nominations Committee presents a tentative nominations slate, including for Board positions

and all officers, to the Board of Directors and seeks their guidance. Two weeks before the November General Membership meeting, the Nominations Committee presents an official slate of nominations to the President of the Board. At the same time, the Secretary presents a listing to the President of the Board of those Master Naturalists who have current voting rights. The election will be held at the fourth-quarter General Membership meeting.

Section 3: All elections will be by written, secret ballot and will be counted by three or more neutral persons. Proxy or absentee voting is not allowed. The results of the election will be announced immediately but will typically not be effective until the following January 1.

Section 4: If a board member misses three consecutive board meetings without notifying the Secretary in advance, the board member is automatically removing himself/herself from the board. The Secretary will notify him/her of this immediately.

Section 5: The Board of Directors has the power to vote board members off the board for cause. This will take a minimum of two thirds of those board members present at a regularly called meeting that has a quorum.

Section 6: Whenever a vacancy occurs within the present officer or board positions, the Nominations Committee will submit one or more recommendations for the filling of the vacant position. The seated officers and board must consider these recommendations but are not bound to select from among these candidates. The Board of Directors selects a replacement and installs that person into the vacant position until the effective date of the next election.

Article VI: Duties of Key Office Holders

President of the Board:

- Presides over all meetings and activities.
- Assures the efficiency of all operations and the accountability of all funds and assets.
- Represents LMN-NE in all external interactions.
- Guarantees that a mentor relationship exists between the Master Naturalist class-in-training and LMN-NE membership.
- Oversees the actions and activities of the other officers and committees.
- Appoints special committees and task forces as deemed necessary.
- Ascertain that the membership and the general public are accurately and timely informed of all issues of consequence regarding LMN-NE.
- Renders effectively those reports and/or duties assigned by the LMN-NE Policies & Procedures Handbook.

Vice President:

- Assumes any or all of the duties of the President of the Board upon request of the President or in the absence of the President.
- Assists the President at all times.
- Provides support to the Secretary and the Treasurer and assistance when needed.
- Coordinates the public relations efforts of LMN-NE.
- Carries out those special duties assigned by the President of the Board.

- Renders effectively those reports and/or duties assigned by the LMN-NE Policies & Procedures Handbook.

Secretary:

- Develops, maintains, and archives the administrative records of LMN-NE.
- Presents the minutes of previous meetings whenever required.
- Receives and maintains all incoming correspondence, assures that appropriate action is taken in a timely manner where a deadline has been imposed, and prepares all outgoing correspondence for the approval and/or signature of the President of the Board.
- Prepares and updates an annual events calendar for LMN-NE.
- Composes the agenda and distributes meeting notices for each meeting.
- Substitutes for the Treasurer when necessary.
- Notifies members of upcoming meetings.
- Renders effectively those reports and/or duties assigned by the LMN-NE Policies & Procedures Handbook.

Treasurer:

- Assures that all assets of the organization—monetary and physical—are safeguarded and properly accounted.
- Develops, maintains, and archives the fiscal records of LMN-NE.
- Prepares a fiscal report for each meeting of the board or the general membership.
- Fulfills state and federal tax requirements and arranges for an annual external audit of the fiscal records.
- Assures that an adequate liability insurance policy is in effect at all times.
- Prepares a proposed annual budget for the upcoming fiscal year (January 1 thru December 31) to be presented at the November general membership meeting.
- Substitutes for the Secretary when necessary.
- Renders effectively those reports and/or duties assigned by the LMN-NE Policies & Procedures Handbook.

Immediate Past President:

- Assists the President of the Board in any way possible.
- Serves as an advisor to the Board of Directors on past successes and pitfalls.
- Coordinates the awards and recognitions program for LMN-NE.
- Administers special projects as might be assigned by the President or Board of Directors.
- Chairs the Nominations Committee.
- Renders effectively those reports and/or duties assigned by the LMN-NE Policies & Procedures Handbook.

Member, Board of Directors:

- Serves the fiduciary duties of LMN-NE.
- Assumes specific responsibilities as requested by the President or Board of Directors.
- Represents the general membership in deliberations of policy and planning.
- Assists all other members of the Board of Directors in the proper management of LMN-NE.

- Renders effectively those reports and/or duties assigned by the LMN-NE Policies & Procedures Handbook.

Committee Chairperson:

- Accepts the assignment given to him or her by the Board of Directors or the President.
- Refines the concept and develops the responsibilities of the mission, organizes an effective committee, and methodically accomplishes the identified task to the best of his or her abilities.
- Continues to manage the essential undertaking until told otherwise by the Board of Directors.
- Renders effectively those reports and/or duties assigned by the LMN-NE Policies & Procedures Handbook.

Article VII: General Membership Meetings

Section 1: A general membership meeting will be scheduled each quarter of the year, typically the months of January, April, July or August, and October. The exact time, place, location, and other details will be sent to every member of LMN-NE at least fifteen days prior to the meeting. The first order of business will be a one-hour educational program, typically with a guest speaker. The second item of business will be a report by the Board of Directors of business conducted during the quarter and plans for future business. A social period will either precede or follow the business meeting.

Section 2: At the fourth-quarter general membership meeting, an election of officers and board members will occur. At least 15 days prior to this meeting, the President will assure that a slate of officers and board nominees is sent to each LMN-NE member along with a reminder of the election.

Section 3: The quorum required for performing official business consists of all the members in attendance in response to the official notice sent in accordance with the rules in Section 1 of this Article.

Article VIII: Amendment of Bylaws

Proposed amendments to these bylaws must be submitted in writing, by any member of LMN-NE or an officially appointed ad hoc bylaws committee, to the President of the Board. If deemed appropriate by a majority of the Board of Directors, or if presented in writing with the signatures of 10% of the active membership, the proposed amendments shall be made known to all members at least 15 days prior to the meeting at which they will be considered. Adoption of any change to the bylaws requires the presence of a quorum of the Board of Directors as prescribed in Article IV, Section 2.4, with the vote confirming the adoption requiring two thirds of those board members voting.

Article IX: LMN-NE Policies & Procedures Handbook

An LMN-NE Policies & Procedures Handbook shall be developed and serve the organization as a policy and procedures guide and shall provide the myriad details that are essential to the proper

functioning of the LMN-NE (e.g., listing and composition of committees, the amount of the annual dues, the process by which a project becomes approved for volunteer hours credit, and so forth). The handbook shall be made available to every member of the LMN-NE and shall be maintained as close to current as time and resources permit. A master copy of the handbook with pen-and-ink changes shall be maintained by the Board of Directors and shall be current at all times. These bylaws will always prevail over any discrepancy or conflict with the LMN-NE Policies & Procedures Handbook.

Article X: Parliamentary Procedure

All meetings and deliberations will be conducted using the latest version and knowledge of Robert’s Rules of Order (Newly Revised, 11th Edition or successor editions). Whenever a conflict with these bylaws arises, the bylaws will have precedence. In all cases, decisions regarding proper protocol will favor the expedition of business, the rights of the individual to speak, common courtesy, and fair play. When there is a challenge to parliamentary procedure, a simple majority vote by the officers present will determine the outcome. At a general membership meeting, this decision by the officers can be overturned by a two-thirds vote of the total membership present at the meeting.

Article XI: Conflicts of Interests and Prohibitions

No part of the net earnings of LMN-NE shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these bylaws. A policy statement regarding conflicts of interest shall be maintained on a current basis in the LMN-NE Policies & Procedures Handbook. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article XII: Dissolution

In the event of dissolution of the LMN-NE, after paying or adequately providing for the debts and obligations of the LMN-NE, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which has goals similar to those of Louisiana Master Naturalists – Northeast, Inc., which is organized and operated exclusively for charitable, educational, and/or scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code. Otherwise, the remaining funds will be left to the State of Louisiana for use by any state agency involved in the study, care, conservation, or preservation of the elements of the natural world.

Adopted 11/28/17

President: Bette J. Kauffman

Revised: