

# Bylaws of Restoring the Stanislaus River

## **Article I: Purpose (Mission Statement)**

To restore and steward the Stanislaus River for the benefit of humans and nature throughout its watershed.

## **Article II: Members**

Restoring the Stanislaus River has no members and instead invites anyone to take part and assist in our efforts.

## **Article III: Leaders**

### **Section 1. Board of Directors**

*Appointment & Terms:* The Board of Directors consists of the President, Vice President, Secretary, Treasurer, and any additional directors for a minimum of three and a maximum of seven directors. If necessary, the same person may serve as Secretary and Treasurer.

New directors may be appointed by the current Board of Directors at any Board meeting per the decision-making process. Candidates must have been actively involved in efforts to restore the Stanislaus River and/or its watershed for at least six months. Candidates also must be interested in governance and supportive of the organization's mission. Directors' term limits are the maximum allowed by California law. Directors who circulate off the Board are encouraged to continue as Advisors.

*Responsibilities:* As the decision-making body, the Board of Directors oversees the entire organization. All directors hold equal responsibility to ensure the organization achieves its mission. Each thinks critically and ethically, as an individual, before acting and does their part to ensure the organization obtains measurable success towards its mission every year. Before the start of each year, the Board approves an annual work plan and budget. The fiscal year is the calendar year.

The Board includes the following positions and responsibilities:

- The President presides. The President also manages contracts and contractors until an Executive Director is hired.
- The Vice President is the first advisor to the President and can stand in for the President.
- The Treasurer oversees the bank account and maintains the accounting books. The Treasurer also ensures payment of bills and submission of tax forms.
- The Secretary takes notes during Board meetings and then distributes the minutes to all other directors. The Secretary may occasionally delegate these responsibilities.

*Decision-making process:* Decisions are made by consensus with a fallback super majority voting process. This means that if a proposal is not supported by all directors, it must be amended or revised until all directors can accept or reject it. Except in cases of amendments

to these Bylaws and the Articles of Incorporation, if a decision, begun either at a board meeting or in writing to the Board of Directors, has not been reached by consensus within one month, a two-thirds, super-majority vote may be used. Decisions must be recorded in writing. If a vote is used, votes per director must be included in the record. A director shall recuse themselves from any decision that involves a conflict of interest.

### **Section 2. Executive Director (or similar title)**

*Appointment & Terms:* The Board of Directors may hire an Executive Director. There is no term limit for this paid position.

*Responsibilities:* The Executive Director serves as a member of the Board of Directors, and the Board determines the responsibilities of the Executive Director.

### **Section 3. Removal**

If a full review by the Board of Directors finds that any leader (i.e., volunteer Board member, committee or campaign chair, Executive Director) has acted unethically, hindered the mission, deviated from the annual work plan without Board permission, or otherwise harmed activities or objectives of the organization, he or she may be removed from their leadership position by a two-thirds majority vote of the Board of Directors.

In addition, the President will remove a director from the Board if the director has been absent from Board meetings and unresponsive to Board communications for more than three consecutive months.

### **Section 4. Resignation**

Any leader may resign in writing to any member of the Board of Directors.

## **Article IV: Committees**

The Board may establish committees to pursue the objectives identified by each year's work plan and budget. Committees may not make decisions that change the work plan, the budget, or the organization.

A committee member may resign at any time.

## **Article V: Amendments**

These Bylaws and the Articles of Incorporation may only be amended by consensus of the entire Board of Directors.