

# **BYLAWS OF THE OHIO NATURAL AREAS AND PRESERVES ASSOCIATION, Inc.**

## **ARTICLE I – NAME**

**Section 1.01. Name.** The corporation shall be known as the Ohio Natural Areas and Preserves Association, Inc. The business of the corporation may be conducted as the Ohio Natural Areas and Preserves Association, or “ONAPA”.

## **ARTICLE II – MISSION**

**Section 2.01 Mission.** As set forth in the June 12, 2012 amended Articles of Incorporation, the Ohio Natural Areas and Preserves Association is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. The mission and purpose of ONAPA shall be to promote, protect and improve Ohio’s natural areas and preserves. In furtherance of this mission ONAPA may:

1. Provide technical, financial and organizational support for ONAPA Chapters and other Ohio-based organizations and local groups that have as part of their purpose to assist in the management and protection of Ohio’s nature preserves and natural areas.
2. Cooperate with public and private organizations in developing, promoting, and implementing appropriate management, research, and educational programs on state nature preserves and state significant natural areas.
3. Educate and inform Ohioans as to the value, purpose, and status of natural areas, nature preserves and biodiversity protection.
4. Work to develop and assure public and governmental support for effective and sustainable management of Ohio’s state nature preserves and natural areas.
5. Provide opportunities for Ohio natural areas support groups and ONAPA chapters to network with each other to exchange ideas and assist each other with projects.
6. Accept contributions and donations from public and private sectors, whether financial or in-kind services.
7. Conduct other activities as approved by the Board of Directors.

## **ARTICLE III – BOARD OF DIRECTORS**

**Section 3.01. Power of Board.** The Board of Directors shall manage the affairs of ONAPA.

**Section 3.02. Number of Directors.** The number of Directors of ONAPA shall be not less than nine nor more than sixteen voting members. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than nine. The Executive Director (if employed) shall serve as a non-voting member of the Board of Directors.

**Section 3.03. Election and Term of Directors.**

(a) The first Board of Directors of the ONAPA shall consist of those persons named in the Articles of Incorporation and additional people appointed by the incorporators. This Board shall elect officers of the ONAPA. Such persons shall hold office until the first election of Directors at an annual meeting to be held within eighteen months of incorporation.

(b) Election of Board members shall occur at each annual meeting of the ONAPA. The initial election of Board members shall be for staggered terms of one, two, and three years. Thereafter, Board members shall serve three-year terms with approximately one-third of the Directors elected at each annual meeting. Each director shall

hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified. No voting Board member may serve more than three consecutive elected terms on the Board.

**Section 3.04 Qualifications.** Directors must be residents of the State of Ohio.

**Section 3.05. Vacancies.** Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term. A director or member selected to fill a vacancy shall be appointed for the unexpired term of his/her predecessor in office and shall serve until his/her successor is elected.

**Section 3.06 Removal of Directors.** A director may be removed by a majority vote of the Board of Directors at any regularly scheduled or special meeting of the Board of Directors, whenever in its judgment the best interests of the organization would be served thereby.

**Section 3.07 Resignation.** A director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified by the resigning Board member. No acceptance of such resignation shall be necessary to make it effective.

**Section 3.08 Quorum of Directors and Action by the Board.** A majority of the directors then in office shall constitute a quorum for the transaction of business. Attendance may be by audio/video electronic conferencing technology if approved in advance by the Board of Directors. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by these Bylaws, 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.

**Section 3.09 Meetings of the Board.**

- (a) Meetings of the Board of Directors, regular or special, may be held at such place within the State of Ohio and upon such notice as may be prescribed by resolution of the Board of Directors.
- (b) An annual meeting shall be held once a year at a time and location set by the Board of Directors. The Board shall hold at least four regular meetings a year, but may meet more frequently if circumstances require.
- (c) A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.
- (d) Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

**Section 3.10 Informal Action by Directors; Meetings by Conference Telephone.**

- (a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.
- (b) Unless otherwise restricted by these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting

**Section 3.11 Voting.** Each Director shall have one vote. All voting at meetings, whether attended in person or by electronic means, shall be done personally and no proxy shall be allowed.

**Section 3.12 Compensation.** Directors shall not receive any compensation from the ONAPA for services rendered to this organization as members of the Board, except that directors may be reimbursed for expenses

incurred in the performance of their duties to the organization, in reasonable amounts based on policies approved by the Board.

**Section 3.13. Absence.** Each Board member is expected to communicate with the President in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from three successive Board meetings, except in the case of an excused absence, shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant, unless the Board affirmatively votes to retain that director as a member of the Board.

#### **ARTICLE IV – OFFICERS OF ONAPA**

**Section 4.01. Officers.** The Board shall elect a President, Vice President, Secretary, Treasurer and Governmental Affairs Officer at its first meeting following the installation of new directors at the Annual Meeting.

**Section 4.02. President.** The President shall preside at regular and called meetings of the ONAPA and of the Board of Directors, and shall appoint members of the Board of Directors to chair the Standing Committees of the Association, except the Finance Committee, which is chaired by the Treasurer. The President may appoint ad hoc committees and committee chairs as deemed necessary to complete the work of the ONAPA.

**Section 4.03. Vice President.** The Vice-President shall act in the President's stead in case of an absence or disability, and shall succeed the President in case of a vacated term by fulfilling the unexpired term.

**Section 4.04. Treasurer.** The Treasurer shall serve as the Chief Financial Officer of the ONAPA and chair of the Finance Committee. The Treasurer shall, in the name of the ONAPA, receive, hold, deposit, invest, and disburse funds of the ONAPA only in such manner as the Board of Directors approve and shall see that a complete and true record of all monies, securities, and property of the ONAPA is kept, with all receipts and disbursements entered into account books. Such records and books shall be the property of the ONAPA, shall remain in its custody, and shall be audited annually by the Audit Committee. The Treasurer shall present a complete financial statement at the Annual Meeting. The Treasurer shall furnish such bond, at the expense of the ONAPA, as may be required by the Board of Directors.

**Section 4.05 Secretary.** The Secretary shall have the general charge of the minutes and other reports of the ONAPA and its Board of Directors and shall, with the President, sign contracts approved by the Board of Directors. The Secretary shall provide meeting minutes and public documents of ONAPA to the webmaster for posting at the ONAPA website.

**Section 4.06 Governmental Affairs Officer.** The Governmental Affairs Officer (GAO) shall keep a listing of all current public officers and /or public employees, either selected or appointed, whose office affects the mission of ONAPA. This listing shall contain addresses, phone numbers, and email addresses for those listed above. This information shall be given to the ONAPA Webmaster for posting on the ONAPA website. The GAO shall keep the Board informed of any issues, hearings, debates, or votes that will have significant influence on the mission of ONAPA and may represent ONAPA with public officials.

**Section 4.07. Vacated terms.** Vacated officer terms, unless otherwise noted, shall be filled by appointment of the President with the approval of the Board of Directors. If the Vice President cannot succeed to the office of President, the Board of Directors shall elect from among themselves an individual to serve in the office of President for the unfulfilled term. When the Vice President takes the office of President, the Board of Directors shall elect from among themselves an individual to serve in the office of Vice President.

**Section 4.08. Conflict of Interest.** All officers and board members hold a position of trust to the ONAPA and shall, when acting in an official capacity, act in the best interest of ONAPA. All board members must sign the ONAPA Conflict of Interest Policy and provide the document to the ONAPA Secretary prior to participating in

any Board decision or vote. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## **ARTICLE V – EMPLOYED STAFF**

**Section 5.01.** The professional leadership of the ONAPA may be entrusted by the Board of Directors to an Executive Director and, through the Executive Director, to such other employed staff as may be required. The Board shall approve the creation of all permanent staff positions.

**Section 5.02. Executive Director.**

(a) Employment. The Executive Director shall serve at the pleasure of the Board and may be dismissed without cause by vote of the Board.

(b) Salary. The Board of Directors shall establish and may modify the salary and benefits of the Executive Director.

(c) Authority. The Executive Director shall be the executive head of the ONAPA, shall be the head of the employed staff, shall have the authority to employ and dismiss staff as is deemed necessary or expedient to carry out the program and policies of the ONAPA, and shall be a non-voting *ex officio* member of all committees of the Board of Directors.

(d) Responsibility. The Executive Director shall:

- (1) Supervise all activities and all tangible properties of the ONAPA.
- (2) Administer the ONAPA's finances in accordance with an annual budget as approved by the Board of Directors and within the general framework of the policies as determined by the Treasurer and the Board;
- (3) Have the power to hire and dismiss all employees. Employees shall serve at the pleasure of the Executive Director and may be dismissed at will; and
- (4) Give an accounting of staff activities and ONAPA issues at each regularly scheduled board meeting.

## **ARTICLE VI- COMMITTEES**

**Section 6.01 Committees of Directors.** The Board may designate and the President appoint one or more committees, each consisting of two or more directors. When granted by the Board, these committees may exercise the authority of the Board of Directors in the governance of the organization. However, no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the organization.

**Section 6.02. Standing Committees.** The President shall appoint members to the following Standing Committees: Executive, Nominating, Communications, Development, Financial, Scientific Advisory, and Audit.

**Section 6.03. Executive Committee.** Between meetings of the Board of Directors, the Executive Committee, the membership of which shall include the officers of the Board and at least two other Board members selected

by the President, may conduct any on-going oversight of the affairs of the organization. The Executive Director (if employed) shall serve as a non-voting member of the Executive Committee. A quorum for the Executive Committee shall be four voting members.

**Section 6.04. Finance and Audit Committees.** The Finance Committee is responsible for ensuring that ONAPA's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the ONAPA is in good financial health. The Treasurer of the Board shall be the chairman of the Finance Committee but shall not be on the Audit Committee. The Board may vote to require an outside audit at ONAPA's expense at any time. An Audit Committee of three members appointed by the President shall audit the treasurer's books at or prior to each annual meeting and report to the membership at the annual meeting.

**Section 6.05. Other Committees.** The Board of Directors may create other committees as they shall deem appropriate. Such committees shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board. Non-Board members may serve on committees. Each year the Board shall appoint a five member nominating committee to present a slate of persons for the next term of Board members.

**Section 6.06. Term of Office.** Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved. Committee members may be reappointed as determined by the President with the advice of the committee chair.

**Section 6.07. Vacancies.** The President may fill vacancies in the membership of committees as needed.

**Section 6.08. Committee Rules.** Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules or policies adopted by the Board of Directors.

## ARTICLE VII – CHAPTERS, MEMBERSHIP AND DUES

**Section 7.01 Board Approval of Chapters.** The Board shall vote whether to accept an organized group's application for chapter status. Established nonprofit organizations and groups without tax exempt status may be considered for chapter status, so long as they are interested in assisting in the management of one or more state nature preserves or state-significant natural areas as a chapter of ONAPA.

**Section 7.02 Chapter Requirements.** Any group engaged in or sharing a common interest in one or more state nature preserves or state-significant natural areas may petition the Board of Directors to become a chapter of ONAPA. A group or organization requesting chapter status may provide evidence of any previous efforts to assist in the care of one or more state nature preserves and shall designate a contact person for the proposed chapter. Proposed chapters which are part of, or a committee of, an existing organization must allow ONAPA members that do not belong to the existing organization to participate in chapter preserve work project functions without the requirement of individual membership in the existing organization.

**Section 7.03. Membership and Dues.** The Board of Directors shall set classes of membership and the dues structure for membership in ONAPA. The Board may modify the classes and dues of membership.

**Section 7.04. Payment of Dues.** The Executive Director or membership committee chairman shall provide a membership renewal reminder/invoice for dues to each member via email or other appropriate means. Those not paying dues within forty days of membership expiration shall not be in good standing, but will be reinstated to good standing upon payment of dues.

**Section 7.05. Chapter Recognition and Assistance.** A committee of the Board shall provide assistance to and recognition of achievement for chapters and individuals. ONAPA shall assist in training of chapter leaders and

where possible help with natural area management project planning and implementation.

## ARTICLE VIII – FUNDS

**Section 8.01. Operating Fund.** There shall be an Operating Fund, which will consist of monies received for the annual operating costs of the ONAPA’s activities. Membership dues shall accrue to the Operating Fund.

**Section 8.02. Endowment Fund.** Within three years of incorporation, ONAPA shall establish an endowment fund and a Board-designated committee shall work to fundraise for this endowment to provide for furtherance of the mission of ONAPA. This fund, both its principal and earned interest, may only be used upon a two-thirds approval vote of the entire Board.

**Section 8.03 Chapter Funds.** ONAPA may receive, maintain, and disburse funds for approved chapters with or without 501(c)(3) status with the IRS. ONAPA shall maintain chapter financial balances and disburse funds as requested by the chapter designee or elected officer so authorized to make the request so long as the fund use furthers the mission of ONAPA and meets all requirements of 501 (c) (3) status. The Board of Directors, or the ONAPA Treasurer if so authorized by the Board, shall establish accounting and reporting procedures for these funds and their use. All expenditure of chapter funds shall be in the name of ONAPA. ONAPA reserves the right to deny use of chapter funds for projects that do not further the mission of ONAPA.

**Section 8.04 Annual Budget.** The President, with the advice of the Finance Committee and Executive Director, shall present a proposed annual budget to the Board of Directors for a vote of approval.

## ARTICLE IX – MEETINGS

**Section 9.01. Annual Meeting.** The Annual Meeting of the ONAPA shall be held at such time and place as the Board of Directors designate. Notice shall be sent via email or other appropriate means to all members in good standing at least 90 days in advance of the meeting.

**Section 9.02. Other Meetings.** Other meetings of the ONAPA may be held upon call of one-third of the Board of Directors, or by call signed by at least twenty members of the ONAPA and mailed to the President.

**Section 9.03. Meetings of the Board of Directors.** Regular meetings of the Board of Directors shall be at least quarterly. The President or three board members may call special meetings of the Board. Notice of Board meetings shall be posted on the ONAPA website and board members notified at least 15 days prior to the meeting.

**Section 9.04. Meetings of the Executive Committee.** The Executive Committee shall meet on the call of the President or on its own initiative. The Executive Committee may meet between quarterly full Board meetings or monthly as required.

**Section 9.05. Quorum.** A quorum for any Annual Meetings of the ONAPA shall be 10 percent of the members or 25 members, whichever is less. A quorum for any other committee shall be a majority of its members.

## ARTICLE X – PARLIAMENTARY AUTHORITY

**Section 10.01 Rules of Order.** The rules contained in Robert’s Rules of Order Revised shall serve as a guideline rather than a requirement for governing the ONAPA.

## ARTICLE XI – AMENDMENTS

**Section 11.01 Amendments to the Bylaws.** These Bylaws may be amended by a two-thirds majority of the votes cast by the Board of Directors, except that a three-fourths approval vote is necessary to modify the mission of ONAPA. No amendment shall jeopardize the 501 (c)(3) status of ONAPA. Any proposed Bylaws changes must be provided to the membership by electronic means at least two weeks prior to their consideration by the Board.

## ARTICLE XII – ANNUAL INTERNAL AUDIT

**Section 12.01 Annual Internal Audits.** The Audit Committee shall make provisions for an annual financial review of funds, assets and expenditures consistent with IRS and State of Ohio requirements. Results of internal audits shall be available to members via the ONAPA website.

## ARTICLE XIII – ONAPA POLICIES

**Section 13.01 Financial Policies.** The following policies shall be included in the ONAPA Policies and Procedures document to guide ONAPA and its Board, and in some cases to meet IRS requirements or recommendations:

1. Contracts and other Writings. Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the ONAPA shall be executed on its behalf by the treasurer or other persons to whom the ONAPA has delegated authority to execute such documents in accordance with policies approved by the board.
2. Checks, Drafts. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the ONAPA, shall be signed by such officer or officers, agent or agents, of the ONAPA and in such manner as shall from time to time be determined by resolution of the board.
3. Deposits. All funds of the ONAPA not otherwise employed shall be deposited from time to time to the credit of the ONAPA in such banks, trust companies, or other depository as the board or a designated committee of the board may select.
4. Loans. No loans shall be contracted on behalf of the ONAPA and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

**Section 13.02 Indemnification.** The following policies shall be included in the ONAPA Policies and Procedures document to guide ONAPA and its Board, and in some cases to meet IRS requirements or recommendations:

1. Mandatory Indemnification. The ONAPA shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the ONAPA against reasonable expenses incurred by him or her in connection with the proceedings.
2. Permissible Indemnification. The ONAPA shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the ONAPA, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
3. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ONAPA in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the ONAPA in these Bylaws.

4. Indemnification of Officers, Agents and Employees. An officer of the ONAPA who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The ONAPA may also indemnify and advance expenses to an employee or agent of the ONAPA who is not a director, consistent with Ohio Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

**Section 13.03 Miscellaneous.**

1. Books and Records. The ONAPA shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the ONAPA shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.
2. Fiscal Year. The fiscal year of ONAPA shall be from January 1 to December 31 each year.
3. Nondiscrimination Policy. The officers, directors, committee members, employees, and persons served by ONAPA shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of ONAPA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.
4. Document Retention Policy. ONAPA shall develop a comprehensive document retention, integrity, and destruction policy and schedules that meet the needs of tax-exempt corporations of Ohio and the Internal Revenue Service, and that preserves the history and major decisions of ONAPA. At least one copy of important documents and all meeting minutes shall be maintained in a secure facility away from the ONAPA office. ONAPA believes in transparency and accountability, and all appropriate records and documents shall be made available for public inspection.

I do hereby certify that the ONAPA Board of Directors approved these Bylaws on June 29, 2012 at the first board meeting of ONAPA.

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(Signed by ONAPA Secretary)