

# Bylaws

Boone's Lick Chapter  
Missouri Master Naturalist Program  
Approved September 12, 2009

## ARTICLE I

### Chapter Relation to State Program/Organization

- A. Parent Organization. The parent organization is the Missouri Master Naturalist Program™ or “State Program”.
- B. State Program Sponsors. Sponsors for the statewide Missouri Master Naturalist program are the Missouri Department of Conservation and University of Missouri Extension. Sponsors in the Missouri Master Naturalist program are those agencies or organizations taking responsibility for the state and local Chapter.
- C. State Advisory Committee. The State Advisory Committee is comprised of Certified Missouri Master Naturalist volunteers and employees of the Missouri Department of Conservation and University of Missouri Extension. The Statewide Advisory Committee sets the minimum standards and curriculum requirements of the statewide program. The Committee also reviews and approves new chapter development and educational curriculum.
- D. Commitment to Missouri Master Naturalist State Program Requirements. In return for the general supervision, guidance, supplies, resources, and cooperative helpfulness afforded by the Statewide Missouri Master Naturalist Program, a Chapter of the Master Naturalist Program agrees to comply with all requirements, guidelines, and standards and to produce and submit an annual report conforming to the standards set forth by the Statewide Advisory Committee.
- E. Revocation Compliance. In the event this chapter ceases to follow Master Naturalist state program guidelines the chapter agrees to abide by revocation of the chapter's charter along with the right to use the Missouri Master Naturalist name, title and trademarks.

## ARTICLE II

### Chapter Sponsors, Partners and Donors

- A. Chapter Sponsors. Chapter sponsors for a Chapter of the Missouri Master Naturalist program are permanent and committed to a long-term relationship with the Chapter. Chapter sponsors provide advisors to the chapter. Local Chapter sponsors have been identified through the Chapter's Charter Application.
- B. Partners. Partners for a Chapter of the Missouri Master Naturalist program are providers of resources in exchange for volunteer service. Partners and the resources provided for a Chapter of the Missouri Master Naturalist program are outlined in the Chapter's Annual

Report to the State Program Office and the Statewide Advisory Committee. Partners for the local chapter may change on a regular basis depending on the project needs of the community and the resource needs of the chapter.

- C. Donors. Donors of a Chapter of the Missouri Master Naturalist program are those businesses, organizations or persons giving, donating or presenting money or supplies for chapter activities for no return compensation from the chapter. Donors and their donations are reported through the Chapter's annual report to the State Program Office and the Statewide Advisory Committee.

### **ARTICLE III**

#### Purpose

- A. Overall Purpose. A Chapter is not organized for profit, nor shall any of its net earnings inure in whole or in part to members, employees, or other individuals. In support of the Missouri Department of Conservation and Missouri University Extension, this Chapter shall be an educational, non-profit, volunteer organization dedicated to fulfilling the state program's mission to develop a corps of well-informed volunteers to provide education, outreach, and service dedicated to the beneficial management of natural resources and natural areas within their communities for the State of Missouri with objectives of the following:
1. Natural Resource Service. To provide, promote and fulfill volunteer service while recognizing and utilizing sound natural resource management, enhancement and conservation practices in accordance with the partners' and program's mission.
  2. Public Understanding. To improve public understanding of natural resource ecology and management by developing a pool of local knowledge about natural resource ecology that can be used to enhance education efforts within local communities.
  3. Enhance Education and Outreach. To enhance existing natural resources education and outreach activities by providing natural resources training at the local level, thereby developing a supply of dedicated and informed volunteers.
  4. Volunteer Network. To develop a Missouri Master Naturalist volunteer network that can be self-sufficient.
- B. Advocacy Prohibition. No part of the activities of the Chapter shall be devoted to advocacy, lobbying, politically or privately promoting issues, agendas or businesses and personal endeavors, by propaganda or otherwise, using the Master Naturalist name or themselves as a Missouri Master Naturalist.

## **ARTICLE IV**

### Membership

#### A. Membership Requirements

1. Minimum Statewide Requirements. Membership in the Chapter shall be secured and maintained as established by the Missouri Master Naturalist state minimum requirements (Master Naturalist™ Program Chapter Management Guidelines section of Requirements).
2. Non-discriminatory Membership. Membership in the Chapter is open to qualifying individuals regardless of race, age, sex, religion, disability, or national origin.
3. Voting Membership. Voting membership in the Chapter shall be extended to Missouri Master Naturalist Members and Certified Missouri Master Naturalists who have logged at least one hour within the last 12 months.

#### B. Member Categories

1. Missouri Master Naturalist in Training. Volunteer participant of an official, initial training course from the first day of class to the end of the training period continuing until the member has completed the forty hour course.
2. Missouri Master Naturalist Member. Volunteer of an official class who has successfully completed the initial forty hour training requirement, and who has logged at least one hour volunteer service within the previous twelve months. This volunteer may have completed, or has yet to complete, their service or certification requirements for the given year.
  - 2a. Master Naturalist Intern. Member who has completed the initial training, but has not yet certified.
  - 2b. Certified Missouri Master Naturalist. Member of a completed training class who has completed forty hours of volunteer service and eight hours of advanced training within a fifteen month period or a certified MMN who has completed forty hours of volunteer service and eight hours of advanced training during the current calendar year.
3. Honorary Membership. An Honorary Missouri Master Naturalist is a person who has made a substantial contribution to the furtherance of the activities of the chapter. If the chapter chooses, Honorary Members shall be entitled to all of the privileges as a Missouri Master Naturalist Member of the Chapter without payment of dues, including right to vote. Honorary members shall be selected by the affirmative two-thirds vote of the membership present at the annual meeting.

C. Disciplinary Action or Termination

1. Voluntary Termination. A member's desire to voluntarily terminate membership in the Master Naturalist program should communicate that decision in writing to a member of the Board of Directors.
2. Disciplinary Action or Removal. Removal of a member from the membership roll or disciplinary action of a member shall follow the Master Naturalist™ Chapter Officer Manual section on Policy and Procedures for the Disciplining and/or Removal of Members.

D. Membership Transfer. Transfer to or from the chapter should follow the Master Naturalist™ Chapter Office Manual Program Chapter Management Guidelines section of Membership Transfer.

E. Multiple Chapter Membership. Membership in Multiple Chapters is not permitted.

## **ARTICLE V**

### Advisors, Officers and Other Board Members

A. Chapter Advisors.

1. Advisors are typically staff members of the Missouri Department of Conservation or Missouri University Extension.
2. Board Membership and Vacancies. Chapter Advisors are permanent members of the board.
3. Duties.
  - a. Assists the Chapter in upholding the missions, goals, objectives, operational framework and activities of their respective agency/organization and the Master Naturalist statewide program.
  - b. Ensures that the chapter operates under the mission, goals and objectives of the Missouri Department of Conservation and/or University of Missouri Extension.

B. State Advisory Committee Representative

1. Two elected volunteers from each of the five designated regions will serve on the Statewide Advisory Committee.
2. The Statewide Advisory Committee will carry out their duties and responsibilities as outlined in the Statewide Advisory Committee Guiding Document.

C. Officers. The officers of the chapter shall be the President, Vice President, Secretary, and Treasurer.

D. Other Board Members and Committees as listed in Boone's Lick Chapter Manual Handbook.

E. Election of Officers

1. Officers Elected. The only elected positions are those of the officers.

2. Election Process

a. Nomination. The Nominating Committee, chaired by the past -president with two additional ad-hoc members who are selected by the president with board approval, shall submit a slate of candidates for officers and publish the slate to the membership in writing fifteen days prior to the last General Membership meeting before the end of the calendar year.

b. Nominations from the Floor. Nominations for all positions will be accepted from the floor prior to the election at the last General Membership meeting before the end of each calendar year.

c. Election. The election shall take place by secret ballot at the last General Membership meeting before the end of each calendar year and winners determined by a simple majority.

d. Voice Vote. If only one candidate is nominated for an office, that candidate may be elected by voice vote.

e. Assumption of Office. The new Board of Directors shall assume their duties at the conclusion of the last General Membership meeting before the end of each calendar year.

F. Appointment of Board Members

1. Appointed Positions. All positions other than the officers and past-president are appointed positions.

2. Appointment Process

a. Recommendation of Candidates. The nominating Committee may recommend candidates for the appointed positions.

b. Selection. All appointed positions on the board will be determined by a majority vote of the elected officers, past-president and advisors.

G. Terms and Limits. In the Boone's Lick Chapter, all members of the Board of Directors except for the Advisors shall serve a term of one calendar year. Officers may be re-elected for a succeeding term, the total term of office not to exceed two consecutive calendar years. A member may return to the same office position after a period of three years.

H. Vacancies. Any vacancy occurring amongst the officers or the Board of Directors shall be filled by a majority vote of the remaining directors for the remaining unexpired term.

I. Removal of Officers and Board Members.

1. Attendance. Any officer or board members absent from three consecutive Board of Directors meetings shall be subject to removal by a simple majority vote of the Board of Directors.
2. For Cause. Any officer or board member in serious malfeasance of their responsibilities or behavior inconsistent with the principles of the Missouri Master Naturalist Chapter may be removed from office by a two-thirds vote of the remaining board of directors.

## **ARTICLE VI**

### Board of Directors and Executive Committee

A. Composition, Rights and Responsibilities

1. Board Composition. The Board of Directors shall include the officers, advisors and other board members as shown in the Chapter Operating Handbook.
2. Authority. The Board of Directors shall have the power to conduct the business of the chapter as defined in these bylaws or approved by the membership.
3. Authority Boundaries. All resolutions and actions that do not fall within the assigned duties of the Board of Directors or are not assigned by these by-laws will be presented to, and voted upon by a quorum of the general membership at a duly called and convened general meeting.
4. Nomenclature. The term "Board" when used in these bylaws in relation to any power or duty requiring collective action means "Board of Directors."
5. Eligibility. All board members must be Missouri Master Naturalist members in good standing at the time of election.
6. Voting. All members of the board have full voting privileges. Resolutions or actions of the Board of Directors shall be effective if passed by the majority vote of those Board members present at a duly called and convened meeting of the Board of Directors, subject, however, to the quorum requirements listed in Article VII - "Meetings."
7. Compensation. Board members will receive no compensation for serving on the board other than expenses that are approved by the Board.

B. Executive Committee

1. Composition. The Executive Committee shall include the officers of the chapter.
2. Authority. In the event that board action is required before a board meeting can be called or the matter does not warrant calling a special meeting, the executive committee may take action with the same authority and boundaries as the board. Such action must be reported to the entire board within one day of taking the action

**ARTICLE VII**

A. Board Meetings

1. Frequency: The Board of Directors may meet as often as required but shall meet at least quarterly.
2. Notification. The Chapter membership shall be notified of all Board meetings at least ten days prior to the meeting.
3. Open meeting. Attendance at the meeting shall be open to all Chapter members.
4. Time and Location. Meetings shall be conducted at a time and location designated by the Board of Directors.
5. Alternate Format. Meetings may be held by teleconference or other remote electronic means, so long as a quorum is present and the electronic media permits the democratic participation of all board members.

Meetings

B. General Membership Meetings

1. Frequency. General Membership meetings or other chapter sponsored activities will be held monthly.
2. Time and Location. Meetings shall be conducted at a time and location designated by the Board of Directors.
3. Notification. Notification of each meeting shall be published in writing to all members at least ten days prior to the meeting.
4. Quorum. A minimum of 10 voting members present at each duly called and convened meeting shall constitute a quorum.

5. Governance. The acts of the majority of the voting members present at each duly called and convened meeting shall be the acts of the General Membership.

C. Annual Meeting (Election of Officers)

1. Scheduling. The last general meeting of the year will be the annual meeting.
2. Election of Officers and Board members. Elections will be held at the annual meeting.
3. Quorum. A minimum of 10 voting members present at each duly called and convened meeting shall constitute a quorum.

D. Special Meetings

1. Calling a Special Meeting. A special meeting may be called at the discretion of the Board of Directors.
2. Notification. Special meetings shall be announced to members by phone, mail or e-mail at least two days before the meeting date.
3. Quorum. A quorum is 25% of the voting members.

E. Board Action without a Meeting.

1. Rationale. In the event that board action is required before a meeting can be called or the matter does not warrant calling a special meeting, board action may be taken without a meeting.
2. Voting. Action may be taken by phone or e-mail by an affirmative vote of a simple majority of the voting members of the board. Such action must be reported to the entire board within one day of taking the action.

## **ARTICLE VIII**

### Compliance with Master Naturalist Code of Ethics and Standards of Conduct

- A. Compliance. All members of the chapter will adhere to the Code of Ethics and Standards of Conduct as established by the Missouri Master Naturalist Program.
- B. Violation. Violation of either the Code of Ethics or the Standards of Conduct is a serious matter that reflects unfavorably on the entire Chapter. A formal process to investigate a charge of misconduct against anyone who is in training or certified, as well as disciplinary actions for those found in violation of the Code of Ethics or Standards of Conduct has been established by the Missouri Master Naturalist program and will be used to deal with these violations.

**ARTICLE IX**  
**Financial Controls**

I. Old Business:

A. The Chapter Article IX, Financial Controls, the recommendation was to change B. Chapter Funds, to read B. “Chapter Funds/Independent Account”; Change B.2 to C, C to D, and D to E. This was suggested as our funds are now handled by staff in the Extension Office, and our treasurer does not sign those checks. If we should ever have an additional independent account, this gives the signature authority.

A. Fiscal Year. The fiscal year shall be from January 1 through December 31.

B. Chapter Funds/Independent Account

1. Signature Authority. Treasurer or President and one other officer shall sign all checks, drafts or other instruments for payment of money or notes of the Chapter.

C. Expenditure Limits. Any expenditure of more than two hundred and fifty dollars (\$250.00) must be approved by a resolution of the Board of Directors.

D. Audits. The Chapter will conduct an internal annual audit of the financial records of the chapter prior to the annual meeting. The Treasurer will present the Chapter Financial Books to the Audit Committee. Results of the internal audit will be reported annually at a general membership meeting

E. Gifts and donations.

1. Authority. The Chapter is authorized to accept and receive contributions, donations, and grants from any and all sources.
2. Endorsement. Acceptance of any grant or gift - restricted or unrestricted - does not imply any form of endorsement by the Chapter for the source, services, products, or policies. Nor does it imply any benefit - past, present, or future - to be granted by the Chapter. Acceptance of any contract will not imply any endorsement, benefit or product beyond the deliverable services and products expressly contained in the contract.
3. Right of Refusal. It will be the general policy of the Chapter to accept contributions from any source. However, the Chapter retains the right to refuse any gift where, in the judgment of the Board of Directors, the reputation or perceived image of the grantor may be deemed injurious to the Chapter.

**ARTICLE X**  
**Indemnification, Immunity and Insurance**  
(To be drafted)

**ARTICLE XI**  
Amendment of Bylaws

- A. Approval before Vote. In order to ensure consistency, continuity and adherence of statewide guidelines, all proposed amendments to these bylaws must be approved by the chapter advisors and then the state coordinators of the Missouri Master Naturalist program before being submitted to the Chapter's general membership for a vote.
- B. Notification. Notice of all proposed amendments to the bylaws with the date, time and place of consideration shall be presented in writing to members at least 30 days prior to consideration by the membership.
- C. Membership Vote. These bylaws may be amended by a two-thirds vote of voting members constituting a quorum after the proposed amendment has been approved by the chapter's advisors and the state coordinators of the Missouri Master Naturalist program.

**ARTICLE XII**  
Dissolution

- A. Dissolution Procedures. The chapter may be dissolved via either of the following procedures:
  - 1. By the Membership.
    - a. Prior to a vote on dissolution, the state coordinators of the Missouri Master Naturalist program must approve the proposed dissolution.
    - b. The proposal for dissolution must be presented at a regular or special meeting with 30 days announcement to the membership prior to the vote.
    - c. A vote of two-thirds of the certified members present at the regular or special meeting is required for dissolution.
    - d. A letter must be submitted to the state program coordinators stating the results of the vote and why the chapter chose to dissolve.
  - 2. By the State Advisory Committee. By notice from the State Advisory Committee.
- B. Distribution of Remaining Assets. Upon the dissolution of the Chapter, its net remaining assets shall be distributed to the state program coordinator to continue support and resources for the chapters and statewide program or to other non-profit or charitable organizations involved in our Master Naturalist program activities as approved by the chapter's Advisors and the State Program Coordinator.