

# **FRIENDS OF THE IROQUOIS RIVER, INC.**

## **BYLAWS**

### **ARTICLE I**

#### **NAME AND PURPOSE**

SECTION 1 - NAME: The name of the corporation shall be Friends of the Iroquois River, Inc. It shall be a nonprofit corporation incorporated under the laws of the State of Indiana.

SECTION 2 - PURPOSE: Friends of the Iroquois River, Inc. is a charitable organization dedicated to the conservation, preservation and navigation of the Iroquois River.

### **ARTICLE II**

#### **MEMBERSHIP**

SECTION 1 - ELIGIBILITY: Membership is open to anyone who desires to help the corporation with its purpose. Membership is granted after the completion of an application and approval by the Board of Directors.

SECTION 2 - RESIGNATION AND TERMINATION: Any member may resign by filing a written request with the secretary. Membership may be terminated by a majority vote of the Board of Directors.

SECTION 3 - COMPENSATION: No member, officers or directors will receive any compensation for their time or services.

SECTION 4 - CONFLICT OF INTEREST: All officers, directors and committee members must acknowledge understanding of and be in compliance with the Conflict of Interest Policy.

### **ARTICLE III**

#### **MEETINGS OF MEMBERS**

SECTION 1 - FREQUENCY: Meetings will be conducted monthly unless designated by the Board of Directors.

SECTION 2 - QUORUM: Presence of a majority of the Board of Directors constitutes a quorum. In the absence of a quorum no formal action shall be taken except to adjourn the meeting to a subsequent date.

SECTION 3 - VOTING: All issues to be voted on shall be decided by a simple majority of the members present. Each member counts as one vote.

### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

SECTION 1 - SIZE: The Board of Directors shall consist of five members appointed by the Incorporators.

SECTION 2 - TERM: Board members shall serve two year terms with no limit on consecutive terms.

SECTION 3 - DUTIES: The Board of Directors shall nominate and elect all officers by a simple majority vote.

SECTION 4 - TERMINATION: Board members can be removed by the Incorporators for actions deemed detrimental to the corporation.

## **ARTICLE V**

### **OFFICERS**

SECTION 1 - OFFICERS: There shall be four officers consisting of: President, Vice President, Secretary and Treasurer.

SECTION 2 - TERM: All officers shall serve two year terms with no limit on consecutive terms.

SECTION 3 - REMOVAL: Officers can be removed by a majority vote of the Board of Directors.

SECTION 4 - DUTIES:

**President** - shall preside over all general meetings; shall appoint all special committees and committee chairmen; shall have general supervision of all of the officers and see that their duties are properly performed; shall be the official representative of the corporation at all functions, meetings or gatherings, or shall designate another member to attend in his/her place.

**Vice President** - shall preside over all meetings in the absence of the President and has the power to perform all Presidential duties in his/her absence.

**Secretary** - shall record and distribute minutes from all meetings; shall handle all correspondence.

**Treasurer** - shall keep all financial records of the corporation; shall keep the board and members informed as to the financial status of the corporation.

## **ARTICLE VI**

### **AMENDMENTS**

SECTION 1 - AMENDMENTS: The bylaws may be amended when necessary by a majority vote of the Board of Directors. All Board members must be present for an amendment vote.

## **ARTICLE VII**

### **MISCELLANEOUS**

SECTION 1 - PURCHASES AND LEASES: Friends of the Iroquois River, Inc. is permitted to enter into leases, rental or purchase agreements for personal property and real estate when properly approved by the Board of Directors majority vote. All Board members must be present for the vote.