

# **Springs Stewardship Institute Bylaws**

**(Version 1.1 10 May 2021)**

## **ARTICLE I. NAME OF ORGANIZATION**

The name of the organization is Springs Stewardship Institute, hereafter referred to as SSI.

## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Nonprofit Purpose**

This corporation is organized as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code to improve understanding and stewardship of springs ecosystems, and to support other activities that contribute to such support.

### **Section 2. Specific Purpose**

The purpose of SSI is to enhance understanding through the conduct of springs research for or on behalf of interested stewards, to conduct outreach and education through publication of findings, and providing lectures or other presentations, to provide advisement and assistance where feasible to agencies conducting restoration or other management activities that promote ecological care of springs, and to support selected other activities and organizations engaged in like-minded actions. These purposes are designed to advance sustainable ecological stewardship of springs and other ecosystems “... for the benefit of Nature and humanity, with an emphasis on the ecology of springs-influenced ecosystems and their cultural significance.

## **ARTICLE III. MEMBERSHIP**

Membership of SSI is limited to the members of the Board of Directors.

## **ARTICLE IV. MEETINGS OF MEMBERS**

SSI will not have members. However, the size of the Board of Directors may increase if new responsibilities arise that require leadership.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 1. General Powers:** The Board of Directors will have jurisdiction over the actions, activities, projects, budgeting, funding, contracting, and dispersion of funds to such employees, subcontractors, and others participating in SSI activities.

**Section 2. Composition of the Board of Directors, Term Limits, and Requirements:** The Board of Directors will consist of a President, Vice President, Secretary, and Treasurer, as well as other members to be selected by the Executive Committee (below) on the basis of their qualifications, as approved by the Board. The Board may provide advice about SSI to the staff and subcontractors, and will work closely to ensure that the actions taken are legal and appropriate to the mission of SSI.

Each Board member will be selected by the Board, and will serve for a period of three years, with an option for additional terms of three years. Board members may discontinue their

appointment at any time, but will provide the Board President and SSI Director with at least two months' notice prior to departure. In cases of sudden discontinuance of service, the remaining Board members will select a replacement from a list of potential consenting alternates for each position, to be developed at the beginning of each year.

All Board members shall have demonstrated a strong interest in the science and stewardship of springs ecosystems, and will participate actively in fund-raising, scientific and public promotion, and ensuring the most productive advancement of SSI.

**Section 3. Regular and Annual Meetings:** The Board shall meet at least annually through one or more electronic-remote or in-person meetings. The meetings will last for at least 15 minutes, and the Director will succinctly present the state of SSI to the Board. Other individuals and advisors may be invited to participate in the meetings, to provide information deemed important to the meeting. Each Board member will acknowledge at least by e-mail his or her approval of the Director's statement of the State of SSI.

**Section 4. Special Meetings:** Special meetings may be convened at the advice of the other Board members.

**Section 5. Notice:** Notice of meetings shall be provided by the SSI Director or his/her representative to the President and Board at least one month in advance of the annual meeting. Notice of special meetings shall be made as needed by the President or the SSI Director.

**Section 6. Quorum:** A quorum of at least half of the Board membership and the SSI Director or his//her representative shall be present at a meeting for a meeting to take place.

**Section 7. Forfeiture:** Forfeiture of position shall be required if a Board member fails, in the eyes of the Board President or a majority of the other Board members to fulfill her/his duties to SSI.

**Section 8. Vacancies:** Vacancies on the Board or of the SSI Director shall be filled by appointment of the above-mentioned pre-selected potential replacement members identified and confirmed at the beginning of each year.

**Section 9. Compensation:** Board members will not be compensated for their involvement on the Board, although they may be reimbursed for expenses directly incurred by their Board activities.

**Section 10. Informal Actions by Directors:** The President will have jurisdiction and decision-making authority over any informal actions he/she considers important to the well-being of SSI and its mission.

**Section 11. Confidentiality:** All discussion and documents held or developed by the Board, and conversations with the SSI Director, shall be confidential and will not be discussed externally to SSI, except with the express consent of the Board President.

**Section 12. Advisory Council:** Advisory councils and Board ad hoc committees may be developed at the discretion of the Director for the benefit of SSI.

**Section 13. Parliamentary Procedures:** SSI Board meetings will be convened and conducted through Robert's Rules of Order, with attention to polite, positive attitudes towards all participants and guests. Meeting minutes will be recorded and provided for review and approval to the Board well prior to each regular meeting. Decisions will be made by consensus or a three-fourths vote.

**Section 14. Removal:** Board members can be removed from office for dereliction of duty, or failure to conduct their duties, if so judged by a majority of other Board members.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be, at a minimum, the President, Vice President, Secretary, and Treasurer.

**Section 1. Board President** shall oversee the Board and preside at all meetings, where possible, and shall be the final arbiter of Board decisions.

**Section 2. Vice President:** The Vice President shall preside at all meetings and will serve as the acting President at Board meetings when the President is unable to attend a meeting. The Vice President will relay information about the meeting to the President to facilitate decision-making.

**Section 3. Secretary:** The Secretary shall attend all Board meetings, and assisted by a staff member, will act as a clerk thereof.

**Section 4. Treasurer:** The Treasurer shall review quarterly reports provided by a staff member, and report to the Board regarding any concerns or irregularities.

**Section 5. Other Potential Board Members:** The Board may create other Board membership positions, as they see fit; however, such additional positions require unanimous approval by the Executive Committee defined in Article VII, Section 2 (below).

## **ARTICLE VII. COMMITTEES**

### **Section 1. Committee Formation**

The board may create standing or ad hoc committees as needed, such as fundraising, science advisement, finances, etc. Such committees may invite SSI staff or other qualified individuals to provide information or advisement regarding committee matters.

## **Section 2. Executive Committee**

The Executive Committee shall consist of the President, Secretary, Treasurer, and Board Director.

## **ARTICLE VIII. CORPORATE STAFF**

**Section 1: Executive Director:** The Board shall select this individual. The SSI Executive Director shall maintain close communications with the Board, and report at each Board meeting on the activities, accomplishments, and challenges encountered of or by SSI, its staff, and its subcontractors.

## **ARTICLE IX. CONFLICT OF INTEREST AND COMPENSATION**

### **Section 1. Purpose**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(5)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2. Definitions**

- a. *Interested Person.* Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" who has a direct or indirect financial interest, as defined below, is an interested person.
- b. *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family, 1) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement, 2) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Conflict of Interest Avoidance Procedures**

- a. *Duty to Disclose.* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board that are related to the proposed transaction or arrangement.

- b. *Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the Board will discuss and vote upon to decide if a conflict of interest exists.
- c. *Procedures for Addressing the Potential Conflict of Interest.* An interested person may make a presentation at the Board meeting, and if appropriate shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or its committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. *Violations of the Conflicts of Interest Policy.* If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of Board meetings shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation**

A voting member of the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation. When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition with complying with the conflict of interest requirements and policies contained in the preceding sections, the Board shall also comply with the following additional requirements and procedures:

- a. The terms of compensation shall be approved by the Board prior to the first payment of compensation;
- b. All members of the board who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement: This includes that he/she 1) is not the person who is the subject of the compensation arrangement, or a family member of such person; 2) is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement; 3) does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement; 4) has no material financial interest affected by the compensation arrangement; and 5) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board member.
- c. The Board members shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. This may include 1) compensation levels paid by similarly situated organizations (those of a similar size, purpose, and with similar resources), both taxable and tax-exempt, for functionally comparable positions; 2) the availability of similar services in the geographic area of the organization; 3) actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.
- d. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board that approved the compensation. This shall include 1) the terms of the compensation arrangement and the date it was approved; 2) the members of the Board who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member; 3) the comparability data obtained and relied upon and how the data was obtained; 4) the rationale for determining that the compensation is reasonable for a specific person; 5) any actions taken with respect to determining if a Board member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction; 6) the minutes of the Board meeting at which compensation arrangements are approved must be prepared and provided to the Board before the financial arrangement is taken.

## **Section 6. Annual Statements**

Each Board member shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

## **Section 7. Periodic Reviews**

To ensure that SSI operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in benefit, impermissible private benefit, or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

Expertise external to that of the Board and the SSI staff may be sought, contracted, and reimbursed at reasonable and normal current rates for services rendered. Where possible, such services will be engaged voluntarily, but if the Director or Board sees the need, such services can be acquired commercially.

## **ARTICLE X. INDEMNIFICATION**

The SSI Director, Board Officers, and employees will have an insurance policy is intended to protect them from undue liability in the case of lawsuits connected with their duties in this nonprofit organization. The SSI Board, Director, and Program Manager will discuss insurance matters and further develop the following Sections of this Article before the end of 2023.

Section 1. General

Section 2. Expenses

Section 3. Insurance

## **ARTICLE XI. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. Such information will be archived in a readily accessible manner for future reference by the Board.

## **ARTICLE XII. AMENDMENTS**

**Section 1. Articles of Incorporation:** Amendments to the Articles must be approved by a majority vote of the Board.

**Section 2. Bylaws:** Amendments to these Bylaws must be approved by a majority of the Board. Proposed amendments will be provided to the Board by the Board Director or SSI Director at least two weeks prior to a scheduled meeting. If found to be acceptable and if approved by the Board, the President will sign the revised bylaws and have the Board Secretary attest to the signatures.