

**- BYLAWS -
FRIENDS OF BIG CREEK
DBA, BIG CREEK CONNECTS**

Adopted December 5, 2007
Amended: December 15, 2009,
February 8, 2012,
February 6, 2013,
October 14, 2015

ARTICLE I - Purpose

Section 1. Purpose

The mission of Friends of Big Creek, doing business as Big Creek Connects, hereinafter referred to as BCC shall be to conserve, enhance, and bring recognition to the natural and historic resources of the Big Creek Watershed and develop a recreational trail network that connects these resources to each other and the community. BCC shall advocate, develop, and execute programs and activities incidental to the foregoing.

Section 2. Compliance

BCC is organized exclusively for charitable, educational, and scientific purposes as an exempt organization under section 501(c)(3) of the Internal Revenue Code. The purpose and activities of BCC shall comply with Section 501(c)(3) of the Internal Revenue Code and the nonprofit corporation laws of the State of Ohio, or the corresponding provisions of any future such laws.

ARTICLE II - Membership

Section 1. Classes

Membership shall consist of a Board of Directors of voting, dues-paying members, a non-voting Advisory Committee, and a non-voting General Body of dues-paying members.

Section 2. Requirements and Application

Any person or organization in support of the mission of BCC shall be eligible for membership. The applicant shall achieve membership status for one year upon receipt by BCC of the completed application form and full payment. The Advisory Committee shall be ex officio members and shall be encouraged but not required to pay annual dues. All other memberships shall require dues payment.

Section 3. Determination of Dues and Dues Categories

Membership dues, categories, and annual dues schedule shall be determined by a Standing or Ad-Hoc Committee. Annual dues and categories shall be in effect for each member at renewal.

Section 4. Renewal and Forfeiture

Membership renewals shall be payable upon the renewal date. Membership shall lapse if dues are not received within sixty (60) days of the renewal date.

Section 5. Refunds

Any member who resigns prior to completing a full term of membership shall not be entitled to a refund of any portion of dues paid.

Section 6. Removal

Any member, who acts contrary to the purpose of BCC, as determined by the Board of Directors may have their membership revoked. Removal will be by majority vote of the Board. The party will not be entitled to a refund of any portion of dues paid.

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ARTICLE III - Board of Directors

Section 1. Function

The Board shall conduct the affairs of the organization. The Board shall provide representation, leadership, and focus to BCC in carrying out its purpose and develop, with consideration of input from the Advisory Committee, the strategic direction of the organization.

Section 2. Composition

The Board shall include all officers and preferably consist of a minimum of nine (9) and no more than seventeen (17) members, although the number may be fixed from time to time by the Board. To avoid ties in voting, an odd number is preferred.

Section 3. Nomination and Election

New members of the Board shall be recruited on a voluntary basis and elected by majority vote of the sitting members of the Board.

Section 4. Terms

Board members shall serve 3 year terms. Terms shall be staggered. Terms shall be effective January 1st.

Section 5. Resignations

Board members who are unable to continue to serve for any reason should immediately notify the chair in writing or by e-mail so that timely recruitment and election of a replacement can be made by the Board, if desired.

Section 6. Removal and Vacancies

Any Board member who fails to meet board expectations may, at the discretion of the Board, be removed from office and from the Board. Removal will be by majority vote of the Board. Vacancies shall be filled as the Board deems advisable.

Section 7. Compensation

Board members serve without compensation.

ARTICLE IV - Officers

Section 1. Function

Officers shall act under the direction of the Board as a whole and shall report to the Board of actions taken. Determination of policy may be made on an interim basis but shall be referred to the Board as a whole for approval in a meeting.

Section 2. Composition

The officers of BCC shall be at a minimum: Chair, Vice Chair, Treasurer, and Secretary. Officers shall be members of the Board.

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Section 3. Duties

Officers shall perform such usual duties as are prescribed in the parliamentary authority adopted by BCC including but not limited to the following:

- a) **Chair**
The Chair shall act as executive head of BCC in all matters concerning the furtherance of the purpose of the organization. Duties include: Presiding at meetings; appointing all committees and committee chairpersons subject to the approval of the Board; serving as an ex-officio member of all Standing and Ad-Hoc committees.

- b) **Vice Chair**
In the absence of the Chair, or in the event of his/her inability or refusal to act, or if the office is vacated, the Vice Chair shall perform all duties of the Chair. The Vice-Chair shall perform such other duties as may be assigned by the Board and is an ex officio member of all committees.

- c) **Treasurer**
Duties include: Over seeing staff in receiving and depositing monies, submitting bills, and otherwise administering and accounting for all funds belonging to BCC; retaining financial records; preparing financial reports for presentation at business meetings; and submission of all required financial filings. The Treasurer shall be an ex officio member of the Finance & Fundraising Committees.

- d) **Secretary**
The Secretary shall be the custodian of all books and accounts excepting those specifically assigned to others, such as the Treasurer's books. Duties include: Maintaining the official records of BCC, including the bylaws; recording and distributing the minutes of the Board meetings; maintaining a current record of the names and addresses of BCC members.

Section 4. Election

Elections shall be necessary only if more than one person seeks a particular office. Otherwise, offices and committee membership shall be voluntary. In such case as is necessary, voting shall be by secret, written ballot. Election shall be by majority vote of the Board.

ARTICLE V - Standing and Ad Hoc Committees

Section 1. Function

The Board, or the Chair with Board approval, may establish any committee deemed necessary to help realize the goals of BCC.

Section 2. Appointment and Composition

The Chair shall appoint, after Board approval, the chairs of all committees. The Chair and the Executive Director shall be ex-officio members of these committees, excluding the Advisory Committee. Each committee shall maintain a regular membership of at least a Chair and two other members. It is encouraged that a co or vice-chair be identified.

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Section 3. Standing Committees

Standing committees shall be created to consider matters which exist continually. These include the following:

A) Executive: The Executive Committee is empowered to act for the full board in matters that require immediate action or do not involve major questions of policy or funding unless specifically authorized. The Executive Director is a non-voting member.

B) Finance: The Finance Committee shall develop long-range fiscal plans, develop program budgets, and prepare and recommend annual budgets to the board. It shall review Treasurer's reports, arrange for external audits as required, and address findings of both internal and external audits.

C) Fundraising: The Fundraising Committee works to expand the membership and donor base in public and corporate sectors; may prepare grant applications in conjunction with an initiating committee or on its own initiative, and organizes fund-raising activities.

Chairs will be members of the Board. The majority of Standing Committee members will be Board Members.

Section 4. Ad Hoc Committees

Ad hoc committees shall be created by the Board as the need arises to perform a specific task. At its formation, the ad hoc committee shall be given a specific period of time to complete its task. The ad hoc committee will go out of existence when its task is complete.

Section 5. Reporting

The studies, findings and recommendations of all committees shall be reported to the Board for consideration and action, except as otherwise ordered by the Board.

ARTICLE VI - Advisory Committee

Section 1. Function

An Advisory Committee shall be established by the Board in order to provide expertise and promote cooperation among watershed interests and relevant entities. The Advisory Committee or individuals from same may make recommendations to the Board and be available for consultations at meetings or by correspondence.

Section 2. Composition

The Advisory Committee shall be made up of representatives of government agencies, political bodies, non-profit organizations, and other entities relevant to BCC's mission. New members of the Advisory Committee shall be recruited on a voluntary basis and elected by the Board. There shall be no set number of Advisory Committee members but representatives from a broad spectrum of interests should be recruited.

Section 3. Vacancies

Vacancies shall be filled as the Board deems advisable.

Section 4. Compensation

Advisory Committee members shall serve without compensation from BCC.

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ARTICLE VII - Personnel

Sec. 1. Executive Director

The Executive Director shall serve at the discretion of the Board and administer the daily operations of BCC. In addition, the Executive Director is responsible for financial, budget preparation, program, and administrative management, executing decisions and policies of the Board, and achieving the organization's objectives. Direction is provided by the Board in general and the Chair specifically.

Sec. 2. Other Personnel

The Executive Director with Board approval, may establish and fill other positions.

Sec. 3. Compensation

The Board shall approve compensation. The Executive Director shall recommend to the Board the compensation levels of other personnel.

Sec. 4. Nondiscrimination

BCC is an equal opportunity employer as required by applicable state and federal laws.

ARTICLE VIII - Meetings

Section 1. Board Meetings

Board meetings shall be held at least six times per year. A majority shall constitute a quorum for action by the Board. Board action will require a majority vote of the quorum, unless noted elsewhere in these bylaws. Board meetings shall be open to non-board members by invitation.

Section 2. Advisory Committee meetings

Advisory Committee meetings shall be held at least once per year for members to provide advice and recommendations to the governing board and staff.

Section 3. Annual Meetings

Annual meetings shall be informal and held for the purpose of presenting a summary of the previous year's activities of the organization. No business shall transact. Annual meetings shall be open to all interested persons.

Section 4. Special Meetings

Special meetings of the Board may be called by the Chair or upon request of three (3) or more Board members.

Section 5. Notification

Notice of all meetings shall be conveyed to prospective attendees prior to the meeting and shall state the date, time, and place of meeting.

Section 6. Parliamentary Authority

Rules of Conduct shall apply to regular and special business meetings of the Board. On all questions of conduct, order, and duty not covered by these bylaws, the current edition of *Robert's Rules of Order* shall be considered authoritative.

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ARTICLE IX - Adoption and Amendments

Section 1. Allowance

Proposed amendments to these bylaws can be made at any time following discussion at a regularly scheduled Board meeting pending the vote of the Board.

Section 2. Notice

A proposed amendment shall be summarized in the notice of the Board meeting at which the proposed amendment will be presented for vote. The notice shall refer to the section(s) to be amended and the proposed amendment.

Section 3. Adoption

A majority vote of the Board shall be required to adopt these bylaws and amendments.

ARTICLE X - Dissolution

The Board, by a two-third (2/3) affirmative vote of all Board members, may determine that the organization be dissolved. Upon dissolution of BCC, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of Cuyahoga County, Ohio, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.