

# **Friends of Toppenish Creek**

## **By Laws**

### **Membership**

1. The Friends of Toppenish Creek is ultimately accountable to the members and the community.
2. Every member of The Friends of Toppenish Creek shall be entitled to attend any general meeting of the organization and, if of legal age (18), to hold any office.
3. Membership shall consist of those who support the environmental objectives of The Friends of Toppenish Creek
4. The entry in the Register of Members by the Secretary/Treasurer of the name and member's contact information and payment of membership fee of \$1.00 by any individual shall constitute admission to membership.

**Non-Discrimination:** FOTC is an equal opportunity organization and does not discriminate.

### **Fiscal Year**

5. The fiscal year of FOTC shall be the period from January 1 to December 31.

### **Annual Meeting**

6. At the annual/general meeting of The Friends of Toppenish Creek the following items of business shall be addressed. The annual/general meeting shall be held in March of each year.
  - a) Minutes of the previous annual or the most recent general meeting
  - b) Consideration of the annual report of the directors
  - c) Consideration of the annual financial report of The Friends of Toppenish Creek and, if required, the appointment of auditor(s) for the ensuing year.
  - d) Election of directors shall be staggered. Board members shall be elected by the general membership
  - e) Election of the Chair, Vice Chair and Secretary/Treasurer shall be by the board of directors
  - f) Resolutions about changes in by-laws (if any). Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the vote of a majority of the directors in office.

7. The Chair, or in his/her absence, the Vice-Chair, or in the absence of both of them, any ranking board member appointed from among those members present, shall preside as Chair at members meetings, provided there is a quorum.

8. If a vote is called on a motion it shall be held by show of hands or by secret ballot as the Chair may prescribe and the result of such vote shall be deemed to be the resolution of the Friends of Toppenish Creek.

### **Board Members**

9. Unless otherwise determined by special resolution, the number of directors shall not be less than five (5) or more than nine (9).

10. Any member of FOTC of legal age (18) shall be eligible to be elected a board member of FOTC.

11. Directors shall be elected by members at the annual general meetings of The Friends of Toppenish Creek.

12. Directors will serve a term of three years

13. In the event that a board member resigns his/her office or ceases to be a member of The Friends of Toppenish Creek, whereupon his/her office as a board member shall be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the membership.

14. The Board of Friends of Toppenish Creek may, by special resolution, remove any board member before the expiration of the period of office and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the board member in whose place he/she is appointed would have held office if he/she had not been removed.

15. Members of the board who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of The Friends of Toppenish Creek, have a duty to declare this interest. Such a declaration is to be made to the members upon nomination or, if serving as a director, when the possibility of a conflict is realized.

A conflict of interest does not preclude a member from serving as a director provided that he/she withdraws from decision making on matters pertaining to that interest and that such withdrawal is duly recorded.

16. Members of the board are not entitled to remuneration for service but may be reimbursed for reasonable expenses incurred in the conduct of their duties. Such expenses may be specified in advance by the Board of Directors unless unforeseen circumstances arise.

17. The responsibility for the management of the activities of The Friends of Toppenish Creek shall be vested in the board of directors who, in addition to the powers and responsibilities outlined by these by-laws or otherwise expressly conferred upon them, may exercise, within the limits of the law, all powers as may be required by The Friends of Toppenish Creek to achieve its purposes.

## **Board Meetings**

18. Meetings of the Board of Directors shall be held monthly and as often as business may require. Special meetings may be called by the directors as deemed necessary. A calendar of monthly board meetings will be set in March of each year. Monthly meetings are open to the general membership. Executive session for board members only is permitted.
19. No business shall be transacted at any meeting of the Board of Directors unless a majority of the directors are present at the commencement of such business.
20. Attendance at board meetings via telephone or ZOOM is permitted and such attendance shall meet requirements for a quorum.
21. The Chair or, in his/her absence, the Vice-Chair or, in the absence of both of them, any director appointed from among those directors present shall preside as Chair at meetings of the Board.
22. At a Board of Directors meeting the Chair shall not have a vote. In the case of an equality of votes the Chair will break the tie.
23. The By-laws may be amended at any regular meeting by a majority of the Board of Directors.
24. Any FOTC board member may designate in writing a person to take his/her place at a monthly board meeting and to vote by proxy on specifically designated issue(s) before the board for that meeting.

## **Officers**

25. The officers of the Friends of Toppenish Creek shall be a Chair, a Vice Chair and a Secretary/Treasurer.
26. The Vice-Chair shall perform the duties of the Chair during the absence, illness or incapacity of the Chair
27. There shall be a Secretary/Treasurer who shall be responsible for the minutes of the meetings of members and Board of Directors, and shall perform such other duties as may be assigned to him/her by the members and/or board of directors.
28. There may be a Science Officer whose responsibility is to educate and inform the membership regarding the scientific accuracy, validity, and reliability of any research utilized by the organization and to review grant applications regarding research protocols.
29. Two appointed officers and the Executive Director shall be signors on the FOTC general bank account. For all non-grant checks over \$100 the Executive Director will notify a board member and obtain approval via email or text.

## **Executive Director**

30. The Board shall approve a job description for the Executive Director.

### **Audit of Accounts**

31. The board is responsible for insuring that members receive annually a written report on the financial position of the organization. This statement shall be in the form of a balance sheet showing the particulars of its liabilities and assets, and a statement of its income and expenditures for the past year.

32. An auditor for The Friends of Toppenish Creek may be appointed annually by the members of the organization at the annual general meeting and, on the failure of the members to appoint an auditor, the Board of Directors may do so.

### **Roberts Rules of Order**

33. Meetings shall be conducted according to Robert's Rules of Order

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