

HERON HABITAT HELPERS BYLAWS

Article I	Name, Purpose, Vision
Article II	Membership, Dues, Voting
Article III	Meetings
Article IV	Board, Committees
Article V	Officers
Article VI	Fiscal Year
Article VII	Identity, Outreach, Partnerships
Article VIII	Amendments

Article I Name, Purpose, Vision

Section 1 The name of the organization shall be the Heron Habitat Helpers (HHH).

Section 2 The purpose of the organization shall be to help the public enjoy, learn about and protect the great blue herons and their nesting colonies in the greater Puget Sound area. Notwithstanding any other provision of these bylaws, the organization shall not engage in activities not permitted by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 3 The vision of Heron Habitat Helpers shall be to support the protection and preservation of great blue herons and their habitat throughout the Puget Sound region through outreach, education, advocacy, partnerships and knowledge sharing. The organization will, as needed, continue its work to restore and protect Kiwanis Memorial Preserve Park, a natural area and wildlife corridor, as a sustainable urban wildlife preserve which has supported a thriving population of great blue herons and other wildlife.

Article II Membership, Dues, Voting

Section 1 Membership in HHH shall be open to everyone interested in great blue herons, especially the heron colony in Kiwanis Ravine in Seattle, Washington.

Section 2 Membership dues per household shall be fixed and reviewed as needed by the Board. Dues shall be payable upon joining HHH and annually upon proper notification.

Section 3 Each person in an up-to-date paid household membership is entitled to one vote at the Annual Meeting of HHH.

Article III Meetings

Section I *Open meetings* - All meetings, including the annual membership meeting, general membership meetings, Board of Directors meetings, Executive Committee meetings and Board business committee meetings shall be open to the public.

Section 2 *Annual meeting* - There shall be an Annual Meeting of the membership of HHH. The Board shall set the date of the Annual Meeting and shall provide at least one week's notice of the meeting date to the members. The Annual Meeting shall be for the purpose of electing members to vacant positions on the Board of Directors and for the presentation of the annual report of the activities of HHH.

At the Annual Meeting the current Board of Directors shall propose a slate of candidates for each vacant position on the Board. Nominations shall also be accepted from the floor. All candidates must have accepted the nomination and be current paid members of the organization.

Section 3 *General membership meetings* - The Board may call General Membership Meetings for any business or other purpose at any time. Notice of such a meeting and its planned subject matter shall be given at least one week in advance.

Section 4 *Quarterly Board meetings* - The Board of Directors shall meet at least quarterly, on at least three-business-days notice. The Executive Committee shall set the time, date and location of the Board meetings after polling the members of the Board to determine their preferences. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends expressly for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The Board may provide, by majority resolution, the time and place for the holding of additional regular Board meetings without other notice than such resolution.

Section 5 *Quorum* - The voting members present shall constitute a quorum for the transaction of business at any HHH general membership or meeting. At Board of Directors meetings, a quorum for the transaction of business shall consist of a majority of the Board members. If a lesser number of Board members is present, a majority of the Board members present may adjourn the meeting without further notice.

Section 6 *Manner of Acting* - Except where a larger than majority is required by these bylaws, the act of the majority of those present at a meeting at which a quorum is present shall be the act of the organization or the Board.

Section 7 *Meetings of the Board* - Directors may participate in a meeting of the Board by means of a conference telephone or other similar communications equipment in which all persons participating in the meeting can hear each other at the same

time and such participation shall constitute presence in person at a meeting. In addition, Directors may hold meetings by communicating with each other via e-mail.

Article IV Board, Committees

Section 1 The business of the organization shall be conducted by the following: a Board of Directors and its Business Committees.

The Board has the authority to make decisions on behalf of HHH to further the purpose, and vision of HHH. The Board shall adopt such rule and regulations for the conduct of their meetings and the management of the organization not inconsistent with these bylaws and the laws of this state.

Section 2 *The Board* - The Board of Directors shall number no fewer than six nor more than twelve members. The terms of Directors, except for the initial Directors, shall be for three years. The terms of the initial Directors shall be staggered so that the terms of one-third shall be for one year, the term: of the second third shall be for two years and the terms of final third shall be for three years.

Section 3 *Vacancies* - When a Director resigns, vacancies shall be filled by the unanimous vote of all Directors. When a majority of the Board members believe that a Director is no longer able to act in the best interests of the organization, the Board shall request his/her resignation; and if he/she refuses to resign within 48 hours after such request, then the Board may remove him/her by a two-thirds vote of all Board members other than the one asked to resign. Such vacancies shall be filled by the unanimous vote of all Directors. Board members will serve without compensation.

Section 4 *Executive Committee* - The Executive Committee shall consist of the President and two additional members of the Board of Directors whom he/she shall appoint to total three, and shall have all the power and functions of the Board of Directors, subject to the general direction and control of the Board. The Executive Committee shall report to the Board at least quarterly at the regular meetings of the Board. Any vacancy on the Executive Committee shall be filled by the President. Removal of a member of the Executive Committee, except the President, shall be by a two-thirds vote of the members of the Board of Directors. The Executive Committee shall meet informally to conduct the ongoing business of the organization and to direct the activities of the Business Committees.

Section 5 *Business Committees* - The Board may create and appoint committees as needed to conduct the business of HHH. Each Business Committee shall have as a member at least one member of the Board.

i. Business Committees shall regularly report on the progress and status of their work to the Board, and these reports shall be entered in the minutes of Board meetings.

ii. Business Committees shall have those powers and duties as authorized by the Board at the formation of the committee. Each committee may adopt its own rules, provided that they are not inconsistent with rules established by the Board or the bylaws of HHH. The Board shall have the power to revise or cancel Business Committee rules deemed inconsistent with rules established by the Board or the bylaws of HHH

Article V Officers

Section 1 The Board may elect the following officers of the organization who shall have the following duties: All officers shall be members of the Board.

A. President

- Conduct the business of the organization according to these bylaws subject to the control of the Executive Committee and the Board of Directors

- Represent the organization to the public

- Monitor grants and contracts

- Accept responsibility for long and short term planning

- Sign any instrument necessary for the ordinary conduct of the organization's business, or any document which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these bylaws to some other officer or agent of the organization, or shall be required by law to be otherwise signed or executed

- Recommend candidates for vacancies on the Board.

B. Vice-President

- Assist the President

- Prepare for becoming the next President

- Conduct meetings

- Develop programs

C. *Secretary*

Keep written minutes of all meetings

Give all notices to membership

Distribute copies of minutes and agenda

Keep a roster of all members

Coordinate volunteer activities

D. *Treasurer*

Maintain an accurate accounting of all deposits and disbursements.

Provide financial records as necessary

Make a report at each Board meeting

Prepare the annual budget

Section 2 *Term of Office* - Each officer shall hold office for one year or until he/she shall earlier resign or shall have been removed in the manner herein provided. The Executive Committee may, by a unanimous vote, fill a vacancy in any office resulting from the death, resignation or removal of an officer subject to confirmation by a two-thirds majority vote of the Board.

Section 3 *Resignation* - Any officer may resign at any time by giving written notice to the Board, the President or the Vice President of the Board. Unless otherwise specified in the notice, the resignation shall take effect immediately.

Section 4 *Removal* - Any officer or agent may be removed by a two-thirds vote of the Board, whenever in their best judgement, the best interests of the organization would be served thereby.

Article VI Fiscal Year

The fiscal year of the Corporation shall be a calendar year.

Article VII Identity, Outreach, Partnerships

Section 1 HHH shall function as a 501(c)(3) non-profit corporation under the fiscal sponsorship of the Associated Recreation Council of the City of Seattle, Washington.

Section 2 HHH shall serve as the official “Adopt a Park” sponsor of Kiwanis Ravine under the Seattle Parks and Recreation Department. HHH will follow Parks' policy and administrative process as closely as possible and seek close cooperation with designated Parks’ staff on activities and actions. HHH will seek Parks’ partnership in conducting interpretive/educational activities and fulfillment of its management and maintenance roles and responsibilities in regard to Kiwanis Ravine.

Section 3 HHH shall seek the broadest possible partnership and support mechanisms in achieving its goals for Kiwanis Ravine with additional stakeholders, including other Seattle city departments, King County, Washington State, conservation groups, foundations, neighbors, developers and the general public.

Article VIII Amendments

 These bylaws may be amended as necessary by a two-thirds majority of the entire Board.

ADOPTED: November 26th, 2013