

**BYLAWS  
OF  
FRIENDS OF SUGAR CREEK, INC**  
**Draft for consideration**  
**Original from 2000**  
**Revised March 2013**

**Mission Statement:**

To protect, restore, and promote appreciation of Sugar Creek and its watershed.

**ARTICLE I. PURPOSE**

Section 1. Friends of Sugar Creek Charge

FSC is organized exclusively for educational, charitable, scientific, artistic, historic, literary, and recreational and conservation purposes, including, but not restricted to, the following more specific purposes:

- A. To promote for the benefit of the general public the preservation and improvement of natural resources principally in, but not limited to Montgomery, Parke, Boone, Fountain, and Clinton Counties.
- B. To promote an appreciation of the Sugar Creek watershed in West Central, Indiana.
- C. To act as a community advocate for Sugar Creek and its watershed.
- D. To act as a clearinghouse for information about Sugar Creek and its watershed.
- E. To educate members and the public about Sugar Creek and its watershed and to engage in the scientific study of natural resources and to promote education regarding such resources.
- F. To promote communication and cooperation among all agencies -- local, state, and national -- concerning Sugar Creek and its watershed.
- G. To lobby for legislative action -- local, state, and national -- on behalf of Sugar Creek and its watershed.

Section 2. Non-Profit Nature

No part of the net earnings of the Corporation shall directly benefit or be distributed to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 of this article.

Notwithstanding any other provisions of these bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by any organization, contributions to which are deductible under Section 170(c)(2) thereof.

**ARTICLE II. MEMBERSHIP**

### Section 1. Membership Requirements

The membership of FSC shall consist of Regular Members. There shall be only one class of members. Regular Members shall be those persons and organizations who evidence interest in the purposes and programs of FSC. A member shall be any person or organization who has registered with the Secretary. Currently there are no membership dues, but without changes to the bylaws, the board of directors could vote to start an annual dues structure for FSC members.

### Section 2. Membership Rights

Each member shall have one (1) vote at all meetings of members. Each member shall have the right to attend the annual membership meeting or other membership meetings as called by the Board of Directors. Each Regular Member has the right to cast one vote for each Board of Directors' position that is open for voting at that meeting.

### Section 3. Membership Removal

Directors of the FSC may, for reasonable cause, reject the membership application of any person or organization, or vote to remove a current member.

### Section 4: Meetings

There shall be an annual meeting of the membership held once per year at such time and at such place in Indiana as may be designated by the Board of Directors at least two months in advance. At the Annual meeting, Directors shall be elected, the officers of the FSC shall present their annual reports, and all such other business as may be properly brought before the assembly shall be transacted.

Special meetings of the membership may be held at such place within Indiana as may be designated by the persons calling the meeting. Special meetings may be called at any time by the President (acting at the direction of a majority of the Executive Committee), a majority of the full Board of Directors, or by written petition signed by at least ten percent (10%) of all Regular members.

An annual schedule of Board of Director meetings will be made available to the Regular Membership. A quorum of 51% of directors will need to be present to conduct official business.

## **ARTICLE III. BOARD OF DIRECTORS**

### Section 1. Board Charge

The Board of Directors (Board) shall manage the affairs and the activities of the FSC and shall formulate its policies. The Board shall have all the powers necessary or appropriate to enable it to carry out the purposes of the FSC, in accordance with the laws of Indiana, Internal Revenue Code requirements, the articles of incorporation, these bylaws, and such other rules and resolutions as it may adopt. The Board may accept on behalf of the FSC any contribution, gift, or bequest. It is expected that each director shall actively

participate in the affairs of the FSC and accordingly shall adhere to the Board-approved bylaws. A director failing to do so in a significant manner and without good cause, as determined by the Board in its sole discretion, shall be considered to have resigned. Any member of the Board who fails to attend four regularly scheduled meetings of the Board in any 12-month period without good cause shown for the absence, as determined by the Board in its sole discretion, shall be considered to have resigned in order that an active director may be elected. The Board of FSC plans and directs the work necessary to carry out the purposes of the FSC and are not personally liable for the acts or debts of the FSC, in accordance with Indiana law.

#### Section 2. Board Make up

The Board of FSC shall consist of 7-9 members.

Up to four (4) members shall be elected at each annual meeting, the terms thus being staggered. The term of each board member shall be three years, renewable for additional terms.

#### Section 3. Board Meetings.

Meetings of the Board of Directors of the Corporation shall be held at such times and place as may be determined in advance by the President or the Board of Directors. In addition to the annual meeting, at least six regular meetings shall be held each year. Bylaws may be amended at each annual meeting by a two-thirds majority of the members present. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern (loosely) FSC in all cases to which they are applicable and in which they are not inconsistent with any law, the articles of incorporation, and these bylaws.

### **ARTICLE IV. OFFICERS**

#### Section 1. Officers

The officers of the FSC shall be a president, a Vice President, a Treasurer, and a Secretary, each of whom shall be members of the Board. New terms begin at the first meeting following the annual business meeting.

President.

The President shall preside at all meetings of FSC and of the Board and shall have general supervision of the affairs of the FSC. The President shall be responsible for planning meetings and agendas, examining the financial condition, and otherwise performing duties assigned by the board.

The President shall have general and active supervision, control, and management of the business of FSC, subject to the orders and resolutions of the Board of Directors. The President shall be ex officio a member of all committees of the Board of Directors. The President shall have the usual powers of the office and shall perform such other duties as may be designated by the Board of Directors.

Vice President

In the absence of the President, the Vice President shall perform all duties of the President. The Vice President shall assist the President in the management of FSC and shall perform such other duties as may be assigned

by the Board from time to time.

#### Treasurer

The Treasurer shall perform the usual duties associated with the office of Treasurer and such other duties as may be assigned by the Board from time to time. In the absence of the other three officers, the Treasurer shall act as President. The Treasurer shall be responsible for maintaining a monthly financial report and transacting financial business for the board.

#### Secretary

The Secretary shall perform the usual duties associated with the office of Secretary and such other duties as may be assigned by the Board from time to time. In the absence of the President and Vice President, the Secretary shall act as President. The Secretary shall be responsible for recording, maintaining, and distributing the minutes.

All checks, drafts, bills of exchange, or other orders for the payment of money, obligations, notes, or other evidences of indebtedness of the Corporation shall be signed or endorsed by such officer or officers of the Board of Directors as designated by the Board of Directors. All contracts, agreements, deeds, and similar instruments authorized by the Board of Directors shall be signed by the President, unless otherwise directed by the Board of Directors.

### Section 2. Power to Change

Any vacancy occurring during a board member's term shall be filled by a majority vote of the remaining Board members. The Board shall have the power to change its officers and appointees at any time. At the next board meeting after an office (or offices) has become vacant for whatever reason, an election shall be held to find fill office (offices). The board may also elect other such officers and assign other such duties to officers as it sees fit. Any one or more offices may be held by the same person except that the offices of President, Vice President, Treasurer, and Secretary must be held by different individuals.

### **Article V: Committees**

#### Section 1. Executive Committee

There shall be an Executive Committee composed of the President, the Vice President, the Secretary, the Treasurer. The President shall act as chairman of the Executive Committee. The Executive Committee, during periods between meetings of the Board, shall conduct such activities of FSC as authorized by the Board, formulate policies and make recommendations thereon, report all actions taken by it, and, where required by the Board, submit them for ratification. The Executive Committee may hold its meetings in person or by telephone.

### **Article VI: Amendment of Bylaws**

#### Section 1. Amendment Process

These bylaws may be altered, amended, or repealed, and the revised bylaws adopted by the following two-step process. First, the changes must be

approved by the positive vote of at least three-fourths (3/4) of the total number of board members, at any meeting of the board. Second, the Board must notify the membership of the precise nature of the proposed changes, and the Regular Membership must approve the changes with a two-thirds (2/3) vote of the members voting at the next membership meeting.