

**BYLAWS of the Claremont Wildlands Conservancy**  
**June 8, 2017**

**ARTICLE I: Name**

1. The name of the organization is Claremont Wildlands Conservancy (CWC).

**ARTICLE II: Mission and Purpose**

1. The mission of the Claremont Wildlands Conservancy is:
  - to preserve the land, air, watershed, plant and wildlife resources of the foothills of the San Gabriel Mountains and the greater Claremont area
  - to educate and advocate for the protection of important biotic habitats and/or access to these natural areas for the enjoyment of current and future generations
  - to work for the creation of a wildlands corridor along the front range of the San Gabriel/San Bernardino Mountains from the urban interface to the topmost ridgeline.
  - to foster collaboration among organizations and governmental entities to enhance effective achievement of mutual goals and objectives
2. A fundamental purpose of CWC is to expand the amount of open space in the Claremont Hills Wilderness Park and surrounding foothill areas.

**ARTICLE III: Corporate Structure**

1. CWC is a not-for-profit California corporation.
2. CWC will maintain the status of “Exempt from federal and state income tax under section 501 (c) (3) of the Internal Revenue Code.”
3. CWC’s fiscal year shall be July 1 – June 30.
4. The rules contained in the current Robert’s Rules of Order shall govern the organization in all cases except when they are inconsistent with the bylaws.

**ARTICLE IV: Board of Directors**

1. CWC will be governed by a Board of Directors consisting of a maximum of 13 authorized members. Authorized members have voting rights and are counted in the formation of a quorum for Board meetings.
2. Board members shall be elected by the Board at its annual meeting in June; however, vacancies may be filled by nominations from the Nominating Committee followed by a majority vote of the Board at any time.
3. The Board will elect authorized Board members for terms of three years, which may be renewed. One-third of Board members’ terms expire annually.

- a. Normally, following completion of two terms, a Board member will be excused from Board service for at least one year before being eligible to return.
  - b. A member may request a leave of absence for up to one year. The Board may appoint a replacement for a member on leave or to fill an unexpired term.
  - c. Board members may resign by written notice to the President.
4. The Board may confer emeritus/a status on members who leave the Board after having served at least six years. Emeriti/ae Board members may not vote but may participate in Board communications and may attend Board meetings.

#### **ARTICLE V: Board Meetings**

1. A quorum of the Board shall consist of a majority of authorized Board members.
2. The Board shall normally meet monthly between September and June; special meetings may be called by the President. No fewer than five meetings will be held annually.
3. Board agendas shall be sent to all Board members at least three days before each meeting.

#### **ARTICLE VI: Duties of the Board**

1. Advocate for measures to ensure that CWC achieves its mission.
2. Set the goals and direction of the organization.
3. Determine policies and procedures of the organization.
4. Ensure that CWC meets its legal and financial obligations.
5. Approve and oversee the budget.
6. Elect Board members and officers at the annual meeting in June.
7. Publicize CWC and its activities to the community and to prospective volunteers.
8. Build strong community networks to promote the goals of CWC.

#### **ARTICLE VII: Board Members**

1. Authorized Board members are expected to:
  - a. Attend regular Board meetings. More than three unexplained consecutive missed meetings will be considered resignation from the Board.
  - b. Support planning and implementation of CWC fund-raising activities and make contributions as appropriate.

- c. Serve as ambassadors to the community and advocate CWC's positions.
  - d. Perform assigned duties. Each Board member will be assigned to at least one specific ("floating") duty and/or committee role that furthers the goals of CWC.
  - e. Perform other duties as needed.
2. No Board member shall receive pay or other remuneration for services except for reimbursement of CWC expenses.

### **ARTICLE VIII: Officers**

1. Officers shall be President, Vice President, Secretary, and Treasurer (Chief Financial Officer).
2. Officers shall be elected to one-year terms, which may be renewed.
3. By majority vote, the Board may remove an officer with written notification. An officer may resign upon written notice to the Board.

### **ARTICLE IX: Responsibilities of officers**

1. Duties of the President:
  - a. Lead the Board in developing goals and annual priorities.
  - b. Serve as official spokesperson for CWC.
  - c. Oversee, share and/or delegate responsibility for building strong relationships and maintaining good communication with the City Council, commissions and staff.
  - d. Oversee the entire organization, including the activities of committees and duties of Board members and ensure floating duties are assigned.
  - e. Take responsibility for insurance and legal matters. These responsibilities may be delegated to or shared with other Board members.
  - f. Perform all other duties associated with the office of President.
2. Duties of the Vice-President:
  - a. Assume the duties of the President in his or her absence.
  - b. Assume duties assigned by the President.
  - c. Set agendas and preside at Board meetings.
3. Duties of the Secretary:
  - a. Record minutes of Board meetings and distribute them within seven days of each meeting.
  - b. Ensure maintenance of the archives of the organization. (Specific tasks may be delegated as needed.)
4. Duties of the Treasurer (Chief Financial Officer):
  - a. Receive, record, and deposit funds and manage all bank accounts.
  - b. Disburse funds as directed by the Board.
  - c. Be responsible for correspondence related to financial matters.

- d. File government reports.
- e. Serve as the CWC's liaison with legal and accounting services as needed, and arrange for an outside review of finances when necessary.
- f. Make regular financial reports at Board meetings.
- g. Present an annual financial report for the past year and a proposed budget for the next fiscal year at the June annual meeting

**ARTICLE X: Committees of the Board**

- 1. Committee appointments will be for one year and may be renewed.
- 2. Standing and/or ad hoc committees may be added or dissolved with the consent of the Board.
- 3. Except for the Nominating Committee, non-Board members may serve on committees; however, only Board members may serve as committee chairs.
- 4. Standing committees of the Board include:
  - a. Nominating and Board Development Committee:
    - (i) Presents slates of prospective Board members and officers at the May Board meeting
    - (ii) Consists of a chair and at least one additional Board member
    - (iii) Normally nominates the President, Treasurer and Chair of the Communication Committee one year in advance of the departure of the incumbent
    - (iv) Recruits, orients, and supports active engagement of new Board members and community committee members.
  - b. Communications Committee:
    - (i) Consists of a chair and at least one additional Board member.
    - (ii.) Oversees the CWC website, Facebook page, newsletter, brochure, and other public relations materials and activities.
    - (iii.) Maintains databases for these communications.
  - c. Education Committee
    - (i.) Consists of a chair and at least one additional Board member.
    - (ii.) Develops and/or collaborates with others to develop education programs consistent with the mission and goals of the CWC.
    - (iii.) Coordinates and shares information with other groups
  - d. External Relations Committee:
    - (i.) Consists of a chair and one or more Board members.
    - (ii.) Coordinates efforts closely with the CWC president.
    - (iii.) Maintains communication with Trust for Public Land and other organizations related to the CWC mission, e.g., the League of Women Voters, Claremont Hills Conservation Corporation, the Rivers and Mountains Conservancy, among others.
    - (iv.) Shares information with the Board on neighboring community, regional,

state, and national developments related to CWC's mission.

- e. Wilderness Park Acquisition Committee
  - (i.) Consists of a chair and one or more Board members.
  - (ii.) Works with the City, Trust for Public Land and other agencies to acquire hillside parcels to add to the Claremont Hills Wilderness Park.
  
- f. Master Plan Committee
  - (i.) Consists of a chair and one or more Board members.
  - (ii.) Works with the City of Claremont, City Friends of the Claremont Hills Wilderness Park (CHWP), and other groups to ensure implementation of the Master Plan
  - (iii.) Contains a subcommittee to focus on ensuring access

#### **ARTICLE XI: Bank Accounts**

1. The Organization shall maintain one or more bank accounts.
2. Signers on all accounts shall be the President, the Secretary and the Treasurer.
3. The Treasurer will normally sign for withdrawals.
4. Authorization of the Board is required for any withdrawal greater than \$2,500.00.
5. Funds are normally reserved for:
  - a. Providing operating expenses, including communications
  - b. Contributing to the acquisition of hillside parcels
  - c. Maintaining access
  - d. Supporting education about the hillsides, and
  - e. Networking to create a continuous open-space corridor along the hillsides.

#### **ARTICLE XII: Amendments to the Bylaws**

1. These Bylaws may be amended at any regular or special Board meeting with a quorum by a vote of at least 2/3 of the authorized members present and voting.
2. Notice of changes to the Bylaws shall be available to all Board members at least one month prior to the meeting at which the vote is to be taken.