**By-Laws**

***Friends of the Anacortes Community Forest Lands***

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**Article I
NAME**

The name of this organization shall be Friends of the Anacortes Community Forest Lands, hereinafter referred to as the FRIENDS.

**Article II
PURPOSES
 *Dedicated to the preservation of the Anacortes Community Forest Lands through education, outreach & stewardship.***

The purposes of the FRIENDS include working to insure the long-term preservation of The Anacortes Community Forest lands through education, research and cooperation with the City of Anacortes in its management of this important natural ecosystem.

**Article III
MEMBERSHIP**

Section 1. Membership in FRIENDS shall be open to all individuals who are in sympathy with FRIENDS’ purposes and who pay specified annual dues.

Section 2. The amount of the annual dues will be determined by the Board of Directors.

**Article IV
MEETINGS**

Section 1. The corporation shall meet annually within the first quarter of the calendar year to elect members of the Board of Directors and conduct other business that may properly come before the meeting. The meeting shall be held at a time and place to be determined by the Board of Directors.

Section2. Other membership meetings may be held at a time and place to be determined by the Board of Directors.

**Article V
BOARD OF DIRECTORS**

Section 1. Powers The FRIENDS shall be managed by an elected Board of Directors consisting of eight to eleven members. The authority of the Board of Directors shall include the authority to direct the affairs of the FRIENDS, retain necessary staff or contractors and raise and spend funds as required to meet the purposes of the organization.

Section 2. Election Directors shall be members of the FRIENDS and shall be elected by the members at the annual meeting at which they were elected.

Section 3. Terms Directors shall be elected for a term of two years and shall assume their positions at the Annual meeting at which they were elected.

Section 4. Staggered Terms The terms of the Directors shall expire on a rotating basis.

Section 5. Vacancies The Board may fill vacancies for the remainder of the unexpired terms.

Section 6. Meetings The Board of Directors shall meet monthly or at a frequency determined by the Board. Special meetings may be held whenever called by the President or by any four or more directors.

Section 7. Quorum A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business.

**Article VI
OFFICERS**

Section 1. Officers Listed The officers of the FRIENDS shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2. Election of Officers Each officer shall be elected annually by and from the Board of Directors and shall serve until his/her successor is duly elected. All officers are voting members of the Board of Directors.

Section 3. Duties The duties for the officers are as follows:

1. President – The President shall exercise the usual executive powers pertaining to the office of President and shall preside at meetings of the Board of Directors and at all membership meetings. The President shall serve as the FRIENDS’ spokesperson.
2. Vice President – The Vice President shall act as President in the absence or disability of the President.
3. Secretary - The Secretary shall keep minutes of all business meetings, keep file of FRIENDS official documents and records and conduct the organization’s routine correspondence.
4. Treasurer - The Treasurer shall have the care and custody of and be responsible for all funds, shall keep regular books of the accounts and shall report to the Board of Directors at regular meetings on the FRIENDS financial status. The Treasurer shall work with the Finance Committee.

Section 4. Vacancies A vacancy in any office arising from any cause shall be filled by the Board of Directors at any regular or special meeting.

Section 5. Removal Any officer may be removed be a majority vote of the Board of Directors whenever in its judgment the best interests of the FRIENDS will be served thereby.

 **Article VII
COMMITTEES**

Section 1. Board Committees The President, with the approval of the Board, may when deemed necessary appoint committees of directors and /or members for specific purposes. These may include the following:

1. Newsletter and Membership – Assist with publishing the newsletter, maintain membership information and encourage new members.
2. CEP – Monitor and Support the City of Anacortes’ Conservation Easement Program.
3. Education and Outreach – Develop the education budget proposal, oversee work agreement/contract, help develop educational programs to increase community awareness of the natural values of the Anacortes Community Forest lands.
4. Fundraising – Coordinate fundraising activities for the benefit of the FRIENDS and its programs.
5. Political Action – Keep the public and its representatives, the City of Anacortes, and others aware of the FRIENDS concerns and positions regarding care of the Anacortes Community Forest Lands.
6. Website Committee – Oversee the website and keep information current.
7. Publications Committee – Oversee any publishing of books or other materials.
8. Finance Committee – Advise the Board on financial matters; develop the yearly budget for Board approval; develop an Endowment Fund (the Skagit Community Foundation Friends Endowment fund) for on-going funding for educational programs; set up an ACFL land Acquisition Fund; develop consistent funding for education; keep track of CEP funds, membership donations, grant and trust money; coordinate grant applications; work closely with the treasurer, who is to be a committee member.
9. Stewardship – Coordinate Stewardship activities.
10. Executive Committee – Oversee staff considerations.

Section 2. Nominating Committee The President shall appoint, with the approval of the Board, a Nominating Committee of three members whose function is to nominate directors for election to the Board of Directors. Nominee’s names shall be submitted in writing to the members at least two weeks prior to the Annual Meeting. Additional nominations may be made from the floor at the annual meeting.

**Article VIII**

The rules of procedure at meetings of the Board of Directors and of the Corporation shall be that contained in Robert’s Rules of Order on Parliamentary Procedure.  **Article IX
AMENDMENTS**

These By-laws may be amended by an affirmative vote of two-thirds of the entire Board of Directors, provided that notice of the nature of the proposed amendment has been mailed to all directors at least thirty days in advance of the meeting.

The amendment further must be approved by a majority vote of the members present at an Annual Meeting or a special meeting of the FRIENDS at which advance notice of at least ten days has been given of the nature of the proposed amendment.

**Article IX
AMENDMENTS**

A resolution to dissolve the corporation may be adopted upon a three-quarters vote of the Board of Directors. The distribution of assets of the corporation shall follow the requirements of RCW 24.03.225, except that all assets remaining after all liabilities and obligations have been discharged shall be distributed to these nonprofit corporations, as defined by the Internal Revenue Code 501 (c), selected by the Board of Directors by a three-quarters vote. Distribution of the assets pursuant to the Article of Incorporation shall take place only upon involuntary dissolution.