

By-laws REVISED Board Approved OCTOBER 13 2021
Friends of Madrona Marsh

ARTICLE I
Name

The name of this organization shall be the Friends of Madrona Marsh Corporation, and hereafter referred to as the Association.

ARTICLE II
Objectives

It is the responsibility of the Association to assist the City of Torrance in locating public and private sources of revenues to ensure the preservation of the unique ecosystem known as Madrona Marsh; to enlist community support; to provide an educational experience; to expand the Association membership; to recruit and coordinate volunteers; to organize fundraising on behalf of the Association, and to enter into any other aspect of the organizational needs required.

ARTICLE III
Members

Section 1. The membership of the Association **is open to any person interested in furthering the objectives of the Association.**

Section 2. **Active Members are members current with payment of dues.**

Section 3. Active members may vote and hold office.

Section 4. **Dues Structure may be reviewed annually and revised by a vote of the Board of Directors.**

Section 5. **Payment of Dues.** Membership in the Association shall be for **12 months and renewable on an annual basis.**

Section 6. **Notice of Dues.** The Membership Chair shall give notice to each member on or before the **month preceding their membership expiration date.**

Any member who has not paid dues on or before the **month after their dues expire** may be dropped from Active Membership.

Section 7. **Expulsion.** Any member who does not meet the aims and objectives of the Association may be expelled by a majority vote of the Board of Directors.

ARTICLE IV
Officers/Board of Directors

Section 1. The Board of Directors of the Association shall include four officers – President, Vice President, Recording Secretary and Treasurer; and eight directors. The Board of Directors shall perform the duties prescribed by these by-laws and by the parliamentary authority adopted by the Association. The President shall be the chairperson of the Board of Directors.

Section 2. Each Board of Directors member shall hold office for a period of three years, or until resignation, disqualification or removal. Each Board of Directors member shall be eligible for reelection without limitation provided the member continues to meet the qualifications established by these by-laws. Any elected member of the Board of Directors may serve as an officer of the Association.

Section 3. All officers and directors must be members in good standing. No member shall hold more than one elected office at a time.

Section 4. The Board of Directors shall be required to meet no fewer than four times per year and other meetings shall be called as necessary, either by the request of the President or upon request of at least three members of the Board of Directors.

Section 5. Members of the Board of Directors shall serve without compensation.

Section 6. The Board of Directors shall have general supervision of the affairs of the Association between its business meetings, shall fix the hour and place of meetings, shall make recommendations to the Association, and shall perform such other duties as are specified in these by-laws. The Board shall be subject to the orders of the Association, and none of its acts shall conflict with action taken by the Association.

6.1 The officers of the Association, along with one *ex-officio* Board member chosen by a majority vote of the Board of Directors, shall also serve as an Executive Committee. The Executive Committee shall conduct the day-to-day business of the Association between meetings of the Board of Directors.

Subject to the approval and ratification of the Board of Directors, and without prejudice to the authority of the Board of Directors, the Executive Committee may enter into contracts for the benefit of the Association, receive and disburse monies on behalf of the Association, and conduct the usual and regular business of the Association.

All actions of the Executive Committee shall be by majority vote of the members of the Executive Committee; and the President of the Board of Directors shall submit all actions of the Executive Committee to a vote of the directors at the next meeting of the Board of Directors following the action of the Executive Committee. The Board of Directors may ratify and approve the action of the Executive Committee, in which event the action shall be deemed the action of the Association. In the event the action of the Executive Committee is not approved, the action shall be deemed null and void.

For any matter brought before the Executive Committee in which a tie vote is cast, the matter will be referred to the full Board of Directors for a decision.

Section 7. The Board of Directors shall also be known as the Board of Finance, and shall have the power to enter into contracts to further the benefit of the Association.

Section 8. Any Board of Directors member shall automatically vacate their office if they have more than two consecutive unexcused absences, or more than three absences in a year.

Section 9. Vacancies. Should a vacancy occur, the President shall appoint, with the approval of the Board of Directors, an active member to fill the unexpired term.

Section 10. Quorum. The Board of Directors majority shall be one (1) more than one-half (½) of the elected officers and directors.

ARTICLE V

Election of Board of Directors

Section 1. The President shall designate a director to be temporary chairman and select a committee. This Nominating Committee shall be appointed no later than the third week in September. It shall be the duty of this committee to select a slate of nominees.

Section 2. Any member desiring consideration for a Board of Directors position must notify the Nominating Committee, stating experience and qualifications. The Nominating Committee shall in turn preview these applications and present a slate for approval at the November Board meeting.

Section 3. Election of this slate shall be required by a majority of active membership attending the Annual Meeting. Method of election shall be by a written ballot or voice vote, at the direction of the President.

Section 4. The elected Board of Directors shall meet and select from among themselves the officers and directors of the Association.

ARTICLE VI

Meetings

Section 1. Annual Meeting. The annual meeting of the Association shall be held no later than the [last week in February](#). The time and place to be determined by the Board of Directors.

Section 2. Quorum. A quorum for the annual membership meeting shall be 25 active members. No person shall be entitled to vote at any meeting of the membership, who, at the time of the vote, shall be delinquent in the payment of dues. A majority vote of those present and voting shall be necessary for any action at any meeting.

ARTICLE VII
Officers, Board of Directors, and Their Duties

Section 1. President

- 1.1 Shall be chairman of the Board of Directors and shall preside at all meetings of the Board of Directors and the annual meeting.
- 1.2 Shall appoint the chairman of each committee necessary and receive the approval of the Board of Directors on these appointments.
- 1.3 Shall be an *ex-officio* member of all committees and may demand a report of any officer or director or committee at any time.
- 1.4 Shall perform all duties incidental to the office.

Section 2. Vice President

- 2.1 Shall assist the President.
- 2.2 Shall perform duties of the President if he or she is unable to act.
- 2.3 Shall act as coordinator of the Directors.
- 2.4 Shall perform all duties incidental to the office.

Section 3. Recording Secretary

- 3.1 Shall keep a record of the proceedings of the Association, including the Board of Directors and the annual meeting.
- 3.2 Shall serve all notices of minutes and activities.
- 3.3 Shall perform all duties incidental to the office.

Section 4. Treasurer

- 4.1 Shall maintain accurate records of disbursements and receipts.
- 4.2 Shall present a written record of same at each Board of Directors meeting and to the general membership as directed by the Board of Directors.
- 4.3 Shall perform all duties incidental to the office.

Section 5. Directors

- 5.1 Shall **each** chair a committee of the Association as appointed by the President and approved by the Board of Directors.
- 5.2 Shall perform all duties incidental to the office.

ARTICLE VIII
Committees

Committees may be appointed as needed by the President with the ratification of the Board of Directors.

Each committee need not be chaired by a Board of Directors member.

ARTICLE IX
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt.

ARTICLE X
Amendment of By-laws

These by-laws can be amended at any annual meeting of the Association by one more than 50% of the active membership in attendance, providing there is a quorum, and providing that written notice of the proposed change in by-laws has been submitted 30 days in advance of the annual meeting to the active members.

ARTICLE XI
Dissolution

Upon dissolution or winding up of the Association, after payment of its debts and obligations, the remaining assets of the Association shall be distributed as set forth in Paragraph VIII of the Articles of Incorporation.

ARTICLE XII
Ratification of By-laws

At the November 1973 General Meeting, those attending shall ratify these by-laws and shall be known as charter members, upon payment of dues. Effective immediately, members of the steering committee shall be known as the charter officers and directors of the Association for 1973. (Officers and Directors listed below.)

Charter Officers and Directors:

Officers:

| | |
|--------------------|-----------------|
| President | Sam Suitt |
| Vice President | Grace Lear |
| Secretary | Bill Cook |
| Corresp. Secretary | Virginia Hilker |

Treasurer Russ Berwanger

Directors:

| | |
|----------------|-----------------|
| Katy Geissert | Mike Donaldson |
| Tom Hasenpflug | Ed McFarlan |
| Janet Pryor | Cindy Sciarotta |

These original by-laws were ratified in 1973 and amended January 20, 1991, by the general membership at the Annual Meeting.

Amendments

These by-laws as amended were adopted at the Annual Meeting on January 22, 1995.¹

These by-laws as further amended were ratified at the Annual Meeting on January 26, 2014.²

[These by-laws as amended were adopted at the Annual Meeting on January ____ 2022](#)

¹ See Article IV, Section 2. 1995 amendment allowed the Board of Directors to be divided into three groups of four directors and provided for a staggered start so that ultimately each year one of those groups would be up for re-election to a three-year term.

² See Article III, Section 5. Dues Structure. 2014 amendment provided update from previous dues levels of: Active Members/Indiv. \$10./Fam. \$20./Y-Sr. \$5./; Patron Members/Indiv. \$35./Club-Org. \$50./Bus.-Ind. \$100./ and introduced a Lifetime Membership at \$500.