



## BYLAWS OF OLD RAG MASTER NATURALISTS, INC.

### ARTICLE I - Identification

The name of this organization is Old Rag Master Naturalists, Inc., hereafter referred to as “ORMN.”

### ARTICLE II - ORMN Mission

The mission of ORMN is to develop a corps of volunteers who help Virginia conserve and manage its natural resources and public lands by educating the public, collecting data for scientific purposes, and providing volunteer service to organizations and entities promoting the conservation of natural resources.

### ARTICLE III – Responsibilities

#### A. Relationship to Virginia Master Naturalist Program

1. Chapter. ORMN is a chapter of the Virginia Master Naturalist Program or “State Program.”
2. State Program Requirements. In return for the general supervision, guidance, resources, and support afforded by the State Program, ORMN agrees to comply with all State Program requirements and to produce and submit an annual report conforming to the requirements.
3. Adherence to Policies. All ORMN members will adhere to the policies established by the State Program and ORMN. The State Program has incorporated into its Volunteer Policy Handbook procedures for disciplining or dismissing members. These procedures will be used when an ORMN member is alleged to be in violation of the policies established by the State Program or ORMN.

4. Revocation Compliance. In the event ORMN ceases to comply with the State Program requirements, ORMN agrees to abide by revocation of its relationship with the State Program along with the right to use the Virginia Master Naturalist name, title and trademarks.

### **B. Non-profit Status**

ORMN is organized as a non-profit §501(c)(3) organization under the Internal Revenue Service Code.

### **C. Advocacy Prohibition**

It is the duty of ORMN to refrain from engaging in advocacy, lobbying or private promotion of issues, agendas, and business or personal endeavors. No ORMN member may use the title “Virginia Master Naturalist” or “Old Rag Master Naturalist” or “ORMN” while engaging in advocacy, lobbying, political, or private promotion of issues, agendas, or business or personal endeavors. ORMN members may identify themselves as Virginia Master Naturalists or ORMN members only while volunteering in conjunction with official State Program projects and activities or approved ORMN projects or activities. ORMN members may not identify themselves as Virginia Master Naturalists or ORMN members for business or personal gain. The prohibition against advocacy does not preclude ORMN from providing non-advocacy volunteer service to organizations engaging in advocacy.

### **D. Conflicts of Interest**

A conflict of interest refers to any situation in which an ORMN member is influenced in an organizational decision by personal, financial, business or other concerns that are unrelated to, or in conflict with, ORMN’s. It is the duty of all ORMN members to avoid conflicts of interest, to be faithful to ORMN’s best interests and not to advocate a personal agenda at ORMN’s expense. All ORMN members have a duty to place the interest of ORMN foremost in any dealings they undertake with or on behalf of ORMN.

### **E. Financial Limitations**

Members of the Board of Directors may not receive compensation for serving on the Board. Any ORMN member may be reimbursed for expenses that have been approved either by the Board of Directors or by adoption of the budget. As a non-profit organization, none of ORMN’s income will inure in whole or in part to members.

## **ARTICLE IV - ORMN Membership**

### **A. Membership**

1. Non-discriminatory Membership. Membership in ORMN is open to qualifying individuals without regard to age, color, disability, gender, gender identity, gender expression, national origin, political affiliation, race, religion, sexual orientation, genetic information, veteran status, or any other basis protected by law.

2. ORMN Members. ORMN members are people in the following categories whose ORMN dues are current:

a. *Virginia Master Naturalist in Training*. A Virginia Master Naturalist in Training is a volunteer enrollee in an ORMN basic training course. The volunteer remains a Virginia Master Naturalist in Training until completion of the basic training course requirements. The course requirements must be completed within one year of the last class.

b. *Virginia Master Naturalist*. A Virginia Master Naturalist is a person who has successfully completed the ORMN basic training course requirements, or who has transferred in from another chapter, but who has not qualified as a Certified Virginia Master Naturalist.

c. *Certified Virginia Master Naturalist*. A Certified Virginia Master Naturalist is a Virginia Master Naturalist who has reported in the Virginia Master Naturalist Volunteer Management System at least 8 hours of approved continuing education and at least 40 hours of approved volunteer service within a calendar year for the current or preceding year. Once certified, the certification remains effective until the end of the next calendar year. However, Virginia Master Naturalists in Training, once certified, retain certification through the second calendar year after the year of the last class.

## **B. Termination of ORMN Membership**

1. Transfer. A member who transfers membership to another master naturalist chapter automatically relinquishes membership in ORMN.

2. Resignation. A member desiring to voluntarily terminate membership in ORMN should communicate that decision in writing to the President or the Secretary.

3. Non-payment of dues. The membership of an ORMN member automatically lapses if ORMN dues are not paid by the due date.

4. Involuntary Termination. Removal of a member for cause will follow the disciplinary procedures outlined in the State Program's then current Volunteer Policy Handbook.

## **C. Membership Transfer**

Transfer into or out of ORMN must comply with the procedures outlined in the State Program's then current Volunteer Policy Handbook.

## **D. Multiple Chapter Membership**

ORMN does not permit membership in multiple chapters.

## E. Dues

### 1. Establishment of Dues.

a. *Role of the Board of Directors.* The Board of Directors will propose to the membership the amount of the annual dues that a member must pay to ORMN for the next calendar year.

b. *Role of the Membership.* The amount of dues for the next calendar year will be approved or disapproved by majority vote of voting members present at the annual membership meeting or at a special membership meeting, so long as a quorum exists and the required notice was given.

### 2. Responsibility for Dues. All members must pay ORMN dues annually.

3. Payment of Dues. Annual dues are for the succeeding calendar year, which begins January 1st, and must be paid by December 1st of the current year.

4. Consequences of Non-payment of Dues. Any member who has not paid dues by December 31st ceases to be a member of ORMN as of that date. As a non-member, that person a) may not volunteer as an ORMN member, b) may not earn volunteer hours for credit, c) may not earn continuing education credit and d) is not covered by the State's liability insurance.

5. Proration and refund of dues. Annual dues are not prorated or refunded.

6. Hardship. Upon request of a member who presents special circumstances, the President may waive that member's dues for the next year and will advise both that member and the Treasurer of the waiver. The hardship request must be made by November 15.

7. Notification by Treasurer. By November 1 of each year, the Treasurer will notify the membership a) of the amount of dues payable for the subsequent calendar year, b) when due, c) the availability of the hardship waiver and d) the consequences of non-payment.

### 8. Notification of Member's Non-payment.

a. *Notification to Board and the Volunteer Management System Coordinator.* By January 15 of each year, the Treasurer will advise the Board and the Volunteer Management System Coordinator of the name of any person whose membership has lapsed by reason of non-payment of dues.

b. *Notification to Former Member.* By January 15 of each year, the Treasurer will advise each member who has not paid dues by the due date 1) that the person's membership automatically lapsed as of the due date, 2) that person may not volunteer as an ORMN member, 3) that person may not earn volunteer service hours for credit or earn

continuing education credit, 4) that the person is not covered by the state’s liability insurance, and 5) how the person may re-establish membership.

#### **F. Re-establishment of Membership**

1. After Resignation or Lapse. A person who has resigned from ORMN or whose membership has lapsed because of non-payment of dues may re-establish membership by paying the current year’s dues. Thereafter, volunteer service hours and continuing education hours may be earned for credit and coverage of the State’s liability insurance will be in effect for participation in approved projects.

2. If Basic Training Course Not Completed. A Virginia Master Naturalist in Training who does not complete a Virginia Master Naturalist basic training course within one year of the last class, but who wants to establish or re-establish membership in ORMN, must start the application process as a new applicant.

### **ARTICLE V - Meetings of the Membership**

#### **A. Open Meetings**

All membership meetings are open.

#### **B. Business to be Conducted by the Membership**

Electing directors, establishing the amount of dues, amending the Articles of Incorporation and amending the Bylaws may only be conducted at the annual membership meeting or at a special membership meeting. All other business may be conducted at any membership meeting.

#### **C. Quorum for Membership Meetings**

The presence of one-third of the total number of voting members constitutes a quorum for all membership meetings. The Secretary will advise the presiding officer of the existence of a quorum.

#### **D. Voting Members**

Only a Virginia Master Naturalist Member or a Certified Virginia Master Naturalist Member may vote at membership meetings. However, the impartiality required of the presiding officer precludes exercising the right to make motions or to participate in debate while presiding, and also requires refraining from voting except whenever his or her vote will affect the result, such as in the case of a tie. Virginia Master Naturalist in Training Members are encouraged to participate in discussions but are not eligible to vote.

#### **E. Actions by the Membership**

The membership may take action only at a membership meeting at which a quorum exists. The majority vote of the voting members present will be the act of the membership.

## **F. Types of Membership Meetings**

### **1. Annual Meetings of the Membership.**

a. *Timing and Purpose.* The annual membership meeting must be held once per year prior to June 30 for the purpose of conducting the business of the corporation.

b. *Failure to Complete Corporate Business at the Annual Meeting.* If any corporate business was not completed at the Annual Meeting, the business will be concluded at a special membership meeting.

2. **Regularly Scheduled Meetings of the Membership.** The membership will meet on a schedule established by the Board of Directors, but not less than once quarterly.

### **3. Special Meetings of the Membership.**

a. *Calling a Special Meeting of the Membership.* Special meetings of the membership may be called at the direction of the President, the Board of Directors or by a written request of 20% of the voting members presented to the Secretary, who will then call the meeting to be held at a time and place convenient to the members.

b. *Purpose.* Only a proposed action that is included in the notification of the called meeting may be considered at a special meeting of the membership.

## **G. Notification of Meetings of the Membership**

1. **Authority.** The Secretary will notify the ORMN members of all membership meetings.

2. **Time of notice.** Notice of the date, place and time of all membership meetings will be given at least 30 days prior to the meeting.

### **3. Content of notice.**

a. *Annual Meetings.* Notice of the annual membership meeting will include a copy of the report of the Nominating Committee, the amount of dues proposed by the Board of Directors with a copy of the budget approved by the Board of Directors for the next year and a copy of any other action to be put before the membership for a vote.

b. *Regularly Scheduled Meetings and Special Meetings.* Notice of regularly scheduled meetings and special meetings will include a copy of any action to be put before the membership for a vote.

4. **Manner of Notice.** Notice will be sent to the email address on record for each member.

## ARTICLE VI - Board of Directors

### A. General

1. Powers. The Board of Directors is the governing body of ORMN and has the power to act for the organization.

2. Responsibilities. The Board of Directors is responsible for managing the operations, business and fiscal affairs of ORMN and for insuring that ORMN complies with all legal requirements.

3. Duties.

a. *Ensure effective planning*. The Board of Directors will actively participate in an overall planning process and is responsible for implementing and monitoring the plan's goals.

b. *Ensure effective organizational structure*. The Board of Directors will establish and implement procedures to ensure effective organizational structure.

c. *Monitor and strengthen ORMN's activities and services*. The Board of Directors will determine which activities are consistent with ORMN's mission and will monitor and strengthen their effectiveness.

d. *Ensure adequate financial resources*. The Board of Directors will ensure adequate resources for ORMN to fulfill its mission.

e. *Protect assets and provide proper financial oversight*. The Board of Directors will establish and implement procedures to protect assets and ensure proper financial oversight.

f. *Maintain a competent board*. The Board of Directors will suggest to the Nominating Committee attributes and qualifications needed in new members on the Board of Directors, orient new members, and evaluate its own performance annually.

g. *Ensure legal and ethical integrity*. The Board of Directors will ensure strictest adherence to legal standards and ethical norms.

h. *Enhance the organization's public standing*. The Board of Directors will clearly articulate ORMN's mission, accomplishments, and goals to the public and garner support from the community.

### B. Composition.

The Board of Directors will consist of 9 elected members and up to three ex officio members.

### **C. Ex Officio Members of the Board of Directors**

1. Positions. Ex Officio members of the Board of Directors are the Chapter Advisor, the Volunteer Management System Coordinator, and the immediate past president, unless that position remains vacant pursuant to the following paragraph.
2. When Ex Officio Position to Remain Vacant. If the person who has just completed serving as President is either a) not available to serve on the Board of Directors or b) remains an elected member of the Board of Directors but not as President, the ex-officio position of immediate past president will remain vacant.
3. Voting privileges. Ex Officio members of the Board of Directors are full voting members of the Board but are not counted when determining a quorum.

### **D. Ongoing Requirements of Elected Members of the Board of Directors**

Each elected member of the Board of Directors will, at all times while on the Board of Directors, be a Certified Virginia Master Naturalist Member.

### **E. Terms of Members of the Board of Directors**

1. Term Definition. A term runs from the end of the meeting at which the election was held through the annual membership meeting of the year during which the term ends.
2. Term Length. Except for the election in which the Board of Directors transitions from two-year terms to three-year terms, a member of the Board of Directors is elected to serve a three-year term.
3. Term Limits. A member of the Board of Directors may serve no more than two consecutive terms.

### **F. Election of the Board of Directors.**

1. General.
  - a. *Eligibility*. A candidate for any vacancy on the Board of Directors must at the time of nomination and election be a Certified Virginia Master Naturalist Member.
  - b. *Nominations*. The Nominating Committee will prepare a written report containing the name of at least one candidate for each vacant seat on the Board of Directors and that candidate's qualifications. It will present the report by the required date to the Board of Directors. When the election is held, nominations of eligible candidates who have previously consented to being nominated may also be made from the floor.
  - c. *Notification to the Membership*. The Secretary will include the report of the Nominating Committee with the notice of the meeting at which the election is to be



held.

d. *Elections.* Elections may only be held at meetings at which a quorum exists and for which the required notice has been given. Each vacant seat on the Board of Directors will be filled by majority vote of the voting members present.

e. *Assumption of Office.* Newly-elected members of the Board of Directors will assume office at the conclusion of the meeting at which they are elected.

## 2. Transition Election.

a. *Transition After Adoption of these Bylaws.* Within 90 days of the adoption of these bylaws,

- 1) all elected seats on the Board of Directors will become vacant and
- 2) an election for a new nine-member board of directors will be held at either a special membership meeting or at the annual meeting.

b. *Existing Board Remains in Place Until Transition Election.* Upon adoption of these bylaws, the Board of Directors will remain as then constituted until the time of the Transition Election.

c. *Election Procedure.* The procedure for this Transition Election is governed by Resolution of the Board of Directors adopted October 5, 2016.

## 3. Election by the Membership.

a. *Terms Expiring at the Conclusion of the Annual Membership Meeting.*

When seats on the Board of Directors become vacant because the terms expire at the conclusion of the annual membership meeting,

- 1) the Nominating Committee will submit its written report to the Board of Directors by April 1 and
- 2) the vacancies will be filled by vote of the voting members present at the annual membership meeting or special membership meeting at which the election is held.

b. *Presiding Officer at the First Meeting of the Board of Directors after Election.* At the first meeting of the Board of Directors after election by the membership, the chair of the Nominating Committee will preside until election of the President.

## 4. Election by the Board of Directors.

a. *Vacancy Occurring Between Annual Membership Meetings.* When a seat on the Board of Directors becomes vacant between annual membership meetings,

- 1) the Nominating Committee will submit its written report to the Board of

Directors 15 days prior to the Board meeting at which the election is held and 2) the vacancy will be filled by the Board members present at the Board of Directors meeting at which the election is held. However, the Board of Directors may choose not to fill the vacancy.

b. *Length of Service.* The person elected will serve until the next annual membership meeting, at which time the voting members present will elect a person to serve out the original term vacated, if the term has not then been completed.

#### **G. Termination of Board Service Prior to Conclusion of Term**

1. Resignation of a Director. Any member of the Board of Directors may resign at any time by giving notice to the President or to the Secretary. Such resignation will take effect at the time specified or, if no time is specified, at the time of notice.

2. Removal of a Director.

a. *Automatic removal.* Any elected member of the Board of Directors who is not a Certified Virginia Master Naturalist Member on January 1 is automatically removed from the Board as of that date.

b. *Removal by vote of the Board.*

1) Any elected member of the Board of Directors who is absent from three consecutive meetings of the Board may be removed by a simple majority vote of the remaining members of the Board present at the meeting at which removal is considered, so long as a quorum exists and the required notice of the vote to remove has been sent.

2) Any elected member of the Board of Directors who commits malfeasance or misfeasance in office, who violates the Conflicts of Interest provisions in Article III. D. or who behaves in a manner inconsistent with the policies of ORMN or the State Program may be removed from office by a majority vote of the remaining members of the Board of Directors present at the meeting at which removal is considered, so long as a quorum exists and the required notice of the vote to remove has been sent.

## **ARTICLE VII – Meetings of the Board of Directors**

### **A. Open Meetings of the Board of Directors**

All meetings of the Board of Directors are open to all members. The Board of Directors may go into executive session, at which non-board members are not permitted, to discuss personnel, legal or other private matters allowed by law; however, decisions made during executive session must be announced

upon returning to the open Board meeting.

**B. Frequency of Meetings of the Board of Directors**

The Board of Directors may meet as often as required but will meet at least quarterly.

**C. Authority for Notification of Meetings of the Board of Directors**

The Secretary will notify the members of the Board of Directors as well as the ORMN membership of all meetings of the Board of Directors.

**D. Time of Notice of Meetings of the Board of Directors**

Notice of the date, place and time of all meetings of the Board of Directors will be given at least 10 days prior to the meeting. In the event that an announced meeting has to be cancelled and rescheduled at the last minute, the Secretary will notify the membership as soon as possible.

**E. Content of Notice of Meetings of the Board of Directors**

The Secretary will include with the notice of each Board meeting a copy of the proposed agenda, a copy of the Treasurer’s report, a copy of the minutes to be approved, and a copy of any committee proposal or other proposal to be put before the Board of Directors for a vote. This provision does not prohibit the Board of Directors from taking other actions.

**F. Manner of Notice of the Meetings of the Board of Directors**

Notice will be sent to the email address on record for each member.

**G. Quorum for a Meeting of the Board of Directors**

The presence of a majority of the elected members of the Board of Directors serving at the opening of the meeting constitutes a quorum. The Secretary will advise the presiding officer of the existence of a quorum.

**H. Voting Members**

All elected and Ex Officio members of the Board of Directors may vote. However, the impartiality required of the presiding officer precludes exercising the right to make motions or to participate in debate while presiding, and also requires refraining from voting except when that will affect the result, such as in the case of a tie.

**I. Actions**

The Board of Directors may take action only at a meeting for which the required notice has been given and at which a quorum is present in person. The majority vote of the members present will be the act of the Board of Directors.

## ARTICLE VIII - Offices and Officers

### A. General

1. Offices. At a minimum, the offices are that of President, Vice-President, Secretary and Treasurer.
2. Additional Offices. The Board of Directors may create or eliminate additional offices.
3. Eligibility. Only members of the Board of Directors are eligible to serve as officers. An officer must at all times be a member of the Board of Directors.
4. Responsibilities.
  - a. *President*. The President presides over meetings of the Board of Directors and the membership, appoints the chair of all standing and ad hoc committees, and provides executive leadership to ORMN.
  - b. *Vice-President*. The Vice President assists the President in his or her duties, chairs the meetings in the President's absence or when the President relinquishes the chair for debate, and is responsible for other duties as assigned by the President.
  - c. *Secretary*. The Secretary keeps the minutes and records of ORMN, including the list of members, handles correspondence, provides notice of all meetings and advises the presiding officer of the existence of a quorum.
  - d. *Treasurer*. The Treasurer keeps the financial records of the organization.

### B. Election of Officers

1. Vacancies. Offices become vacant at the end of the appropriate membership meeting at which the Board of Directors is elected or when an officer's service terminates as set out in Article VIII. D. below.
2. Nominations. Thirty days before the meeting of the Board of Directors at which the election to fill the vacant office or offices is held, the Nominating Committee will present to the Board of Directors a written report containing the name of at least one candidate for each vacant office and that candidate's qualification. When the election is held, nominations of eligible candidates who have previously consented to being nominated may also be made from the floor.
3. Presiding Officer. The meeting at which the election is held will be presided over by the chair of the Nominating Committee until a new president is elected.

4. Election. Only members of the Board of Directors as it is constituted at the time of election of officers are eligible to vote for officers. The officers will be elected by majority vote of the members of the Board of Directors present, so long as a quorum exists.

5. Assumption of Office. Officers will assume office immediately upon election.

### C. Terms of Officers

1. Term Definition. An officer’s term begins at election and ends at the conclusion of the next membership meeting at which the Board of Directors is elected.

2. Term Length. Officers are elected for a one-year term.

3. Term Limits. Officers are not subject to term limits.

### D. Termination of Service as Officer Prior to Conclusion of Term

1. Resignation of Officer. Any officer may resign at any time by giving notice to the President or to the Secretary. Such resignation will take effect at the time specified or, if no time is specified, at the time of notice.

2. Removal from Office for Cause. An officer who commits malfeasance or misfeasance in office, who violates the Conflicts of Interest provisions in Article III. D. or behaves in a manner inconsistent with the policies of ORMN or the State Program may be removed as an officer and from the Board of Directors by a majority vote of the members of the Board of Directors, so long as a quorum exists and the required notice of the vote to remove has been sent.

## ARTICLE IX - Committees

### A. Committee Responsibilities

Committees will make recommendations for actions to the Board and receive Board approval, unless authority to take action has been specifically delegated by the Board. Each committee will develop an annual plan for approval by the Board of Directors, and report to the Board at each meeting concerning its progress toward implementation of that plan since the last meeting.

### B. Executive Committee

1. Composition. The Executive Committee will be composed of the President, the Vice President, the Secretary, the Treasurer, and the Immediate Past President.

2. Meetings. The participation of a majority of the Executive Committee, as described above, constitutes a quorum. The Executive Committee may conduct its business remotely and will report any action to the Board immediately.

3. Actions. The Executive Committee may take action only after notice to each member of the Executive Committee and only if a quorum exists. The majority vote of the members of the Executive Committee participating will be the act of the Executive Committee. The presiding officer will report any action to the Board of Directors immediately.

4. Authority and Restrictions. Subject to the following stated limitations, the Executive Committee has all the authority of the Board of Directors and will act for, and on behalf of, the Board when the Board is not in session. However, the Executive Committee may act only when a decision cannot be delayed until the next Board meeting and only when its action is in furtherance of previous actions of the Board of Directors. The Executive Committee does not have authority to amend the Articles of Incorporation or the Bylaws, or to select or remove any director or officer. Notwithstanding the foregoing, the Executive Committee has the specific authority to suspend an officer's authority until further action of the Board of Directors, and to make necessary notification of such suspension of authority.

### **C. Nominating Committee**

1. Membership. Subject to approval by the Board of Directors, the President will appoint a member of the Board of Directors to chair the Nominating Committee and four additional ORMN members to serve on the Committee. The President may not be a member of the Nominating Committee.

2. Board Development. The Nominating Committee will review the performance of incumbent directors annually.

3. Nominations. The Nominating Committee will nominate at least one candidate for each vacant seat on the Board of Directors and for each vacant office. It will comply with the requirements of qualification, form and timing set forth in Article VI and Article VIII.

### **D. Other Standing Committees**

The Board of Directors may establish other standing committees sufficient to conduct the business of the organization. The Board may restructure, combine, or eliminate any standing committee.

### **E. Standing Committee Membership**

The chair of each standing committee will be appointed by the President. Committee chairs will solicit committee members. The President will serve as an ex officio member of all standing committees.

### **F. Ad Hoc Committees**

The President or the Board of Directors may designate ad hoc committees of the Board to address such issues and with such instructions as may be necessary.

### **G. Meetings of Committees**

1. Notice. Committees will meet regularly. Meetings will be held following notice to committee members and at such times and places as determined by the chair of the committee.
2. Subject to Board Direction. The procedures, substance, and manner of acting of committees are subject at all times to the direction of the Board of the Directors. However, each committee may establish such rules and procedures for the conduct of the committee as its members may deem necessary and appropriate.

### **H. Term of Committees**

The chairs and all committee members will serve through the annual meeting following their appointment, but may serve until their replacements have been designated.

## **ARTICLE X – Financial Matters**

### **A. Fiscal Year**

The fiscal year is July 1 to June 30.

### **B. Signature Authority**

The Treasurer or the President will have the authority to sign all checks, drafts or other instruments for payment of money or notes of ORMN. The Board of Directors may designate additional signatories as the need arises. Checks may not be signed in blank.

### **C. Gifts and Donations**

1. Authority. ORMN is authorized to accept contributions and grants from any source.
2. Speaking Fees. An ORMN member who gives a talk to another group may not charge a speaking fee, but may accept a donation to ORMN.
3. Endorsement. Acceptance of any grant or gift or contract by ORMN does not imply any form of endorsement for the source, its services, products, or policies. Nor does it imply any benefit to be granted by ORMN.
4. Right to Refuse. ORMN retains the right to refuse any gift where, in the judgment of the Board of Directors, the reputation or perceived image of the donor may be deemed injurious to ORMN.

### **D. Financial Reporting**

The Treasurer will report at meetings of the Board of Directors and meetings of the membership on ORMN's financial status in a format approved by the Board of Directors.

### **E. Annual Audits**

By June 1 of each year the President will appoint an Internal Auditor who is an ORMN member but not a member of the Board of Directors. The appointment will be approved by the Board of Directors. The Internal Auditor will conduct an audit within ninety days after the close of the fiscal year.

### **F. Insurance**

ORMN may purchase liability insurance, whether considered Directors' and Officers' insurance or Errors and Omissions insurance, if authorized and approved by the Board of Directors. Such insurance may insure ORMN for any obligation it incurs, and it may insure directly the Directors, officers or volunteers of ORMN for liabilities incurred as a result of actions as an ORMN director, officer, committee chair or volunteer. The term "liabilities" includes any actual or alleged act or omission, error, misstatement, misleading statement, neglect or breach of duty. Such insurance may also provide reimbursement for defense costs, settlements and judgments arising out of lawsuits and wrongful act allegations brought against ORMN, or an ORMN director, officer or volunteer.

## **ARTICLE XI – Amendment of Bylaws**

### **A. Review before Vote**

Proposed amendments to the Bylaws will be submitted to the Chapter Advisor and the State Program for review prior to being submitted to the membership for a vote.

### **B. Approval by Membership**

These Bylaws may only be amended by a majority vote of voting members present at an annual or special membership meeting held pursuant to required notice and at which a quorum is present.

## **ARTICLE XII – Dissolution**

### **A. Dissolution**

#### **1. Dissolution by the Membership.**

a. *Membership vote.* ORMN may be dissolved by a vote of 2/3 of the voting members present at an annual membership or special meeting held pursuant to required notice and at which a quorum exists.

b. *Report to State Program.* The results of the membership vote will be submitted to the State Program in writing.

2. **Termination of Relationship with the State Program.** The State Program may terminate the relationship between it and ORMN at any time but may not dissolve ORMN. ORMN may terminate its relationship with the State Program at any time.



### **B. Distribution of Remaining Assets**

Upon the dissolution of ORMN, the remaining assets will be distributed to the Commonwealth of Virginia for the benefit of the Virginia Master Naturalist Program or to an entity selected by the Board of Directors that qualifies as an exempt organization under §501(c)(3) of the Internal Revenue Code.

## **Article XIII - Applying the Provisions of these Bylaws**

The language used in these Bylaws will be given its usual and ordinary meaning. If an ambiguity or internal inconsistency exists, it will be resolved in favor of a reasonable conclusion that promotes a workable solution. If these Bylaws are silent on a question of procedure, the procedure will be governed by the then current edition of Robert's Rules of Order.

