

**BYLAWS OF THE BREVARD NATURE ALLIANCE (BNA)**  
**As revised 07.18.2017**

**ARTICLE I – NAME**

The name of this organization shall be the Brevard Nature Alliance, Incorporated (BNA). The fiscal year shall be May 01 to April 30<sup>th</sup>.

**ARTICLE II – PURPOSE**

**Section 1: Mission**

BNA's mission is to build public awareness and appreciation of the value of Brevard County's natural resources by fostering knowledge and support of these resources and promoting ethical nature based ecotourism.

**Section 2: Vision**

BNA's vision is that nature and environmental systems are an important part of everyone's life and enrich our community. The BNA will serve as one of the primary advocates of community-based nature and natural resource activities in Brevard County. It dedicates itself to the enrichment of all members of our community through an understanding and appreciation of the social and economic value of nature, natural resources, ecosystems, environmental sciences, nature-based tourism, conservation, preservation, site visitations, education, and museums of natural sciences.

**ARTICLE III – MEMBERSHIP**

**Section 1: Member Organizations**

Any organization (scientific, civic, business, governmental, not-for-profit, etc.) supportive of the BNA and its mission may become a member of the BNA after approval by the Board of Directors and the payment of annual dues. Each organization must specify their voting member.

**Section 2: Individual Members**

Any individual supportive of the BNA and its mission may become a member of the BNA by payment of annual dues as established by the Board of Directors.

## ARTICLE IV – MEETINGS

### **Section 1: Annual Meeting**

The annual business meeting of the BNA shall be held during second quarter (8/1–10/31) of each BNA fiscal year (May 01 – April 30th) to elect the Board of Directors and to transact other business as may be necessary. At the annual meeting of the BNA, business shall be transacted by a majority vote of all members present in good standing. Each member will have one vote. Virtual meetings will be acceptable for the annual meeting. Conference calls will be acceptable at regularly scheduled board meetings, except at budget review meetings.

### **Section 2: Directors' Meetings**

Regular meetings of the Board of Directors shall occur at a minimum of twice per fiscal year. Special meetings of the Board may be held at the call of the Chair or by written request of three of the members of the Board of Directors. An emergency meeting may be called by the Chair. No business shall be transacted except that stated in the call for special and emergency meetings. Virtual meetings will be acceptable for all Directors' meetings, special and emergency, standing and ad-hoc committees, executive committee, and budget review meetings.

### **Section 3: Notice**

Not less than five- (5) days' written notice shall be given for all annual meetings, Board of Directors meetings and special meetings. Notice shall be transmitted to each member of the BNA at his/her usual place of business or residence. Notice of emergency Board meetings may be transmitted verbally. Texts and emails will be considered sufficient forms of notification and will apply throughout this document.

### **Section 4: Quorum**

Majority of the members of the Board of Directors shall constitute a quorum at a Board of Directors meeting. A quorum is required to conduct any official business. Those members present at the annual meeting of the BNA shall constitute a quorum.

## ARTICLE V – BOARD OF DIRECTORS

### **Section 1:**

The number of Directors shall be a minimum of **twelve (12)** and a maximum of **twenty (20)**. Directors shall be elected at the annual meeting of the BNA by its members and shall be required to become members of the BNA. The Board of Directors shall elect a Chair by majority vote.

In agreeing to serve as a member of the BNA Board of Directors each person accepts his/her obligations as follows:

- a. Directors are expected to be active advocates and current members of the BNA.
- b. Directors are expected to assist in soliciting new money each fiscal year through corporate contacts, individual memberships, or other creative ways.
- c. Directors are expected to attend the programs and special events of the organization.
- d. Directors are expected to prepare themselves for meetings, committee and special event activities.
- e. Directors are expected to serve actively on at least one Board committee.
- f. Directors are expected to solicit for BNA in-kind contributions of goods and/or services directly or indirectly to support BNA activities and operations.

## **Section 2:**

Directors are elected at the Annual Meeting. All directors shall be elected to serve for a term of two (2) years. The Chair shall have the power to fill any vacancy arising within the Board. The appointee shall serve only the remainder of that unexpired term. At the discretion of the Nominating Committee, a director who is appointed to fill an unexpired term may stand for election to the Board at the completion of that period.

- a. The retiring officers shall retain office until the first Board meeting following the annual meeting, at which time the new officers shall be installed.
- b. Each year, the Board of Directors, by a majority vote of those members present, shall elect from among themselves the officers for the BNA as follows: Chair; three Vice Chairs; Treasurer; and Secretary.
- c. In the event an office is vacated, the Board shall elect a successor.
- d. Any Board member may resign at will by giving written notice of his/her resignation to the Chair or Secretary of the BNA. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective.

## **Section 3:**

The Executive Officers of the Board of Directors shall have power to transact the general business of the BNA. Contracts which exceed \$10,000 or have a duration of more than one (1) year must be approved by the Board of Directors. Contracts of a lesser amount or shorter duration may be entered into by the Executive Director provided the amount is within the approved budget.

**Section 4:**

Any Board member absent from more than three (3) successive regular meetings without justifying absences to the satisfaction of the Board shall be considered as having resigned his/her membership from the Board. The Secretary will forward a letter to the member in question with notification of his/her removal from the Board.

**ARTICLE VI – OFFICERS**

**Section 1:**

The officers of this BNA shall hold office for a term(s) of one (1) year and shall consist of the following: Chairs; Vice Chair; Treasurer; and Secretary. These officers, with the addition of the immediate Past Chair, shall function as the Executive Officers of the Board of Directors.

**Section 2:**

The duties of the Executive Officers shall be as implied by their respective titles and as specified by these Bylaws. They shall make all rules and regulations, which they may deem necessary or proper for the governance of the BNA and for the due and orderly conduct of its affairs and the management of its property consistent with the Charter or Bylaws of the BNA. In accordance with provisions of Article XIV, they may retain an Executive Director under their direct purview to execute the day-to-day operation of the corporation.

**Section 3:**

The Chair shall preside at all meetings of the BNA and Executive Officers. He/she shall appoint all committee chairpersons and be an ex-officio member of all committees. The Chair shall be responsible for advising the Board of Directors of all actions taken by the Executive Officers. Except for the initial Board, no person shall be elected to the Chair position unless he or she has served at least one (1) year on the Board immediately preceding the time of his/her nomination to office. The Chair only votes if a tied vote occurs.

**Section 4:**

A Vice Chair shall be designated by the Chair of the BNA to assume the chairmanship of all Board meetings and functions in the absence of the Chair. The Vice Chair delegated to assume the duties of the Chair should be selected based upon his/her availability during the absence of the Chair. The Vice Chair shall be responsible for overseeing and providing direction for committees and activities of the BNA as the Chair shall direct, and shall be members of all committees relating to these activities.

**Section 5:**

The Secretary shall review the records of all meetings of the membership, the Board of Directors, and the Executive Officers, and shall maintain accurate records of these meetings; keeping an accurate list of the membership; maintaining all files; and performing such additional duties as may pertain to the official records and files that the Board may assign. The Secretary shall provide an Annual Report of the BNA, outlining the goals, activities, and accomplishments of the BNA during the preceding 12-month period. The Secretary shall provide the Annual Report at the annual meeting of the Corporation and submit it, along with applicable fees, to the State of Florida on a timely basis. The secretary performs this with the support and assistance of the Executive Director

**Section 6:**

The Treasurer shall review all monies received and disbursed by the BNA and shall see that a suitable set of records is maintained by which an accurate record of all accounts, both operating and capital, is set up and by which provision is made for adequate reserves. The Treasurer shall submit an itemized report of the BNA's financial status at the annual meeting. The Treasurer shall submit financial records, together with all receipts and vouchers, and the annual financial report to an audit committee who may be engaged by the Board not later than three (3) months after the end of the fiscal year ending April 30<sup>th</sup>. The Treasurer performs these duties with support and assistance of the Executive Director.

**Section 7:**

The Chair and the Executive Director shall each provide a report to the Board at the annual meeting.

**Section 8:**

All officers, upon retiring from office, shall deliver to their qualified successors or the Executive Director all monies, accounts, record books, papers and other property belonging to the BNA and entrusted to them.

**ARTICLE VII – COMMITTEES**

**Section 1: Committee Chairs**

All committee chairpersons shall be appointed by the Chair. The Executive Officers shall have assembled, published, and distributed to all Board members a list of committees and the plans of action for such committees. Each committee shall keep minutes of proceedings and report progress and status to the Board of Directors.

## **Section 2: Ad-Hoc Committees**

The Chair of the BNA may establish ad-hoc committees subject to the approval of the Board of Directors. Ad-hoc committees shall be specific in nature and shall terminate at the completion of their assigned task. For example, the audit or nominating committees.

### **ARTICLE VIII – BUDGET**

The budget shall be approved at the 4<sup>th</sup> quarter (February 1<sup>st</sup> – April 30<sup>th</sup>) meeting of the Board of Directors.

### **ARTICLE IX – COMPENSATION**

No board member of the BNA shall receive any compensation

### **ARTICLE X – PARLIAMENTARY PROCEDURE**

“Roberts Rules of Order, Newly Revised” shall govern in all cases to which they are applicable.

### **ARTICLE XI – AMENDMENTS**

Any Bylaw, or Amendment to the Bylaws, must be discussed and approved to go forward to the meeting prior to the meeting at which the bylaw or amendment shall be adopted. All Bylaws or Amendments shall be considered adopted by two-thirds (2/3) of the board members present provided a quorum exists. A list of bylaw amendment dates shall be recorded, dated, and attached to the official copy of the Bylaws as attachment “A”.

### **ARTICLE XII – CORPORATION PROPERTY (REAL AND PERSONAL)**

Conveyance of BNA real and personal property, other than that in the usual course of operation, shall be permitted only after the authorization by a majority of the Board of Directors.

### **ARTICLE XIII – CONTRACTORS**

#### **Section 1:**

An Executive Director may be retained under contract by the BNA to manage the programs, subcontractors, projects, and policy as established by the Board of Directors. The Executive Director may be a member of the BNA, with remuneration for his/her services to be determined within the contract provided by the Board of Directors. The Executive Director may not vote.

## **Section 2:**

The Board of Directors shall, through the Chair, provide the Executive Director policy direction and resources. The Executive Director shall report directly to the Chair of the BNA or his/her designee on the Executive Committee. The Executive Director shall provide information to the Board of Directors on the performance of the organization and progress toward established goals.

## **Section 3:**

The Executive Director shall be responsible for contracting, directing, assessing the performance of, and termination of individual subcontractors and/or vendors; and shall provide an annual assessment of contracts/vendors to the Chair of the BNA.

## **Section 4:**

The Chair of the BNA shall appoint an Ad hoc committee to be responsible for providing an annual evaluation of the Executive Director to the Board of Directors at the Annual Budget Meeting.

## **ARTICLE XIV – BNA CODE OF BUSINESS CONDUCT**

The BNA Code of Business Conduct applies to all Directors, Officers, Representative Contractors and Subcontractors of the BNA, Inc. Its purpose is to affirm the BNA's strong dedication to the highest standards of business conduct. In addition, this Code of Business Conduct applies to any actions or business decisions taken on behalf of the BNA by appointed committee members and independent specialists.

The Code will govern, without exception, the business activities and actions of the Board of Directors, Officers, Contractors, and Agents of the BNA. Should it be necessary, the Board will appoint an ad hoc committee with responsibility for the oversight of ethical business conduct.

### **BNA Code of Conduct**

“Unethical actions, or the appearance of unethical actions, are unacceptable under any conditions. The BNA's policies and its reputation depend to a very large extent on compliance with applicable laws in all business transactions, and personal ethics that govern behavior where no existing regulation provides a guideline. It is each person's responsibility to apply common sense in business decisions where specific rules do not provide all the answers.

In recommending or proposing a business transaction or course of action for approval, those involved must disclose all the pertinent information

they know about such transactions and persons involved. This disclosure should include significant information that they may have reason to believe has been omitted by others.

Failure to comply with the standards contained in the Code will result in disciplinary action that may include immediate dismissal from the Board, termination of contract, referral for criminal prosecution, and reimbursement to the BNA or proper agency for any losses or damages resulting from the violation.

#### **ARTICLE XV– NONDISCRIMINATION POLICY**

The BNA is an equal opportunity institution, and as such is committed to providing services and programs that are nondiscriminatory.

#### **ARTICLE XVI– ADA COMPLIANCE**

BNA is committed to the Americans with Disabilities Act by making its programs accessible to all people.

#### **ARTICLE XVII – CORPORATE DISSOLUTION**

If the Board of Directors determines by two-thirds (2/3) vote that the BNA should be dissolved as a nonprofit organization under Florida laws, all assets and property held by it, whether in trust or otherwise, shall, after payment of its liabilities, be paid over to an organization which itself has similar purposes and has established an appropriate tax-exempt status under Section 501 (C) (3) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.