

Mission Statement

To support Hartman Reserve and its service to our communities through financial support, expertise, advocacy, and volunteerism

The Friends of Hartman Reserve Bylaws

ARTICLE I

Name and Purpose

- Section 1. **Name.** The name of this organization shall be the Friends of Hartman Reserve.
- Section 2. **General Purpose.** To carry out our mission in the following ways:
- A. Support the preservation and protection of the unique character and native species of Hartman Reserve**
 - B. Support enhanced opportunities for environmental education and outreach programs by Hartman Reserve**
 - C. Support emerging research opportunities at Hartman Reserve**
 - D. Support opportunities to enhance the accessibility and inclusivity of Hartman facilities and educational programs/activities for all populations to enjoy**

Section 3: Board Member Expectations

- To actively participate in making Hartman Reserve and our community better through Board decisions and actions**
- To be responsible stewards of FoHR endowment and other donations to maximize our annual impact**
- To seek opportunities to connect Hartman Reserve with diverse populations via our individual networking and community outreach**
- To foster the engagement of the Friends' Network through our online presence**
- To celebrate the Friends' investments in Hartman Reserve at an annual event**

- Section 4. **Scope.** This organization may transact only such business that is in the furtherance of its Mission as stated.

ARTICLE II

Board of Directors

- Section 1. **General Powers.** The Board of Directors shall set policies and goals in accordance with our 501C3 status and generally manage the affairs of the Friends of Hartman Reserve.

Section 2. **Composition.**

- A. The Board of Directors shall be composed of up to seventeen (17) persons of legal age and no fewer than five (5) directors.
- B. The Board values a diverse membership in order to represent the interests of all in its communities. Membership shall not be denied on the basis of age, color, creed, disability, gender identity, national origin, race, religion, sex, sexual orientation, protected veteran status, or any other basis protected by federal and/or state law.
- C. Up to two additional positions, non-voting, shall be allotted for youth board directors under the age of 18 or through the completion of their senior year of high school.
- D. Non-voting committee members may be nominated by the president and approved by a simple majority of the Board of Directors when a quorum is present.

Section 3. **Tenure.**

- A. Each director shall be elected to a term of three (3) consecutive years.
- B. Youth director(s) shall serve a one (1) year term.
- C. Any director shall be eligible for re-election to the Board of Directors without limitation as to the number of terms upon recommendation of the Nominating Committee. The Nominating Committee or Chair will notify directors who are not going to be re-nominated.

Section 4. **Nominations.** The President shall appoint directors to the Nominating Committee which will present a slate of candidates to the Executive Board and Board of Directors for approval at the annual meeting. Nominations from the floor will also be accepted. The Board of Directors, upon the recommendation of the Executive Committee, may consider the appointment of a new director after the Annual Meeting's election. Such appointment would consider the potential director's contributions to the Board of Directors and the needs of the Friends Board. The term of office of a Director appointed after the Annual Meeting shall consist of the remainder of that year plus two additional years

Section 5. **Election.** Election of the Board of Directors shall take place at a regular annual meeting of the board.

Section 6. **Vacancy.** If a vacancy occurs on the Board of Directors, the President may appoint a replacement with the approval of the Board to serve the remainder of the vacated term as needed or to maintain the minimum number of directors.

Section 7. **Quorum.** One half plus one of the Board of Directors shall constitute a quorum.

Section 8. **Resignation.** A director intending to resign must submit a thirty (30) day notice in writing to the Executive Committee.

Section 9. **Removal.** Any director may be removed by a simple majority vote of the Board of Directors whenever, in its judgment, the best interests of the Friends of Hartman Reserve would be served thereby.

Upon the recommendation of the Executive Committee, and with prior conversation with any respective Board member, a director will be asked to resign from the Board of Directors due to missing fifty (50) percent of the yearly meetings.

Section 10. **Personal Liability of Directors.** A director of this corporation shall not be personally liable on the corporation's debts nor obligations, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper benefit. The directors of this corporation have agreed to serve as directors in reliance upon the provision of this section.

Section 11. **Indemnification of Directors.** This corporation shall indemnify any director to the fullest extent possible under Chapter 504 of the Iowa Code. The directors of this corporation have agreed to serve as directors in reliance upon the indemnification assurances contained in those provisions of the Iowa Code.

Section 12. **Voting Majority.** Issues shall be approved or disapproved by a simple majority of directors when a quorum is present.

Section 13. **Youth Director(s).** Youth directors may not serve as officers but may serve on committees.

Section 14. **Financial Contribution.** The directors shall make an annual financial contribution to the Friends of Hartman Reserve.

ARTICLE III

Officers

Section 1. **Number & Age.** The officers of the organization shall be the President, Vice President, Secretary, and Treasurer. The officers must be of legal age.

Section 2. **Election and Term of Office.** The election of officers shall be held at the annual meeting and the officers then elected shall assume their duties at the end of such meeting and serve a term of one (1) year.

A. Officers shall be members of the Board of Directors elected from a slate presented by the Nominating Committee or nominated from the floor.

B. Officers may be re-elected the following year.

- Section 3. **Vacancies.** A vacancy of an officer may be filled for the remainder of the term with the recommendation of the President and approval of the Board of Directors.
- Section 4. **Duties of the President.** The President operates under the policies established by the Board of Directors and serves as the Chief Executive Officer. The President shall be in charge of all operations of the organization and perform such duties as are incident to the office and properly required by the Board of Directors.
- Section 5. **Duties of the Vice President.** The Vice President shall perform various executive duties as mutually agreed upon with the President and Executive Committee. In the absence of the President, the Vice President shall perform and discharge all duties of the President. Upon unforeseen resignation of the President, the Vice President shall assume the role of President for the remainder of the term with approval of the Board of Directors.
- Section 6. **Duties of the Secretary.** The Secretary shall keep the minutes of Board Meetings and perform various executive duties as mutually agreed upon with the President and the Executive Committee. In the absence of a Secretary at a Board meeting, the President shall appoint someone to fill in at such meeting to take minutes.
- Section 7. **Duties of the Treasurer.** The Treasurer will chair the Finance Committee and provide written fiscal reports at each regularly scheduled meeting. The Treasurer and Finance Committee will work together to oversee Friends of Hartman Reserve financial operations. The Treasurer will receive, process, and store records of all financial transactions. The Treasurer will provide all necessary documents to an accountant for annual tax preparation.

ARTICLE IV

Committees

- Section 1. **Executive Board.** This committee shall consist of the four elected officers.
- Section 2. **Powers of the Executive Board.** The Board of Directors empowers the Executive Board to act on behalf of the Friends.
- A. The Executive Board will prioritize issues, establish a budget, and make recommendations to the full Board for approval.
 - B. The Executive Board will serve as the liaison between the Friends and Hartman Reserve staff and other public service entities.
 - C. The Executive Board will oversee and maintain all digital records stored on the Friends Google account (email and drive)

Section 3. **Standing and Special Committees.** The Finance Committee shall be a standing committee of the Friends. The Executive Board may appoint or dissolve special committees as deemed necessary.

ARTICLE V

Meetings

- Section 1. **Board of Directors.**
- A. The Board of Directors shall hold an annual meeting and at least 8 regular meetings each year.
 - B. Officers will be elected at the annual meeting. New directors will be accepted at the annual meeting or at such time they are recommended to join per bylaws.
 - C. The time, date and place of these meetings shall be set annually by the Executive Board.
- Section 2. **Executive Board.**
- A. The Executive Board shall hold separate monthly meetings at such times and places as designated by the President.
 - B. A summary report of Executive Board meetings will be reported to the Board of Directors.
- Section 3. **Special Meetings.** Additional meetings of the Board of Directors may be called by the President or by a simple majority of the Board.
- A. Directors will be notified of these meetings at least 24 hours in advance.
 - B. The minutes of such meetings will be approved at the next scheduled Board of Directors' meeting.
- Section 4: **Electronic Voting.** The Board of Directors may be asked to vote electronically if a decision is time sensitive.
- A. Electronic votes will be received by the President and the results of the electronic vote be reported at the end of the voting period.
 - B. The minutes of the next scheduled meeting should include the question and result of the vote.

ARTICLE VI

Fiscal Year

- Section 1. **Fiscal Year.** The fiscal year of this organization shall be July 1 through June 30.

ARTICLE VII

Amendments

- Section 1. **Amendments.** These bylaws may be altered, amended, or repealed and new bylaws may be adopted by two thirds vote of the Board of Directors. A notice of the intention to alter, amend, repeal, or to adopt new bylaws must be presented at a regularly scheduled meeting. The discussion of any changes would take place at the next scheduled meeting. The final vote would take at the next Board of Directors meeting.

ARTICLE VIII

Procedures

- Section 1. **Parliamentary Authority.** All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE IX

General Policies

- Section 1. **Fiscal Policies.** An officer of the Friends of Hartman Reserve, upon approval of the Board, will approve the issuing of all checks over \$2,500 on the accounts of this organization. The President and Treasurer will have signatory authority for all checking accounts.
- Section 2. **Spending Policy.** The Friends of Hartman Reserve Financial Management Guidelines will be reviewed annually by the Finance Committee. Any revisions require the recommendation of the Finance Committee and approval of the Board of Directors.
- Section 3. **Earnings.** No part of the net earnings of this organization shall benefit or be distributable to the members, directors or officials. However, the organization shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its proper purposes.
- Section 5. **Annual Report.** The Executive Board shall prepare a written annual report of the activities of the Friends of Hartman Reserve for the previous fiscal year to be presented at the Annual Meeting.
- Section 6. **Dissolution.** In the event of dissolution of this organization, all assets shall be turned over to Hartman Reserve Nature Center.
- Section 7. **By-laws Review.** The By-laws will be reviewed annually prior to the Annual Meeting by the Board of Directors. Proposed changes to bylaws will follow protocol as stated in Article VII, section

These bylaws were approved by the Friends of Hartman Reserve on September 10, 2019

Reviewed and no updates recommended Oct. 13, 2020

Amended Sec Article II Board of Directors, Section 2 Composition, C. 12/08/2020

Amended Article II, Board of Directors, Section 4: Nominations 10/12/2021

2023 – Major revisions to the bylaws – approved on 9/12/2023 include:

Mission statement

Article 1: Name and Purpose, Section 2 General Purpose A-D

Article 1: Name and Purpose, Section 3 Board Member Expectations

Article II: Board of Directors, Section 2 Composition, A

Article II: Board of Directors, Section 9 Removal

Article II: Board of Directors, Section 14 Financial Contribution

Article III: Officers, Section 5 Duties of Vice President

Article III: Officers, Section 6 Duties of Secretary

Article III: Officers, Section 7 Duties of Treasurer

Article IV: Committees, Section 2 Powers of Executive Board, C

Article V: Meetings, Section 1 Meetings, B

Article V: Meetings, Section 2 Executive Board, A

Article IX: General Policies, Section 2 Spending Policy