



Ogden Nature Center

BY LAWS

Revised: November 19, 2014

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**BYLAWS
OF THE
OGDEN NATURE CENTER**

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ARTICLE 1: NAME AND OFFICE

The corporation shall be known as the Ogden Nature Center, a non-profit corporation, hereinafter referred to as Nature Center. The principal office of the Nature Center shall be located in the City of Ogden, County of Weber, State of Utah at such address as the Board of Directors, hereinafter referred to as the Board, shall determine.

ARTICLE 2: OBJECTIVES

The Nature Center was organized as a non-profit corporation on May 19, 1975, to provide a center for educational, scientific, cultural, recreational and quiet contemplation. It is a nature preserve and education center dedicated to the development of environmental awareness and to the preservation of Utah's natural heritage and resources.

Objectives:

- To provide outdoor education and environmental programs that will develop an understanding and appreciation of the natural environment, people's impact on the natural environment, and stewardship of natural resources.
- To cooperate with national, state, county and municipal governments, and private agencies in providing an outdoor and indoor laboratory to involve individuals in environmental problems and solutions.
- To provide opportunities for individual and family interests in nature.

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- To provide a nature study center for Northern Utah.
- To provide work experience in the natural resource field for the community reservoir of youth and adults.
- To develop knowledge, understanding, citizen involvement, interest, appreciation, respect, reverence and responsibility in all aspects of the natural environment.

ARTICLE 3: MEMBERSHIPS

Any individual, family, business or organization that pays annual dues subject to classifications set by the Board of Directors is considered an active member. Members shall be entitled to the privileges of membership for a period of one year from the date of payment of dues.

- A. Honorary membership may be awarded at the Board's discretion for extraordinary donations of volunteer or financial support.
- B. Members shall not be responsible for the obligations of the Nature Center.

ARTICLE 4: ORGANIZATION

The Board shall be the governing body of the Nature Center.

The Board shall be elected at the Annual Meeting of the Nature Center's membership, held at a time and place each year as determined by the Board. At least ten (10) days notice of the annual meeting shall be given to the members.

- A. Nominations shall be made by the Board Resources Committee or by any Nature Center member from the floor. The procedure for the election of Board members shall be determined by the executive committee and announced by the Board Chair at the annual meeting. Each active member shall be entitled to one vote.
- B. The Board shall consist of no fewer than 18 and no more than 21 elected members. In addition, one member of the Ogden City Council and a representative designated by Ogden City Administration shall serve as ex-officio members as stipulated in the amended Concession Agreement with the City of Ogden. Ex-officio members share the same rights, privileges

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and duties as other Board members excluding the right to vote and the right to hold office.

- C. The term of office for all Board members shall be three years. Board members may serve for up to two consecutive full terms. After two terms the board member must step down from the board for at least one year. After a one year absence they will be eligible for nomination. A second term may be extended by one year for those serving as Chair or Immediate-Past Chair.
- D. Any vacancy on the Board occurring between annual meetings may be filled by a majority vote of the Board at any regularly scheduled or special meeting. The completion of the first fiscal year as a board member shall be considered the first year of that board member's term. Board members appointed to fill unexpired terms may complete the term into which they were voted and will then be eligible for two additional full terms, after a majority vote by the Board of Directors.
- E. Absence from four regularly scheduled meetings of the Board within a year may result in that member being removed from the Board after a majority vote by the Board.
- F. Any member of the Board may be removed from the Board by the affirmative vote of three-fourths of the members of the Board at a special meeting.
- G. Resignations from the Board shall be made in writing or by email to the Chair.
- H. Ex-officio members may be appointed by the Board. Ex-officio members shall have all the privileges of the members of the Board, except that of voting and holding office.
- I. Special meetings of the Board may be held on call of the Chair, or in his/her absence, the Vice-Chair, or upon written request of not less than one third of the members of the Board. The Secretary or his /her designee shall notify personally by email, letter or phone call each member of the Board of the date, time and purpose of every special meeting. No business outside of the stated general purpose shall be acted upon at the special meeting.
- J. Twenty-five percent (25%) of the elected Board Members shall constitute a quorum.

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- K. If, in the judgment of the Chair, action of the Board is required on any matter at a time when it is inadvisable or difficult for the members of the Board to meet in person, the matter to be acted upon may be presented to the Directors by mail, fax, email, telephone, or any other form of electronic communication. The Directors shall then vote in writing by returning their vote to the Secretary by personal delivery, mail, fax or email, who shall thereupon certify the results and incorporate said results into the minutes of the Board. The vote of a majority of the Board cast in this manner without a meeting shall constitute the action of the Board. Board members or committee members may participate in a Board or committee meeting by means of conference telephone or similar communications equipment. Such participation shall constitute presence in person at the meeting.
- L. Members of the Board shall be volunteers and shall receive no monetary compensation for their Board services. Nature Center employees are not eligible to serve as Board members.
- M. A minimum of six regular meetings shall be held by the Board during a fiscal year.
- N. The Board shall oversee the business end affairs of the Nature Center, except as otherwise provided in the Utah Revised Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.
- O. The fiscal year of the Nature Center shall be January 1 through December 31.

ARTICLE 5: OFFICERS

- A. The officers of the Nature Center shall consist of a Chair, Vice-Chair, Recording Secretary, and Treasurer. These officers shall be elected by and from the Board at the last regularly scheduled Board meeting each fiscal year, and they shall take office on the first day of the new year and hold office for one year. Officers shall be eligible for reelection, but may not hold the same office for more than two consecutive years.
- B. The Chair shall preside at all the meetings of the membership and of the Board and of the Executive Committee. He/she shall make appointments to committees; shall make an annual report to the membership of the activities of the Nature Center during the past year; and shall perform such

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duties usually attached to such office or which may be delegated to him/her by the Board.

- C. The Vice-Chair shall perform the duties of the Chair during the Chair's absence or disability.
- D. The Recording Secretary shall keep the minutes of the Annual Membership, Board of Directors, and Executive Committee meetings. The Recording Secretary shall keep and maintain all official records of meetings of the Nature Center.
- E. The Treasurer shall serve as Chair of the Finance Committee. The Treasurer shall provide the Board at each of its regular meetings a statement of the financial condition of the Nature Center, and shall make a report at the Annual Meeting of the membership. The Treasurer shall perform such other duties as may be required of him/her by the Board.
- F. Vacancies in office shall be filled by vote of the Board at the next regularly scheduled Board meeting, or as scheduled by the Executive Committee.

ARTICLE 6: EXECUTIVE COMMITTEE

- A. The Executive Committee shall consist of the Chair, Vice Chair, Recording Secretary, Treasurer and immediate Past Chair.
- B. The Executive Committee shall supervise the affairs of the Nature Center between Board meetings, act in emergency situations and make Recommendations to the Board.
- C. Since the work of Committee is governed by the Board, there need be no Quorum requirement for committee meetings; those attending deemed a quorum.

ARTICLE 7: COMMITTEES

Permanent committees shall be appointed by the Executive Committee. These permanent committees shall be the Finance Committee, the Board Resources Committee, and the Land Management Committee.

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- A. The Finance Committee shall consist of not less than three members, of which a majority shall be members of the Board. The Treasurer shall chair the Finance Committee. The committee will assist the Executive Director in preparation of the budget, review in detail financial reports as prepared by the executive director or his/her designee, make recommendations to the Board regarding the long-term financial plan and other duties as assigned by the Board. The Audit Committee, a sub committee of the Finance Committee, shall oversee the selection and hiring of an independent auditor, and shall perform its own audit of financial records annually or as determined by the Treasurer. The Audit Committee shall undertake other tasks as needed and as determined by the Finance Committee.
- B. The Board Resources Committee shall consist of not fewer than three members of which a majority shall be members of the Board. The Board Resources Committee shall propose nominations of qualified persons to be elected members of the Board at the Annual Membership Meeting and other duties as assigned by the Board.
- C. The Land Management Committee shall consist of not fewer than three members, the majority of which shall be members of the Board. The Land Management Committee shall assist the Executive Director with the management and oversight of the real property, built infrastructure and natural environment of the Nature Center.
- D. Ad hoc committees shall be appointed by the Executive Committee for projects at the vote of the Board. The committees shall be terminated upon completion of the project by a majority vote of the Board. Each ad hoc committee shall make recommendations to the Board with respect to matters assigned to each committee and carry out the authorization directed by the Board.
- E. Each Board member shall be a member of at least one committee. Active members of the Nature Center may also serve on the permanent or ad hoc committees.
- F. These Bylaws will be reviewed by the Board or by a committee appointed by the Board at such times as necessary to update the Articles herein contained. Such reviews must be made at least once in every five-year period.

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- G. Since the work of Committees is governed by the Board, there need be no Quorum requirement for committee meetings, just those attending deemed a sufficient quorum.

ARTICLE 8: POWERS OF THE BOARD

The Board shall oversee the business affairs of the Nature Center, except as otherwise provided in the Utah Revised Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws.

ARTICLE 9: PARLIAMENTARY PROCEDURE

Robert's Rules of Order (Newly Revised) may be used as a guide to govern the organization and all matters not covered by these by-laws or by special rules adopted by the Nature Center. The Board Chair, in conjunction with the Executive Committee, shall determine the procedures that will govern the conduct and procedures of Board meetings, to include motions and voting. The Board will be informed of the procedures at the start of the year, and the procedures will be presented at the annual meeting of the membership.

ARTICLE 10: INDEMNIFICATION

To the full extent permitted by law, the Nature Center shall indemnify any director or officer, including executive director, or former director or officer of the Nature Center, or any person who may have served at its request as a director or officer of another corporation against expenses actually and reasonably incurred by them in connection with the defense of any action, suit, or proceeding, civil or criminal, which they are made a party by reason of being or having been such director or officer, except in relation as to matters as to which they shall be adjudged in such action, suit, or proceeding to be liable for gross negligence in the performance of duty; and to make such other indemnification, including advance payment of indemnification, as shall be authorized by the Board.

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ARTICLE 11: EXECUTIVE DIRECTOR AND STAFF

- A. Appointment. The Board of Directors may appoint an Executive Director as chief executive officer of the Nature Center or any other staff as it deems necessary unless it has already appointed an executive director, in which case, the Executive Director, may, with prior budgetary authority of the Board, appoint other staff as is deemed necessary. Such Executive Director will hold office at the will of the Board. The Executive Director shall serve as an ex-officio member of all committees except for any committee appointed for the purpose of evaluating the Executive Director.
- B. Duties. It shall be the duty of the Executive Director to carry out the policies and programs of the Nature Center and to appoint other members of the staff, to assign their duties, to direct and supervise their work, and to perform such other duties as may be directed by the Board of Directors.
- C. The Board officers will annually review the Executive Director's job description, conduct an Executive Director's performance appraisal and conduct a compensation review. These annual reviews will be based on input from members of the Board of Directors.
- D. The Executive Director and the Board of Directors will maintain a Personnel Policy Manual. In addition to employment policies, the Manual shall include information regarding Staff and Executive Director annual reviews, compensation reviews, and shall include details about benefits.

ARTICLE 12: CONFLICTS OF INTEREST

If a director, an officer of the Nature Center, or the executive director is aware that the Nature Center is about to enter into any business transaction directly or indirectly with himself, any member of his or her family, or any entity in which he or she has a material, legal, equitable, or fiduciary interest or position, including without limitation as a board member, officer, executive director, shareholder, partner, or beneficiary, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Nature Center of his interest or position, (b) aid the

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person charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the Nature Center, and (c) not be entitled to vote on the decision to enter into such transaction.

ARTICLE 13: GIFT ACCEPTANCE

The Nature Center may accept any contribution, grant, bequest, or devices consistent with its general tax-exempt purposes as set forth in its Articles of Incorporation and/or mission. Contributions for designated purposes shall be utilized only for those purposes, as interpreted by the Board. Notwithstanding the foregoing, the Nature Center shall retain sufficient control over all donated funds (including ~~designed~~ designated contributions) to assure that such funds are used only to carry out the Nature Center's tax-exempt purposes. The Ogden Nature Center reserves the right to refuse any gifts, after review by the executive director and/or the executive committee.

ARTICLE 14: WHISTLEBLOWER PROVISION

Any Nature Center employee or director, concerned that a malfeasance is occurring within the Nature Center, is encouraged to report promptly that malfeasance to the chair of the Board. The report may be made anonymously. If the reporting person feels uncomfortable reporting to the chair, that person may report to the Nature Center's public accountant. Prompt action shall be taken to investigate each received report. Those reports found to have merit shall result in action within a reasonable period of time.

Malfeasance shall include, but not be limited to, any Nature Center action not accurately reflected in the Nature Center's financial records, and any Nature Center action prejudicial to the Nature Center's long-term relations with its donors, members, suppliers, employees or directors.

No reporting person, who acts in good faith, shall suffer harassment, retaliation or adverse employment consequence. Any Nature Center employee who retaliates

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against a person who has reported in good faith is subject to discipline up to and including termination of employment.

The Nature Center strongly desires to deal fairly with all its constituencies, and provides this Whistleblower Policy to promote an early opportunity for it to correct any unfairness.

ARTICLE 15: DOCUMENT RETENTION AND DESTRUCTION

The Nature Center shall not destroy, conceal or alter documents that are, or may be, the subject of a federal investigation or litigation, and shall maintain a document retention and destruction policy and schedule.

ARTICLE 16: REVISIONS

These Bylaws may be revised, altered or repealed by the affirmative vote of a majority of the Board, at any regular or special meeting.