Southwest Louisiana Master Naturalists

Bylaws

**Article I: Name**

The official name of the organization is Southwest Louisiana Master Naturalists, Incorporated (hereinafter referred to as the “Association” or as “SLAMN”). The name of the series of workshops constituting new member education is the Southwest Louisiana Master Naturalist Program (hereinafter referred to as the “Program” or as “SLAMNP”). Upon satisfactory completion of the Program, participants are accredited as Southwest Louisiana Master Naturalists. The SLAMN operates independently, but is loosely affiliated with other Louisiana Master Naturalist Programs.

**Article II: Objectives**

Section 1: Mission

The mission of the Southwest Louisiana Master Naturalists is to promote awareness, understanding, and respect of Louisiana’s natural resources using unbiased, accurate, scientific information provided by a trained corps of volunteers. These volunteers provide education, outreach, and services dedicated to the conservation and management of our ecosystems.

Section 2: Objectives

The objectives or goals of the Association shall be to provide scientific, research-based education to the general public for a better understanding of local natural ecosystems and to promote conservation and preservation of native plant and animal life within Southwest Louisiana. The Association shall regularly conduct a program consisting of 8–10 training workshops, through which applicants are prepared for membership, so that they can help advance the primary goals of the Association.

Section 3: The Association is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c) (3) of the United States Internal Revenue Code or corresponding section of any future federal tax code. The association is further organized and operated as a private operating foundation as defined by IRS Code Section 508 (e) in that the association uses whatever funds are available exclusively and directly for active conduct of the environmental training of its members and the general public as described in the following paragraph.

Notwithstanding any other provision of these Bylaws, the association shall not carry on any other

activities not permitted to be carried on (a) by an organization exempt from federal income taxunder section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization whose contributions are deductible under section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4: The SLAMN encourages free exchange of information with other Master Naturalists, and promotes Louisiana Master Naturalist Programs. Political campaigning on behalf of or in opposition to any candidate for public office by the SLAMN or in its name is prohibited.

**Article III: Membership**

Section 1: Accreditation

SLAMN Membership begins upon full payment of course tuition and the successful completion of the SLAMNP, at which time full SLAMN accreditation is conferred. Neither SLAMN accreditation nor acceptance into the SLAMNP shall be denied or abridged based on sex, race, age, color, religion, national origins, disabilities, or any other artificial barrier.

Section 2: Charter Members

Charter SLAMN Members are listed in the SLAMN Articles of Incorporation. They are Abigail Arfman, David Booth, Theresa Cross, Beau Gregory, Tommy Hillman, Irvin Louque, Robby Maxwell, and Lori McGee.

Section 3: Transfers

A person who has completed an official Master Naturalist Program with another Louisiana Master Naturalist Organization or that of another state must apply to the Board of Directors for SLAMN membership. The Board has discretion to bestow SLAMN Membership with or without reasonable conditions, after which the incoming member shall be added to the roster, introduced to the membership, and included in future SLAMN communications.

Section 4: Active Members

Active Membership Status is reserved for SLAMN members in good standing who are current on

payment of dues and meeting all requirements for service and continuing education as set forth in these Bylaws and the SLAMN Handbook, including those who have received their SLAMN accreditation during the year, and Charter SLAMN Members. Only Active Members in good standing may vote, serve on a Nominating Committee, or run for Board of Directors.

Section 5: Associate Members\*

Associate Members are those who wish to participate in SLAMN activities without the requirements of meeting requirements of Program completion and accreditation, service, and continuing education. Associate members are allowed access to one regular Program workshop annually, and may participate in any continuing education workshop, field trip, general meeting, or open Board meeting. Associate members may participate as a representative of SLAMN in outreach and other public events as long as an Active Member is present (e.g. they may volunteer at a SLAMN interpretive table alongside and active member, but not alone or solely with another Associate Member).

Associate Members may be committee members, but shall not be committee chairs. Associate Members do not have voting privileges, and shall not hold positions as an officer or on the Board of Directors.

Associate Members may become full Active Members upon completing course and other Active Member requirements.

Section 6: Inactive Members\*

Inactive Members who are in good standing by continuing payment of annual dues, but do not meet volunteer and continuing education requirements, shall have the same rights and privileges as Associate Members, and may regain Active Members status upon meeting volunteer and continuing education requirements along with payment of annual dues.

Section 7: Membership in Good Standing~~:~~

Membership in Good Standing may be revoked only in accordance with the rules and procedures set forth in Article V Section 7 of these Bylaws.

**Article IV: Requirements of Active Status**

Section 1: Volunteer Service and Continuing Education

Volunteer service and continuing education requirements for Active Status are set forth in the SLAMN Handbook. Active Status is determined on a year-to-year basis by the satisfaction of requirements by December 31 of each year. Newly accredited SLAMNP graduates enjoy Active Status during the year after graduation. However, they must earn Active Status for the following year by complying with Active Status requirements by December 31 of the year following accreditation. As set forth in the Handbook, volunteer service and continuing education undertaken by a member during the year of graduation fulfills active status requirements for the following year.

Procedures for documentation of compliance shall be set forth in the Handbook and communicated to the membership at least once per year. It shall be the responsibility of the member to document compliance in accordance with these instructions. Failure to successfully document compliance will be treated as noncompliance. Members who have maintained Active Status for 10 consecutive years are thereafter relieved of the obligation of documenting compliance.

Section 2: Annual Dues

Payment of dues is required for Active Status. Annual dues of $15, payable by all members, Active or Inactive, must be submitted to the Treasurer by December 31, beginning the year following the year of graduation/accreditation. After December 31, an additional late fee of $5 may be imposed. The deadline, amount, and acceptable method of payment shall be communicated to the membership before November 1 of each year.

**Article V: Structure and Organization**

Section 1: Charter Board

The Charter SLAMN Board of Directors consists of the Charter SLAMN members. The Charter Board of Directors is responsible for creating these Bylaws and the SLAMN Handbook. The Charter SLAMN Board shall continue to review these Bylaws and the SLAMN Handbook until 2019. This is to ensure that the necessary structure is in place for the operation of the SLAMN and the support of its stated goals. Should any Charter SLAMN Board of Directors member be unable to fulfill this duty, the majority of the Charter SLAMN Board may continue to operate or, should it so choose, may vote to replace the missing member. During this time period, subsequent Boards of Directors shall act in an advisory capacity to the Charter Board of Directors on matters pertaining to these Bylaws as well as the SLAMN Handbook.

Section 2: Boards of Directors

The Board of Directors (hereinafter referred to as the Board) shall consist of a President, a Vice President, a Treasurer, and a Secretary, (hereinafter referred to as Officers) as well as 4 Members at Large. The Board of Directors may choose to combine the offices of Treasurer and Secretary if needed. Once the Charter President leaves that Office, the Board shall also include an Immediate Past President. The Board may change an “At Large” Board position into a specific Office by amending these Bylaws. Half of all sitting Board members must be present to constitute a quorum. Members at Large shall assist Officers as needed.

Section 3: Bylaws and Handbook

Until January 2019, these Bylaws may be amended by majority vote of the Charter Board without ratification by the general membership. Beginning in January 2019, the Board of Directors may vote to amend the Bylaws by majority vote, followed by a 2/3 vote of the general membership present at a general membership meeting or as directed in the handbook. Amendments must be designed to serve the organization, its goals, its members, its Program, and its efficient operation. The Bylaws and Handbook shall be made available to every member.

Section 4: Committees and Special Positions

The Board is responsible for creating and dissolving Committees, appointing Committee Chairs, and appointing members to hold special Positions. Appointees shall report to the Board which shall provide guidance and support as needed.

Section 5: Prohibition of Individual Liability

Board Members, Committee Chairs and Members holding Special Positions shall never be held

individually liable for damages allegedly caused by the SLAMN, its Programs, Events, or Activities. This provision is intended to encourage active participation in the Association.

**Article VI: Governance**

Section 1: Responsibilities

The duty of the Board is to serve the organization, its goals, its members, and its Program. The Board shall seek to further the long term good of the Association as well as its efficient and effective operation. It should encourage the active engagement of and participation by the general membership, and their furtherance of the SLAMN goals. The Board shall be guided by principles of good will toward SLAMN members, and shall actively encourage mutual support among the membership. Among the Board's responsibilities include advancing the SLAMN Goals, maintaining fiscal soundness, and periodically reviewing these Bylaws and the SLAMN Handbook. The Board is also tasked with direct oversight of the SLAMNP, SLAMN Committees, Special Positions, and general membership events.

Section 2: Board Meetings

Participation in Board votes shall follow procedures set forth in the Handbook. The procedural requirements for voting shall be designed to accommodate active participation by all Board members, including those who live far away. Except as otherwise described in these Bylaws and the Handbook, Board meeting procedure shall follow Robert's Rules of Order (Newly Revised, 11th Edition or successor editions) . Noncompliance with these rules does not invalidate votes or actions at meetings unless a challenge to procedure is made at the time. If an informal challenge is made, protocol should favor the expedition of business, the right of the individual to speak, common courtesy, and fair play. When a Motion to vote on the challenge is made and seconded, a simple majority vote by those present will determine the outcome.

Section 3: Disclosure of Information

The Board shall seek to operate under conditions of transparency, making Board minutes available to active members upon request, and answering questions posed. The Board is encouraged to invite active members to attend Board meetings when the intention is to serve efficiency, encourage member engagement, illustrate transparency and advance SLAMN goals. Disruptive or destructive behavior by attendees requires removal from the meeting. Only matters which could cause undue embarrassment to a member or friend of the SLAMN or which may subject the SLAMN to potential liable or slander allegations may be considered confidential and excluded from Board minutes or otherwise sealed.

Section 4: Guidance

Sitting Boards shall seek guidance from prior Boards in matters where the prior Board's work is

unclear, where past procedure is at issue, or in the event of difficult or unusual circumstances.

Guidance from members of the Charter Board shall also be sought for the sake of consistency and when advance planning is required. Other Louisiana Master Naturalist Organizations may also provide guidance in matters where their valuable experience is of benefit.

Section 5: Restrictions on Boards

The Board may not exempt itself from rules it establishes for the general membership without good cause shown. Other than the Charter Board, no Board shall create commitments on future Boards when such commitments would deprive the future Board from using its own judgment and resources as it sees fit. Amendments of Bylaws should take place within the first 6 months of a Board's term. Any action by the Board in direct conflict with SLAMN goals is forbidden and hereby vacated. No Board may economically enrich its members at the expense of the SLAMN. No part of the net earnings of the SLAMN shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws. Financial commitments of over $2,500 must be ratified by majority vote of the Active Membership present at a general membership meeting.

Section 6: Removal from Office

Any Active SLAMN member may request that a sitting Board Member be removed from office for good cause shown such as acting in direct contradiction to SLAMN goals, for a continuing refusal to abide by these Bylaws, for refusal to fulfill the duties of Office or participate in votes or meetings, for unduly threatening, prosecuting, or causing hardship or harm to one or more members, for unduly inhibiting or preventing the necessary functions of the Board, and otherwise for the preservation of the Association, its assets, and its reputation. Such removal requires a vote by ¾ of the Board.

Section 7 Censure, Member Not in Good Standing:

By ¾ vote, the Board may censure an accredited SLAMN member who actively works against the SLAMN goals, harmfully misuses the name of the SLAMN, causes undue hardship or harm to the SLAMN or any member thereof, or otherwise threatens the functioning, assets, or reputation of the SLAMN. The Board may require a censured member to repair harm done, or to prevent further harm. Any member who is censured more than once is no longer a member in Good Standing and is prohibited from wearing an SLAMN badge, running for office, attending SLAMN meetings events or gatherings, representing himself as an SLAMN member, or making any public communication in the name of the SLAMN. After 2 years, that member may apply to the Board for reinstatement for good cause shown. The Board has discretion in reinstatement which it may make contingent on restitution or other such remedial action. The Board may choose to seal matters of Censure and of removal from Good Standing from public record in accordance with these Bylaws.

**Article VII: Communications**

Official communications to all members shall be by email addresses provided by members to the SLAMN Secretary, who shall compile and maintain a list of Active and Inactive Members. Active Members without any access to email are responsible for arranging their own means of accessing official SLAMN information. Inactive Members who provide an email address and who notify the Secretary that they desire to be maintained on the email communications list shall be maintained on that list. After 2 inactive years, and in the absence of a written request to receive communications, the Secretary may remove a member from the SLAMN email list. A record of removed and inactive but Accredited SLAMN members shall be maintained by the Secretary. Members Not in Good Standing may receive communications at the discretion of the Board.

**Article VIII: General Membership Meetings and Activities**

The President shall schedule 4 or more General Membership gatherings per year, which may include any combination of Field Trips, Service or Continuing Education Events, and General Business Meetings, one of which shall be the Board Election. Although all Members shall be notified of these gatherings, the Board shall determine under what conditions and at what reasonable expense inactive members may participate. SLAMN meetings and activities should seek to advance the goals of the SLAMN, promote member involvement, encourage Active membership status, support the general wellbeing of the organization, and the quality of the SLAMNP.

SLAMN Members will be notified of the time, place, location, and purpose of general membership meetings at least 30 days in advance.

General Membership meeting procedure shall follow Robert's Rules of Order (Newly Revised, 11th Edition or successor editions). Noncompliance with proper protocol does not invalidate votes or actions at meetings unless a challenge to procedure is made at the time. If an informal challenge is made, protocol should favor the expedition of business, the right of the individual to speak, common courtesy, and fair play. When a Motion to vote on the challenge is made and seconded, a simple majority vote by those present will determine the outcome. Unless otherwise stated in these Bylaws, a majority of active members present will determine the vote.

**Article IX: Elections**

Section 1: Charter Board

The Charter Board of Directors shall serve until the first election in October 2016. The Charter Board shall constitute the first Nominating Committee for that election. Charter Board Members may be included in the 2016 Slate.

Section 2: Terms

Beginning in 2016, SLAMN Boards of Directors shall be elected by the General Membership every year. Each Board shall serve 1-year terms. During the first years of the Association, Board Members are encouraged to remain in office for more than one term. There shall be no term limits.

Section 3: Nominating Committee

During the summer of 2017, and every year thereafter, the Board shall appoint a Nominating

Committee of 5 Active Members. At least two and not more than four members of the Nominating Committee shall be sitting Board members. The Nominating Committee shall prepare a Slate for elections to the Board. The Slate shall thereafter endeavor to balance new and old membership to the Board as current SLAMN needs dictate. Members of the Nominating Committee shall not serve the committee in consecutive terms after 2018. After the Charter Board Nominating Committee, no more than three Nominating Committee members may be included on the Slate.

Section 4: Pre-Election Procedure

Thirty days prior to the Election Meeting, the Nominating Committee shall communicate the Slate to the General Membership. At that time, the Nominating Committee shall also communicate to Active Members that they have the opportunity to make additional nominations within 10 days. The nominating member must verify the Active Status of the person nominated, and also obtain that person's consent to be nominated. Every nominated member is required to read the Bylaws and Handbook before confirming consent. After 10 days from the announcement of the Slate, any new nominations are announced to the membership and nominations are closed.

Section 5 Election Procedure:

If there are no new nominations, the Slate is elected by consensus at the election meeting in October. The election of contested positions shall be in writing, by secret ballot and counted by three or more neutral persons. The results of the election will be announced immediately and will be effective January 1, during which time incoming Boards are encouraged to meet with and gain the assistance of outgoing Boards, which shall provide all information and documentation needed to conduct Board business including membership rosters, requirements and recommendations for conducting a successful SLAMNP, and recommendations for future amendments to the Handbook, if any.

Section 6: Vacancies

If a Board vacancy occurs, the remaining Board may continue operating with the vacancy, it may choose to vote to either appoint a replacement until the next election, or have a sitting Board Member at Large assume the vacant Office, in which case the Board may choose to appoint a new Member at Large. The previous Nominating Committee may submit recommendations to the Board. However, the Board is not bound to accept the recommendations. The Board shall maintain a membership of at least 6 sitting members, unless the next general election is scheduled to take place within 90 days of the beginning of the last vacancy.

**Article X: Duties of Office Holders**

President of the Board:

* Presides over all meetings and activities.
* Assure proper administration of the SLAMN Volunteer Program.
* Assures the efficiency of all operations and the accountability of all funds and assets.
* Represents SLAMN in all external interactions.
* Guarantees that a mentor relationship exists between the Master Naturalist class-in-training and membership.
* Oversees the actions and activities of the other officers and committees.
* Appoints special committees and task forces as deemed necessary.
* Ascertains that the membership and the general public are kept accurately and timely informed of all issues of consequence regarding SLAMN.
* Serves as an effective link between the individual SLAMN members and any pertinent parties.
* Renders effectively those reports and/or duties assigned by the SLAMN Handbook.

Vice President:

* Assumes any or all of the duties of the President of the Board upon request of the President or in the absence of the President.
* Assists the President as requested.
* Provides support and assistance to the Secretary and the Treasurer when needed.
* Coordinates the public relations efforts of the SLAMN.
* Carries out those special duties assigned by the President of the Board.
* Renders effectively those reports and/or duties assigned by the SLAMN Handbook.

Secretary:

* Develops, maintains, and archives the administrative records of the SLAMN.
* Presents the minutes of previous meetings whenever required.
* Receives and maintains all incoming correspondence, assures that appropriate action is taken in a timely manner where a deadline has been imposed, and prepares all outgoing correspondence for the approval and/or signature of the President of the Board.
* Prepares and updates an annual events calendar for the SLAMN.
* Composes the agenda and distributes meeting notices for each meeting.
* Substitutes for the Treasurer when necessary.
* Notification of the relevant members of upcoming meetings.
* Renders effectively those reports and/or duties assigned by the SLAMN Handbook.

Treasurer:

* Assures that all assets of the organization --- be they monetary or physical --- are safeguarded and properly accounted.
* Develops, maintains, and archives the fiscal records of the SLAMN.
* Prepares a fiscal report for each meeting of the board or the general membership.
* Shall fulfill state and federal tax requirements and arrange for an annual audit of the fiscal records.
* Assures that an adequate liability insurance policy is in effect at all times.
* Prepares a proposed annual budget for the upcoming fiscal year (January 1 through December 31) to be presented at the last general membership meeting of the year.
* Substitutes for the Secretary when necessary.
* Renders effectively those reports and/or duties assigned by the SLAMN Handbook.

Immediate Past President:

* Shall assist the President of the Board in any way possible.
* Serves as an advisor to the Board of Directors on past successes and pitfalls.
* Coordinates the awards and recognitions program for the SLAMN.
* Administers any other special projects as might be assigned by the President or Board of Directors.
* Chairs the Nominations Committee.
* Renders effectively those reports and/or duties assigned by the SLAMN Handbook.

At-Large Member, Board of Directors:

* Serves the fiduciary duties of SLAMN.
* Assumes specific responsibilities as requested by the President or Board of Directors.
* Represents the general membership in deliberations of policy and planning.
* Assists all other members of the Board of Directors in the proper management of SLAMN.
* Renders effectively those reports and/or duties assigned by the SLAMN Handbook.

Committee Chairperson:

* Accepts the assignment given to him or her by the Board of Directors or the President.
* Refines the concept and develops the responsibilities of the mission, organizes an effective committee, and methodically accomplishes the identified task to the best of his or her abilities.
* Continues to manage the essential undertaking until told otherwise by the Board of Directors.
* Renders effectively those reports and/or duties assigned by the SLAMN Handbook.

**Article XI: Handbook**

The SLAMN Handbook shall function as a procedural guide and shall provide information essential to the proper functioning of the association e.g., listing and composition of committees, appointed positions, the process by which a proposed project becomes approved as official SLAMN projects, procedure for documenting compliance with membership requirements, rules for Board voting, SLAMN Program information, etc. Useful forms may also be included as appendages to the Handbook. The Secretary shall be charged with the safekeeping of outdated editions of SLAMN Handbooks. These Bylaws will always prevail over any discrepancy or conflict with the SLAMN Handbook. The Handbook may be amended by 2/3 vote of the Board and does not require ratification by the general membership.

**Article XII: Dissolution**

In the event of dissolution of the association, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit

fund, foundation, or corporation which has goals similar to those of SLAMN, and which is organized and operated exclusively for charitable, educational, and/o­­­­r scientific purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code. Otherwise, the remaining funds will be left to the State of Louisiana for use by any state agency involved in the study, care, conservation, or preservation of the elements of the natural world.

**Article XIII: Amendments**

These Bylaws may be amended by 2/3 vote of the active membership provided notice of the proposed amendment, including its full text, has been given at the previous membership meeting or at least 30 days prior to voting.

*\*As amended by 2/3 vote May 23, 2022*