

**Quad Cities Earth Coalition
By-Laws**

ARTICLE I – NAME

The name of the organization shall be Quad Cities Earth Week Coalition, hereinafter referred to as QCEC. The business of the organization may be conducted as the Quad Cities Earth Coalition.

ARTICLE II – MISSION, VISION AND VALUES

The Mission of QCEC is: Through environmental education and activities, we help citizens understand their personal responsibility in creating a sustainable environment.

The Vision of QCEC is: Connecting our community to a sustainable future.

Our Core Values:

- Stewardship. We embody responsible planning and management of our community's resources.
- Learning. We encourage innovation, discovery and learning.
- Collaboration. We work together to keep our community beautiful and resourceful.
- Empowerment. We empower people to become environmentally conscious.
- Sustainability. We strive to maintain a healthy, long-lived environment.

ARTICLE III – PURPOSE

The purpose of QCEC is to actively pursue, promote and provide resources for the following activities: environmental stewardship; awareness of environmental issues; best management practices; and understanding of personal responsibility in creating a sustainable environment.

The organization shall operate exclusively for these educational purposes as a nonprofit corporation within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of any subsequent federal tax law, with all of its activities so concluded.

Article IV – Membership

Section 1.

All individuals and organizations with an interest in supporting the Mission of QCEC are eligible to become members of QCEC upon completion and submittal of the QCEC Membership Pledge and Agreement.

Section 2.

Membership in the QCEC is voluntary and without fee. Membership requires attending two meetings per fiscal year (July to June). First time members are required to attend the first two consecutive meetings after joining to remain a member. Exception in cases of emergency.

Section 3.

The voting right of QCEC members is required for, and limited to, the biennial election of Executive Officers to serve on the Executive Board and amendments to these bylaws.

Section 4.

Membership shall be renewed at the annual membership meeting upon receipt of a signed QCEC Membership Pledge and Agreement.

Section 5.

Members in good standing are entitled, and encouraged, to:

- Attend all regular and special meetings;
- Participate in discussion and support decision making at regular and special meetings on matters before the Executive Board;
- Serve on QCEC standing and special committees;
- Provide sufficient information for publication and inclusion in all applicable content areas of the QCEC website;
- Biennially participate in the election of a new Executive Board;
- Vote on proposed changes to the bylaws;
- Seek nomination for an Executive Officer position;
- Promote their own organization and QCEC at QCEC events (free of charge);
- Network, collaborate and partner with other QCEC members.

Section 6.

Membership may be revoked if a member's behaviors or objectives have been found to be inconsistent with the Mission of QCEC. Revocation shall require presentation of evidence of unlawful or undesirable activity to the Executive Board. Revocation shall require a majority vote of the Executive Board. Any member removed from the Membership shall reserve the right to appeal removal to the Executive Board at the next regular meeting.

Article V – Meetings of Membership

Section 1.

Biennial Meeting. A biennial membership meeting shall be held in June for the purpose of electing an Executive Board and renewal of membership. A regular meeting may be scheduled to immediately follow the annual meeting.

Section 2.

Schedule of Regular Meetings. QCEC shall hold regular meetings as needed; however, at least six (6) meetings shall be held each fiscal year.

Section 3.

Location of Meetings. QCEC shall hold their regular meetings in such a place as a majority of the Executive Board from time to time may determine.

Section 4.

Special Meetings/Events. In the event an issue requires urgent attention, special meetings may be scheduled by the Chair or at the request of two (2) Executive Officers. Notification to the membership and the Executive Board of such meetings shall be made as soon as practical.

Section 5.

Notice of Meetings. The Secretary shall e-mail notice of all regular meetings five (5) days prior to such meeting. The notice of membership meetings shall also be posted to the QCEC website seventy-two (72) hours in advance of meetings.

Section 6.

Quorum. A majority of Executive Board must be in attendance to achieve a quorum. A quorum must be met before business can be transacted or motions made or passed. A lack of quorum shall not prevent an officially called meeting from coming to order or discussion of motions.

Section 7.

Electronic Voting. For the purpose of taking action without a meeting, solicitation via electronic balloting and voting shall be permitted. Such procedure shall be initiated by the electronic distribution of ballots and all related materials. Eligible members shall be permitted to cast their vote electronically in response to the distributed ballots. The deadline for receipt of electronic ballots shall be no less than seventy-two (72) hours from the date of distribution of the balloting materials, but may be longer as determined by the Executive Board.

ARTICLE VI – Executive Board

Section 1.

Officers and Duties. The Executive Board shall have five Executive Officers: the Chair, Vice-Chair, Secretary, Treasurer and Membership Coordinator.

The **Chair** of the Board shall convene regularly scheduled membership meetings, or arrange for the Vice-Chair or other Executive Board member to convene membership meetings in their absence. The Chair shall provide general direction for all business conducted, and ensure strategic plans are updated and goals for the organization are established. When necessary, the Chair shall authenticate by his/her signature, all official business documents of the QCEC.

The **Vice-Chair** shall chair membership meetings in the absence of the Chair, collect organization's post office box for mail at least bi-monthly and distribute as appropriate, verify bank statements presented by the Treasurer, establish an Audit Committee as described in Article VIII, Section 6 of these by-laws, and may perform such other duties as may be assigned from time to time.

The **Secretary** shall be responsible to set the agenda for meetings held, keep records of meeting actions, including the taking of meeting minutes, send out meeting announcements, distribute copies of minutes and the agenda to each member, and to ensure that corporate records are maintained.

The **Treasurer** shall Chair the Finance Committee and shall provide a finance report at each membership meeting. The Treasurer shall be authorized to open and maintain financial service accounts with recognized FDIC insured financial institutions as approved by the Executive Board and as required for disbursement to vendors and to deposit monies received.

The Treasurer shall keep custody of all financial documents, shall pay vendors for expenses incurred upon approval of the Executive Board, shall submit appropriate tax documents, and make financial information available to the Membership and members of the public. The Treasurer shall keep records in accordance with generally accepted accounting principles and ensure that corporate records are maintained.

The **Membership Coordinator** shall distribute the QCEC Membership Pledge and Agreement documents to individuals or organizations requesting to become a member of QCEC, present completed applications received to the Executive Board for consideration and voting, communicate application acceptance or denial to QCEC applicants, and file approved or denied membership documents for recordkeeping purposes.

In addition to the responsibilities established above, each Executive Board member shall have the ability to add items to the agenda by submitting them to the Secretary no less than two weeks prior to an upcoming meeting. The Secretary will include these items in the agenda to be discussed at the next meeting.

Section 2.

Executive Board Elections. The Executive Board shall be elected at the biennial membership meeting held in June.

Section 3.

Executive Officer Terms. Executive Officers shall serve a two-year term. An individual may serve no more than three consecutive two-year terms in the same office.

Section 4.

Vacancies. When a vacancy on the Executive Board exists, nominations for new officer(s) may be received from the Membership. These nominations shall be presented and voted upon at either a regularly scheduled meeting or by special meeting. All vacancies shall be filled to the end of the particular Executive Board member's term.

Section 5.

Resignation. Resignation from the Executive Board must be in writing and the Secretary must receive a signed original.

Section 6.

Removal. Whenever, in the judgement of QCEC, the removal of an Executive Board Officer is in the best interest of the organization, the Executive Board may cause to remove the Officer by majority vote at any regular or special meeting, provided notice of removal is provided thirty (30) days in advance of such regular or special meeting. In those instances when notice of intent to remove the Officer is not provided thirty (30) days prior to the regular or special meeting, voting may not take place until the next regular or special meeting scheduled at least thirty (30) days after the notice of intent is provided.

The Officer identified for removal shall reserve the right to appeal the removal and present their case at the regular or special meeting at which voting on removal takes place.

In the event an Executive Officer is removed from office, the Voting Membership may move to immediately hold elections for a new Executive Officer. If a new Executive Officer is not immediately elected, the election of a New Executive Officer shall be the first item under New Business on the Agenda for every regular and special meeting until the Office is filled.

Article VII – Committees.

Section 1.

Finance Committee. QCEC shall maintain a Finance Committee. The Treasurer shall be Chair of the Finance Committee. The Finance Committee shall include, at a minimum, two other members. The Finance Committee shall be responsible for developing and reviewing fiscal procedures, reporting on income and expenditures, and approving budgets for programs and projects committees where funds have been raised.

Section 2.

Creation of Committees. The Executive Board may at any time create special and standing committees as needed to fulfill the Mission of QCEC. The members of and duties of such committees shall be clearly defined and recorded in minutes of that meeting at which the committee was formed.

ARTICLE VIII - FINANCE

Section 1.

Fiscal Year. The fiscal year shall be July 1st through June 30th.

Section 2.

Budget and Fundraising. A fiscal year budget shall be prepared by the Finance Committee and approved by the Executive Board prior to the start of each fiscal year. The budget may be amended as needed by approval of the Executive Board.

All funds raised or grant monies received shall be associated with offering a project or program consistent with the Mission of QCEC. A budget shall be prepared for each project or program where QCEC funds are to be expended and/or where fundraising is needed. The budget shall be submitted to the Finance Committee for review prior to approval by the Executive Board.

Section 3.

Expenditures. The Treasurer and the Chair shall serve as signatory to all financial accounts. All expenditures must be supported by a detailed invoice or contract. All expenditures over \$500 must be signed by both the Chair and the Treasurer.

The Executive Board must approve all expenditures, and all expenditures must be within the budget for each project or program. Any change in the budget for a project or program must be approved by the Finance Committee. Upon approval the changes shall be submitted to the Executive Board.

Section 4.

Contracts, Loans, Indebtedness. No Officer or QCEC Member shall enter into binding contracts, loans or incur other debt without the majority approval of the Executive Board.

Section 5.

Compensation. QCEC Members and Executive Officers shall not be compensated, except for expenses incurred on behalf of QCEC at the approval of the Executive Board.

Section 6.

Audit. QCEC shall conduct an audit of its financial records annually within three months of the fiscal year end. An internal audit with an established Audit Committee shall conduct audits for fiscal years with revenue and expenses less than \$20,000. A third-party audit will be conducted for all fiscal years with revenue and expenses in excess of \$20,000.

ARTICLE IX – AMENDMENTS

These by-laws may be altered, amended or repealed, and new by-laws adopted by two-thirds vote at any regular or special meeting of the Voting Membership in attendance, provided five (5) days notice of the alteration, amendment or repeal is provided to the Voting Membership. In those instances when notice of an alteration, amendment or request to repeal is proposed without prior notification, voting may not take place until the next regular meeting or special meeting scheduled.

ARTICLE X- PARLIAMENTARY AUTHORITY

The rules contained in the latest edition of Robert's Rules of Order shall be the parliamentary authority applied to all business conducted and all matters and procedures involved.

ARTICLE XI – DISSOLUTION

In the event of the dissolution of QCEC, and after all payment of debts, and obligations have been disbursed, the remaining assets shall be disbursed in a charitable manner consistent with the Mission of QCEC.

ARTICLE XII – CONFLICT OF INTEREST

A conflict of interest arises when a person is in a position to derive personal benefit from actions or decisions made in their official capacity.

When the Executive Board, or the agency or organization they represent, may directly or indirectly receive financial gain from compensation, agreements, or grants from QCEC, the Officer shall be prohibited from voting on such compensation, arrangements or transactions considered by QCEC.

Officers are required to inform QCEC of those occasions when a conflict of interest exists and to abstain from voting on the item for which a conflict of interest exists. Meeting minutes shall reflect disclosure, abstention and rationale for approval or disapproval related to such items.

All approved payments and compensation to Executive Officers, or their organizations, shall be reasonable and shall not exceed fair market value.

This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

ARTICLE XIII – Affirmative Action and Equal Employment Opportunity

The Quad Cities Earth Coalition does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status in any of its activities or operations. These activities include, but are not limited to, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members, clients, volunteers, and vendors.

In all matters not covered by these bylaws, the most current edition of Robert's Rules of Order shall prevail.

Revisions

- Adopted - 1996
- Complete Revision Adopted - June 3, 2015
- Amendments Approved, December 8, 2016 - Modified Article I, Change to Quad Cities Earth Coalition (QCEC);
- Modified Article IV, Membership Voting, Rights and Process to Become a Member; Added Annual Membership Meeting to Article V; Added a Fifth Executive Board Member Position to Article VI; Added XII –

Conflict of Interest; Added XIII – Affirmative Action and EEO; Added statement following Article XIII regarding “all matters not covered”.

- Amendments Approved, October 11, 2018 - Article IV, Section 2 added: Membership requires attending two meetings per fiscal year (July to June). First time members are required to attend the first two consecutive meetings after joining to remain a member. Exception in cases of emergency. Article IV, Section 5 added: Promote their own organization and QCEC at QCEC events (free of charge).

- Amendments October 10, 2019 – Changed all reference to Board of Directors to Executive Board throughout document; Changed all reference to annual election to biennial election throughout; Article II added Vision and Values; Article VI, Section 1 modified the duties of the Chair, Vice-Chair, Secretary, Treasurer and Membership Coordinator; Article VI, Section 3, changed the term to two years; Article VIII, Section 6, changed audit limits to \$20,000.