

**Virginia Master Naturalist Program
Headwaters Chapter
Bylaws
Adopted by the membership 8-15-15**

ARTICLE I

Chapter Identity and Relation to State Program/Organization

A. Parent Organization. The parent organization is the Virginia Master Naturalist Program or “State Program”.

B. Chapter Name: The name of this chapter shall be the Headwaters Master Naturalists.

C. State Program Sponsors. Sponsors for the statewide Virginia Master Naturalist program are: Virginia Cooperative Extension, the Virginia Department of Game and Inland Fisheries, the Virginia Department of Conservation and Recreation, the Virginia Department of Forestry, the Department of Environmental Quality and the Virginia Museum of Natural History. Sponsors in the Virginia Master Naturalist program are those agencies or organizations taking responsibility for the Program at both the state and local chapter level.

D. State Steering Committee Role: The State Steering Committee is comprised of appointed representatives of the State Program Sponsors, and appointed or elected Certified Virginia Master Naturalist volunteers. Each state-sponsoring agency shall appoint two members to serve on the State Steering Committee for terms to be decided by the State Executive Committee. No more than five Certified Virginia Master Naturalist volunteers shall serve on the State Steering Committee, to either be appointed by the State Program Coordinator or elected for no more than two consecutive two-year terms at an annual statewide Master Naturalist meeting. Together with the State Program Coordinator, the State Steering Committee sets the minimum standards and curriculum requirements of the statewide program. Together with the State Program Coordinator, the Committee also reviews and approves new chapter development and both State and Chapter educational curriculum materials.

E. Commitment to Virginia Master Naturalist State Program Requirements: In return for the general supervision, guidance, supplies, resources, and cooperative helpfulness afforded by the Statewide Virginia Master Naturalist Program, a Chapter of the Master Naturalist Program agrees to comply with all requirements, guidelines, and standards and to produce and submit an annual report conforming to the standards set forth by the State Advisory Committee.

F. Revocation Compliance: In the event this chapter ceases to follow Master Naturalist State Program guidelines, the Chapter agrees to abide by revocation of the Chapter’s charter along with the right to use the Virginia Master Naturalist name, title and trademarks.

ARTICLE II

Chapter Sponsors, Partners and Donors

A. Chapter Sponsors: One or more of the State Program Sponsors shall be identified as Chapter Sponsor(s) for each Chapter of the Virginia Master Naturalist Program. Chapter Sponsors are committed to a long-term relationship with the Chapter through provision of one or more permanent Chapter advisors. Chapter Sponsors are to be identified in the Chapter’s Charter Application.

B. Partners: Partners for a Chapter of the Virginia Master Naturalist Program are providers of resources in exchange for volunteer service. Partners and the resources provided for a Chapter of the Virginia Master Naturalist Program are outlined in the Chapter’s Annual Report to the State Program Office and the State Advisory Committee. Partners for the local chapter may change on a regular basis depending on the project needs of the community and the resource needs of the Chapter.

C. Donors: Donors of a Chapter of the Virginia Master Naturalist Program are those businesses, organizations, or persons giving, donating or presenting money or supplies for Chapter activities for no return compensation from the Chapter. Donors and their donations are reported through the Chapter’s annual report to the State Program Office and the State Advisory Committee.

ARTICLE III

Purpose

A. Overall Purpose: A Chapter is not organized for profit, nor shall any of its net earnings inure in whole or in part to members, employees, or other individuals. In support of the State Program Sponsors, this Chapter shall be an educational, non-profit, volunteer organization dedicated to fulfilling the State Program’s mission to develop a corps of well-informed volunteers to provide education, outreach, and service dedicated to the beneficial management of natural resources and natural areas within their communities for the Commonwealth of Virginia with the following goals:

- 1. Natural Resource Service:** To provide, promote and fulfill volunteer service while recognizing and utilizing sound natural resource management, enhancement and conservation practices in accordance with the Partners’ and Program’s mission.
- 2. Enhancement of Public Understanding through Education and Outreach:** To enhance existing natural resources education and outreach activities by providing natural resources and interpretive training at the local level, thereby developing a supply of dedicated and informed volunteers.
- 3. Volunteer Network:** To develop a Virginia Master Naturalist volunteer network that can be self-sufficient.

B. Advocacy Prohibition: No part of the activities of the Chapter, nor those of any individual that belongs to any membership category of a Chapter, shall be devoted to advocacy, lobbying, political or private promotion of issues, agendas or businesses or personal endeavors through the use of the Master Naturalist name or by identifying one’s self as a Virginia Master Naturalist as stated in the VMN Program Volunteer Handbook and Policy Guidelines.

ARTICLE IV

Membership

A. Membership Requirements:

- 1. Minimum Requirements:** Membership in the Chapter, except for honorary membership, shall be limited to those individuals who have dues (if applicable) in good standing for the current fiscal year and who meet the requirements of one or more of the Membership Categories as listed in Article IV, Section B. These requirements may exceed but shall not be less than the state minimum requirements as described in the Virginia Master Naturalist Program Volunteer Handbook and Policy Guidelines.
- 2. Non-discriminatory Membership:** Membership in the Chapter is open to qualifying individuals without regard to race, color, national origin, sex, religion, age, disability, political

beliefs, sexual orientation, genetic information, marital, family, or veteran status, or any other basis protected by law.

3. Voting Membership: Voting membership in the Chapter shall be extended to Virginia Master Naturalist Members and Certified Virginia Master Naturalists with dues (if applicable) in good standing for the current fiscal year (see below).

B. Membership Categories:

1. Virginia Master Naturalist in Training: Volunteer participant of an official class from the first day of class continuing until the member has completed Chapter training requirements.

2. Virginia Master Naturalist Member: Volunteer participant of an official class who has successfully completed Chapter training requirements, but has yet to complete the service or certification requirements.

3. Certified Virginia Master Naturalist: Volunteer participant of an official class or previous Certified Virginia Master Naturalist who has successfully completed Chapter training and certification requirements. These requirements include one-time basic training of at least forty hours, annual advanced training of at least eight hours, and volunteer service of at least forty hours. The advanced training and service requirements must have been met during the current or past calendar year.

C. Honorary Membership: An Honorary Virginia Master Naturalist is a person who has made a substantial contribution to the furtherance of the activities of the chapter. Honorary Members shall be entitled to all of the privileges as a Virginia Master Naturalist Member of the Chapter without payment of dues, excluding right to vote. Honorary members shall be selected by the affirmative two-thirds vote of the membership present at the Annual Meeting.

D. Disciplinary Action or Termination:

1. Voluntary Termination: A member desiring to voluntarily terminate membership in the Master Naturalist program should communicate that decision in writing to a member of the Board of Directors.

2. Disciplinary Action or Removal: Removal of a member from the membership roll or disciplinary action of a member shall follow the Virginia Master Naturalist Program Volunteer Policy Handbook and Guidelines section on Policy and Procedures for the Disciplining and/or Removal of Members.

E. Membership Transfer: Transfer to or from the chapter should follow the Virginia Master Naturalist Program Volunteer Policy Handbook and Guidelines.

F. Multiple Chapter Membership: Membership in multiple Chapters must follow the guidelines as listed in the Virginia Master Naturalist Volunteer Handbook

G. Dues.

1. Establishment of Dues: The Board of Directors may, with approval of a majority of members present at a duly called and convened general meeting, set and change the amount of an initiation fee, if any, and the annual dues, if any, payable to the Chapter. The Board of Directors must notify all voting members 60 days prior to the general meeting that subject of increased dues will be brought before the convened general membership for action. The Board of Directors under special circumstances may waive individual membership fees, on a case-by-case basis, if set by a majority vote of the Board of Directors.

2. Dues Schedule: Dues shall be payable by January 1st of each calendar year. If dues are not paid by the annual meeting, then all privileges afforded a certified member including voting are rescinded until dues are paid.

ARTICLE V

The Board of Directors

A. Officers of the Board of Directors: The officers of the Headwaters Chapter Board shall be the President, Vice-President, Secretary and Treasurer and shall, along with the Chapter Advisor(s), constitute the Executive Committee and must be Members in good standing of the Headwaters Chapter. The officers shall perform the duties prescribed by the Chapter Operating Handbook.

B. Chapter Advisors:

1. Advisors are local employees of one or more of State Sponsoring agencies.

2. Board Membership and Vacancies: Chapter Advisors are permanent ex-officio Members of the Board of Directors. When a vacancy arises in an advisor position, the State Program sponsoring agencies in collaboration with the State Program Coordinator and the local Chapter president shall determine a replacement.

3. Duties:

a. Assists the Chapter in upholding the mission, goals, objectives, operational framework and activities of the Virginia Master Naturalist Program.

b. Ensures that the chapter operates under the mission, goals and objectives of the State Program Sponsors.

4. Removal: Chapter Advisors are state employees and as such are subject to their state agency's policies for hiring, promotion and termination. They are, however, expected to adhere to the guidelines of proper behavior as outlined in the Chapter Advisor Roles and Responsibilities guidelines. While a written case of advisor misconduct may be formally submitted to the State Program Coordinator, and disciplinary action remains the purview of that individual's immediate supervisor and agency of employment.

C. Other Board Members: As shown in the Chapter Operating Handbook, include a variety of necessary Committee Chairpersons, the past-president, and the Chapter Advisor(s).

D. Election of Officers:

1. Officers Elected: All officers of a Chapter shall be elected according to the process outlined in Article V, Section D-2, as follows:

2. Election Process:

a. Nomination: The Nominating Committee, chaired by the past-president with two additional ad-hoc members who are selected by the president with board approval, shall submit a slate of candidates, in writing, to the membership a minimum of 15 days prior to the Annual Meeting.

b. Nominations from the Floor: Nominations for all positions will be accepted from the floor prior to the election at the Annual Meeting.

c. Election: The election shall take place by secret ballot at the Annual Meeting and winners determined by a simple majority.

d. Voice Vote: If only one candidate is nominated for an office, that candidate may be elected by voice vote.

e. Assumption of Office: The new Board of Directors shall assume their duties at the conclusion of the Annual Meeting.

E. Appointment of Board Members:

1. Appointed Positions: Vacancies on the Board of Directors may be filled by appointment

2. Appointment Process:

- a. The Nominating Committee will recommend candidates for the appointed position(s).
- b. All appointed positions on the Board shall be determined by a majority vote of the elected officers, past-president and advisor(s). Appointed board members will serve for remainder of the term of the vacated position.

F. Terms and Limits: All elected or appointed members of the Board of Directors shall serve no more than two consecutive two-year terms in a given position.

G. Removal of Officers and other Board Members:

- 1. Attendance:** Barring extenuating circumstances, any officer or other Board Member absent from three consecutive Board of Directors' meetings shall be subject to removal by a simple majority vote of the Board of Directors.
- 2. For Cause:** Any officer or other Board Member in serious malfeasance of their responsibilities or with behavior inconsistent with the principles of the Virginia Master Naturalist Program may be removed from office by a two-thirds vote of the remaining Board of Directors.

ARTICLE VI

Board of Directors and Executive Committee

A. Composition, Rights and Responsibilities:

1. Nomenclature: The term "Board" when used in these bylaws in relation to any power or duty requiring collective action means "Board of Directors."

2. Board Composition: The Board of Directors shall include the executive officers (President, Vice-President, Secretary, Treasurer) the Chapter Advisor(s), the past-president in a non-voting, advisory role, and designated committee chairs as outlined in the Operating Handbook of the Headwaters Chapter.

3. Authority: The Board of Directors shall have the power to conduct the business of the Chapter as defined in these bylaws or approved by the membership.

4. Authority Boundaries: All resolutions and actions that do not fall within the assigned duties of the Board of Directors or are not assigned by these bylaws will be presented to, and voted upon by the general membership at a duly called and convened general meeting.

5. Eligibility: All voting Board Members must be Virginia Master Naturalist Members or Certified Virginia Master Naturalists in good standing at the time of election.

6. Residency Requirements: Board Members need not be residents of the Commonwealth of Virginia.

7. Voting: All voting members of the Board have full voting privileges. Resolutions or actions of the Board of Directors shall be effective if passed by a majority vote of those Board Members present at a duly called and convened meeting of the Board of Directors, as long as a quorum of half plus one is present. In the absence of a quorum, the Board may choose to table that resolution or action until a quorum is present, or agree that a 2/3 majority is required for passage.

8. Compensation: Board members will receive no monetary compensation for serving on the Board other than expenses that are approved by the Board. Board Members may count their hours of service to the Board as volunteer hours, as determined by their Chapter Bylaws,

B. Executive Committee:

1. Composition: The Executive Committee shall include the officers of the chapter and the advisor.

2. Authority: In the event that board action is required before a Board meeting can be called or the matter does not warrant calling a special meeting, the Executive Committee may take action with the same authority and boundaries as the board. Such action must be reported to the entire board within one day of taking the action.

ARTICLE VII
Meetings

A. Board Meetings:

1. Frequency: The Board of Directors may meet as often as required but shall meet at least every two months.

2. Notification: The Chapter membership shall be notified of all Board meetings at least ten days prior to the meeting via VMN-VMS e-mail.

3. Open meeting: Attendance at the meeting shall be open to all Chapter members.

4. Time and Location: Meetings shall be conducted at a time and location designated by the Board of Directors.

5. Alternate Format: Meetings may be held by teleconference or other remote electronic means, so long as a quorum of the Board is present and the electronic media permits the democratic participation of all members.

B. General Membership Meetings:

1. Frequency: General membership meetings or other Chapter-sponsored activities will be held at least twice each fiscal year. Special meetings may be called at the discretion of the President.

2. Time and Location: Meetings shall be conducted at a time and location designated by the Board of Directors.

3. Notification: Notification of each meeting shall be published in writing or by email to all members at least ten days prior to the meeting.

4. Governance: The acts of the majority of the voting members present at each duly called and convened meeting shall be the acts of the General Membership.

C. Annual Meeting (Election of Officers and Committee Chairpersons):

1. Scheduling: The annual meeting shall be held once each fiscal year in January for the previous year.

2. Election of Officers and Committee Chairpersons: Elections will be held at the Annual Meeting.

D. Special Meetings:

1. Calling a Special Meeting: A special meeting may be called at the discretion of the Board of Directors.

2. Notification: Special meetings shall be announced to members by phone, mail or email at least two days before the meeting date.

E. Board Action without a Meeting:

1. Rationale: In the event that Board action is required before a meeting can be called or the matter does not warrant calling a special meeting, Board action may be taken without a meeting.

2. Voting: Action may be taken by phone or e-mail by an affirmative vote of a simple majority of the voting members of the Board if a quorum is present. In the absence of a quorum, an affirmative vote by a 2/3 majority of voting members would be required. Such action must be reported to the entire Board within one day of taking the action.

ARTICLE VIII

Compliance with Master Naturalist Volunteer Policies

A. Compliance: All members of the Chapter will adhere to the volunteer policies as established by the Virginia Master Naturalist Program and designated in the Volunteer Policy Handbook and Guidelines.

B. Violation: Violation of volunteer policies is a serious matter that reflects unfavorably on the entire Chapter. A formal process to investigate a charge of misconduct against anyone who is in training or certified, as well as disciplinary actions for those found in violation of the policies has been established by the Virginia Master Naturalist Program and will be used to deal with these violations.

ARTICLE IX

Financial Controls

A. Fiscal Year: The fiscal year shall be the calendar year, starting January 1 and ending December 31.

B. Signature Authority: The Treasurer or the President shall have the authority to sign all checks, drafts or other instruments for payment of money or notes of the Chapter.

C. Audits. The Chapter will conduct an annual audit of the financial records of the chapter prior to the Annual Meeting. The Treasurer will present the Chapter Financial Books to the Audit Committee. Results of the Audit will be reported at the Annual Meeting. An outside Audit will be conducted every five years.

D. Gifts and donations:

1. Authority: The Chapter is authorized to accept and receive contributions, donations, and grants from any and all sources. Virginia Master Naturalists cannot charge speaking fees for their programs, but can accept donations to the local chapter to be used for conducting appropriate and authorized activities.

2. Endorsement: Acceptance of any grant or gift - restricted or unrestricted - does not imply any form of endorsement by the Chapter for the source, services, products, or policies. Nor does it imply any benefit - past, present, or future - to be granted by the Chapter. Acceptance of any contract will not imply any endorsement, benefit or product beyond the deliverable services and products expressly contained in the contract.

3. Right of Refusal: It will be the general policy of the Chapter to accept contributions from any source. However, the Chapter retains the right to refuse any gift where, in the judgment of the Board of Directors, the reputation or perceived image of the grantor may be deemed injurious to the Chapter.

ARTICLE X

Amendment of Bylaws

A. Approval before Vote: In order to ensure consistency, continuity and adherence of statewide guidelines, the Chapter Advisor(s) and then the Virginia Master Naturalist Program Coordinator, as a representative of the State Steering Committee, must approve amendments to these bylaws before they can be submitted to the Chapter's general membership for a vote.

B. Notification: Notice of all proposed amendments to the bylaws with the date, time and place of consideration shall be presented in writing to Chapter members at least 30 days prior to consideration by the membership.

C. Membership Vote: These bylaws may be amended by a two-thirds vote of voting members present at a General Membership meeting of the Chapter.

ARTICLE-XI

Dissolution

A. Dissolution Procedures: The Chapter may be dissolved via either of the following procedures:

1. By the Membership:

a. Prior to a vote on dissolution, the Virginia Master Naturalist Program Coordinator must approve the proposed dissolution.

b. The proposal for dissolution must be presented at a General Membership or special meeting 30 days prior to the vote.

c. A vote of 2/3 of the Certified Members present at the General Membership or special meeting is required for dissolution.

d. A letter must be submitted to the State Steering Committee stating the results of the vote and why the chapter chose to dissolve.

2. By the State Advisory Committee: By notice from the State Steering Committee.

B. Distribution of Remaining Asset: Upon the dissolution of the Chapter, its records should be transferred to the State Steering Committee. The disposition of any remaining assets (funds, items of value, or property) will be determined either by the chapter's legal documents or by the State Steering Committee. Headwaters Chapter designates that Chapter assets shall be disposed of in the following manner:

- Loaned items may be returned to the loaner.
- Chapter members may purchase any items of property at a silent auction, organized by the Treasurer of the Chapter, with notification to all chapter members at least 10 days in advance. Funds from this silent auction will be deposited into the Chapter checking account.
- Any items remaining after an auction may be given to the Chapter Advisor for his/her Agency use.
- After all debts are paid, any money remaining in the Chapter checking account shall be transferred to the Virginia Master Naturalist Program.

END BYLAWS