

Bylaws of The Friends of Five Creeks

Name: The name of this organization shall be Friends of Five Creeks.

Mission:

The Friends of Five Creeks is a group of citizens interested in the future of the watersheds of Cerrito, Middle (Blackberry), Marin, Village, Codornices, and Schoolhouse Creeks. The objective of this group is to raise awareness and involve the community in creek-related issues such as monitoring water quality, preserving and enhancing wildlife habitat, and restoring creeks to a more natural condition. The objective of the Friends of Five Creeks is aligned with the 1995 Joint Watershed Goals Agreement, adopted by the cities of Albany, Berkeley, El Cerrito, and Richmond; and also by the East Bay Regional Park District and the University of California, Berkeley.

Section 1. Membership and General Meetings

A. Membership:

Membership in Friends of Five Creeks is open to anyone. However, members may not vote at the first meeting they attend. Payment of dues may be made a condition of membership if an amount of dues is proposed by the Steering Committee and approved at a General Meeting.

B. General Meetings:

The group will normally have a General Meeting in alternate months, at a time and place determined by the President or Steering Committee. These meetings will be announced in advance and open to the public.

Meetings will be conducted by the group's President or a delegate chosen by the President or steering committee. The agenda will be set in advance by the Steering Committee or, if they do not do so, by the President. However, additional items may be suggested by anyone in attendance, discussed, and action taken on them if time permits. Anyone attending the meeting may speak on items under discussion.

If votes are taken, any member who has attended at least one previous meeting may vote.

Section 2. Steering Committee

A. Selection and composition of the Steering Committee:

Friends of Five Creeks will have a Steering Committee of no less than five members, including the President, Vice President, Secretary, and Treasurer.

Steering Committee members shall be elected by vote of members at a General Meeting in the first three months of every year. Between elections, members of the Steering Committee may be added by consensus or election at a General Meeting, or by election by a majority of the existing Steering Committee. Such members may include, for example, chairs dealing with membership, water-quality monitoring, publicity, history, work parties, and fund raising.

The term of office shall be one year or until the next annual election, whichever is sooner. There is no limit on the number of terms Steering Committee members may serve.

Members of the Steering Committee may resign at any time, but if that resignation will leave fewer than five members of the Steering Committee, a replacement member must be approved before the resignation is effective. A Steering Committee member also may be removed by a majority vote of the Steering committee, if the member is repeatedly absent or if the member violates these by-laws.

B Steering Committee meetings and quorum:

The Steering Committee shall meet approximately every other month, alternating with general meetings. These meetings shall be announced in advance and open to the public . However, only members of the Steering Committee may vote. At these meetings, a quorum, defined as at least 50% of the members of the Steering Committee or at least five members, whichever is less, shall be necessary to conduct official business of the group. Each member shall have one vote.

C. Steering Committee reports:

A representative of the Steering Committee will report on any committee actions at each General Meeting.

Section 3. Officers

A. Selection of officers:

A President, Vice President, Secretary, and a Treasurer shall be chosen by vote of members at a General Meeting in the first three months of the year. The Steering Committee, by majority vote of a quorum, or the general membership by majority vote at a meeting, may elect other officers or heads of committees, elect two people to share any office, and fill any officer's position that has been vacated prior to the expiration of its term.

The terms of office shall be one year or the next election, whichever is sooner. There is no limit on the number of terms officers may serve.

The President or Steering Committee shall appoint a nominating-committee chair at least two months before the election, to propose one or more candidates for offices and announce these candidates' names in advance of the meeting at which the election is held. Interested candidates are encouraged to submit their names to the nominating-committee chair.

B. Duties of the President and Vice President:

The President shall be a member of the Steering Committee and shall be the official spokesperson of the Friends of Five Creeks, except as that authority may be delegated by the President, Steering Committee, or majority vote of voting members in attendance at a General Meeting . However, the President or any delegate should get approval from the Steering Committee or General Meeting before speaking or writing regarding new policies or new areas of interest. Letters or press releases dealing with issues or matters of policy should be approved by the President and at least two members of the Steering Committee. If, because of time pressure, the President takes positions or writes letters without consulting the Steering Committee, the action should be reported to the Committee as soon as practical.

The President shall preside over or appoint someone to preside over each Meeting, call special meetings of the Steering Committee or general membership, draft agendas for the Steering Committee and General Meetings (after soliciting input where possible), and sign official documents as the representative of the Friends of Five Creeks.

The Vice President shall fulfill the duties of the President if the President is absent or unavailable.

C. Duties of the Treasurer:

The Treasurer shall be a member of the Steering Committee. The Treasurer shall manage Friends of Five Creeks' funds, pay all authorized bills, receive and provide receipts for funds paid to Friends of Five Creeks, and keep detailed and accurate books and records of all expenditures and income. The Treasurer shall report on finances of the organization at each General Meeting or meeting of the Steering Committee, and shall prepare an annual financial report to be presented at the February General Meeting each year. The Treasurer may also sign official documents on behalf of Friends of Five Creeks.

D. Duties of the Secretary:

The Secretary shall be a member of the Steering Committee. The Secretary's duties shall include overseeing taking of minutes, including notes on the Treasurer's report; and maintenance of attendance records, membership lists, and other records of the Friends of Five Creeks. The Secretary may also sign official documents as the representative of Friends of Five Creeks.

Section 4. Actions and Policy

A. Relevance to mission:

Friends of Five Creeks' actions and policies must be directly related to the group's mission, stated above. The organization may not endorse candidates. It may take political positions only on issues directly related to watershed preservation or restoration, and within the scope and goals of the organizations. It may take such positions only if there is general consensus within the group regarding the issues involved. These issues shall be limited to the following:

1. Supporting, opposing, or commenting on development, zoning, restoration, land acquisition, or open-space protection projects as they affect the environment.
2. Supporting, opposing, or commenting on laws, regulations, policies, enforcement, or funding that may affect watersheds and/or water quality.

Any member of the group is free to take individual positions on issues as long as they do not claim to represent Friends of Five Creeks or use the name of Friends of Five Creeks in their statements.

B. How decisions are made:

General policy may be set and specific actions decided upon either by consensus or majority vote of voting members in attendance at a General Meeting or by consensus or majority vote of a quorum of the Steering Committee. Policies and actions of the Steering Committee should be reported to the members at the next General Meeting. Committees or delegates to deal with specific issues and areas of interest may be appointed either by consensus or majority vote of voting members in attendance at a General Meeting or by consensus or majority vote of a quorum of the Steering Committee. Such committees or delegates may be authorized to take action or speak or write on behalf of the organization on the specific issues or areas of interest they have been authorized to deal with. Such actions or statements must be in accord with Friends of Five Creeks mission and policies, and shall be reported at the next General Meeting.

Business should be conducted at in-person meetings where practical. However, if necessary, actions and policy may be decided upon, and committees or delegates chosen, by a majority of a quorum of members of the Steering Committee through consultation by telephone, mail, fax, or email.

C. Staff:

The Steering Committee is authorized to accept assistance, technical or clerical, or services such as data storage, from other agencies providing there is no financial commitment for Friends of Five Creeks to

expend funds other than grant funds designated for such assistance. Any such activities must conform to the goals and objectives of Friends of Five Creeks and be recommended to the general membership by the Steering Committee. Such action shall occur at a regular monthly meeting and be announced to members in advance. The Steering Committee may establish the selection process, scope of work, and compensation for any such assistance, and may direct any such staff, agency, or independent contractor.

Section 5. Approval and Amendments to Bylaws

These bylaws and any amendments thereto shall be approved by majority vote of the voting members at a General Meeting. Thereafter, they may be amended from time to time by either (a) a 2/3 vote of a quorum of Steering Committee members and ratification by a majority vote at a General Meeting, or (b) by majority vote at two successive General Meetings.

Section 6. Dissolution

Upon dissolution of Friends of Five Creeks, no assets or records shall accrue to the benefit of any individual, members or not. All such assets shall be transferred to the California Urban Creeks Council or another nonprofit agency or citizens group chosen by the Steering Committee or by vote of the members.

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