

# **CEDAR BOG NATURE PRESERVE**

## **Bylaws of the Cedar Bog Association**

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### **ARTICLE I- NAME**

The organization shall be known as the Cedar Bog Association, occasionally doing business as the Friends of Cedar Bog.

### **ARTICLE II – OBJECTIVES**

The objectives of the Association shall be to provide financial and volunteer support for the operation of the property known as Cedar Bog State Nature Preserve as a natural area and conservation center where: land and people can be united for scientific and educational pursuits; to acquire by purchase or lease any contiguous land or other land deemed appropriate and the structures thereon for the area known as Cedar Bog State Nature Preserve and operate the same for conservation and preservation of natural history and to educate the public through research programs in co-operation with schools, colleges, youth groups, and adult organizations in order to develop an understanding and appreciation of the unique natural history of Cedar Bog. To cooperate with public and private natural resource organizations in developing and implementing management programs to assure the perpetuation of Cedar Bog in its natural state.

### **ARTICLE III – MEMBERSHIP**

Section 1. **Eligibility.** Any person whose annual dues are current or has made a contribution during the calendar year in excess of the dues and supports the objectives of the Association shall be a voting member of the Cedar Bog Association.

Section 2. **Classes of Membership.** Those established each year by the Board of Trustees. Life and Honorary Life Memberships previous to the Bylaws updates of 2007 shall be grandfathered. Going forwards Honorary Life Memberships shall be voted by a majority of the Board.

Section 3. **Dues.** Dues of the membership categories of the Association shall be in accordance with a schedule approved by the Board of Trustees.

Section 4. **Privileges.** Voting and other privileges of all classes of membership shall be set forth by the Board of Trustees. Only members whose dues are fully paid shall be entitled to vote.

Section 5. **Notice of Meetings.** A notice of the annual meeting shall be mailed to all members having the right to vote or shall be published in local newspapers or via the internet/social media. Members having the right to vote may request an absentee ballot.

Section 6. **Non-payment of Dues.** Any members who default in the payment of annual dues for the period of six months after the same has become due shall become an inactive member, but may become active by paying dues by the annual meeting.

Section 7. **Resignation.** Any member elected to the Board of Trustees shall be able to resign that position if circumstances require that resignation. Said resignation must be presented in writing to the Executive Board of the Cedar Bog Association and must be accepted if tendered. At the time the resignation is tendered, the Nominating Committee Chair and Committee will have up to, but

no longer than, one month to offer a name for nomination as replacement for the resigning member.

Section 8. **Hardship.** If a hardship or other duty interferes with the completion of a Member's elected term on the Board of the Cedar Bog Board of Trustees, that Member shall have the option of:

- Requesting reasonable accommodation to include a leave of absence or votes tendered by proxy, phone, or email;
- Terminating that elected term of office.

#### **ARTICLE IV - BOARD OF TRUSTEES**

Section I. **Responsibilities.** Subject only to the provision of these Bylaws and their Articles V and VIII in particular, the members of the Board of Trustees are responsible for accomplishing the goals and objectives of the Association through their active participation in the various events and meetings. The Trustees are elected for three year terms by the members of the Association; the three year terms are unlimited. The Board of Trustees shall resolve its actions by majority vote to:

1. Set investment policy for the Association's funds
  - a. Determine and carry out the policies of the Association.
  - b. Hold the title in and to the monies and all other property of the Association.
  - c. Approve all contracts.
  - d. Establish an annual budget and review all expenditures in accordance therewith.
  - e. Prescribe rules and appoint tellers to conduct the election for the Board of Trustees.
  - f. Approve annual appointments to all committees of the Board of Trustees
  - g. Resolve conflicts regarding other matters pertaining to the Association.
  - h. Accept or refuse gifts offered to the Association.
2. No lease, purchase, or sale of any real estate shall be made without the affirmative vote of two-thirds of all members of the Board of Trustees.

Section 2. **Number.** The Board of Trustees shall consist of officers as described in Article V of these Bylaws along with a minimum of five board members-at-large and such Honorary Life Trustees as have been elected by the membership. The Site Manager (or equivalent position) of Cedar Bog Nature Preserve shall be an ex officio member of the Board of Trustees, as shall be the Curator of Natural History of the Ohio History Connection or his (or her) representative, the Chief of the Ohio Division of Natural Areas and Preserves and his (or her) representative, the Director of the Ohio Biological Survey at the Ohio State University or his (or her) representative and the Director of the Ohio Field Office of the Nature Conservancy or his or her representative and the Chair of the Friends of Cedar Bog.

Section 3. **Election of Trustees.** A slate of nominees shall be presented by the nominating committee, but provisions must be made for nominations from the floor. In case of a tie between candidates, the decision shall be made through lots cast by the chairman of the tellers; the candidates to whom the lot falls shall be elected. A vacancy may be filled by appointment by the Board of Trustees until the next Annual Meeting, at which time it shall be filled by an election for the unexpired term.

Section 4. **Honorary Life Trustees.** At any Annual Meeting any person who has rendered extraordinary service in support of the objectives of this Association may be nominated by the board and ratified by the membership as an Honorary Life Trustee. Any person so elected shall continue as a Life Member of the Association until death or resignation. Payment of dues by Honorary Life Trustee shall not be required. Honorary Life Trustees cannot serve as an officer of the board, or vote on the business at hand.

Section 5. **Participation.** All board members are expected to attend 75% of all board meetings. They are also encouraged to attend a majority of the events sponsored by the Association.

## **ARTICLE V – OFFICERS**

Section 1. **Officers.** The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. **Election of Officers.** All officers shall be elected biennially by the Board of Trustees from its members at the first meeting following the Annual Meeting. Officers shall hold office for two years or until their successors shall have been qualified and elected.

Section 3. **Vacancies.** Any vacancy may be filled only by election by a majority of the Board of Trustees for the unexpired term of the vacated position.

Section 4. **Removal from Office.** Any elected official may be removed from office for cause by a two-thirds vote of the members of the Board of Trustees.

Section 5. **President.** Except as otherwise provided in these Bylaws, the President shall preside at all meetings; shall appoint all special and standing committees and designate their respective chairmen; and shall, with the Secretary, sign contracts with the approval of the Executive Committee and approved by the Board of Trustees. The president shall be an ex officio member of all committees.

Section 6. **Vice-President.** The Vice-President shall have all the power and perform all of the duties of the President in the President's absence and shall perform such additional duties as may be delegated by the President or Board of Trustees.

Section 7. **Secretary.** The Secretary shall have the general charge of the minutes and other reports of the Association and its Board of Trustees and shall, with the President, sign contracts approved by the Board of Trustees.

Section 8. **Treasurer.** The Treasurer shall, in the name of the Association, receive, hold, deposit, invest, and disburse funds of the Association only in such manner as the Board of Trustees approve and shall see that a complete and true record of all monies, securities, and property of the Association is kept, with all receipts and disbursements entered into account books. Such records and books shall be the property of the Association, shall remain in its custody, and shall be audited annually by a qualified person selected and appropriately compensated by the Board of Trustees. The Treasurer shall present a complete financial statement at the Annual Meeting. The Treasurer shall furnish such bond, at the expense of the Association, as may be required by the Board of Trustees.

Section 9. **Assistant Treasurer.** The Assistant Treasurer shall, in the name of the Association, assist the Treasurer in the duties of the office of Treasurer in a manner approved by the Board. The Assistant Treasurer shall not be responsible for complete or monthly financial statements, audits, or final accountings of the Association's financial records.

#### **ARTICLE VI – EMPLOYED STAFF**

Section 1. The Association shall employ a Site Manager. As required, a Selection Committee shall be formed for the purpose of finding, selecting, and contracting for the Site Manager position. This committee shall review the position description, establish an ideal candidate statement, prepare interview questions, and establish a reasonable method of advertising for and filling the position. The President shall be the Selecting Official and will have final authority over the process and the selection if a clear majority opinion can not be formed.

Section 2. The Site Manager shall perform the duties of a position description created by the Board and reviewed / modified by the Selection Committee. The Site Manager shall have control of the volunteers, facilities, and other staff unless a superior position is created and filled by the Board.

Section 3. The President shall conduct a performance review of the Site Manager annually after soliciting input from other board members, the OHC staff, significant volunteers, or others as deemed appropriate. At a minimum it shall address areas of strength, areas that need improved, and major goals for the coming year.

#### **ARTICLE VII - COMMITTEES**

Section 1. **Executive Committee.** The Executive Committee shall consist of the officers of the Association, and the following non-voting members: the Site Manager and the Chair of the Friends Committee. In the interim between meetings of the Board of Trustees the Executive Committee shall have the power to act in accordance with the general policy of the Association and in accordance with instructions of that Board. Its actions shall be reported to the Board at the first Board meeting following such action.

Section 2. **Committees of Board of Trustees.** Each standing and special committee of the Association shall have the authority to conduct the business of Cedar Bog Association within the parameters of that individual committee. Each committee shall be established by the Board of Trustees annually or as required. Each committee chair may be nominated from within the board or from the membership at large. The Chair of each committee may select members for the committee from within the Board of Trustees, membership at-large or from the public at-large who are deemed fit to serve in that capacity.

Section 3. **Standing Committees.** Each Standing Committee Chair shall attend board meetings as appropriate and if not board members may be granted limited authority to move and vote on resolutions related to their committee. The term of the committee chair will expire annually. There is no limit to the number of terms a Chair may elect to accept to serve.

Selection of each Standing Committee Chair will be made annually or as needed by the Board during a regular meeting.

Each Permanent Committee Chair will keep full records of the activities of their tenure and contacts necessary for the completion of the duties of that office in a notebook to be available to any successor to that office.

## Standing Committees

### **Membership Committee**

The Committee Chair shall have a thorough understanding of the Bylaws of Cedar Bog Association and shall also keep historical records of board memberships and the current status of each member. This committee will be charged with keeping a current database of Cedar Bog Association Members, adding and detracting members as necessary, providing an accurate mailing list to committees and tracking the status of member dues. A report shall be given at all full Board meeting updating the status of Memberships. The committee will recommend to the board membership levels, fees, and benefits and is in charge of soliciting new members and the retention of current members.

### **Events Committee**

The Committee Chair shall organize and maintain a calendar of events for the organization, apprise the Board when opportunities arise to hold or participate in events that would benefit the Cedar Bog Association, organize events and activities or nominate others to organize events and activities, and give a written report on each event to the Board. The report may be written by the Chair or may be a delegated responsibility. The Annual Meeting, annual events, one-time events, and the Volunteer Potluck are the responsibility of this committee.

### **Volunteer Committee**

The Chair of the Committee will work closely with OHC to obtain volunteers and training needed to maintain a viable base of support for Cedar Bog. The Chair will maintain a database of volunteers with complete information, so that these volunteers may be called upon to serve as needed. Additionally, the Chair will be charged with the collection of volunteer hours served monthly by each volunteer. These hours will then be submitted to both OHS and the secretary of the Cedar Bog Association by no later the 6<sup>th</sup> day of each month.

**Eco-Management Team** — The “EMT” is a mandatory subcommittee of the Volunteers Committee. The EMT Leader will be a current member of the Cedar Bog Association. This member shall also be serving as an EMT. This Chair will be charged with submitting a report of activities to the Board of Trustees on an as needed basis and assisting the Volunteer Committee Chair in managing the EMT program.

### **Fundraising Committee**

The Fundraising Committee of the Association shall be called “Friends of Cedar Bog”, and governed by an appendix of this document.

Section 4. **Special Committees.** Other committees shall be designated on an ad hoc with leadership and a lifespan appropriate to their function. This includes nominating and selection committees and others as required.

## **ARTICLE VIII - FUNDS**

Section 1. **Operating Fund.** There shall be an Operating Fund, which will consist of monies budgeted or passed for approved operating costs or projects of the Association's activities.

Section 2. **Savings Fund.** A Savings Fund will be established to receive income and hold monies not budgeted or approved to the Operating Fund.

Section 3. **Endowment Fund.** An Endowment shall be raised and maintained to support the operations of the Education Center / Cedar Bog Facilities. The principal of this fund should be invested for growth and income and periodically augmented through gifts, fundraising, or other means. The income (interest and dividends) of this fund shall be disbursed on a regular basis and budgeted to support the operations of the Education Center / Cedar Bog Facilities. Operations is a generic term including a variety of common expenses such as utilities, staffing, maintenance, repairs, exhibits, furnishings, enhancements, supplies, and other operational needs. The purpose of the fund is to ensure that in the absence of State funding, Cedar Bog Nature Preserve will be able to stay open and maintain the Education Center. For this reason the principal of this fund shall not be permitted to fall below \$500,000.00, an amount that may be increased over time.

#### **ARTICLE IX – MEETINGS**

Section 1. **Annual Meeting.** The Annual Meeting of the Association shall be held at such time and place as the Board of Trustees designate.

Section 2. **Other Meetings.** Other meetings of the Association may be held upon call of the Board of Trustees, or by letter signed by at least twenty members of the Association and mailed to the President of the Association.

Section 3. **Meetings of the Board of Trustees.** Regular meetings of the Board of Trustees shall be at least quarterly. Special meetings may be called by the President as required.

Section 4. **Meetings of the Executive Committee.** The Executive Committee shall meet on the call of the President or on its own initiative. Executive Committee shall meet between quarterly full Board meetings or monthly as required.

Section 5. **Quorum.** A quorum for any Annual Meetings of the Association shall be nineteen members. A quorum for any meeting of the Board of Trustees shall be five members. A quorum for the Executive Committee shall be three members. A quorum for any other committee shall be a majority of its members.

#### **ARTICLE X - PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Revised shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with the Articles of Incorporation, Bylaws, or special rules of the Association.

#### **ARTICLE XI – AMENDMENT OF BYLAWS**

These Bylaws shall be reviewed regularly by the executive committee or a special committee appointed by the board.

The Board may change these Bylaws by approval of two-thirds of its members. The Membership may change these Bylaws at the annual meeting by approval of three-quarters of its members.

#### **ARTICLE XII - ANNUAL AUDIT**

Provisions shall be made for an annual financial review of funds and assets.

### **ARTICLE XIII- DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Adopted the 26<sup>th</sup> day of October 1982.

Robert Liptak, President  
Kathryn Wilde, Secretary

Amended the 07<sup>th</sup> day of May 2007

Melanie Pratt, President  
Zara Liskowiak, Secretary

Amended the 21<sup>st</sup> day of May 2011

Sally Engle, President  
Becky Pyle, Secretary

Amended the 15<sup>th</sup> day of May 2013

Sally Engle, President  
Becky Pyle, Secretary

Amended the 25<sup>th</sup> day of March 2017

Randel Rogers, President  
Allison Holland Cox, Secretary

Amended the 11<sup>th</sup> day of January 2018

Randel Rogers, President  
Allison Holland Cox, Secretary

Amended the 14<sup>th</sup> day of November 2019

Randel Rogers, President  
M Mason, Secretary

## **Appendix 1 to the Bylaws of the CBA Procedures of the Friends of Cedar Bog Nature Preserve**

**Article 1:** The name of committee shall be Friends of Cedar Bog, herein referred to as “Friends.”

**Article 2:** The Friends mission is to perpetuate the community’s support of Cedar Bog Nature Preserve (“Cedar Bog”) by raising funds for the Cedar Bog Association Endowment (the “Endowment”). Income from this endowment enhances the ability of the Cedar Bog Association (“CBA”) to operate the education center and Cedar Bog.

**Article 3:** Friends exists as the fund-raising committee of the 501(c)3 CBA. Friends was formed in 2006 to make the proposed Education Center at Cedar Bog a reality. Ohio History Connection (then Ohio Historical Society) funding for the new building was contingent upon the CBA raising money to establish and maintain a \$5,000,000 endowment, and FRIENDS formed to accomplish this requirement. The Education Center plays an essential role in welcoming visitors, providing community education and activities for all ages, and being a hub for research. Funds raised support the operations of the Education Center, as defined in the CBA bylaws.

**Article 4:** Funds raised by Friends (after expenses) are deposited in the Endowment. The CBA shall appoint Trustees to oversee that the Endowment. A minimum of Trustees shall include the President and the Treasurer of the CBA and the Chair of the Friends. The funds will be conservatively invested for growth and income, dividend and interest income generated will be transferred to the operating funds of the CBA on a regular basis, and the principal of the Endowment and any capital gains shall not be accessed without an unanimous vote of the Trustees and the consent of the Ohio History Connection, the same being required to dissolve the fund.

**Article 5:** Any person 18 years or older who subscribes to the purpose of this committee shall be eligible for membership.

### **Article 6: Leadership**

**Section 1.** Chairman, Vice Chairman, Recorder. The Treasurer of the CBA shall be the de facto Treasurer of Friends.

**Section 2.** The Chairman shall preside at Friends meetings, which shall be scheduled quarterly or as necessary. The Chairman shall appoint heads of sub-committees and shall perform other functions as may be required by the position, and shall be liaison to the CBA Board.

**Section 3.** Vice Chairman shall in the event of absence, disability, or death of the Chairman, possess all powers of the position and perform all duties of the Chairman.

**Section 4.** Treasurer (the CBA Treasurer shall be the de facto Treasurer of Friends) shall be responsible for all funds received by the organization and all funds deposited into an account at an institution designated by the Trustees, with the approval of the Trustees to pay all bills incurred, make a complete financial report at all Friends meetings and all CBA board meetings, supply information to the Friends financial statement for the CBA annual meeting, and shall perform other such functions as may be required by the position.

**Section 5.** Recorder shall keep the minutes of all Friends meetings and shall be responsible for and have access to all records belonging to the organization, and shall make all records

available to the Board upon request, and shall perform other such functions as may be required by the position.

**Section 6.** Leadership positions are annual but may be reappointed an unlimited number of times, or until a resignation is received by the Chairman, or upon mutual agreement between officer and Chairman, or disability.

**Section 7.** Vacancies shall be filled by a majority vote of the committee.

**Section 8.** No Board member shall receive compensation other than for reasonable expenses.

**Section 9.** Emeritus Chairs. The Friends membership may elect Emeritus Chairs in recognition for service to the Friends. Emeritus Chairs may attend meetings and participate in discussion, and are permanent appointments unless resigned from or rescinded by the Friends. Emeritus Chairs may not serve as officers of Friends or vote, but may make motions or serve concurrently on the CBA Board to include officer positions.

#### **Article 7: Funding**

**Section 1.** The CBA shall include in its annual budget funding sufficient for Friends to accomplish the goals of the organization.

**Section 2.** Fundraising shall be accomplished by any means the Board deems desirable with or without the assistance of the CBA. Examples of fundraising include an annual dinner, special events, raffles, an annual appeal, or any other method deemed desirable and effective. The goal of fundraising shall be to increase the principal of the Endowment each year.

**Article 8:** Fiscal year shall commence on the first day of January of each year unless otherwise designated by the CBA.

#### **Article 9: Procedures**

**Section 1.** These procedures may be amended at any Friends meeting by a majority vote of the members and must then be submitted to the CBA for approval. All amendments shall become effective immediately upon approval unless otherwise specified.

**Section 2.** An updated copy of these procedures shall be given to Friends Members (hard copy or electronic submission) and as an appendix to the bylaws of the CBA.

Revised & Updated 9 January 2019  
Certified by M. Mason, CBA Secretary