

BYLAWS of the FRIENDS of Cedar Bog Nature Preserve

Table of Contents

Article 1:	2
Article 2:	2
Article 3:	2
Article 4:	2
Article 5:	2
Article 6:	3
Article 7:	4
Article 8:	5
Article 9:	5

Article 1: Name of Organization

FRIENDS of Cedar Bog Nature Preserve, herein referred to as “FRIENDS.”

Article 2: Misson

The FRIENDS mission is to perpetuate the community’s support of the Cedar Bog Nature Preserve by ensuring the FRIENDS endowment funds are appropriately managed and available for potential future update and/or expansion of the Education Center to accommodate the needs of visitors and provide additional programs and activities at the nature preserve.

Article 3: Purpose

The FRIENDS was formed in 2006 to make the proposed Education enter at the Cedar Bog Nature Preserve located at 980 Woodburn Road, Urbana, Ohio, a reality. Ohio History Connection (formerly Ohio Historical Society) funding for the new building was contingent upon the FRIENDS raising money to establish and maintain the financial endowment or foundation. The Education Center plays an essential role in welcoming visitors, providing community education and activities for all ages, and being a hub for research projects at high school, under graduate and graduate levels.

Article 4: Dedication of Assets

The assets of FRIENDS are dedicated to and for non-profit purposes only in maintaining, updating, and/or expanding the Education Center located at the Cedar Bog Nature Preserve. The Ohio History Connection and the Cedar Bog Association have a management agreement for the everyday operational funding of the Cedar Bog Nature Preserve. Although FRIENDS exists under the 501c3 designation of the Cedar Bog Association, the FRIENDS Board is solely responsible for decisions as to the disposition of the funds in the FRIENDS endowment. No part of the assets of FRIENDS, on dissolution or otherwise, shall insure to the benefit of any person or any member, director, or officer of FRIENDS or the Cedar Bog Association.

Article 5: Membership

- Section 1. Any person who subscribes to the purpose of this organization shall be eligible for membership.

- Section 2. Eligible persons shall be invited to join by a member of this organization and approved by the officers.

Article 6: Officers

- Section 1. Chairman, Vice Chairman, Treasurer, Recorder. The Bylaws allow for three people to serve as Co-Chairmen, but hereinafter will be referred to as Chairman.
- Section 2. The Chairman shall preside at the Annual meeting and Board Meetings or designate the Vice Chairman to preside. The Chairman shall appoint heads of committees with the approval of the Board, and shall perform other such functions as may be required by the position.
- 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 office. Vice Chairman may preside over the annual meeting and board meetings as designated by the Chairman, facilitate all electronic voting proposals, and shall perform other such functions as may be required by the position.
- Section 4. Treasurer shall be responsible for all funds received by the organization and all funds deposited into an account at an institution designated by the Board, with the approval of the Board to pay all bills incurred, make a complete financial report at all FRIENDS board meetings and all Cedar Bog Association board meetings, supply information to the FRIENDS upon request, and prepare a financial statement for the fiscal year at the FRIENDS annual meeting and a financial statement for the Cedar Bog Association 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. Officers' positions are for the period of perpetuity, or until a resignation is received by the Chairman, or upon mutual agreement between officer and Chairman, or death of officer.
- Section 7. Board vacancies shall be filled by a majority vote of the officers.
- Section 8. Officer positions may be vacated by offering a written resignation to the Chairman, or upon mutual agreement between officer and Chairman, or resignation of the officer at the Board's request, or upon the death of officer.
- Section 9. No Board member shall receive compensation other than for reasonable expenses.

Article 7: Board of Directors

- Section 1. The Board of Directors shall consist of a minimum of four officers (Chairman, Vice Chairman, Treasurer, and Recorder) and three members requested to serve on the FRIENDS Board.
- Section 2. All board members have one vote.
- Section 3. All board members must be 18 years of age or older.
- Section 4. Board vacancies shall be filled by a majority vote of the officers.
- Section 5. Powers, duties, conduct, and business of this organization is vested in the Board and the Board shall and will establish the policies of this organization.
- Section 6. There shall be an annual meeting each year consisting of the election of officers as needed, review of the Treasurer's annual report, hear reports from each member, old business and new business agendas, and an annual review of Bylaws.
- Section 7. The Chairman and/or Vice Chairman may call as many special meetings needed.
- Section 8. A simple majority of the Board shall constitute a quorum.
A majority consensus passes a vote.
- Section 9. Electronic voting through email shall be sent to the Board of Directors by the Chairman or Vice Chairman and serves as this organization's method of consensus when a vote is not conducted during a meeting.
- Section 10. Procedural electronic request for a vote: Cedar Bog Association Board shall submit a request for funding for something (such as security cameras, security lighting, website design, replacement projector, etc.) The Chairman or Vice Chairman shall compose a proposal including detailed and expected expenditures, then email it to the FRIENDS Board Members. Chairman or Vice Chairman shall compile the responses and confirm to the Board Members through email whether the proposal passed or failed. Chairman or Vice Chairman shall inform the Cedar Bog Association Board on the outcome of the vote. If the proposal passed, Chairman or Vice Chairman shall request of the Treasurer to provide funding to Cedar Bog Association.

Article 8: Financial Administration

- Section 1. Fiscal year shall commence on the first day of January of each year.
- Section 2. The investment policy and strategy shall be the responsibility of the FRIENDS Board Members, including receiving financial advice and investment guidelines from the selected investment institute on an ongoing basis.

Article 9: Bylaws

- Section 1. These bylaws may be amended at any FRIENDS meeting by a majority vote of the Board of Directors. All amendments shall become effective immediately upon approval unless otherwise specified.
- Section 2. An updated copy of the Bylaws shall be given to FRIENDS Board Members (hard copy or electronic submission) and kept on the FRIENDS page of the Cedar Bog website.