

Potomac Valley Master Naturalists

Chapter Bylaws

2023

Updates to the bylaws originally adopted by
the PVMN Chapter membership 08 Dec 2007 and revised 04 March 2023.

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BYLAWS

Potomac Valley Master Naturalist Chapter West Virginia Master Naturalist Program

ARTICLE I Chapter Relation to State and Sponsor Organizations

A. Parent Organization

The Potomac Valley Master Naturalist Program (hereafter referred to as "the Chapter") is a chapter of the West Virginia Master Naturalist Program™, and is subject to all of the rules and regulations stipulated in its affiliation agreement with the West Virginia Master Naturalist Program. The Chapter's geographical service area includes Jefferson, Berkeley and Morgan counties.

B. State Advisory Committee Role

According to the West Virginia Master Naturalist Advisory Committee (WVMNAC)'s bylaws, they are available to offer assistance, advice and opinion to the chapter program coordinator relative to the operation and administration of the West Virginia Master Naturalist Program.

Each of the active local West Virginia Master Naturalist chapters have one (1) representative on the WVMNAC. Normally the Chapter Chairperson will represent the Chapter on the WVMNAC, although at his or her discretion, the Chairperson may appoint another member of the Chapter to represent it. The Chair of WVMNAC will normally be the spokesperson for the Committee and will generally serve as the liaison between the Committee and the WV state's sponsoring agency, the Department of Natural Resources Wildlife Resources Section Master Naturalist Administrator.

C. Commitment to WV Master Naturalist State Program™ Requirements

In return for the general supervision, guidance, supplies, resources and cooperative helpfulness provided by the State Program, this Chapter agrees to comply with all requirements, guidelines, and standards and to freely share information about their operations with the WVMNAC.

D. Chapter Sponsor/Administration

The Chapter is sponsored by the Potomac Valley Audubon Society (hereafter referred to as "the Society") and is being administered by the Society as one of its adult education programs.

- 1) Society Oversight. The Chapter's programs and activities are overseen by the Society. Primary responsibility for oversight shall rest with the Society's PVAS Liaison to PVMN.

ARTICLE II Purpose

A. Overall Purpose

A Chapter is not organized for profit, and none of its income shall go to the personal use of members or other individuals. This Chapter shall be an educational, nonprofit, volunteer organization dedicated to fulfilling the State program's mission to educate interested persons in the broad spectrum of natural history and to develop a corps of well-informed volunteers to provide education, outreach, and service dedicated to the wise stewardship of natural resources and natural areas within their communities and the State of West Virginia. The Chapter shall have the following objectives:

1. Natural Resource Service. To provide, promote and fulfill volunteer service while recognizing and utilizing sound natural resource management, enhancement and conservation practices.
2. Public Understanding. To improve public understanding of natural systems and natural resources by developing a pool of local knowledge about nature that can be used to enhance education efforts within local communities.
3. Enhance Education and Outreach. To enhance existing nature education and outreach activities by providing natural history training at the local level, thereby developing a supply of dedicated and informed volunteers.
4. Volunteer Network. To contribute to the development of a West Virginia Master Naturalist volunteer network.

B. Advocacy Prohibition

No part of the activities of the Chapter shall be devoted to advocacy, lobbying, promoting issues, political agendas or businesses and personal endeavors, using the West Virginia Master Naturalist name.

ARTICLE III Membership and Organization

A. Membership Requirements

1. Non-discriminatory Membership. Membership in the Chapter is open to qualifying individuals regardless of race, sex, sexual orientation, religion, disability, or national origin.
2. Age. Members must be 16 years of age or older.
3. Voting Membership. Voting membership in the Chapter shall be extended to Certified West Virginia Master Naturalists in good standing for the current fiscal year (see below). Unless otherwise stated in this document, decisions will be made by a majority vote of those casting ballots at chapter meetings. This shall include ballots cast by individuals who cannot attend and cast their votes either by proxy or email prior to the designated starting time of scheduled chapter meeting at which the vote is to be taken. Email and proxy votes will also be allowed in any situation when the vote of the full membership is required.

B. Member Categories

1. West Virginia Master Naturalist Candidate. A member who has not yet completed initial certification requirements for education hours and / or volunteer hours. A student member is welcome to attend the Annual General Membership Meeting, attend the WVMN Conference, and participate on the Coordinating Committee, but is a non-voting member of the organization. If a student does not achieve certification within 3 years from when their cohort started, they will become an Inactive Member.
2. Certified West Virginia Master Naturalist. A member who has completed their initial requisite training and volunteer service to become a certified Master Naturalist. This also includes a certified Master Naturalist who is working on meeting the annual recertification requirements of 8 hours of advanced training, and 16 hours of volunteer service in a single calendar year. A Certified Member may serve as an office holder on the Coordinating Committee, attend the Annual General Membership Meeting, attend the WVMN Conference, and is a voting member of the organization.
3. Honorary Member. A West Virginia Master Naturalist who has been granted this title by the affirmative two-thirds vote of the Chapter membership in recognition of a substantial contribution to the furtherance of the activities of the Chapter. Honorary Members shall be non-voting and entitled to the privileges due a West Virginia Master Naturalist member of the Chapter without payment of dues, if applicable.
4. Lifetime Member. A Lifetime Member has served with distinction and excellence, evidenced by extraordinary and meritorious contributions to the fulfillment of the mission and programs of the PVMN. A Lifetime Member is a

member in good standing who has been granted this title in one of two ways: (1) after recertifying a total of 15 years, or (2) after nomination of the general membership and selection by the PVMN Coordinating Committee, as described in the Policy Manual. Lifetime Members do not need to recertify each year. Lifetime Members shall be voting and entitled to all the privileges due a West Virginia Master Naturalist member of the Chapter without payment of dues, if applicable.

5. Inactive Member – A member who is unable or no longer wishes to participate with the organization. A Master Naturalist candidate will be considered inactive if the required course work and the 30 hours of volunteer service have not been completed within three years of the start of the cohort and a time extension has not been sought or granted. A certified Master Naturalist will be considered inactive if the 8 hours of advanced training and 16 hours of volunteer service re-certification requirements have not been met in a calendar year, and an extension has not been sought and granted. An Inactive Member will continue to be considered inactive until the course work and volunteer hours of service required for certification have been completed within a calendar year. An Inactive Member is a non-voting member of the organization. Members will be notified of their inactive status by the Data Management Coordinator. For archival purposes, a list of Inactive Members is maintained.

C. Disciplinary Action or Membership Removal

1. Voluntary Removal. A member desiring to voluntarily be removed from membership in the West Virginia Master Naturalist Program™ should communicate that decision in writing to a member of the Chapter Coordinating Committee (see item III E 1 below for a description of the Chapter Coordinating Committee and its function)
2. Disciplinary Action or Removal. A member may be removed from Chapter membership at the discretion of the Coordinating Committee for good reasons, such as failure to comply with State Program and Chapter policy or failure to abide by the Standards of Conduct and Ethics. The State Program may also remove an individual from the Program for similar reasons.
3. Use of Master Naturalist Name. Whether voluntary or involuntary, after removal of membership in the West Virginia Master Naturalist Program™, individuals shall no longer use the Master Naturalist name or logo.

D. Membership Meetings

Chapter members will meet at least once a year for the purpose of electing a Coordinating Committee and the Committee leadership. The Coordinating Committee will notify Chapter

members of this meeting at least two weeks in advance.

E. Coordinating Committee

The planning and execution of the Chapter's instructional programming, and all of its day-to-day operations, will be directed by a Coordinating Committee.

1. Composition. The Coordinating Committee shall be made up of interested individuals elected by members of PVMN and may not include more than two members chosen by the Society. All committee members should have familiarity with the Master Naturalist Program and/or have experience or expertise that will be useful to the Chapter. Preferably all elected committee members are active, certified, WV Master Naturalists.
2. Size. The Coordinating Committee shall include no fewer than five members. It need not include a specific maximum number of members. Instead, in any given year, it is expected that a sufficient number of individuals will be recruited to allow the committee to discharge its responsibilities in an efficient, effective manner. This determination shall be based on the number of willing candidates nominated and the determination of the voting membership present at the annual meeting as to the number of committee members that can best serve the needs of the PVMN for the coming term.
3. Leadership. The Coordinating Committee shall be led by a chairperson or co-chairs elected by the voting members of the Chapter. The Coordinating Committee members shall actively pursue potential candidates for election as committee members prior to the annual chapter meeting. The voting members of the Coordinating Committee shall determine whether there will be a single chairperson or co-chairs at the time of the annual meeting. This determination shall be based on the number of willing candidates nominated and the determination of the membership of the candidate or candidates that can best serve the needs of the PVMN for the coming term. The chair or co-chairs will be responsible for developing meeting agendas, convening and directing meetings, making assignments to committee members, and generally overseeing the committee's activities.
4. Treasurer. The Coordinating Committee shall include a Chapter treasurer elected by the voting members of the Chapter. The treasurer may be drawn from the Chapter membership or, at the election of the members, be designated to be the Society's Treasurer.
5. Terms of Service. All Coordinating Committee members shall serve terms of one or two year(s), depending on their own preference, and will be eligible for re-election for two more consecutive terms. Preferably chairs/co-chairs will serve overlapping two-year terms to maintain committee consistency.
6. Meetings. The Coordinating Committee shall meet as often as is required but will meet no less than one time a year. It will not be required to hold a set number of meetings each year, but it is expected that at least one meeting will be held during most months.
7. Society Liaison with Coordinating Committee. The Society's PVAS Representative or Liaison to PVMN is expected to attend all Committee meetings or select an individual to attend on their behalf.

8. Conflicts of Interest. The Chapter's Coordinating Committee shall be subject to the Society's conflict of interest policies.
9. Policy and Policy Change. The policies governing ongoing operation of the Chapter are set forth in the Potomac Valley Master Naturalists – Policy Manual (“the Manual”). All changes to the Manual, whether additions, deletions or changes must be approved by the Coordinating Committee. All proposed revisions will be distributed to members of the Coordinating Committee no less than two weeks prior to the scheduled vote for approval. The proposed changes will be deemed approved by majority vote at any meeting of the Coordinating Committee where a quorum is present.
10. Quorum. “Quorum” shall mean and refer to those who attend a meeting either in person or by Proxy/Absentee Ballot and shall consist of no less than 50% Coordinating Committee members. The votes of a majority of the Coordinating Committee voting where a quorum is present shall constitute the decision of the meeting. If, at any meeting, there shall be less than a quorum present, the vote shall be pended forward and re-scheduled.

ARTICLE IV Compliance

A. WV Master Naturalist Program™ Standards of Conduct and Ethics

Chapter members will adhere to the standards of conduct and ethics as maintained and posted on the WV DNR Master Naturalist website.

B. Compliance

All members of the Chapter shall adhere to the Standards of Conduct and Ethics as established by the West Virginia Master Naturalist Program™.

C. Violation

Violation of the Standards of Conduct and Ethics is a serious matter that reflects unfavorably on the entire Chapter and the entire Program. 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 Standards of Conduct and Ethics has been established by the West Virginia Master Naturalist Program™ and shall be used to deal with these violations. The WVMNAC will serve as judiciary.

ARTICLE V Financial Authority and Controls

A. Adherence To State Requirements

The Chapter shall adhere to all of the financial controls and procedures stipulated in the

Chapter's affiliation agreement with the West Virginia Master Naturalist Program.

B. Adherence to the Society's Financial Agreement

It is mutually agreed that Potomac Valley Audubon Society is the "Sponsor" of Potomac Valley Master Naturalists (PVMN). As such, PVAS supports the financial efforts of the PVMN Chapter in the following ways:

1. PVAS will be the fiscal agent of PVMN.
2. PVMN will be granted conditional access to a separate checking account that PVAS will establish under its federal Employee Identification Number (EIN) at a local bank.
3. The individual with primary responsibility and oversight for the account will be the PVAS Treasurer as financial officer per PVAS Financial Policies.
4. The official address of the bank account shall be that of PVAS: PO Box 578, Shepherdstown, WV 25443. (Note that PVAS and PVMN share this address currently.)
5. PVAS will coordinate with the PVMN Chair and Treasurer to assign signatory authority. Both the Executive Director and the Treasurer of PVAS will have signatory authority in conformance with PVAS financial policy, to allow continuity between the two organizations, and as a backstop to ensure coverage in case of PVMN Coordinating Committee membership changes or any unforeseen emergencies arise. Checks over \$300 will require two signatures. (No more than PVAS current limit of \$650)
6. The account will include a credit card for PVMN use. (The card may include debit capacity, but PIN should be destroyed to prevent use.) A spending limit of \$300 shall be imposed. Credit cards shall be used solely for official and approved PVMN purchases. Receipts for all transactions must be affixed to monthly statements or recorded electronically. Any failure to follow these procedures shall be considered grounds for suspension and/or revocation of credit card privileges at the sole discretion of the PVAS Treasurer.
7. Monthly routine bookkeeping (validating all transactions and statement reconciliation) shall be the responsibility of the PVMN Treasurer. Once completed, the PVMN Treasurer shall provide expenditure backup and approval and statement reconciliation to the PVAS Executive Director no later than 7 calendar days from when bank makes the monthly statement available electronically.
8. The PVAS Executive Director will sign off on monthly bank statement prior to recording PVMN income and expenses into the PVAS books.
9. The PVMN checking account will undergo any required audits through PVAS and its external auditors.
10. Any directed monetary gifts or fees for PVMN to PVAS will be deposited into the PVMN account.
 - a. Checks received directly by PVMN will be deposited by PVMN directly into the PVMN account

- b. Checks received by PVAS may be deposited into the PVAS checking account or conveyed to the PVMN treasurer for deposit into PVMN account.
- c. Electronic payments received through PVAS payment processors (Stripe for credit cards, PayPal, Square, etc.) will be deposited into PVAS checking account.
- d. For cases b & c above, PVAS will “settle” accounts monthly by writing a check to PVMN for the funds deposited into PVAS’s main checking account. This check will be given to the PVMN treasurer for deposit into the PVMN account.

11. Petty cash will not be used.

C. Financial Procedures

1. Coordinating Committee Responsibilities: The Chapter's Coordinating Committee shall be responsible for developing the Chapter's annual budget in consultation with the Society's PVAS Adult Programs Coordinator (or appointed Society representative), for overseeing implementation of that budget and enforcing budget discipline, and for providing the Society's Treasurer with the information needed for the annual financial report called for in the Chapter's affiliation agreement. The Coordinating Committee shall be responsible for authorizing each and every Chapter expenditure and reimbursement that does not exceed a dollar limit to be proposed by the Society and approved by Chapter members.
2. Chapter Treasurer Responsibilities. The Chapter treasurer shall be responsible for overseeing the development of an annual budget, for the initial processing and recording of all of the Chapter's revenues and expenditures, and for transmitting all receipts, bills, and reimbursement requests to the Society's treasurer in a timely manner.

D. Audits

The Chapter's finances may be audited annually, at the sole discretion of the Society, as part of the annual audit of the Society's finances.

E. Dues and Fees

1. Dues. The Coordinating Committee will encourage, but not require, Chapter members to become members of the Potomac Valley Audubon Society. The Coordinating Committee may propose Chapter membership dues if it deems such dues necessary to defray the costs of general administration and overheads associated with sustaining the Chapter's operations. Any proposals for dues payments must be approved by a majority of the Chapter's membership.
2. Fees. The Coordinating Committee shall set course and activity fees necessary to defray costs, overheads, and administration of providing courses and activities offered as part of the PVMN Chapter program.

Article VI Adoption and Amendment of the By Laws

A. Adoption and Amendment

1. The Bylaws and any future additions or amendments to this Bylaw document shall be presented to the general membership for approval not less than 2 weeks prior to the scheduled voting for approval of such additions or changes. The proposed additions or changes shall be deemed accepted upon an affirmative vote of greater than 50% of the members casting ballots.

ARTICLE VII Dissolution

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

1. By the Membership.
 - a. The proposal for dissolution must be presented to the general membership 30 days prior to a vote.
 - b. A vote of 2/3 of the members present at a regular or special meeting is required for dissolution.
 - c. A letter should be submitted to the WVMNAC stating the results of the vote and why the Chapter chose to dissolve.
2. By the WV Master Naturalist Advisory Committee (WVMNAC)
 - a. This action shall be taken for reasons of gross misconduct, repeated violation of the Master Naturalist Standards of Conduct and Ethics or violation of the terms of this Affiliation Agreement by the Chapter and the belief that the situation is likely to continue within the Chapter.
 - b. The State Coordinator and/or WVMNAC will issue a letter of notice to the Chapter Chairperson. The Chapter will have 60 days from the mailing of this letter to amend its actions and come into compliance with policies and guidelines. If it fails to do so, then its charter will be revoked.
 - b. If a Chapter overtly contravenes Program policies, then its charter may be revoked immediately.

B. Distribution of Remaining Assets

Upon the dissolution of the Chapter, its records shall be transferred to the State Master Naturalist Coordinator. Assets exclusive to PVMN shall be distributed to other non-profit or charitable organizations involved in the WV Master Naturalist Program™ activities as approved by the WVMNAC. Other assets provided by or acquired on behalf of PVMN by the Society shall be retained by the Society.

C. Standing of Members

In the event of dissolution of the Chapter, members who remain in good standing with the State Program shall retain the rights and responsibilities of a West Virginia Master Naturalist.