

Bylaws of Save Scenic Jefferson Valley Coalition

ARTICLE I. NAME OF ORGANIZATION: The name of the organization shall be Save Scenic Jefferson Valley Coalition (the “Coalition”).

ARTICLE II. PURPOSE: The purposes for which the Coalition is organized are:

- a) To enhance the livability of greater Whitehall, Jefferson Valley, and Boulder Valley by protecting and preserving the open and scenic character of the land and landscape;
- b) To seek and disseminate information about conditions that impact the open and scenic character of the land and landscape [such as the proposed Mountain States Transmission Intertie (“MSTI”)];
- c) For such other objectives as are approved by the Board of Directors (“Board”) or membership.

ARTICLE III. BOUNDARIES: Boundaries of the Coalition generally include greater Whitehall, Jefferson Valley, and Boulder Valley. These boundaries do not preclude the Coalition’s working with individuals and organizations from other areas in responding to shared concerns regarding the open and scenic character of the land and landscape.

ARTICLE IV. MEMBERSHIP:

Section 1 - Qualifications: Membership in the Coalition shall be open to all residents, property owners, and holders of a business license located within the boundaries as defined in ARTICLE III of these bylaws who request in writing to be a member.

Section 2 - Voting: All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business shall have the same privilege as the residents and property owners listed above. Unless otherwise specified in these bylaws, decisions of the Coalition shall be made by a majority vote of those members present at any meeting.

ARTICLE V. FINANCIAL SUPPORT: Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted and fund raising may be authorized by the Board.

ARTICLE VI. MEMBERSHIP MEETINGS:

Section 1 - General Membership Meetings: There shall be at least one general membership meeting each year. The meetings shall be convened upon any day decided upon by the majority vote of the Board. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication apt to reach a majority of the members with at least 7 days notice.

Section 2 - Special or Non-Regular Meetings: Special meetings of the membership, board or committees may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication apt to reach a majority of the members with at least 24 hours notice.

Section 3 - Agenda: Subject to the approval of the Board, the Chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by: a.) submitting the item in writing to the Board at least four (4) days in advance of the meeting or, b.) making a motion to the Board to add an item to the general or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 4 - Quorum: A quorum for any general or special meeting of the Coalition is eleven (11).

Section 5 - Participation: Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports.

Section 6 - Procedures: Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

ARTICLE VII. BOARD OF DIRECTORS:

Section 1 - Number of Board Members: The Board shall determine the exact numbers of Board positions annually. There shall be at least three (3) and no more than eleven (11) Board members.

Section 2 - Eligibility for Board Service: Only persons eligible for membership shall be qualified to hold an elected or appointed position.

Section 3 - Terms of Office: Terms of office are staggered. The initial appointments for one (1) year terms, two (2) year terms, and three (3) year terms will be determined by

the Board at their first meeting. Upon expiration of initial terms of office, all re-appointments would be for two (2) year terms.

Section 4 - Board Vacancies: The Board may fill any vacancy on the Board or committees by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

Section 5 - Establishment and Election of Board Members: Board members shall be elected annually by a vote of the general membership at the annual meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the Coalition. Election requires a majority vote of the membership present.

Section 6 - Duties of Board Members: The Board shall have following responsibilities and powers:

- a. Manage the daily affairs of the Coalition.
- b. Make decisions and represent the interests of the Coalition on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
- c. Appoint committees to perform necessary functions and represent the Coalition on specified topics.
- d. Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in the Coalition.

Section 7 - Election of Board Officers: Board members shall meet after the annual meeting and, by majority vote of the Board members present, elect a Chairperson and Secretary/Treasurer. The remaining Board members shall be members-at-large.

Section 8 - Duties of Board Officers:

- a. Chairperson: The Chairperson shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The Chairperson shall represent the position of the Board and the interests of the Coalition.
- b. Secretary/Treasurer: The Secretary/Treasurer shall record and maintain minutes of Membership and Board meetings, assist the Chairperson with correspondence and maintain the non-financial as well as the financial files of the Coalition. The Secretary/Treasurer will maintain a list of Board members and their terms. The Secretary/Treasurer shall have charge of

all funds belonging to the Coalition and shall receive, deposit and disburse funds for the Coalition in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board.

Section 9 - Board Meetings:

- a. Regular Board Meetings: There shall be at least two regular Board meetings each year. The meetings shall be convened at times determined by a majority of the Board members at its initial meeting. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication.
- b. Special or Non-Regular Board Meetings: Special meetings of the Board may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication.
- c. Emergency Meetings: Emergency meetings of the Board may be called by the Chairperson or by majority of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists, or any other appropriate means of communication.
- d. Board meetings are chaired by the Chairperson.
- e. Quorum: A quorum for board meetings of the Coalition is a majority of Directors.
- f. Voting: Unless otherwise specified in these bylaws decisions of the Board shall be made by a majority vote of those Board members present at any meeting.

Section 10 - Powers of the Board: The Board shall be responsible for all business coming before the Coalition and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 11 - Termination for non-attendance: Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

ARTICLE VIII. COMMITTEES: There may be standing committees as designated by the Board and special committees as may be established by the Chairperson. Committees must have at least one (1) Board member on them.

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES: A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Director.

If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE X. PROCEDURE FOR CONSIDERATION OF PROPOSALS:

Section 1 - Submission of Proposals: Any member of the Coalition may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.

Section 2 - Notification: The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than 24 hours in advance.

Section 3 - Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

Section 4 - Dissemination: The Coalition shall record recommendations and dissenting views in the meeting minutes.

ARTICLE XI. NONDISCRIMINATION:

The Coalition will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XII. ADOPTION AND AMENDMENT OF BYLAWS:

All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption may proceed at a later general meeting. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members a minimum of seven (7) days before voting. Adoption and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.