

Bylaws

Save the Dunes Conservation Fund, Inc. d.b.a. "Save the Dunes"

Effective November 21, 2019

ARTICLE I. OBJECTIVES

The objectives of Save the Dunes Conservation Fund, Inc., d.b.a. Save the Dunes, hereinafter referred to as "Save the Dunes" are to maintain and restore the integrity and quality of the natural environment of the Indiana Dunes country and adjacent or nearby ecosystems in the Lake Michigan Watershed of Lake, Porter and La Porte Counties. The prime concern of Save the Dunes, which is enhanced by its ability to receive tax-deductible contributions as a 501(c)3 organization, is the vitality and use of the Indiana Dunes National Park, and adjacent or nearby ecosystems of similar natural worth located in the Lake Michigan Watershed of Lake, Porter and La Porte Counties in Indiana.

ARTICLE II. MEMBERSHIP

Section A. Becoming a Member of Save the Dunes

1. "Member" Defined.

The term "member" is used to designate a supporter of Save the Dunes. Save the Dunes does not have "statutory members."

2. Types of Members and Memberships.

New and renewed memberships in Save the Dunes are classified as (1) individual, (2) family, or (3) organization. In these memberships, the individual, the family, or the organization, respectively, is deemed the "member" of Save the Dunes. No new Lifetime memberships are available, but this past type of membership will continue to be honored as a valid membership equal in status to other memberships.

3. Applying for a New Membership in Save the Dunes.

Any individual, family or organization that desires to support the mission and objectives of Save the Dunes is eligible to apply for membership. Membership in Save the Dunes is not automatic upon payment of dues. An applicant applies for membership by conveying a written request to Save the Dunes specifying the type of membership desired along with payment of the appropriate membership dues. If the application for membership is not approved, the payment shall be voided or returned to the payer as appropriate.

4. Membership Dues.

The Board shall determine the amount of any membership dues as the Board deems reasonable and appropriate.

5. Period of Membership.

All approved new and renewed memberships are valid for one year. Irrespective of the date of membership application or payment of dues, memberships start on a fixed calendar date at least one month prior to the Annual Membership Meeting, and end on the prior calendar day of the following year. The starting date for the period of annual membership shall be determined by the Board of Directors and may be set forth in a policy and procedures manual duly adopted by the Board.

6. Membership Renewal.

An existing membership shall be renewed at the start of the new membership period if the appropriate annual dues are paid before the start of the new period and the member is in good standing.

7. “Good Standing” Requirement.

Membership in Save the Dunes is conditional on the member being in good standing. A member is not in good standing if (1) the appropriate membership dues have not been paid for the current membership period; (2) the Board determines that the member – except for the Executive Director, current Directors, and current Officers of Save the Dunes – has represented a personal opinion as a statement, position, or policy of Save the Dunes or has purported to speak for Save the Dunes as an organization; or (3) the member’s statements or actions are determined by the Board to be substantially prejudicial to the purpose or reputation of Save the Dunes. These and other criteria for Good Standing may be set forth in a policy and procedures manual duly adopted by the Board.

Section B. Approval and Termination of Memberships.

1. Membership Approval.

Save the Dunes shall have the right to reject, for nondiscriminatory reasons, any application for membership. A statement of fair and nondiscriminatory procedures for approving or rejecting applications for membership may be set forth in a policy and procedures manual duly adopted by the Board.

2. Member Resignation.

A member may resign from membership upon written notification delivered to Save the Dunes. No refund of membership dues will be provided to a resigning member. A

member's resignation does not relieve the member from any obligations the member may have to Save the Dunes.

3. Membership Termination.

Any membership in which the member is not in good standing may be terminated upon review and a simple majority vote by the Board. However, no member shall be expelled without reasonable notice and an opportunity to be heard. The Board shall adopt fair and nondiscriminatory procedures for terminating a membership that are consistent with the applicable provisions of the Indiana Nonprofit Corporation Act.

4. Opportunity to be Heard.

A member's opportunity to be heard before the termination of membership shall include an opportunity to appear before the Board at either the next pre-determined Board meeting or a special meeting called by the Board in which the Board shall review the member's appeal. Upon the adoption of a formalized set of policies and procedures for membership termination, the Board shall adhere to such procedures throughout the termination proceedings.

Section C. Voting Privileges of Members.

1. Member Privilege to Vote for Board.

An important benefit of membership in Save the Dunes is the privilege to vote for and elect the Board of Directors. Voting privileges of members are limited exclusively to voting once per year at the Annual Membership Meeting to elect members to fill open positions on the Board.

2. "Open" Position on Board Defined.

A seat (position) on the Board is "open" when (1) the term of the position expires during the year of the Annual Membership Meeting; or (2) a new position on the Board is created by the Board's resolution to expand the number of Directors on the Board.

3. Member Eligibility to Vote.

A member must be in good standing at the time of the Annual Membership Meeting to be eligible to vote for Directors. In addition, an individual member must be at least 16 years of age to be eligible to vote for Directors at the Annual Meeting. Additional criteria for eligibility may be set forth in a policy and procedures manual duly adopted by the Board.

4. One Membership – One Vote.

All memberships, whether individual, family, or organization, shall be limited to one (1) representative and one (1) vote.

ARTICLE III. MEMBERSHIP MEETINGS

Section A. Annual Membership Meetings.

1. Timing of Annual Meeting.

Save the Dunes shall meet annually at a date, time, and location determined by the Board of Directors.

2. Voting for Directors at Annual Meeting.

Members eligible to vote shall vote at the Annual Membership Meeting to fill open seats on the Board of Directors.

3. Member Nomination of Prospective Candidates.

Any member in good standing may nominate a prospective candidate to fill an open seat on the Board. Such nominations must be in writing and received by the Nominations Committee at least ninety (90) days prior to the Annual Membership Meeting. The nomination must include relevant information about the prospective candidate.

4. Committee Review of Nominations.

The Nominations Committee shall review the nomination of every prospective candidate submitted by a member of good standing, but shall retain the right to reject, for nondiscriminatory reasons, any nomination not made in good faith or that violates the conflict of interest provision of the bylaws or the Board's duly adopted policies.

Section B. Notice of Annual Membership Meeting.

1. Notice of Annual Meeting.

Notice of the Annual Membership Meeting shall be given in writing to all members in good standing at least thirty (30) days in advance of the meeting. In the event that any notice is sent by mail, the notice shall be mailed to members at the addresses that appear in the membership records of Save the Dunes.

2. Contents of Notice.

The notice of the Annual Membership Meeting shall include at least (1) the date, time, and location of the meeting; (2) a list of candidates to fill open seats on the Board.

Section C. Quorum and Voting to Elect Directors.

1. Quorum for Membership Voting.

A vote by the membership to elect Directors shall require the presence at the meeting of two-thirds (2/3) of the Directors then in office plus the presence of at least five (5) other members eligible to vote.

2. Simple Majority Vote.

The vote to elect a Director shall be passed by a simple majority (greater than 50%) of the members present at the meeting and eligible to vote.

3. Membership Status of Directors.

A Director need not be a member of Save the Dunes at the time of election, but should apply for membership as soon as practicable after election to the Board.

Section D. Special Meetings of the Membership.

1. Special Meeting.

A vote of more than fifty percent of the Directors then in office may call such other meetings of the membership as the Board deems desirable throughout the year.

2. Notice.

Notice of a special meeting shall be given in writing to all members in good standing at least 21 days in advance of the meeting. The notice of the special meeting shall include the date, time, location, and purpose of the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section A. Board of Directors.

The governing body of Save the Dunes shall be a Board of Directors consisting of no fewer than seven and no more than thirteen Directors.

Section B. Terms and Term Limits.

1. Term of Office.

A Director serves for a term of two (2) years unless the Director is removed or resigns before the term expires. For Directors elected by the membership, the Director's term of office begins the January 1 after the Annual Membership Meeting in which the Director

is elected to the Board, and expires on the December 31 after the Annual Membership Meeting two (2) years after election.

2. Staggered Terms.

Every attempt will be made to ensure that the terms of Directors shall be staggered (overlapping) so that no more than three (3) Director positions will expire in the same year and be subject to election by the membership during the same Annual Membership Meeting.

3. Limit on Consecutive Terms.

A Director shall serve no more than three (3) consecutive terms.

4. Reinstatement of Eligibility.

A former Director who has not served in the capacity of Director for at least two (2) years is again eligible to serve as Director for three (3) full terms.

Section C. Removal of Director.

1. Removal.

Any Director may be removed by resolution of a two-thirds (2/3) majority of the Directors then in office or a two-thirds (2/3) majority of all eligible voting members.

2. Removal by Board.

The Board may remove a Director whenever, in the collective judgment of the Board, the best interests of Save the Dunes would be served by the removal of the specific Director. Missing three or more consecutive board meetings may be cause for removal. No Director may be removed without reasonable written notice and an opportunity to be heard at a meeting of the Board. The Board is encouraged to attempt to settle disputes among Directors without resorting to removal.

3. Removal by Members.

A vote to remove a Director by the general membership may take place at either the Annual Meeting or a special meeting of the membership called by a simple majority of the remaining Directors. Notice of the vote to remove a Director shall be provided 21 days before either the Annual Meeting or the special meeting.

4. Appeals of Removal.

A Director may appeal his/her removal from the Board by requesting a dispute resolution process. The removed Director shall have the right to present an appeal before the

remaining Directors at either the next pre-determined Board meeting or a special Board meeting called by three (3) of the remaining Directors.

5. Policy and Procedures.

The Board of Directors shall set forth fair and nondiscriminatory procedures for removing a Director and a dispute resolution process in a policy and procedures manual duly adopted by the Board.

Section D. Resignation of Director.

Any Director may resign at any time by delivering written notice to the Board or the President. A resignation is effective when received unless the notice specifies a different date.

Section E. Filling Interim Vacancies on Board.

1. "Vacant" Board Position Defined.

A seat (position) on the Board is "vacant" if the serving Director resigns or is removed before the expiration of the Director's term.

2. Vacancies Filled by Vote of Board.

Vacant Board positions may be filled at any time by a simple majority vote of Directors then in office. The vacant position may be filled with a qualified person not currently a member of Save the Dunes. The appointed Director shall serve out the term of the previous Director.

Section F. Expanding or Reducing the Size of the Board.

1. Changing Size of Board.

Subject to the limits in Section A, the number of available Director positions on the Board may be increased or decreased by resolution of a two-thirds (2/3) majority of the Directors then in office whenever, in the collective judgment of the Board, the best interests of Save the Dunes would be served by changing the size of the Board. The Board may be reduced in size to ensure that no more than three (3) Director positions are open at the same Annual Membership Meeting. However, the Board shall not reduce the number of Directors by removing a Director then in office or by deleting a Director position while filled (non-open and non-vacant).

2. Limit.

Changes to the size of the Board should be utilized only rarely in special circumstances to address specific problems.

Section G. Board Meetings and Decisions.

1. Meetings of the Board.

The Board of Directors shall meet regularly at least four times per year. Special meetings may be called by the President or any three Directors.

2. Quorum.

A simple majority (greater than 50%) of the Directors then in office shall constitute a quorum and must be present to conduct business. If a Director cannot attend the meeting in person, attendance remotely can be authorized by a simple majority of Directors present at the meeting. A Director participating remotely may count toward a quorum.

3. Voting.

Given a quorum, a simple majority of the Directors attending the meeting either in person or remotely shall be required to pass or approve any resolution before the Board, except for removal of a Director, changing the size of the Board, amendment of the Bylaws, or dissolution of the Corporation, which require approval by a two-thirds (2/3) majority of the Directors then in office.

Section H. Voting Rights.

Only Directors shall have voting rights at board meetings.

ARTICLE V. DUTIES OF OFFICERS

Section A. The Board of Directors shall elect a President, a Vice-President, a Recording Secretary, and a Treasurer. The term of office shall be for one year.

Section B. The duties of the officers, in addition to serving within the governing Board of Directors, shall include the following:

1. The President of Save the Dunes is the executive officer of the corporation, and ex-officio member of committees (i.e., Finance, Land, Grant, etc.), except the Nominating Committee, and presides at meetings of Save the Dunes, the Board of Directors, and the Advisory Board.
2. Vice-President
 - a. The Vice-President is an aide to the President.
 - b. The Vice-President presides at meetings in the absence of the President.

3. The Recording Secretary keeps the minutes of the meetings of the Board of Directors.
4. Treasurer
 - a. The Treasurer of Save the Dunes monitors and reports on the financial records of the corporation.
 - b. The Treasurer shall be bonded at the expense of Save the Dunes.
 - c. The Treasurer submits a full financial accounting to Save the Dunes members at its Annual Meeting.

Section C. In the event of a President's death, disability, or other inability to serve the remainder of a term of office, the Vice-President shall automatically become interim President. The Board will meet within 90 days and elect a new President to serve out the term of the vacancy.

ARTICLE VI. FINANCES

Section A. The Fiscal Year shall extend from January 1 to December 31 of the same year.

Section B. Financial reports are reviewed and approved by the Board of Directors at least quarterly.

Section C. Budgets are approved at the last Board of Directors meeting of the year.

Section D. The organization will engage an independent accounting firm to prepare the annual financial statement for board approval.

ARTICLE VII. COMMITTEES

Section A. Executive Committee.

1. The Executive Committee shall consist of Officers of the Board of Directors.
2. The Executive Committee shall meet at the discretion of the President.

Section B. Governance Committee.

1. Committee Structure.

The Governance Committee shall consist of Director(s), the Executive Director and any other member(s) in good standing appointed by the President. The President shall designate one of the Committee Members as Chairperson.

2. Committee Function.

The Governance Committee shall select a slate of candidates for the Board of Directors to be presented to the next Annual Membership Meeting for election. In selecting

candidates, the Committee shall consider those prospective candidates nominated by the membership pursuant to Article III, Section A.

Section C. Standing Committees.

The President may appoint Standing Committees or Ad Hoc Committees to assist in the business of the Board.

Section D. Advisory Board.

Such persons as the Board of Directors may appoint shall constitute an Advisory Board, and shall meet at the call of the Board to advise and consult on the affairs of Save the Dunes.

ARTICLE VIII. EXECUTIVE DIRECTOR

Section A. The Executive Director, through a recommendation by the Executive Committee, is hired by the Board of Directors.

Section B. The duties of the Executive Director include, but are not exclusive to, the following:

1. Attends, or has designee attend, all Board of Directors meetings.
2. Maintains official minutes, sales transactions, grant documentation, records and employment files of Save the Dunes.
3. Is responsible for day-to-day business operations, including management of budget and staff resources; and implementation of staff policies and procedures.

Section C. The Executive Director's job performance will be reviewed annually by the Executive Committee, including budget management, leadership skills, board relations, program planning and implementation, and management of the organization and its personnel.

ARTICLE IX. CONFLICT OF INTEREST

Section A. Whenever a director or officer has a financial or personal interest in any matter coming before the board of Directors, the affected person shall:

1. Fully disclose the nature of the interest;
2. Withdraw from discussion, lobbying and voting on the matter.

Section B. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interests of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Section C. The Conflict of Interest Policy should be provided to the Board and signed at the beginning of their term, and annually thereafter.

ARTICLE X. CODE OF CONDUCT POLICY

Section A. Save the Dunes is committed to maintaining the highest standards of conduct and ethical behavior and promotes a working environment that values respect, fairness and integrity. All staff, board members and volunteers shall act with honesty, integrity and openness in all their dealings as representatives of the organization.

Section B. Staff, board members, consultants and volunteers are encouraged to report suspected fraudulent or dishonest conduct.

Section C. Save the Dunes will investigate any suspected fraudulent or dishonest use or misuse of resources or property by staff, board members, consultants or volunteers. There will be no retribution against any staff, board members, consultants or volunteers who chose to report this activity.

Section D. Board members shall not make unauthorized use of Save the Dunes equipment, supplies, facilities, land or properties.

Section E. Board members shall not accept any gratuities, personal gifts or loans of more than minimal monetary value (i.e., in excess of \$25) from any individual or firm soliciting business or having financial relations with the Save the Dunes. Accommodations or meals provided to Board Members on official business may be accepted if it is understood that they are not for personal benefit, but in support of the Save the Dunes.

Section F. Any purchase from Save the Dunes by a Board member of personal property (e.g., used vehicles or office equipment) of substantial value must be at fair market value and approved in advance by the Board of Directors. Real property (i.e., real estate) will not be sold by Save the Dunes to Board members.

Section G. Failure to follow these standards will result in disciplinary action, including possible termination of employment, dismissal from one's board or volunteer duties and possible civil or criminal prosecution, if warranted.

ARTICLE XI. DOCUMENT RETENTION AND DESTRUCTION

1. Save the Dunes acknowledges its responsibility to preserve information relating to litigation, audits and investigations; and maintains a Document Retention and Destruction Policy in its Office Procedures Manual.
2. The Sarbanes-Oxley Act of July 30, 2002 makes it a crime to alter, cover up, falsify or destroy any document to prevent its use in an official proceeding.

3. Failure to follow this policy can result in possible civil and criminal sanctions against Save the Dunes and its employees, as well as possible disciplinary action against responsible individuals.

ARTICLE XII. INDEMNIFICATION

Save the Dunes shall indemnify all present or former Officers, Directors and employees against, and exonerate them from, any and all liabilities, claims, demands, judgments, fines, and costs, including legal expenses, incurred by them by reason of their serving in such capacity of officer, director or employee, except for those arising from their breach of duty of loyalty to Save the Dunes, an act or omission involving intentional misconduct or knowing violation of the law or with respect to matters for which indemnification or exoneration would be against public policy. Indemnification shall extend to amounts paid in settlement, provided that any such settlement payment is approved by a quorum of members of the Board of Directors not subject to the same or related claims or by independent counsel retained by the Board of Directors. Save the Dunes shall have power to purchase and maintain insurance on behalf thereof.

ARTICLE XIII. AMENDMENTS

Section A. Voting to Amend or Revise Bylaws.

These Bylaws may be altered, amended, or revised at any time by resolution of a two thirds (2/3) majority of the Directors then in office, provided that the substance of the proposed changes to the Bylaws is included in the notice of the Board meeting in which the action is to be taken. All changes to the Bylaws shall be posted in the Annual Report.

Section B. Proposals by members.

Members other than Directors may propose changes to the Bylaws for consideration by the Board.

ARTICLE XIV. DISPOSITION OF FUNDS

In the event of dissolution of Save the Dunes by a vote of the Board of Directors, all of the assets of the corporation, after paying or making provision for all liabilities of the corporation, shall be disposed of exclusively for the purposes of the corporation in such manner, or to such organizations concerned with protection of the natural environment whose objectives are compatible with those of Save the Dunes; and are organized and operated exclusively for charitable, educational or scientific purposes as shall at that time qualify as exempt under Section 501(c) (3) of the Internal Revenue Code (with a corresponding provision of any future federal internal revenue law), or to the National Park Service or the Indiana Department of Natural Resources, as the Board of Directors shall determine.

ARTICLE XV. PARLIAMENTARY AUTHORITY

The President shall use Robert's Rules of Order, as revised, as a guide to conducting Board meetings, Annual Membership Meetings, and any special meetings of the Board or Membership.

ARTICLE XVI. EFFECTIVE DATE OF THE BYLAWS

These Bylaws shall become effective November 21, 2019, as they were unanimously voted on at the Board Meeting of Save the Dunes on Thursday, November 21, 2019.