

Bylaws of Citizens Organizing for Resources & Environment (CORE)

Article 1 — Name

The name of the group, as incorporated under the laws of Texas as a 501(c)(3) not-for-profit corporation, will be “Citizens Organizing for Resources & Environment”, also referred to in this document as CORE. (The periods between abbreviation letters are dropped for ease of typing and printing and to match common practice.)

Article 2 — Mission

CORE serves to educate the citizens of the Texoma area about issues of concern regarding the health and well-being of our environment and resources. This would include providing members the options available for responding to those issues—such as making personal choices, affecting legislation, disseminating information, etc.

Article 3 — Membership

- 3.1 **Membership Criteria:** CORE is a coalition of individuals and/or organizations dedicated to the organization’s stated mission. Membership is open.
- 3.2 **Active Members:** Meetings are open to all. Attendance at meetings is necessary for status as *active member* but membership is not automatically assigned to participants. New attendees to meetings who are interested in CORE membership will receive an “Attendance Sheet” to be initialed at general membership meetings (not to include special events) by a Board Member. Once a member has verification of attending three membership meetings, he/she will receive a CORE membership card entitling them to vote.
- 3.3 **Voting Rights of Members:** Each *active member* will be entitled to one vote on any matter that may come before said member as provided herein.

Article 4 — Board of Directors (generally referred to as the **Steering Committee**)

- 4.1 **General Powers:** A Board of **Directors** will be the policy making body of CORE. All corporate powers will be vested in and exercised by the Board of Directors unless otherwise provided for in the articles of incorporation or these bylaws. The affairs, funds, and property of CORE will be under the general supervision of the Board of Directors. The Board of Directors will establish organization policies and other duties that may be assigned to it by the membership. The Board of Directors will also be a “working” board in that each member will have a specific role — either as an officer or as chair of a standing committee.

4.2 **Composition:** The Board of Directors will consist of the officers of CORE (**President, Past President, Vice-President** (President-Elect), **Treasurer, Secretary**) and four **at-large** Board members.

4.3 **Term:** A full term for a member of the Board of Directors of CORE will be two years, with the exception of the Vice President (President-Elect), President, and Past President. These officers will serve one-year terms in each office consecutively — constituting a three-year term for anyone elected President-Elect.

Two at-large members of the Board will be elected each year — except for the first year these bylaws are in effect. (See *Establishment of Board* below.) If a Board member is unable to fulfill a full two-year (or three-year) term, the Board of Directors — by majority decision — will appoint a new Board member to serve until the next election or expiration of term. At the expiration of his/her term, the President-Elect will become President and the current President will assume the office of Past President.

4.4 **Eligibility:** To be eligible for nomination to the Board of Directors of CORE, the member will be an “*active member* in good standing” at the time of the election. No member will be elected to the Board of Directors for more than two consecutive full terms.

4.4 **Election of Board:**

Nominations: In September of each year, an ad hoc Nominating Committee will be appointed by the Board. This Committee will send out a Call-for Nominations to the general membership in September or October, with a two-week due date. To be eligible for nomination to the Board of Directors, an individual must have been an *active member* of CORE for at least one year, and be a member in good standing. If, after reviewing the nominations, there is no one nominated for a specific office, the Nominations Committee will contact qualified members willing to run for those positions. The nominations will be presented to the Board for approval at the October Board Meeting.

Voting: The list of nominees will be sent out in October to the general membership for their review, along with notice of the general November meeting and advising that voting will take place at the meeting. Members can request absentee ballots, but will be encouraged to attend the meeting.

4.5 **Establishment of Board:** The first Board of Directors for CORE will be established by the guidelines outlined in section 4.4. above, with the exception that the four at-large members will be elected at the November 2007 General Meeting as follows: Two members will be elected to serve a full two-year term and two members will be elected to serve a one-year term. The President will serve the first year as such, and the second year as Past President. The Vice President (President-Elect) will serve the first year a such, the second year as President, and the third year as Past President — for a full term of three years.

4.6 **Removal:** On recommendation of the President and with approval of the remaining Board of Directors, a member of the Board may be removed from office for one of the following reasons: 1) absent from more than three regular CORE meetings in a calendar year. 2) absent from more than three consecutive Board of Directors Steering Committee meetings.

4.7 **Meetings:** The Board of Directors will meet regularly. Date and time will be announced in a timely manner (at the previous meeting if feasible).

Special meetings of the Board of Directors may be called as deemed necessary by the President, and will be called by the President upon written request of at least two Directors. Any such request will state the purpose or purposes of the proposed meeting.

All meetings of the Board of Directors will be open to any *active member* of CORE, but the Board will be able to convene in private if it deems such an action is necessary. However, any vote or final action of the Board will take place in open session.

4.8 **Notice:** A written notice and agenda of regular and special Board meetings will be sent to all Directors at least five (5) –but preferably seven (7)– days prior to the meeting.

4.9 **Quorum:** Two-thirds of the nine-member Board (six members) will constitute a quorum.

Article 5 — Officers

Officers of CORE will be a **President**, **Vice President** (President-Elect), **Past President**, **Secretary**, and **Treasurer**.

5.1 **Duties of Officers:** The duties of CORE officers will be those indicated by the title of the office, including, but not limited to, the following respective duties:

President. The President will serve as of the Board of Directors and be responsible for coordinating regular and special CORE meetings. Optionally, the President will assume the duties of the Executive Director when such position is deemed necessary and is vacant.

Vice President (President-Elect). The President-Elect will serve as the Chair of the Board of Directors in the President's absence. Should the President be unable to complete her or his term of office, the President-Elect will assume the duties of President for the remainder of the term. The Vice President will automatically become President after his/her term.

Past President. The Past President is to provide continuity as a consultant to the President and the Board.

Secretary. The Secretary will be responsible for minutes of all meetings and will maintain a database of *active members* of CORE.

Treasurer. The Treasurer will be responsible for maintaining monthly records, an annual budget and an annual audit of the organization.

Officers will transact the general business of CORE between Board meetings.

All materials bearing the CORE logo or name must be approved by a majority vote of the officers. Decisions may be appealed and overridden by an affirmative majority vote of the Board of Directors.

- 5.2 **Election:** All officers will be elected by the general membership as outlined in 4.4 above.
- 5.3 **Term of Office:** [See Section 4.3 above]
- 5.4 **Removal from Office:** An Officer may be removed for failure to perform assigned duties by a two-thirds majority vote of other Directors, followed by an affirmative majority of the CORE membership.
- 5.5 **Resignation and Replacement:** In the event of the resignation or removal of an elected officer, the Board of Directors will elect a replacement for the partial term.

Article 6 — Committees and Task Forces

- 6.1 **Standing Committees:** Standing Committees of CORE will consist of Publicity, Speaker's Bureau, Web Upkeep, Fundraising, Event/Meeting Program. Chairpersons for these committees are encouraged to attend Board Meetings, but will have a vote only if they are also a Board Member.
- 6.2 **Other Committees and/or Task Forces:** Ad hoc committees and Task Forces may be established and/or disbanded at any time as deemed necessary by the Board of Directors in response to current internal or missional issues.
- 6.3 **Appointment of Committee and Task Force Chairs:** Committee and Task Force chairs will be appointed by majority approval of the Board of Directors.

Article 7 — Core Headquarters

- 7.1 **Establishment of Headquarters:** CORE headquarters will be established at a location as determined by a majority affirmative vote of the Board of Directors.
- 7.2 **Location of Headquarters:** The physical address of CORE will be that of the current President, with the mailing address being a post office box.
- 7.3 **Records:** The Treasurer will keep correct and complete books and records of the accounts and will share those records with the other Board Members. The Secretary will keep minutes

of the proceeding of all Board Meetings and CORE Membership Meetings, Public Forums, and other CORE events. The Secretary will also maintain the records of the CORE membership. A current backup copy of all financial and historical records will be kept at a separate location. All books and records of CORE may be inspected by any Director or her or his agent or attorney, for any proper cause, at any reasonable time.

Article 8 — Affiliations and Sponsorship

8.1 **Affiliation:** Upon a majority vote of the Board of Directors, CORE may affiliate with other appropriate associations which profess and exercise similar goals and guiding principles. Such affiliations should be limited and chosen only as a means of furthering the cause of CORE. Furthermore, such affiliations should be limited to 501(c)(3) not-for-profit corporations, or equivalent, and will be clearly non-partisan.

8.2 **Sponsorship:** Any organization that wishes to support CORE may do so upon submission and approval of a proposal to the CORE Board of Directors. Such proposal will be presented for discussion to the CORE membership at the next regular meeting. Approval requires a majority affirmative vote by the Board of Directors, following discussion at the meeting.

Sponsorship may take the form of grants to CORE for specific programs or activities or unrestricted donations. Monetary amounts for sponsorship categories will be set by a majority vote of the Board of Directors. All sponsorships or affiliations will be made known to the general membership at the regular CORE meetings.

Article 9 — Fiscal Powers

9.1 **Debts:** No officer, Director, committee member or other person will contract or incur debt on behalf of CORE, or in any way render it liable, unless authorized in writing by the Board of Directors. No member of CORE will be individually liable for any of the obligations, debts, or liabilities of CORE.

9.2 **Contracts:** The Board of Directors may authorize any officer, agent or agents of CORE to enter into any contract or execute and deliver any instrument on behalf of and in the name of CORE and such authorization may be general or confined to specific instances.

9.3 **Checks and Drafts:** All check, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of CORE, will be signed by an officer or officers, agent, or agents of CORE in such a manner as determined by the Board of Directors.

9.4 **Deposits:** All funds of CORE will be deposited to the credit of CORE in such banks, trusts, or other depositories as the Board of Directors may select.

- 9.5 **Gifts:** The Board of Directors may accept on behalf of CORE any gift, contribution, bequest, or device for the general purposes or any special purpose of CORE.
- 9.6 **Investments:** The Board of Directors may appoint and authorize fiscal agents to exercise any duty or function it may deem expedient, pending all transactions involving investments will be approved by the Board of Directors prior to being concluded.
- 9.7 **Dissolution:** In the event that CORE dissolves, all monies, materials and supplies owned by CORE will be donated to non-for-profit organizations as determined by the Board of Directors.

Article 10 — Delegated Powers

All powers not herein delegated are reserved to the membership.

Article 11 — Amendments

Amendment(s) to the Bylaws of CORE will be submitted to the Board by an ad hoc Bylaws Committee. Once approved by a quorum of the Board of Directors, they will be presented to the General Membership by e-mail or regular mail two weeks in advance of the next CORE Member Meeting. After an opportunity for discussion at the meeting, a majority of those present must cast a vote in favor of each amendment(s) to effect the change(s).

These bylaws are hereby adopted in the manner provided for and described herein
on this 26th day of June 2007.

All previously adopted bylaws are hereby superseded.