

The St. James Conservancy By-Laws

Updated - 01/20/2025 – (Article IV #1- 3-Regular Members-from 2)

ARTICLE I: Name

The name of the organization shall be “St. James Conservancy” a 501(c)(3) non-profit.

ARTICLE II: Objectives

The objectives of the “St. James Conservancy” shall be to:

“Conserve and Protect our Natural Resources!”

- 1.) Promote education, fellowship, friendship, knowledge of and interest in environmental and conservation practices to bring our community to a higher standard.
- 2.) Support and grow our UNCW Research Sanctuary (Living Shoreline – Oyster Reefs) and Audubon Bird Sanctuary, while identifying other opportunities.
- 3.) Protect and educate our community on the 42.4% (2,455 of the 5,785-acres) that are under Preservation/Conservation Stewardship.
- 4.) Provide a meeting opportunity to bring together the many St James’ clubs and organizations with conservation objectives such as Ponds, Garden, Fishing, Recycling, Fire Wise, Turtle Watch, CARES, etc. for educational purposes to share ideas and develop new approaches, initiatives, projects, etc.
- 5.) Demonstrate commitment, leadership, and results to other communities!

ARTICLE III: Membership and Dues

Section 1: Regular membership in this organization shall be open to all persons residing in or owning real property in St. James Plantation, including the St. James Marina, who accept and agree to comply with the objectives of The St. James Conservancy. Membership shall be by family unit, which shall include the spouse or domestic partner and/or children under the age of 23 residing in the same household. Annual membership dues shall be per family unit and shall be established by the Executive Board. A member shall be considered in good standing if all membership requirements are met and annual dues are current. The enrolling family member will be the voting member of the family unit. Dues are \$25 per family per year.

Section 2: A Consulting Membership shall be available to adult persons not living or owning property in St. James Plantation who are sponsored by The Executive Board. Consulting members shall pay the equivalent dues and enjoy the same rights and privileges

as regular members, except for the right to vote and in some cases, not allowed to bring non-St James guests or attend certain functions in the St James Community Center that are not town sponsored. Consulting Membership shall be limited to two.

Section 3: Each family unit is limited to one (1) vote. Only members in good standing may vote, nominate officers, petition for an amendment to the By-Laws or serve on a committee of the Conservancy.

Section 4: A membership application must be completed by all Regular Members along with first year dues and Nominated Consulting applicants along with their first year's dues.

ARTICLE IV: Officers; Executive Board

Section 1: The officers shall consist of the President, Vice-President, Secretary, Treasurer, 3-Regular Members, & up to 2-Consulting Members. The two additional Consulting Members shall be appointed by the President. The Executive Board may extend invitations to other Consulting Members to attend Board Meetings. The elected officers shall constitute the Executive Board.

Section 2: A Nominating Committee appointed by the President will present a slate of officers.

Section 3: The officers to be elected by the membership shall be nominated by the members present at the regular November meeting.

Section 4: The officers to be elected by the membership shall be elected by majority vote of the members present at the regular December meeting from those nominated at the November meeting.

Section 5: Officers elected in December shall take office effective January 1. The officer appointed by the President shall take office effective upon appointment. The term of office of all officers shall expire on December 31.

Section 6: No officer shall serve in the same position on the Executive Board for longer than three consecutive years.

Section 7: There shall be a minimum of four (4) regular or quarterly meetings of the Executive Board in each calendar year. The President shall establish the dates, times, and places of the regular meetings. Special meetings of the Executive Board may be called by any Executive Board member upon at least forty-eight (48) hours' notice to all other Executive Board members, either by email, letter, telephone, or personal notice or by providing a copy of the agenda to the extent known. In an emergency where time is of the essence, the President may waive the notice requirement. At least two-thirds of the

members of the Executive Board must be present at any Executive Board meeting in order to conduct official business.

Section 8: The Executive Board shall approve all expenses in excess of Fifty (\$50.00) Dollars and all contracts having a value in excess of fifty (\$50.00) by motion. The motion shall authorize a specific officer or officers to execute the contract on behalf of The St. James Conservancy. The President and/or Treasurer shall have the authority to approve expenses or contracts under fifty (\$50.00) Dollars.

Section 9: The Executive Board shall not have the authority to enter into any loans, issue debt or borrow money on behalf of this organization, without the approval of a majority of the full membership in good standing.

Section 10: Any vacancy on the Executive Board shall be promptly filled by the majority vote of the remaining members of the Executive Board for the unexpired term of the vacant position.

Section 11: In case of dissolution of the St James Conservancy, the available funds will be distributed to other related non-profits as approved by the Executive Board, unless state law overrides this provision.

ARTICLE V: Duties of Officers

Section 1: The President shall preside at all membership and Executive Board meetings and shall appoint standing and ad hoc committee chairpersons and one or two non-elected Executive Board member. The President shall be an ex-officio member of all appointed committees.

Section 2: The Vice-President shall preside at all membership and Executive Board meetings in the absence of the President and shall be the liaison between the Executive Board and the committee chairpersons.

Section 3: The Secretary shall take, transcribe and maintain the minutes of all membership and Executive Board meetings and distribute copies of approved minutes to the membership or Executive Board, as the case may be, on a timely basis. The Secretary shall provide notice of all meetings to the membership in accordance with these By-laws.

Section 4: The Treasurer shall collect and deposit dues and other receipts on a timely basis, pay such reasonable and necessary bills as are approved by the Executive Board, maintain the financial books, records, and receipts, as well as provide such periodic reasonably detailed financial reports to the Executive Board, and membership on the

financial status, but in no event not less than quarterly. The treasurer is responsible for the filing of all government required reports yearly.

Section 5: All checks drawn on the checking account shall be signed by the Treasurer or in her absence, the President.

Section 6: It is the responsibility of the Treasurer to arrange for an annual audit by a 3rd party.

ARTICLE VI: Membership Meetings

Section 1: Regular meetings of the membership shall be scheduled biannually. If an action is required to be taken at a meeting and the meeting is not held in the specified month, the action shall be taken at the following meeting.

Section 2: In January of each year, the Executive Board shall adopt a schedule for regular meetings of the Conservancy to be held during the calendar year, up to and including the regular meeting of the following January. The annual schedule of meetings shall include the date, time and place of the meeting. Upon adoption, notice of the annual schedule of meetings shall be provided to all members. The annual schedule of meetings may be amended by majority vote of the Executive Board. In the event of a change in the annual schedule, at least forty-eight (48) hours' notice of the change shall be provided to all members, either by email, letter, telephone or personal notice.

Section 3: Special Meetings of the Conservancy membership may be called by the Executive Board upon at least forty-eight (48) hours' notice to all members, either by email, letter, telephone or personal notice. Notice of the special meeting shall include the date, time and place of the meeting as well as a copy of the agenda to the extent known.

Article VII: Annual Budget

Section 1: The Executive Board shall present the proposed annual operating budget at the regular February meeting or by email to all members in good standing.

Section 2: The proposed budget shall be deemed adopted if approved by a majority vote of the membership present at the meeting or by email at which the budget is considered. If the proposed budget fails to receive a majority vote for approval, the proposed budget shall be deemed defeated and the Executive Board shall present a revised proposed budget to the membership at the following regular monthly meeting or a called special meeting, until budget approval from the membership is received.

Section 3: The latest approved budget of the Conservancy shall remain in effect until a subsequent budget is adopted.

Section 4: The annual operating budget may be amended by the affirmative vote of the majority of members present at any meeting of the membership at which the amendment is considered.

ARTICLE VIII: Committees

Section 1: The Conservancy shall have the following standing committees:

- A. Program Committee: The function of this committee shall be to develop programs for the membership that comply with the Conservancy's objectives.
- B. Membership Committee: The function of this committee shall be to attract new members, maintain current members and recommend to the Executive Board whether an applicant for membership has met the membership criteria of the Conservancy.

Section 2: The President, with the approval of the Executive Board, may establish ad hoc committees, whose purpose shall be as determined by the President.

Section 3: The President shall appoint a chairperson for each of the standing committees and any ad hoc committee on an annual basis. The members of each committee shall be appointed by the committee chairperson, with the approval of the Executive Board, on an annual basis.

ARTICLE IX: Amendments to By-Laws

Section 1: A proposal for an amendment to the By-Laws may be presented by the Executive Board or by the written petition signed by members in good standing constituting at least ten (10%) percent of the total membership of the Conservancy. The proposal shall be in writing and contain the proposed language of the amendment. Copies of the petition and proposed amendment shall be presented by the Secretary to the membership at the next regular meeting or in response to an email from the board. A vote by the majority of the members at the regular meeting or by email shall be required to move the proposal to amend the by-laws to a final vote.

Section 2: The final vote on the proposed amendment to the By-Laws shall be held at the following regular meeting. The proposal to amend the By-Laws shall require a two-thirds majority vote of those present for approval.