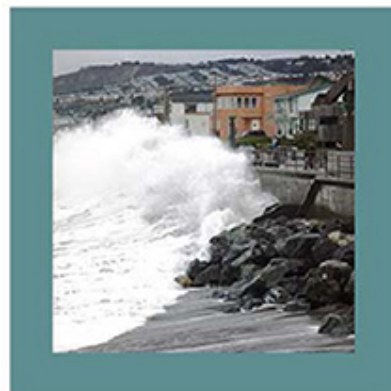
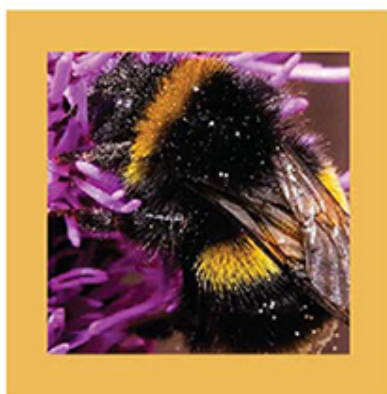


## 2020 - 2021



## Promoting a Sustainable World through Environmental Education

Environmental Forum of Marin promotes a sustainable world by providing exceptional educational programs on environmental issues.

Founded 1972

Environmental Forum of Marin

A California, 501(c)3, nonprofit organization

#94-2644185

P.O. Box 151546

San Rafael, CA 94915

415-484-8336

[MarinEFM.org](http://MarinEFM.org)



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## Message from the President

**WE GOT THROUGH THE PAST YEAR TOGETHER!** Yes, it was tough. But it was also inspiring, thanks to the collective effort of so many dedicated people, a year of unknowns and unpredictable finances turned out to be incredibly successful. EFM came through the pandemic storm in good financial shape and with a renewed enthusiasm for teaching people about the climate crisis and motivating them to take action.

We thank our loyal members and donors who have participated in our educational programs and helped us through a year like no other. We also thank — and welcome — new members from the business and non profit community.

One year ago I stated in our Annual Report that EFM would be paring down its budget and would be revamping its programs to be streamlined, accessible, and current. We did just that — and what emerged was a new program called Forum 2020. Forum 2020 was not an online version of the Master Class, but a new program designed to take advantage of the opportunities presented by the virtual format we had to use. In other words, we made not just lemonade, but limoncello!

Over the past year Forum 2020 produced six large webinars: two on Sea Level Rise, and others on Climate Change, Healthy Soils, Decarbonization (with MCL), Waste, and Green Jobs. The registration for these events exceeded 850 people. But that's not all. We also hosted a series on Advocacy, Critical Thinking, Managing Nature in Marin County, and Government. A special cohort was created in Marin City to help the community with their advocacy to mitigate the threats they are facing from sea level rise. We were so pleased to be able to present many fine speakers including Ellie Cohen, Saul Griffith, Elizabeth Rush, and Kristina Hill.

With everything happening online, it became vital to update our website and social media presence (follow us on Facebook <https://www.facebook.com/Environmental.Forum.Of.Marin>). One of the most exciting things we launched this past year was the EFM Notebook — now celebrating its first year! Now when you go to the website, there is something new to read and learn about.

Last year we were uncertain what the future would hold for EFM financially, but thanks to our generous donors and members, we will be finishing fiscal year 2021 (ending 5/31/21) in better shape than we feared at the beginning of the crisis. The budget for the 2022 fiscal year will still be conservative, but will be somewhat larger to anticipate continuation of our popular field trips, pandemic permitting.

### **FORUM 2021**

Building on the success of Forum 2020, EFM plans to offer a series of classes, discussion groups, larger webinars, and field trips to our expanding audience. Planning is well underway for exciting programs that will engage our membership, train new students, and create group projects.





## **ANNUAL MEETING**

On May 23 the EFM Annual Meeting will be held via Zoom, just as it was last year. At this year's meeting we plan to unveil the details for Forum 2021, celebrate the success of the past challenging year with a custom cocktail (like we had at the Holiday party). We will also vote on an updated version of the Bylaws — please see the attached revised Bylaws and notes describing the changes. There will also be a presentation of the annual financials and budget for fiscal year 2022 as well as some project presentations. The election of Officers and Directors will be held right after the Annual Meeting via a separate online process.

## **SAVING THE PLANET, ONE BOTTLE AT A TIME**

A very generous donor has gifted EFM with a number of cases of Arbor Bench wine. We have wonderful selections of Cabernet Sauvignon, Malbec, and Meritage. This donation was made to help EFM support its programs so please go to <https://marinefm.org/page-1075315> and place your order — you will not only be helping EFM, but you will be adding something delicious to your wine cellar! The sale will continue at the Annual Meeting and ends May 29.

## **LOOKING AHEAD-2022 Marks 50 Years for EFM**

In closing I want to express once more my gratitude to all of the members of the EFM Board and off board members for their tireless efforts to make this unprecedented year a success. A special thanks goes to Kim Rago, Executive Director and all around magician, who rises to every challenge. Our next challenge will be a fun one — planning an event to celebrate EFM's 50<sup>th</sup> Anniversary in 2022!

**Susan Rusche, *President***



## 2020 – 2021 Officers, Directors, Off-Board Positions, and Standing Committees

### Officers

Susan Rusche (24), President  
Karen Mendelow-Nelson (38), Vice President of Education  
Barbara Ball (45), Treasurer  
Carolyn Losee (46), Secretary

### Directors

Anne-Christine Strugnell (46), Communications Director  
Norma Fragoso (42), EFM Ambassador  
Susan Holloway (46), EFM Notebook Author  
Leslie Gerstenfeld (46), Program Director  
Marty Blum (Forum 2020), Development Director

### Off-Board Positions, and Standing Committees

Kim Rago (38), Executive Director  
Gayle Marsh (39), Graphic Design and Website  
Leah Faw, Social Media Coordinator  
Kirsten Nolan (45), Communications  
Terri Thomas (43), Ecology Director  
Maggie Fillmore (46), Newsletter Editor



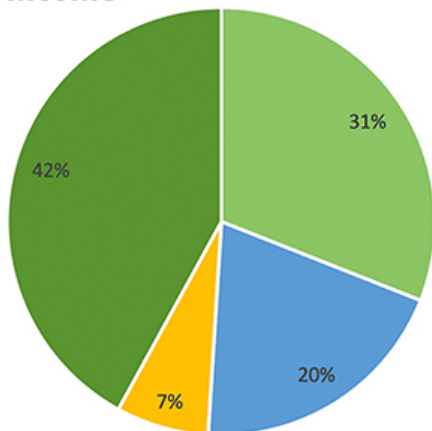
## EFM Financials — June 1, 2020 to May 31, 2021

### Categories

Interest	\$15.76
Membership Dues	\$18,290.00
Public Events and Forum 2020	\$12,375.50
Sales of Product Income (wine)	\$50.00
Restricted Funds Income	\$4,475.00
Unrestricted Grants and Donations	\$25,770.87
<b>Total Income</b>	<b>\$60,977.13</b>

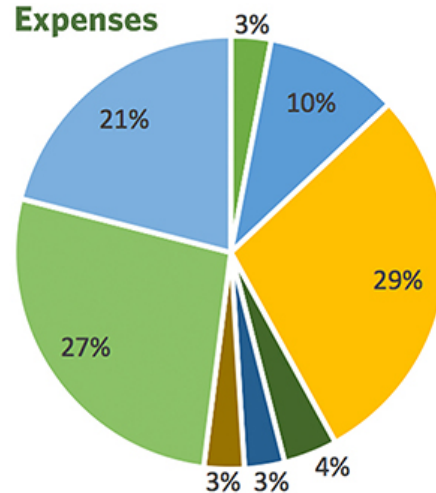
Advertising and marketing	\$111.23
Bank charges and fees	\$1,006.10
Data base and web hosting	\$3,601.90
Executive Director	\$11,500.00
External membership (CVNL)	\$78.98
Insurance and tax filing	\$1,556.38
Membership communications	\$1,300.98
Office supplies, storage, P.O. Box	\$1,097.20
Professional services	\$10,374.20
Public events/Forum 2020 Expenses	\$8,132.82
<b>Total Expenses</b>	<b>\$38,759.79</b>

### Income



- Membership Dues 31%
- Restricted Funds Income 7%
- Public Events and Forum 2020, 20%
- Unrestricted Grants and Donations 42%

### Expenses



- Bank charges and fees 3%
- Executive Director 29%
- Membership communications 3%
- Professional services 27%
- Data base and web hosting 10%
- Insurance and tax filing 4%
- Office supplies, storage, P.O. Box 3%
- Public events/Forum 2020 Expenses 21%

## Profit and Loss — June 1, 2020 to May 31, 2021

	TOTAL
Income	
Interest Income	15.76
Membership Dues	18,290.00
Public Events Income	12,375.50
Restricted Funds Income	4,475.00
Sales of Product Income	50.00
Unrestricted Grants and Donations	25,770.87
<b>Total Income</b>	<b>\$60,977.13</b>
<b>GROSS PROFIT</b>	<b>\$60,977.13</b>
Expenses	
Advertising & Marketing	111.23
Bank Charges & Fees	1,006.10
Database and Web Hosting	3,601.90
Executive Director	11,500.00
External Membership Fee	78.98
Insurance and Taxes	1,556.38
Membership Communications	1,300.98
Office Supplies & Software	1,097.20
Professional Services	10,374.20
Public Events	8,132.82
<b>Total Expenses</b>	<b>\$38,759.79</b>
<b>NET OPERATING INCOME</b>	<b>\$22,217.34</b>
<b>NET INCOME</b>	<b>\$22,217.34</b>



## Balance Sheet — as of May 31, 2021

	TOTAL
<b>ASSETS</b>	
Current Assets	
Bank Accounts	
Checking	14,511.91
Savings - Restricted Funds	31,853.22
Savings - Unrestricted Funds	35,128.24
<b>Total Bank Accounts</b>	<b>\$81,493.37</b>
Other Current Assets	
Transfer	0.00
<b>Total Other Current Assets</b>	<b>\$0.00</b>
<b>Total Current Assets</b>	<b>\$81,493.37</b>
<b>TOTAL ASSETS</b>	<b>\$81,493.37</b>
<b>LIABILITIES AND EQUITY</b>	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Sales Tax Payable	4.63
<b>Total Other Current Liabilities</b>	<b>\$4.63</b>
<b>Total Current Liabilities</b>	<b>\$4.63</b>
Long-Term Liabilities	
Notes Payable	15,000.00
<b>Total Long-Term Liabilities</b>	<b>\$15,000.00</b>
<b>Total Liabilities</b>	<b>\$15,004.63</b>
Equity	
Opening Balance Equity	20,942.78
Retained Earnings	23,328.62
Net Income	22,217.34
<b>Total Equity</b>	<b>\$66,488.74</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$81,493.37</b>

## Observations on the Forum 20-21 Financials:

- Income (unrestricted grants) includes SBA loan of \$15K
- Membership income increased due to an increased number of Supporter (\$35) members and Business Benefactors (\$250)
- Program Income increased (details below)
- Advertising expense restricted - we were able to fill our webinars without the expense
- Insurance expense down (\$375) due to rebate for hosting no in-person events
- ED expense down due to voluntary reduction in pay
- Professional services expense up due to increased needs in tech support (Zoom)

**Internally:** EFM used \$2000 of Founders Fund income to cover Forum 2020 scholarships

### Programs:

- Programs made a huge shift from mostly in person events, classes and field trips to online Programs (Webinars).
- Increased tickets sales and sponsorships helped make up some of the loss of income from Master Class tuition
- 27 organizations sponsored one or more EFM event
- EFM donated 159 free tickets to the general public
- Additionally, EFM provided 142 comp'd tickets for EFM members (Benefactors, Guardians or lifetime members)
- Event hosted six large webinars with registration of approx. 142 people/event

## Environmental Forum Members

### Lifetime Members

Nancy Bell	Phyllis Faber	Karol Raymer
Barbara Boucke	Tamela Fish	Vicki Rupp
Barbara Boxer	Martin Griffin	Susan Rusche
Ann Christensen	Pam Lloyd	Ginger Souders-Mason
Kathy Cuneo	Kathy Lowery	Kraemer Winslow
Nona Dennis	Barbara Perlman-Whyman	

### In Kind Donations

Kathy Taylor, Arbor Bench Vineyards wine

### Members and Donors

#### \$5,000

Julie Munro, William E. Simon Foundation

#### \$1,000

Deborah Coburn  
Dr. Anjie Ro-Trock and Laurie Gottlieb  
Jan Holloway and family, in honor of Maurice E. Holloway  
Pam Lloyd  
William Ring

#### \$600

Anonymous

#### \$500

Nancy Benjamin  
Oliver Broek  
Deborah Coburn, in honor of Marie Kerpan  
Peter Joseph  
Helene Marsh  
Vera Meislin  
Maryann Rainey

#### \$300

Shirley Bogardus\*  
Kathy Cuneo  
Norma Fragoso  
Karen Mendelow Nelson

#### \$250

Susan Blair	Stephanie Moulton-Peters
Barbara Boylan	Roger Peters
Glenda Corning	Kim Rago
Nona Dennis	Dr. Anjie Ro-Trock
Laurie Gottlieb	Sanna Thomas
Bettina Hughes	Marjorie Went
Diane Lynch	Lisa Williams

## \$250 Business Supporters

Bellam Self Storage



Drawdown: Marin



Golden Gate National  
Parks Conservancy



MALT



Marin Holistic Health  
and Acupuncture



Marin Sanitary Services



MCE



Recology



Straus Family Creamery



Sunrun



Tamalpais Community  
Services District



**\$200**

Nancy Boyce, Marin Link  
Belle Cole, OFA Marin

Christine Mortonson Cunha  
Susan Holloway

Bruce Richard  
Barbara Thornton

**\$150**

Eco-Performance Builders, event sponsor  
Sarah Kelley

Heather Furmidge  
Sierra Club - Marin Chapter, event sponsor

**\$100**

350 Marin, event sponsor  
Drive Clean Bay Area, event sponsor  
Bruce Ackerman  
Julie Allecta  
Robert Archer  
Tom Arthur  
Barbara Ball  
Susan Bierzychudek, Green Ideals  
Marty Blum  
Greg Brockbank  
Nessa Brady  
Bob Brown  
Bob Bundy  
Julie Carlson  
Will Carroll  
Karen Chatham  
Robert Chatham  
Bridget Clark  
Elizabeth Clark  
Deborah Coburn  
Damon Connolly  
Douglas Cooper  
Paul da Silva  
Cyane Dandrige, SEI  
Matthew Erwin  
Jean Fraschina  
Dianne Fruin  
Leslie Gerstenfeld  
Randy Greenberg  
Maureen Groper  
Katy Hallal  
Jason Hamilton

Karen Jaber  
Maria Kennedy  
Sita Khufu  
Jack Krystal  
David Kunhardt  
Helen Lang  
Mardi Leland  
Carolyn Losee, Archaeological Resources Technology  
Cheryl Longinotti  
Sarah Loughran  
Marion Matthews  
Micheal Metzner  
Robert Miller  
Mary Morgan  
Julie Munro  
Marilyn Norman  
Barbara O'Grady  
Mary O'Mara, Marin Link  
Mike Peters  
April Philips, April Philips Design Works, Inc.  
Robert Reyff  
Yvonne Roberts  
Gary Scharlach, April Philips Design Works, Inc  
Judy Teichman  
Wendy Tobiasson  
Marsha Torkelson  
Christina Waldeck  
Ken Waldeck  
Arlin Weinberger  
Anthony Williams  
Cindy Winter



Archaeological Resources Technology

**\$85**

Jonathan Frieman



**\$50 Advocates**

Leslie Adler-Ivanbrook  
 Sherrie Ayers  
 Nessa Brady  
 Justine Burt  
 William Carney  
 Martha Cherry  
 Peter Clare  
 Betsey Crawford  
 Luis Damerell  
 Christienne deTournay Birkhahn  
 Ann Donovan  
 Environmental Action Committee, event sponsor  
 Melissa Feder  
 Patrick Feder  
 Maggie Fillmore  
 Ann Fricker  
 Jordan Harris  
 Eric Holmberg  
 George D Jelatis  
 Alex Kahl  
 Bonnie Kaiser  
 Steven Katz  
 Keenan Kelsey  
 Gerrie Kunin  
 Kiki La Porta  
 Mary Risala Laird  
 Helen Lang  
 Joanne Lasnier  
 Jim Lawson  
 R.Eileen Leatherman  
 Sue Mace  
 Marin Aububon Society, event sponsor  
 Marin Conservation League, event sponsor  
 Claire McAuliffe

Judy McCarthy  
 Don Miller  
 Donna Miller  
 Mia Monroe  
 Linda Mornell  
 Kevin Morrison, Green Novato  
 Pat Nelson  
 Vicki Nichols  
 Kirsten Nolan  
 John Nygren  
 Rev. Doug Olds  
 Stephen Perlman  
 Tamra Peters  
 Kate Powers  
 Victor Rago  
 Pamela Reaves  
 Steven Rosenberg  
 Alex Rothenberg  
 Iris Saligman  
 Pamela Scott  
 Gretchen Schubeck, in honor of Edward Mainland  
 Vicki Sievers  
 Marianne and Stan Stefancic  
 Rodney Stock  
 Susan Stompe  
 Anne-Christine Strugnell  
 Andrea Taylor  
 Ben Toland  
 Nancy Vernon  
 Ellen Weber  
 Arlin Weinberger  
 City of San Rafael, Sustainability, event sponsor  
 Wisdom Supply Co., event sponsor

**\$35 Supporters**

Jim Adams  
 Cathy Ainsworth  
 Leslie Alden  
 Anne Baele  
 Elizabeth Baker  
 Rory Bakke  
 Catherine Bartlett  
 Dan Bell  
 Zeinab Benchakroun  
 Barbara Bogard  
 Edward Boisson  
 Amy Boyd  
 Gary Brand  
 Susan Brayton  
 Faith Brown  
 Tish Brown  
 Pat Carlone

Amber Ceja  
 Mary Chapman  
 Felicia Chavez  
 Anne Cohen  
 Skylar Collins  
 Pamela Cook  
 Cathleen Coulman  
 Julie Dashiell  
 Bonnie De Clark  
 Eamon Durkan  
 Alan Edmondson  
 Tom Flynn  
 Gabriel Gesmer  
 Louise E. Gilbert  
 Renee Goddard  
 Richard Gray  
 Chinaka Green

Ronald Gremban  
 Nancy Grover  
 Kathleen Gundry  
 Anne Harper  
 John Hart  
 Teresita Heiser  
 Donald Hess  
 Richard Holland  
 Jerelyn Jacobson  
 Katherine Jain  
 Kristin Jakob  
 Jann Johnson  
 Kurt Johnson  
 Alan Jones  
 Wendi Kallins  
 Dahlia Kamesar

Kay Karchevski  
Frewoni Kassa  
Peter Kilkus  
Cynthia Koehler  
Carolyn Kohler  
Lynn Langford  
Joanne Lee  
Jack Liebster  
Susan Lukens  
Susan Mackenzie  
Don Magdanz  
Roger Marsden  
Gayle Marsh  
Stephen Mason  
Teri Meadows  
Amanda Meecham  
Will Meecham  
Laura Merlo  
Julie Moderwell-Urban  
Robin Moller  
Dan Monte  
Anne Moore

Linda Nave  
Carol Nelson  
Frank Nelson  
Diane Nicolson  
Linda Novy  
Elizabeth Pearce  
Anne L. Petersen  
Norma Pomerance  
Martha Proctor  
Ralph Purdy  
Maryann Rainey  
David Rempel  
Ann Rivo  
Michele Rodriquez  
Carrie Rosenberg  
Sandy Ross  
Barbara Rothkrug  
Conn Rusche  
Marjorie Rusche  
Shema Satya  
Linda Sawtelle  
Carol Saysette

Judy Schriebman  
Donna Shoemaker  
Susan Simpson  
Eleanor Siperstein  
Sonia Soans  
Reede Stockton  
Michael Stone  
Mike Swezy  
Mark Swoiskin  
Stephen Thal  
Terri Thomas  
Jody Timms  
Wanden Treanor  
Terry VerHaar  
Rebecca Wahba  
Sandy Wallenstein  
Rona Weintraub  
Anna Wilson  
Hilary Winslow  
Eve Wirth  
Sandra Kay Wollenberg  
Chris Yalonis, Venture Pad

### **Donors to the Founders Fund:**

Shirley Bogardus\*  
Nancy Boyce  
Faith Brown  
Heather Furmidge  
George D Jelatis  
Sarah Kelley  
Maryann Rainey  
William Ring  
Barbara Thornton  
Arlin Weinberger

Sita Khufu  
Helen Lang  
Joanne Lasnier  
Pam Lloyd  
Marion Matthews  
Julie Munro  
Cindy Winter\*

\*EFM marks the passing of longtime friends  
Shirley Bogardus and Cindy Winter

## Environmental Forum of Marin

### May 2021 Bylaws Revision Notes

**PURPOSE:** Revision of the Bylaws is needed to provide continuity on the Board of Directors and to modernize the election process.

#### **REVISIONS:**

1. **Terms of office:** terms of office are being extended from six to eight years to allow a longer duration for dedicated board members who still wish to contribute to the ongoing operation of EFM. The President's term adds two more years for a total of six years. There is an option added to extend terms of office under extenuating circumstances. It is challenging to recruit Board members and Officers and once a dedicated team is in place, it makes sense to keep them if they are willing to continue their contribution to EFM.
2. **Elections:** changes the election process to be done by either electronic or mail-in ballot rather than at the Annual Meeting so that more members can participate in the vote and to remove the awkwardness of having a live vote. The pandemic has created opportunities as well as challenges and made us find new ways of doing things — like online meetings.
3. **Vacancies:** establishes a process (2/3 vote by the Board of Directors) for the removal of an officer or Director. No such process has existed in the past and while a situation necessitating removal has not yet occurred, it is good to be prepared. Other organization's Bylaws contain such processes.
4. **Nominating Committee:** adds flexibility in the number and selection of Nominating Committee members. For many years the selection process for new board members involved the graduates of the current Master Class. This has all changed now due to the pandemic and revamping of the program into something more flexible and mostly online. This means that the nominating process will also need to be flexible.

## Bylaws

### Environmental Forum of Marin

#### Revised 5/2021

#### **ARTICLE I    Name**

The name of this organization shall be Environmental Forum of Marin (Environmental Forum).

#### **ARTICLE II    Mission and Goal**

1. **Mission.** Environmental Forum of Marin promotes a sustainable world through environmental education.
2. **Goal.** In furtherance of this mission the goal of Environmental Forum is to conduct educational programs on environmental issues, provide continuing education for its Members and the public, and influence environmental decision-making.

#### **ARTICLE III    Membership**

##### **1) Types of Membership**

- a. **Voting Members.** A Voting Member is a person current in his or her annual dues.
- b. **Honorary Lifetime Members.** Honorary lifetime membership may be extended at the discretion of the Board of Directors (hereinafter "Board") to persons who have made significant, continuing contributions to Environmental Forum. Honorary Lifetime Members are Voting Members.
- c. **Other.** Other membership categories may be established at the discretion of the Board in compliance with Article IV (5) – Board Powers and Duties.

2. **Termination of Membership.** The Board may expel or suspend a Member or terminate his or her membership for non-payment of dues or for conduct which the Board deems contrary to the best interests of Environmental Forum including, without limitation, violation of any provision of these Bylaws. The Board shall give the Member who is the subject of the proposed action fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons therefore. The Member shall be entitled to be heard, orally or in writing, by the Board at least five days before the effective date of the expulsion, suspension or termination. A suspended Member shall not be entitled to exercise the voting rights set forth in these Bylaws.

#### **ARTICLE IV    Board of Directors**

1. **Number and Composition.** The Board shall have no fewer than eight and no more than fourteen members, the exact number to be determined annually by the President and Nominating Committee. Officers and Directors shall be elected to the Board by the membership at **the end of the fiscal year**. Additional Directors may be appointed by the elected Board provided that the total number of members does not exceed fourteen.

2. **Eligibility.** Each Director shall be a Voting Member of Environmental Forum.

3. **Term of Office.**

- a. The term of office for all Officers and Directors shall be two years;
- b. Terms of Office shall be limited to **eight** consecutive years on the Board, **except under extenuating circumstances as approved by the Board of Directors**. A person who has served **eight** consecutive years shall again become eligible to serve in any position after a one year absence from the Board;
- c. The one year absence from the Board shall not apply to anyone who has moved into the Vice President-President track. That person will be allowed to complete this track before taking a required year off;
- d. The President shall be limited to serving **three** consecutive two-year terms in this position, **except under extenuating circumstances as approved by the Board of Directors**.

4. **Elections.** Officers and Directors shall be elected at **the end of the fiscal year in May**. **The slate of candidates plus any additional nominations shall be presented to the Voting Members by electronic or mail-in ballot for a vote. 15% of the membership voting shall constitute a Quorum and a majority vote of the Quorum is required to complete the election. The election results shall be sent to the Membership no later than the beginning of the next fiscal year.**

5. **Powers and Duties.** The Board shall determine the policy and conduct the affairs of Environmental Forum and shall have the power to take any action which in its judgment will advance the purpose, mission and goals of Environmental Forum as set forth in these Bylaws, in the Articles of Incorporation, and subject to California law.

- a. Any action of the Board must be taken by majority vote of the Board unless otherwise specified in these Bylaws. Majority vote of the Board means the vote of more than half of the Officers and Directors physically present at a properly convened meeting as long as a quorum is present. A quorum is defined as a majority of current board members;
- b. The Board shall establish Environmental Forum Membership policy;

- c. The Board shall establish membership dues and program fees;
- d. The Board shall have sole discretion, subject to specific delegation, for the disbursement of Environmental Forum funds;
- e. The Board shall submit a budget to the Voting Members at the Annual Meeting;
- f. The Board shall create and designate such Committees as it may deem necessary;
- g. The Board or Executive Committee may empower Members and Committees to speak or act publicly on behalf of Environmental Forum with respect to particular issues as the Board deems appropriate;
- h. Environmental Forum shall not at any time endorse or oppose individual candidates for elective office.

**6. Vacancies.**

- a. Any vacancy in an office or directorship, other than President, may be filled for the remaining unexpired term by a majority vote of the Board. If a vacancy occurs in the Presidency, it shall be filled by a Vice President.
- b. Three absences from Board meetings in a fiscal year shall be considered a resignation subject to acceptance by the Board.
- c. **Removal from office: Officers and Directors may be removed from office for unwillingness or inability to perform the duties of the office for which they were elected, or for just cause as determined by the Board of Directors. Removal requires a two-thirds affirmative vote by the Board of Directors.**

**7. Conflict of Interest.**

- a. No member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.
- b. Transactions with "Interested Persons." Prior to making its decision on any proposed transaction with an interested person, the board must have obtained and relied upon appropriate data as to comparability. The board must adequately document the basis for its determination at the time it makes a decision and report the transaction appropriately on its Form 990.

**8. "Interested Persons."** For purposes of decision-making regarding transactions with interested persons, an "interested person" is 1) any person, or relative of any person, currently being compensated by Environmental Forum, or 2) any person who, at any time during the five-year period ending on the date of a transaction, was in a position to exercise substantial influence over the affairs of Environmental Forum, or a relative of a person in such a position. This definition includes former officers and directors, and major donors.

**9. Composition of the Board.** No more than 49% of those serving on the board may be a person, or a relative of a person, currently being compensated by Environmental Forum for services rendered within the previous twelve months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to an Officer or Director as Officer/Director.



## **ARTICLE V Board of Directors' Meetings**

1. **Regular Meetings.** There shall be at least nine regular meetings of the Board annually.
2. **Special Meetings.** The President may call special meetings of the Board at any time. The President must call special meetings whenever so requested in writing by five (5) Members of the Board. The President shall give such oral or written advance notice of a special meeting as the President deems adequate. Such notice must be given not less than two days before the meeting date.

## **ARTICLE VI Officers**

1. **Number and Composition.** The Officers of Environmental Forum shall be as follows: President, Vice President(s), Secretary and Treasurer.
2. **Duties**
  - a. **President**
    1. shall be the principal executive officer and official spokesperson of Environmental Forum;
    2. shall preside at the Annual Meeting and meetings of the Board.
  - b. **Vice President(s)**
    1. shall assist the President in a broad range of activities;
    2. in case of absence or disability of the President, shall act for the President;
    3. in case of a vacancy in the office of the President prior to the next Annual Meeting, shall succeed to the presidency.
  - c. **Secretary**
    1. shall keep or cause to be kept minutes of all meetings, proceedings and actions of the Board and Executive Committee and of the Annual Meeting;
    2. shall issue notices of regular Board meetings;
    3. shall issue notice of the Annual Meeting.
  - d. **Treasurer**
    1. shall ensure proper investment and maintenance of funds of Environmental Forum in a manner approved by the Board;
    2. shall ensure appropriate levels of insurance;
    3. shall ensure the collection of tuition, fees, dues and donations;
    4. shall ensure appropriate disbursements of Environmental Forum funds;
    5. shall present a financial statement at each regular Board meeting;
    6. shall present a financial report for the preceding fiscal year and a budget for the following fiscal year in the Annual Report;
    7. shall ensure preparation of annual tax and appropriate state of information filings.

## **ARTICLE VII Committees**

1. **Categories of Committees.** There are three committee categories:
  - a. **Administrative Committees:** Executive, Nominating and Budget.
  - b. **Standing Committees:** Ongoing Committees designated by the Board.
  - c. **Ad Hoc Committees:** Special committees created by the Board for specific purposes for specific time periods. Purpose and time may be modified and/or extended by Board action.
2. **Oversight.** All committees shall have board oversight.
3. **Duties.** Duties of committee chairpersons shall be defined by the Board.
4. **Executive Committee.**
  - a. **Composition.** The Executive Committee shall be composed of the Officers of Environmental Forum plus one Director-at-Large, appointed at the discretion of the President when deemed appropriate by her/him.

- b. **Powers and Duties.** The Executive Committee shall have the power and authority to take action on routine administrative matters and to recommend action to the Board. In addition, when a matter arises which requires action by Environmental Forum before the next meeting of the Board, the Executive Committee shall have and may exercise all the powers of the Board except as limited by Section 5212 of the Nonprofit Law. When the Executive Committee is acting for the Board pursuant to the previous sentence, the Executive Committee shall take reasonable steps to advise Directors known to be concerned about the issue involved. All provisions of these Bylaws that govern the Board also govern the Executive Committee. All proceedings of the Executive Committee shall be reported to the Board.

5. **Nominating Committee**

- a) **Composition.** The Nominating Committee shall consist of **from two to four members.**
- b) **Term of Office.** All members of the Nominating Committee shall have one-year terms.
- c) **Appointment.** The President shall name the Chairperson **with sufficient time allowed to create a slate of candidates for the ballot.** The Nominating Committee chair shall select the remaining members of the committee and report its composition to the board.
- d) **Eligibility.** Members of the Nominating Committee are limited to **four** consecutive one year terms on this committee.
- e) **Duties.** Provide a slate of Officers and Directors to be submitted to the Members **for voting at the end of the fiscal year.** The Nominating Committee shall bring their proposed slate of candidates to the board for recommendation that it be put before the general membership for **voting at the end of the fiscal year.**

6. **Budget Committee**

- a. **Composition.** The Budget Committee shall consist of two to four members. The Treasurer shall act as Chairperson and the President shall be a member.
- b. **Duties.** The Budget Committee shall
  - 1. prepare an annual budget and submit it to the Board for approval prior to the beginning of each fiscal year;
  - 2. present the approved budget to the Voting Members at the Annual Meeting;

**ARTICLE VIII      Annual Meeting**

- 1. An Annual Meeting of Voting Members shall be held in May or early June, the exact date to be determined by the Board. At the Annual Meeting the Membership shall
  - 1. receive a financial report for the preceding and budget for the following fiscal year;
  - 2. receive reports from Directors and Committees as appropriate;
  - 3. transact such other business as may properly come before it.
- 2. 15% of the total Voting Membership must be physically present to constitute a Quorum at the Annual Meeting. A majority vote of the Voting Members physically present is required to take action, so long as there is a Quorum.

**ARTICLE IX      Finances**

- 1. **Fiscal Year.** Shall commence on the June 1<sup>st</sup> of each year and run through May 31<sup>st</sup> of the following year.
- 2. **Dues.** Shall be payable annually to Environmental Forum through the Treasurer.

## **ARTICLE X    Parliamentary Authority**

The rules contained in *Robert's Rules of Order* (Revised) shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## **ARTICLE XI    Amendments**

These Bylaws may be amended by a two-thirds (2/3) vote of the Voting Members attending the Annual Meeting, provided a Quorum is present and provided in writing the amendments were made available to the Voting Members at least 7 calendar days prior to the Annual Meeting.

