

BY-LAWS OF ST. CROIX ENVIRONMENTAL ASSOCIATION, INC.

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AS AMENDED NOVEMBER 10, 1992

ARTICLE 1.

MEMBERS

Members of the St. Croix Environmental Association, Inc. ("SEA" or "Corporation") may be ~~either~~ individuals, families, or organizations. Members may subscribe to the aims and objectives of the Association-SEA by signing an appropriate application and paying the necessary dues. Annual ~~Association-SEA~~ dues shall be set by the Board of Directors.

Dues are payable on joining and annually thereafter. Dues are not refundable except by a vote of the Board of Directors. Membership terminates if dues are ninety days in arrears, but the Member may be reinstated upon payment of accrued dues. Resignation obviates further accrual of dues. Any membership may be canceled by a vote of two thirds of the Board of Directors in person or by proxy at a regular or special meeting, provided the notice of meeting carries advice that such action is contemplated and the Member has an opportunity to be heard.

ARTICLE 2.

OBJECTS AND PURPOSES

The objects and purposes for which the Association-Corporation is formed shall be:

- (a) To educate the public about environmental concerns and to encourage greater awareness of the value of our natural resources.
- (b) To encourage the conservation of the natural and cultural resources of the Virgin Islands.
- (c) To organize activities related to conservation and liaise with other organizations in the area which are concerned with conservation.
- (d) To give assistance as needed in establishing conservation trusts and other conservation organizations.
- (e) To explore possible sources of technical and financial ~~assistance~~ to the Association-Corporation itself, conservation trusts, government agencies, and organizations involved in conservation within the region and to facilitate the flow of such assistance.
- (f) To provide information to executive branch and ~~legislators~~ regarding conservation issues and if called upon to provide informational testimony for executive initiatives and ~~legislation~~.

(g) To defend preservation areas.

(g)(h) The mission of the St. Croix Environmental Association shall be to promote the conservation of environmental resources, provide education, and advocate for environmentally responsible actions that benefit St. Croix.

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ARTICLE 3.

NAME AND CHAPTER DESIGNATION

The association-Corporation name shall be St. Croix Environmental Association, Inc. ~~The Association shall be a Chapter of the Virgin Islands Conservation Society, Inc. and shall abide by the By-laws of the Corporation.~~

ARTICLE 4.

CHAPTER DIRECTORS

The affairs of the Corporation ~~Chapter~~ shall be managed by a Chapter Board of Directors elected by the general membership. ~~The minimum number of Directors shall be eight.~~ As deemed appropriate additional persons may be elected from the general membership by the Directors to serve as members of the Board of Directors.

The Board of Directors shall be responsible for:

1. Mission and long term goal development.
2. Fiscal planning.

3. Legal affairs.
4. Policy development.
5. Creation of a program council.
6. Electing:
 - a. Secretary
 - b. Treasurer
 - c. Executive Committee members.
7. Hiring: Executive Director

In the event that elections are not held officers shall remain until replaced.

ARTICLE 5.

EXECUTIVE DIRECTOR

The Executive Director shall have a general supervision over and act as chief executive of the ~~Chapter~~Corporation. The Executive Director with the Secretary shall sign all written contracts and obligations unless otherwise provided by a special vote of the Board of Directors, and no contract shall be valid and binding on the ~~Chapter~~Corporation unless so signed.

ARTICLE 6.

~~CHAPTER~~CORPORATION FINANCES

The Executive Director and his/her ~~designee~~Assistant shall collect the ~~Corporation's~~Chapter's dues and contributions and receive all money belonging to the ~~Chapter~~Corporation and shall disburse same as directed by the Directors. The Executive Director or his/her ~~designee~~Assistant shall deposit the funds in such ~~SEA~~ bank ~~account~~ or ~~bank~~accounts existing at the time ~~as may be signed by any two authorized signatories of the board.~~ The Treasurer shall submit a statement of accounts at the annual meeting of the Corporation Board of Directors.

ARTICLE 7.

~~CHAPTER~~CORPORATION RECORDS

It shall be the duty of the Secretary to keep a record of all meetings of the ~~Chapter~~Board of Directors and to distribute copies of same to all ~~Chapter~~Directors. The Secretary shall give notice of election, in writing, to each person elected to office and such other notices of an official nature; and shall perform such clerical duties as shall be called for by the Executive Director.

The Executive Director or his/her Assistant shall prepare and give notice of all meetings of the Board of Directors. It shall be the duty of the Executive Director or his/her Assistant to keep a record of the names of all Members of ~~the Chapter~~SEA with their last known addresses. The Executive Director shall have custody of the records and files of the ~~chapter~~Corporation.

ARTICLE 8.

MEETINGS OF ~~CHAPTER~~CORPORATION

The Annual Meeting of the ~~Chapter~~General Membership shall be held in November. At least seven days ~~notice~~ of such meeting shall be sent to Members of the ~~Chapter~~Corporation. Special meetings of the Board of Directors may be called by the Executive Director, or at the written request of any of the Directors. Notices of special meetings shall contain a statement of time and place and the object thereof and shall be posted ~~marked~~ at least three days prior to that meeting. Notices of ~~Chapter~~Board of Directors meetings may be delivered either personally, by mail, by telephone, by ~~facsimile~~fax, or by ~~telegram~~electronic mail. At any regular or special meeting of the Board of Directors, a Director may be represented either in person, ~~by telephone, by video conference,~~ or by written proxy limited to the quorum and agenda.

ARTICLE 9.

NOTICES

Whenever notice is required to be given to any ~~Chapter~~Director, it shall be construed to mean not only personal notice, but such notice may be given in writing, by mail, ~~by telephone, by facsimile, or by electronic mail or telegram, or by telephone or fax.~~ Written notice shall be addressed to such ~~Chapter~~Director or Member at the address said person shall have advised the Secretary of in writing. Such notice shall be considered given from the time when the same shall be thus mailed. Waivers of notice for ~~Chapter~~Directors or Members shall have the same legal effect as though due notice were given, whether signed before or after the meeting.

ARTICLE 10.

QUORUM

At any meeting of the ~~Chapter~~ Board of Directors, a majority, present in person, by telephone, by video conference or by proxy, shall constitute a quorum. If no quorum exists, those present shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present. At such an adjourned meeting at which a quorum shall be present, any business may be transacted at the meeting as originally called.

ARTICLE 11.

REMOVAL AND VACANCIES

Any ~~Chapter~~ Officer, or agent elected or appointed by the ~~Chapter~~ Board of Directors may be removed at any time by the affirmative vote of two-thirds of the ~~directors~~ Directors. If the office of any ~~Chapter officer~~ Officer, or agent becomes vacant for any reason, the vacancy may be filled by an affirmative vote of the majority of the ~~Chapter~~ Directors. Whenever any vacancies shall occur among the ~~Chapter~~ Directors, including ~~Chapter~~ Officers, they shall be filled by affirmative vote of the majority of the ~~Chapter~~ Directors, for the unexpired term of such vacancies.

ARTICLE 12.

PROCEDURE

All meetings of Members or Directors shall be conducted according to Roberts Rules of Order.

ARTICLE 13.

FISCAL YEAR

The ~~fi~~ fiscal year of the ~~Chapter Corporation~~ shall begin on the ~~fi~~ first day of October of each year.

ARTICLE 14.

ANNUAL REPORTS

The ~~Chapter~~ Treasurer shall submit at the Annual Meeting of the Membership a statement of assets and liabilities and the receipts and disbursements for the preceding ~~fi~~ fiscal year and the current ~~fi~~ financial position of the ~~Chapter Corporation~~. The Executive Director shall submit at the Annual ~~general~~ Meeting of the Membership a report on the activities of the ~~Chapter Corporation~~ for the past year.

ARTICLE 15.

AMENDMENTS TO BY-LAWS

These By-laws may be altered, amended, or repealed at any regular or special meeting of the ~~Chapter~~ Board of Directors by a two-thirds majority of its Members in person or by proxy, provided notice of such action shall be contained in the notice of the meeting.

ARTICLE 16.

DISSOLUTION

~~In the event the Chapter is dissolved, all the assets shall be distributed to such other organizations whose purpose is similar to those of the Association.~~