



## **BYLAWS OF LIVING ISLANDS NON PROFIT**

### **ARTICLE I - NAME, PURPOSE**

Section 1: The legal name of the organization shall be Living Islands Non Profit.

Section 2: The organization shall operate under the name Living Islands.

Section 3: Living Islands is organized exclusively for charitable, scientific and educational purposes. The organization is specifically dedicated to reviving the small pacific island societies in the Republic of the Marshall Islands (RMI) and helping those societies secure a stable sustainable socio-economic future.

### **ARTICLE II - MEMBERSHIP**

Section 1: The corporation shall have no memberships. Voting rights shall be granted solely to the individuals actively serving as Board members on the Living Islands Board of Directors.

### **ARTICLE III - MEETINGS**

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chair or the Executive Committee.

Section 3: Notice of Meetings. Notice of each meeting shall be given to each voting Board member, by electronic mail, not less than two weeks (14 days) before the meeting. Confirmed E-mail is considered notice. Waiver of 14 day meeting notice allowed by affirmative vote of majority at meeting at which a quorum is present.

### **ARTICLE IV - BOARD OF DIRECTORS**

Section 1: Board Role, Size, and Compensation. The Board is responsible for overall policy and direction of the organization. The Board will delegate responsibility for day-to-day operations to the Living Islands Director and committees. The Board shall consist of no more than 7 (seven) and no less than 3 (three) members. The Board receives compensation as determined by the Board itself.

Section 2: Meetings. The Board shall meet at least once every quarter at an agreed-upon time and place. Attendance via video conferencing is permissible.

Section 3: Board Elections. Election of new Directors or election of current Directors to a second term will occur as the first item of business at the annual meeting of the corporation. New Directors will be elected by a majority vote of the current Directors.

Section 4: Terms. All Board members shall serve 1 (one) year terms but shall also be eligible for re-election.

Section 5: Quorum. At least 50% percent of the Board members must attend any meeting before business can be transacted or motions made or passed. The President maintains veto power. Votes may be cast over the phone or via email. Board members are counted as present if they cast a vote, or if they actively announce that they will not be casting a vote. Failure to make a vote or announcement on the phone, or if no email is received by the other Board members, will count the voting Board member as not present on the issue voted upon.

Section 6: Notice. An official Board meeting requires that each Board member have written notice two weeks in advance. Waiver of 14 day meeting notice allowed by affirmative vote of majority at meeting at which a quorum is present.

Section 7: Officers and Duties. There shall be four officers of the Board consisting of a President, Executive Director, Secretary, and Treasurer. Their duties are as follows:

The President shall convene regularly scheduled Board meetings and preside as chair over these meetings. When unable to preside over a meeting, the President shall arrange for another Board member of the Executive Committee to preside in the following order: Secretary and Treasurer.

The Executive Director will chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions including overseeing the taking of minutes at all Board meetings. The Secretary shall also be responsible for sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall also chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and to the public.

Section 8: Vacancies. When a vacancy on the Board exists, present Board members may file nominations for new Board members with the Secretary of Living Islands. The Secretary must receive all nominations two weeks in advance of the next Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement and voted upon at the next Board meeting. Vacancies shall be filled only at the end of a departing Board member's term. Serving Board members may fill a second vacant position until a new Board member can be found.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and

received by the Secretary. Board members who accumulate two unexcused absences from Board meetings over the course of a year will be removed from the Board due to excess absences. A Board member may be removed for other reasons by a majority vote of the remaining Directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or majority of the Board. The Living Islands Secretary shall send out notices of special meetings to each Board member. These notices must be postmarked two weeks in advance.

## **ARTICLE V - COMMITTEES**

Section 1: The Board may create committees (fundraising, housing, etc.) as they are needed. The Board Chair shall appoint all committee chairs.

Section 2: The four Living Island board officers shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which shall include no less than two other members of the Board. The Finance Committee is responsible for developing and reviewing the Living Islands annual budget, fiscal procedures, and fundraising plans with staff and other Board members. The Board must approve the budget, and all expenditures must be stipulated within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing all income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to all Living Islands Committee members and Board members as well as to the general public.

## **ARTICLE VI - AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of Living Islands on July 31th, 2013.

These Bylaws were amended by the Board of Directors of Living Islands on November 6th, 2014.