

**BY-LAWS OF Fermilab Natural Areas, A Program of Fermi
Research Alliance, LLC, a NOT-FOR-PROFIT CORPORATION**

ARTICLE I ORGANIZATION

1. The name of the organization shall be "Fermilab Natural Areas".
2. The organization shall have a logo which shall be in the following form: A stylized image of tall grass and red-winged blackbird, with the words "Fermilab Natural Areas" to the right (see below).



3. The organization may at its pleasure change its name by a majority vote of the membership body.

ARTICLE II PURPOSES

The following are the purposes for which this organization has been organized:

Study, conserve & restore Fermilab's natural areas in a manner consistent with the science mission of Fermilab. Enhance the awareness and visibility of the natural amenities of the Laboratory to its neighboring communities.

ARTICLE III MEMBERSHIP

Members of the corporation shall be divided into the following classes:

- Benefactor
- Patron
- Supporter
- Donor
- Sponsor
- Contributor
- Student/Youth

Annual dues for each class of membership shall be determined by the Full Board of Directors.

Membership in this organization shall be open to all who share the vision of the corporation and wish to participate in its stated mission.

ARTICLE IV MEETINGS

The annual membership meeting of this organization shall be held on the 21st day of February each year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws. Regular meetings of this organization shall be held at Fermilab.

The Secretary shall cause to be mailed by email or U.S. post to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

The officer or agent having charge of the membership lists of the corporation shall make, at least ten days before each meeting of members, a complete list of the members entitled to vote at such meeting, arranged in alphabetical order, which list, for a period of ten days prior to such meeting, shall be kept on file at the corporation Secretary's office and shall be open to inspection by any member for any purpose germane to the meeting, at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and may be inspected by any member during the whole time of the meeting. The original membership list or a duplicate thereof kept in this State,

shall be prima facie evidence as to who are the members entitled to examine such list or to vote at any meeting of members.

The presence of not less than five (5) percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than twenty-six weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this rescheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the president when he/she deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of fifty-one (51) percent of the members of the Board of Directors or twenty-five (25) percent of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI ORDER OF BUSINESS

All regular and special meetings shall be conducted according to Robert's Rules of Order, and presided over by the President, or in his/her absence, the Vice-President. The order of business shall be as follows:

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VII BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of nine (9) members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of Illinois and a citizen of the United States.

One half of the directors shall be chosen for the ensuing year shall be chosen at each annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for staggered terms of two (2) years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Fifty-one (51) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held monthly on the first Thursday.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary. Meeting organization shall be based on Roberts Rules of Order.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The Board of Directors shall select from their membership a president, vice-president, secretary, and treasurer.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE VIII OFFICERS

The initial officers of the organization shall be as follows:

President:

Vice President:

Secretary:

Treasurer:

The President shall preside at all membership meetings.

- He/She shall present at each annual meeting of the organization an annual report of the work of the organization.
- He/She shall appoint all committees, temporary or permanent.
- He/She shall see all books, reports and certificates required by law are properly kept or filed.
- He/She shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise the office become acting president of the organization with all the rights, privileges and powers as if he/she had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books.

- It shall be his/her duty to file any certificate required by any statute, federal or state.
- He/She shall give and serve all notices to members of this organization.
- He/She shall be the official custodian of the records and seal of this organization.
- He/She shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.
- He/She shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization.
- He/She shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

- All FNA funds shall be deposited in the Fermi Research Alliance, LLC account via the FRA accountant residing at Fermilab.
- The Treasurer may request FNA funds to pay for Fermilab expenses via a memo requesting withdrawal from the FRA accountant. Deposits to Fermilab accounts shall be made via the Fermilab cashier, with project/task information.
- Funds for small, incidental expenses may be maintained in a petty cash pool. All requests for reimbursement shall be accompanied by a receipt and provided to the FNA Treasurer. To replenish the petty cash funds, the Treasurer will turn over all receipts to the FRA accountant.
- He/She shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- He/She shall exercise all duties incident to the office of Treasurer.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE IX SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X DISSOLUTION OF THE ORGANIZATION

Upon dissolution of this organization, any remaining funds after outstanding debts are paid, shall be donated to the Conservation Foundation of DuPage County, a 501c(3).

ARTICLE XI CONFLICT OF INTEREST

A conflict of interest is defined as an actual or perceived interest by a Board member in an action that results in or has the appearance of resulting in, personal, organizational or professional gain. A conflict of interest occurs when any Board member has a direct or fiduciary interest which includes ownership with employment of or by contractual relationship with a creditor or debtor to consultative or consumer relationship to a member of the Board of Directors.

It is in the interest of FNA, and the Board members to strengthen trust and confidence in each other, to expedite resolution of problems, to mitigate the effect and to minimize organizational and individual stress that can be caused by a conflict of interest.

Board members are to maintain independence and objectivity with clients, the community and organization. Board members are called to maintain a sense of fairness, civility, ethics and personal integrity even though law, regulation or custom does not require them.

Board members are to avoid any conflict of interest and even the appearance of a conflict of interest. The appearance of a conflict of interest can cause embarrassment to the organization and jeopardize the credibility of the organization. Any conflict of interest, potential conflict of interest or the

appearance of a conflict of interest is to be reported to the President of the board immediately. If in the view of the President a conflict of interest or appearance of a conflict of interest exists that Board member will not participate in any discussion or vote on that issue.

Board, members and their immediate families are prohibited from accepting gifts, money or gratuities from the following:

- Persons receiving benefits or services from the organization;
- Any person or entity performing or seeking to perform services under contract with the organization; and
- Persons who are otherwise in a position to benefit from the actions of any employee of the organization.

Each Board member will read and sign a statement that they understand the conflict of interest policy of FNA.

By my signature affixed below, I acknowledge my agreement with the spirit and intent of this policy and agree to report to the President of FNA any possible conflicts of interest that may develop before completion of my term.

___ I am not aware of any conflict of interest.

___ I do or may have a conflict of interest in the following area:

Name _____ Date _____

Signature _____

ARTICLE XII COMMITTEES

All committees of this organization shall be appointed by the Board of Directors.

ARTICLE XIII DUES

The dues of this organization shall be \$ 25 per annum and shall be payable at the time of membership.

ARTICLE XIV AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than five (5) percent of the members or a super-majority (75%) of the quorum of the Board of Directors.