

Start-up Procedures and Responsibilities of Directors of the Stanislaus Wilderness Volunteers

2-11-03

Membership.

The first annual meeting of members of the corporation shall occur at the annual training meeting on April 12-13, 2003. Before the meeting, a list of members entitled to vote at the annual meeting will be sent to all volunteers. Anyone not on that list will have the opportunity to inquire about why they were omitted. Generally, determination of membership for the purposes of voting at the first annual meeting will be based on completion of training and past volunteer service. The bylaws, proposed for adoption at the first annual meeting, will set forth three classes of members—active, inactive, and candidate. After the first annual meeting, criteria for membership within each class shall be determined by the Board of Directors.

Duties of the Board of Directors.

1. Manage the affairs of the Corporation and exercise all powers, duties and authority vested in the Board by law, except those reserved to the membership in the bylaws.
2. Elect officers of the Corporation (e.g. President, Secretary, Treasurer)
3. Fill vacancies on the Board as they may arise other than because of expiration of term
4. Appoint committees and delegate responsibility as the Board deems appropriate.
5. Approve budgets and manage the financial affairs of the Corporation.

Time Commitment of Directors.

This is very hard to estimate. One should expect that the amount of time during the first two years will be greater because of the learning curve and the need to set up systems and procedures. The Board will ordinarily meet quarterly, with one meeting following the membership meeting at the Spring annual training. Other meetings will be held at locations determined by a consensus of the Board. It is possible for meetings to be conducted by teleconference. To reduce the time commitment on individual directors, the Board may decide to appoint committees that will assist the Board on various matters. One should expect that a minimum of 25 hours per year (including meeting preparation, but excluding travel time to meetings) will be required of a director in the first two years of the Corporation's life.

First Election of Board of Directors

There shall be five voting directors, and one or more advisory (non-voting) directors as determined by the Board. One advisory director shall be a Forest Service representative (initially Bob Wetzel). All voting directors must be members. Directors will not receive compensation for their services. Expenses incurred in attending to corporation business may be reimbursed if approved in advance by the Board. At the meeting in April, 2003, a committee selected by the Incorporation Committee will propose at least five persons for voting directors; two of whom shall be elected for three years and three of whom shall be elected for two years. After the committee gives its report, nominations for voting directors may be made from the floor. Once all nominations have been closed, the members shall elect the Board of Directors by secret ballot. A member must be present to vote.

Term of Directors

Directors will be elected at the annual meeting of members held in conjunction with the Spring weekend training meeting each year. At the first membership meeting in April, 2003, three directors will be elected to serve two year terms (expiring in Spring 2005) and two directors will be elected to serve three year terms (expiring in Spring 2006). After this initial election, all director will be elected for two year terms. Terms shall be staggered in order to provide continuity on the Board. In other words, three directors will be elected at the annual membership meeting in 2005 and every odd year thereafter. Two directors will be elected in 2006 and every even year thereafter. (There will be no need to elect directors at the annual meeting in 2004.).