

ADVOCATES FOR THE OAK RIDGE RESERVATION - CONSTITUTION

Adopted, July 26, 1999

I. Name and Purpose

The name of this corporation and association shall be Advocates for the Oak Ridge Reservation (AFORR).

The purpose of this corporation shall be exclusively scientific and educational, and shall be primarily to encourage the appropriate stewardship of the Oak Ridge Reservation (ORR) and its resources by (a) obtaining and analyzing information about the ORR's resources, present uses, and any proposed future uses and about sustainable development concepts and opportunities related to the ORR; (b) disseminating, to its members, decision makers, and the public, information about (i) the value of the ORR's resources for scientific research, conservation, education, recreation, public safety and health, preservation of cultural resources, the economy, and other local, national, and international public interests, (ii) the likely impacts of proposed uses on the ORR's diverse values and future potential, and (iii) sustainable development concepts and opportunities related to the ORR; and (c) encouraging public participation in decisions about future uses of the ORR. In all these activities, the Corporation shall (a) cooperate with other groups and individuals to conduct educational activities related to the ORR and its resources and (b) not carry on any activities not permitted to corporations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

II. Membership

All persons who support the purposes and objectives of AFORR shall be eligible for individual membership in AFORR upon payment of current dues. Organizational membership shall be available to any nonprofit organization or government agency that supports these objectives and agrees to provide support to AFORR, subject to limitations provided in the Bylaws. Each member shall be entitled to one vote.

III. Dues and Assessments

Dues and assessments shall be proposed by the Executive Board at a Meeting of the Corporation, and must be approved by a majority of members present.

IV. Officers and Executive Board

The business and affairs of the Corporation shall be managed by an Executive Board, all of whose members shall be members of the Corporation. The Executive Board shall consist of the officers of the organization, one or more directors at large elected by the membership, and representatives of the organizational members.

The officers of the organization shall be a President, a Vice-President, a Secretary and a Treasurer. Officers and at-large directors shall be elected at the Annual Meeting of the Corporation by a majority vote of members present. The terms of office shall be for two years. All officers and directors may be reelected.

Election of officers and directors shall be held at the annual meeting.

Each of the organizational members of AFORR may, at its discretion and subject to limitations provided in the Bylaws, designate one representative to serve on the Executive Board.

The Executive Board shall (a) transact the business of the organization; (b) conduct an annual meeting of the membership; (c) communicate regularly with the membership by means of newsletters and alerts distributed by mail, fax, or electronic mail, as well as a world-wide web site; and (d) create and supervise such special and standing committees as the Board shall determine to be of advantage to the organization.

An officer or other director may be removed from the Board by a two-thirds ballot vote at a duly called and constituted Meeting of the Corporation, provided that proposal for removal of named director was included in the meeting notice.

When a vacancy occurs in an officer or elected at-large director position, due to resignation, death or removal for any cause, the Executive Board shall appoint another member to fill the vacancy or call for a special election by the members, at its discretion. However, the term of office of any officer or director appointed by the Board shall end at the next Annual Meeting of the Corporation.

V. Other Committees

Committees shall be established and dissolved by the Executive Board, and shall have duties and functions as designated by the Board within the limitations of Article I herein. The Board shall appoint Committee Chairs or Co-Chairs, who shall report to the President. Additional committee members shall be recruited by the Committee Chairs or Co-Chairs, as necessary to accomplish the committee's work.

VI. Meetings of the Corporation

Meetings of the Corporation are business meetings duly called and constituted as set forth in the By-Laws. There shall be two types of such meetings: (a) an Annual Meeting of the Corporation, at which regular elections are held and other business is transacted; and (b) Special Meetings of the Corporation called when a decision by the membership is deemed necessary before the next Annual Meeting.

VII. Amendments

This Constitution may be amended by a two-thirds vote at any duly called and constituted Meeting of the Corporation, provided that written notice of proposed amendments shall have been distributed to all members at least two weeks before said meeting. Bylaws may be amended by a majority vote at any duly called and constituted Meeting, provided that written notice of proposed amendments shall have been distributed to all members at least two weeks before said meeting.

VIII. Address

The address of the principal office of the corporation in Tennessee shall be determined by the Board of Directors.

IX. Dissolution

In the event of the dissolution of the Corporation, its assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding

future federal or state tax codes, or to the federal government, or to local or state governments, for a public purpose.

BYLAWS

Adopted, July 26, 1999; amended, October 2, 2002

1. Finances and Dues

The organization shall obtain operating expenses from membership dues and from contributions by individuals, groups, and foundations. Expenses in excess of \$50 must be approved by a majority of the Executive Board. A Treasurer's Report shall be presented at each annual meeting and, if necessary, more often.

Dues are on an annual basis, from January 1 to December 31.

2. Duties of Officers

The President shall preside at all Meetings and shall be primarily responsible for ensuring that the Executive Board and Committees carry out their responsibilities under the Constitution and these Bylaws, or as additionally designated by the Board.

The Vice-President shall assist the President in all of the President's functions, shall preside in the absence of the President and shall become President in the event of an vacancy in that office.

The Secretary shall keep records of all Corporation and Board meetings and shall assist with the correspondence of the organization.

The Treasurer shall have charge of all funds of the organization and shall issue payments upon the direction of the Executive Board.

3. Meetings

Ten percent (10%) of the local (East Tennessee) members of the organization shall constitute a quorum for Corporation Meetings.

The Annual Meeting shall be held in March or April of each year.

Unofficial meetings shall be held as needed, and may be devoted to discussion of current concerns or presentation of special programs. Corporation meetings may be scheduled in conjunction with unofficial meetings.

Written notice of any Corporation meeting shall be distributed to all members at least two weeks before said meeting.

4. Executive Board and Committees

In addition to the four officers of the organization, the Executive Board shall include the immediate past president and up to seven other members, including directors at large elected by the membership and no more than four representatives of the organizational members.

The Executive Board shall meet every three months or more often if required. A majority of the Board members shall constitute a quorum. The Board is authorized to make policy decisions and to transact all business for the organization between annual meetings. It may cooperate with any other group or individual to advance the interest of the organization when such actions are believed beneficial to AFORR's basic purposes.

The Executive Board shall meet at times and places designated by the President, who shall chair the meetings. The Vice-President shall chair in the President's absence. Any Director may call a special meeting of the Board by giving notice to each of the other members of the Board of the time, place, and purpose of the meeting. The Board may conduct business via telephone or electronic media. The Executive Board may accept proxy votes on specific matters of business, submitted in writing or by electronic mail, when a Board member is unable to attend or otherwise participate in a meeting.

Meetings of the Executive Board and records of Board meetings shall be open to the membership.

The Executive Board shall ensure that an up-to-date record of the membership is maintained. The membership list may be used in the interests of AFORR, as directed by the Board.

5. Elections

Elections of officers and at-large directors shall be conducted at the Annual Meeting, as provided by the Constitution. Before an annual meeting at which an election will be held the Executive Board shall appoint three members of the organization to serve as a Nominating Committee. The Nominating Committee shall present a slate of candidates, consisting of one candidate for each of the positions scheduled to be elected. Additional nominations shall be entertained from the floor.

6. Parliamentary Procedure

All regular and special meetings of the Board and of the Corporation shall be conducted according to Roberts' Rules of Order (latest edition) except that where this Constitution or the By-Laws differ, they shall govern.

7. Terms of Office

Newly elected officers and directors shall take office on May 1 following their election, except that the initial officers and directors shall assume their duties immediately upon election.

8. Organizational Memberships

Requests for organizational membership in the Corporation shall require approval by majority vote of the elected members of the Executive Board.

In January of each year, each organizational member shall inform the Executive Board whether the organization intends to continue its membership. At that time, each organizational member shall also inform the Executive Board whether the organization intends to nominate a representative to the Executive Board for the coming year and shall identify the organization's proposed representative. In the event that an organizational member's representative to the Executive Board is unable to continue

to serve, the member organization shall inform the Executive Board and either identify a replacement representative or relinquish the Board position for the remainder of the year. Selections of organizational representatives shall require approval by majority vote of the elected members of the Executive Board.

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