

Approved : 6/1988

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BY-LAWS OF THE VIRGIN ISLANDS CONSERVATION SOCIETY, INC.

ARTICLE 1.

MEMBERS

Members of the Virgin Islands Conservation Society, Inc. may be either individuals or organizations. Members may subscribe to the aims and objectives of the Corporation by signing these by-laws or, in the case of organizations, by a duly authorized representative. Annual Corporation dues shall be set by the Corporation Board and each Chapter shall establish its own Chapter dues. Corporation dues are payable at the beginning of the fiscal year. Dues are not refundable except by a vote of the Corporation Board of Directors. Membership terminates if dues are sixty days in arrears, but the Member may be reinstated upon payment of accrued dues. Resignation obviates further accrual of dues. Any membership may be cancelled by a vote of ~~two~~ thirds of the Members of the Board 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 Corporation is formed shall be:

(a) To encourage the conservation of the natural and cultural resources of the Virgin Islands.

(b) To coordinate the activities of its Chapters and various organizations in the area which are concerned with conservation.

(c) To assist in establishing conservation trusts and other conservation organizations where they do not already exist in the area.

(d) To explore possible sources of technical and financial assistance to the Society itself, conservation trusts, government agencies, and organizations involved in conservation within the area, and to facilitate the flow of such assistance.

(e) To educate the public and to encourage greater awareness of the value of our natural and cultural resources.

(f) To promote legislation fostering conservation and to implement such.

ARTICLE 2A.

CHAPTERS

The Corporation shall be divided into two Chapters, one for the district of St. Croix and the other for the district of

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It shall be the duty of the President to preside over all meetings of the Corporation Board of Directors, and of the Executive Committees; to see that the By-laws are enforced; to call such meetings as are herein provided to be called by him; to have general supervision over and act as chief executive of the Corporation.

The President, with the Secretary shall sign all written contracts and obligations, unless otherwise provided by special vote of the Board of Directors, and no contract shall be valid and binding on the Corporation unless so signed.

ARTICLE 5.

VICE PRESIDENT

In the absence or disability of the President, the Vice President shall perform the duties of the President or such duties as may be delegated by the President.

ARTICLE 6.

TREASURER

The Treasurer shall collect the Corporation's share of dues and contributions and receive all money belonging to the Corporation and shall disburse same as directed by the Directors. The Treasurer shall deposit the funds in such bank or banks as may be designated from time to time by the Directors and checks shall be signed by either the President or Vice President and by either the Treasurer or Secretary. The Treasurer shall submit a statement at each meeting of the Directors and to the Annual Meeting of the Corporation Board.

ARTICLE 7.

SECRETARY

It shall be the duty of the Secretary to keep a record of all meetings of the Corporation Board of Directors and of the Executive Committees; to keep a record of the names of all Members of the Corporation with their last known addresses; to prepare and send notices of all meetings of the Corporation Board of Directors of the Executive Committee. The Secretary shall have custody of the Corporate Seal, the records and files of the Corporation. The Secretary shall give notice of elections 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 President. The Secretary shall receive and maintain a record of the minutes of all Chapter meetings and maintain a current list of all Members of the Corporation and its Chapters with their current addresses.

ARTICLE 8.

EXECUTIVE COMMITTEE

The Executive Committee shall actively carry out the orders and directives of the Board of Directors. It shall meet quarterly, rotating among the districts. It shall delegate duties to one or more of its Members or to others. Any action of the Executive Committee may be cancelled or rescinded by the Corporation Board of Directors.

ARTICLE 9.

MEETINGS OF MEMBERS

The first annual meeting of the Members of the Corporation shall be held on June 6th 1968. With effect from June 11th 1968, there shall be no meetings of the membership of the Corporation as a whole. Each Chapter shall hold an annual meeting for the Corporation Members in its district for the purpose of electing Members of the Chapter Board of Directors.

ARTICLE 10.

MEETINGS OF CORPORATION BOARD OF DIRECTORS

The annual meeting of Corporation Board of Directors shall be held in December and after the election of Officers for each Chapter. The annual meeting shall rotate among the districts. Seven day notice of such meeting shall be sent to Members of the Corporation Board of Directors.

Special meetings of the Corporation Board of Directors may be called by the President, or by its Executive Committee or at the written request of any of the Chapter Boards of Directors. Notices of special meetings shall contain a statement of time and place and the object thereof and shall be postmarked at least seven days prior to that meeting.

Notices of Corporation Board of Directors meetings may be delivered either personally, by mail, by telephone or by telegram. At any regular or special meeting of the Corporation Board of Directors, a Director may be represented either in person or by written proxy limited to quorum and agenda.

ARTICLE 12.

MEETINGS OF THE EXECUTIVE COMMITTEE

Regular meetings of the Executive Committee shall be held quarterly at such time and place as may from time to time be determined by the Executive Committee, rotating among districts. Five days written notice of such meetings shall be sent to

Executive Committee Members.

Special meetings of the Executive Committee may be called by the President or by the written request of two Members of the Executive Committee and shall be called by the President or Secretary, upon not less than twenty-four hours notice. Notices of special meetings shall state the time and place and object thereof and shall be delivered either personally, by telephone, or by telegram. At any regular or special meeting of the Executive Committee a Member must be represented either in person or by written proxy.

ARTICLE 12.

NOTICES

Except as noted in Article 11, whenever notice is required to be given to any Corporation Director, or Member of the Executive Committee it shall be construed to mean not only personal notice, but such notice may be given in writing, by mail or telegram, or telephone. Written notice shall be addressed to such Corporation Director or Member of the Executive Committee 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 Corporation Directors or Members of the Executive Committee shall have the same legal effect as though due notice were given, whether signed before or after the meeting.

ARTICLE 13.

QUORUM

At any meeting of the Corporation Board of Directors or Executive Committee, a majority, present in person 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 which might have been transacted at the meeting as originally called.

ARTICLE 14.

REMOVAL AND VACANCIES

Any Corporation officer, or agent elected or appointed by the Corporation Board of Directors may be removed at any time by the affirmative vote of a majority of the Directors. If the office of any Corporation Officer, or agent becomes vacant for any reason, the vacancy may be filled by affirmative vote of the majority of the Corporation Directors.

Whenever any vacancies shall occur among the Corporation Directors except for Corporation Officers by reason of death,

resignation or otherwise, they shall be filled by appointment by the respective Chapter, for the unexpired term of such vacancies.

ARTICLE 15.

PROCEDURE

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

ARTICLE 16.

CORPORATE SEAL

The Corporate Seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Virgin Islands, U.S.A.", such seal to be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE 17.

FISCAL YEAR

The fiscal year of the Corporation and its Chapters shall begin on the first day of October of each year.

ARTICLE 18.

ANNUAL REPORTS

The Corporation Treasurer shall submit at the Annual meeting of the Corporation Board a statement of assets and liabilities and the receipts and disbursements for the preceding fiscal year and the current financial position of the Corporation.

The Corporation President shall submit at the annual general meeting of the Corporation Board a general report on the activities of the Corporation for the past year.

ARTICLE 18A.

CHAPTERS

The Chapters of the Corporation are chartered by the Corporation and shall exist to further the purpose and policies of the Corporation on the Islands where established. Their By-laws and activities shall be consistent with those of the Corporation. In the event of their dissolution their assets shall revert to the Corporation, they shall render to the Corporation those dues established by the Corporation.

Chapters shall take such actions as are consistent with Corporation policy and are authorized to act for the Corporation on the matters within their district.

Chapters shall establish dues and raise funds sufficient to pay the Corporation dues as well as to fund the activities in their district. In addition to annual reports of activities, they shall furnish the Corporation Secretary with a full list of their Members and their addresses upon payment of annual dues.

ARTICLE 19.

AMENDMENTS TO BY-LAWS

These By-laws may be altered, amended, or repealed at any regular or special meeting of the Corporation 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 20.

DISSOLUTION

In the event the Corporation is dissolved, all the assets shall be distributed to its Chapters and/or such other organizations whose purpose is similar to those of the Corporation.

St. Thomas and St. John. Additional Chapters may be chartered by the Corporation Board of Directors. The By-laws of each Chapter shall be approved by the Corporation Board of Directors.

Each Chapter shall elect its own officers and be managed by its own Chapter Board of Directors, each to be selected at the annual meeting of the Chapter Members. Each Chapter shall collect dues on behalf of the Corporation and shall deposit an amount specified by the Corporation Board of Directors in the treasury of the Corporation, the remainder to be placed in the treasury of the Chapter for the use of that Chapter. Each Chapter shall define its own activities but shall coordinate with other Chapter(s) through the Corporation Directors.

Each Chapter shall submit an annual report of its activities and its statement of accounts at the Annual Meeting of the Corporation Board.

ARTICLE 3.

CORPORATION DIRECTORS

The affairs of the Corporation shall be managed by a Corporation Board of Directors, consisting of Corporation Officers, Chapter Presidents and five Members of each Chapter Board of Directors at least two of which shall be Chapter officers. Until such time as a separate Chapter for St. John is created, at least one of the delegates from the St. Thomas/St. John Chapter must be from St. John.

Corporation Officers shall be elected at the Annual Meeting of the Corporation Board of Directors. Corporation Officers shall be selected from the membership of the Chapter Board of Directors by an electorate consisting of the Corporation Board Members as defined above.

The Corporation Directors shall have the general charge and direction of the affairs and business of the Corporation and the care and management of the Corporation's Central Treasury and other property. The Corporation shall, more specifically, establish policies on issues of territorial scope and provide mechanisms for Chapters to cooperatively implement those policies. It shall review major Chapter projects. It shall have the sole authority to approve legal initiatives undertaken by any Chapter on behalf of the Corporation. It shall receive and adopt annual reports from each Chapter. It shall form such affiliations with national and regional organizations as it deems necessary and shall elect delegates to those organizations in the same manner it elects officers. It shall charter new Chapters as needed.

The Executive Committee of the Corporation Board, consisting of its Officers, the President of each Chapter, and the St. John Director, may act on its behalf.

ARTICLE 4.

PRESIDENT