



**Virginia Master
Naturalists**
Eastern Shore Chapter

Bylaws

Approved November 19, 2025

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ARTICLE I: Chapter Identity and Relation to State Program/Organization

A. Parent Organization.

The parent organization is the Virginia Master Naturalist Program or “State Program.”

B. Chapter Name.

The name of this chapter shall be Eastern Shore Master Naturalists.

C. State Program Sponsors.

Sponsors for the statewide Virginia Master Naturalist program are Virginia Cooperative Extension, the Virginia Department of Wildlife Resources, the Virginia Department of Conservation and Recreation, the Virginia Department of Environmental Quality, the Virginia Department of Forestry, the Virginia Museum of Natural History, and Virginia Institute of Marine Science’s Center for Coastal Resources Management. Sponsors in the Virginia Master Naturalist program are those agencies or organizations taking responsibility for the Program at both the state and local chapter level.

D. Commitment to Virginia Master Naturalist State Program Requirements.

In return for the general supervision, guidance, supplies, resources, and cooperative helpfulness afforded by the State Program, a Chapter of the Virginia Master Naturalist Program agrees to comply with all requirements, guidelines, and standards and to produce and submit an annual report conforming to the standards set forth by the VMN State Program Office.

E. Revocation Compliance.

In the event this chapter ceases to follow Virginia Master Naturalist State Program guidelines, the Chapter agrees to abide by revocation of the Chapter’s charter along with the right to use the Virginia Master Naturalist name, title and trademarks.

ARTICLE II: Chapter Sponsors, Partners and Donors

A. Chapter Sponsors.

One or more of the State Program Sponsors shall be identified as Chapter Sponsor(s) for each Chapter of the Virginia Master Naturalist Program. Chapter Sponsors are committed to a long-term relationship with the Chapter through provision of one or more permanent Chapter advisors. Chapter Sponsors are to be identified in the Chapter’s Charter Application.

B. Partners.

Chapter Partners may include schools, nature centers, non-profits, local offices of natural resources agencies, and other organizations that might be stakeholders in a natural resource volunteer program. These Partners may provide volunteer service project opportunities and resources. Partners and the resources provided for a Chapter of the Virginia Master Naturalist Program are outlined in the Chapter’s Annual Report to the State Program Office. Partners for the local chapter may change on a regular basis depending on the project needs of the community and the resource needs of the Chapter.

C. Donors.

Donors of a Chapter of the Virginia Master Naturalist Program are those businesses, organizations, or persons giving, donating or presenting money or supplies for Chapter activities for no return compensation from the Chapter. Donors and their donations are reported through the Chapter's annual report to the State Program Office.

ARTICLE III: Purpose

A. Overall Purpose.

A Chapter is not organized for profit, nor shall any of its net earnings inure in whole or in part to members, employees, or other individuals. In support of the State Program Sponsors, this Chapter shall be an educational, not-for-profit, volunteer organization dedicated to fulfilling the State Program's mission to develop a corps of well-informed volunteers who provide education, outreach, and service dedicated to the beneficial management of natural resources and natural areas within their communities for the Commonwealth of Virginia.

B. Advocacy Prohibition.

No part of the activities of the Chapter, nor those of any individual that belongs to any membership category of a Chapter, shall be devoted to advocacy, lobbying, political or private promotion of issues, agendas or businesses or personal endeavors on behalf of the Virginia Master Naturalist program in an official capacity or while serving in one's role as a Virginia Master Naturalist.

ARTICLE IV: Membership

A. Membership Requirements.

1. Minimum Requirements.

Membership in the Chapter shall be limited to those individuals who have dues in good standing for the current fiscal year and who meet the requirements of one or more of the Membership Categories as listed in Article IV, Section B. These requirements may exceed but shall not be less than the state minimum requirements as described in the Virginia Master Naturalist Program Volunteer Handbook and Policy Guidelines.

2. Non-discriminatory Membership.

In compliance with the Virginia Master Naturalist program, membership in the Chapter is open to all, regardless of age, color, disability, sex (including pregnancy), gender, gender identity, gender expression, genetic information, ethnicity or national origin, political affiliation, race, religion, sexual orientation, or military status, or any other basis protected by law.

3. Voting Membership.

Voting membership in the Chapter shall be extended to Virginia Master Naturalist Members and Certified Virginia Master Naturalists with dues in good standing for the current fiscal year (see below).

B. Membership Categories.

1. Virginia Master Naturalist in Training.

Volunteer participant of an official class from the first day of class continuing until the member has completed the Chapter's basic training requirements.

2. Virginia Master Naturalist Member.

A Virginia Master Naturalist who is currently enrolled, has successfully completed the chapter's basic training requirements and passed the final examination, but has yet to complete volunteer service requirements for certification for the current calendar year.

3. Certified Virginia Master Naturalist.

A Virginia Master Naturalist who is currently enrolled, has successfully completed the chapter's basic training requirements and passed the final examination, and has successfully completed all certification or recertification requirements for the current calendar year, including continuing education and volunteer service.

C. Disciplinary Action or Termination.

1. Voluntary Termination.

A member desiring to voluntarily terminate membership in the Virginia Master Naturalist program should communicate that decision in writing to a member of the Board of Directors.

2. Disciplinary Action or Removal.

Removal of a member from the membership roll or disciplinary action of a member shall follow the Virginia Master Naturalist Program Volunteer Policy Handbook section on Standards of Conduct and Volunteer Dismissal.

D. Membership Transfer.

Transfer to or from the chapter should follow the Virginia Master Naturalist Program Volunteer Policy Handbook and Guidelines.

E. Multiple Chapter Membership.

Membership in multiple Chapters must follow the guidelines as listed in the Virginia Master Naturalist Volunteer Handbook.

F. Dues.

1. Establishment of Dues.

The Board of Directors may, with approval of a majority of members present at a duly called and convened general membership meeting, set and change the amount of annual dues, if any, payable to the Chapter. The Board of Directors must notify all voting members 60 days prior to the general meeting that the subject of increased dues will be brought before the convened general membership for action. The Board of Directors under special circumstances may waive individual membership dues, on a case-by-case basis, if set by a majority vote of the Board of Directors.

2. Dues Schedule.

Dues shall be payable as described in the Operating Handbook.

ARTICLE V: Officers and Other Board Members

A. Officers.

The minimum required officers of a Chapter shall be the President, Vice President, Secretary, and Treasurer and shall, along with the Chapter Advisor(s), constitute the Members of the Board of that Chapter. Additional officers may be designated by a Chapter and are also Members of the Board of that Chapter. The officers shall perform the duties prescribed by the Chapter Operating Handbook.

B. Chapter Advisors.

1. Advisor(s).

Advisor(s) are local employees of one or more of State Sponsoring agencies.

2. Board Membership and Vacancies.

Chapter Advisors are permanent ex-officio Members of the Board. When a vacancy arises in an advisor position, the State Program sponsoring agencies in collaboration with the State Program Office and the local Chapter president shall determine a replacement.

3. Duties.

- a. Assists the Chapter in upholding the mission, goals, objectives, operational framework and activities of the Virginia Master Naturalist Program.
- b. Ensures that the chapter operates under the mission, goals and objectives of the State Program Sponsors.
- c. Completes other duties as outlined in the Chapter Advisor Job Description.

4. Removal.

Chapter Advisors are state employees and as such are subject to their state agency's policies for hiring, promotion and termination. They are, however, expected to adhere to the guidelines of proper behavior as outlined in the Chapter Advisor Roles and Responsibilities guidelines. While a written case of advisor misconduct may be formally submitted to the State Program Office, any disciplinary action remains the purview of that individual's immediate supervisor and agency of employment.

C. Other Board Members.

As shown in the Chapter Operating Handbook.

D. Election of Officers.

1. Officers Elected.

All officers of a Chapter shall be elected according to the process outlined in Article V, Section D-2, as follows:

2. Election Process.

- a. **Nomination.** The Nominating Committee, chaired by the past president with two additional ad-hoc members who are selected by the president with board approval, shall submit a slate of candidates, in writing, to the membership a minimum of 15 days prior to the Annual Meeting.

If the past president is not able to serve in this role, this committee may be chaired by another board member or the Chapter Advisor as long as the board member is not seeking or in consideration for any vacancy being filled in the election.

- b. Nominations from the Floor. Nominations for all positions will be accepted from the floor prior to the election at the Annual Meeting.
- c. Election. The election shall take place by secret ballot at the Annual Meeting and winners determined by a simple majority.
- d. Voice Vote. If only one candidate is nominated for an office, that candidate may be elected by voice vote.
- e. Assumption of Office. The new Board of Directors shall assume their duties at the conclusion of the Annual Meeting.

E. Appointment of Board Members.

1. Appointed Positions.

Vacancies on the Board of Directors may be filled by appointment.

2. Appointment Process - Officers.

- a. The Nominating Committee will recommend candidates for the appointed officer position(s).
- b. All appointed officer positions on the board shall be determined by a majority vote of the elected officers, past-president, and advisor(s). Appointed board members will serve for the remainder of the term of the vacated position.

3. Appointment Process - Committee Chairs/Non-officers.

- a. The Nominating Committee will assist in identifying potential candidates for the vacant position(s).
- b. All appointed committee chairs/non-officer positions on the board shall be determined by a majority vote of the elected officers, past-president and advisor(s).

F. Terms and Limits.

1. Officers.

Officers serve a term of two years except as described below.

- a. The terms of vacant officer positions may be changed if needed to ensure overlap of incumbent and incoming board members, particularly the President and Vice President.
- b. If necessary, the Board shall determine which vacant positions will have other than two-year terms for a given appointment or election.
- c. Officers may serve no more than three consecutive two-year terms in the same position.

2. Committee Chairs.

Committee chairs serve an initial term of one or two years with the option to continue for an indefinite number of additional one-year terms subject to Board approval.

G. Removal of Officers and Board Members.

1. Attendance.

Barring extenuating circumstances, any officer or board member absent from three consecutive Board of Directors' meetings may be subject to removal by a simple majority vote of the Board of Directors.

2. For Cause.

Any officer or board member in serious malfeasance of their responsibilities or with behavior inconsistent with the principles of the Virginia Master Naturalist Program may be removed from office by a two-thirds vote of the remaining Board of Directors.

ARTICLE VI: Board of Directors and Executive Committee

A. Composition, Rights and Responsibilities.

1. Nomenclature.

The term "Board" when used in these bylaws in relation to any power or duty requiring collective action means "Board of Directors."

2. Board Composition.

The Board of Directors shall include the officers and the Chapter Advisor(s) and may also include the past president, the designated committee chairs, the historian, and representatives to statewide committees.

3. Authority.

The Board of Directors shall have the power to conduct the business of the Chapter as defined in these bylaws or approved by the membership.

4. Authority Boundaries.

All resolutions and actions that do not fall within the assigned duties of the Board of Directors or are not assigned by these bylaws will be presented to, and voted upon by the general membership at a duly called and convened general meeting.

5. Eligibility.

All board members must be Virginia Master Naturalist Members or Certified Virginia Master Naturalists in good standing at the time of election.

6. Voting.

All voting members of the board have full voting privileges. Any chapter officer position or standing committee chaired by two or more elected or appointed members has only one vote. Resolutions or actions of the Board of Directors shall be effective if passed by a majority vote of those Board members present at a duly called and convened meeting of the Board of Directors, as long as a quorum of more than half of the board members are present.

Any officer or committee chair position shared by two members shall be counted as one member present for purpose of establishing a quorum, even if both members who share that role are present. In the absence of a quorum, the Board may choose to table that resolution or action until a quorum is present, or agree that a 2/3 majority is required for passage.

7. Compensation.

Board members will receive no monetary compensation for serving on the Board other than expenses that are approved by the Board.

B. Executive Committee.

1. Composition.

The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer of the chapter.

2. Authority.

In the event that board action is required before a board meeting can be called or the matter does not warrant calling a special meeting, the Executive Committee may take action with the same authority and boundaries as the board. Such action must be reported to the entire board within one day of taking the action.

ARTICLE VII: Meetings

A. Board Meetings.

1. Frequency.

The Board of Directors may meet as often as required but shall meet at least quarterly.

2. Notification.

The Chapter membership shall be notified of all Board meetings at least ten days prior to the meeting.

3. Open Meeting.

Attendance at the meeting shall be open to all Chapter members.

4. Time and Location.

Meetings shall be conducted at a time and location designated by the Board of Directors.

5. Alternate Format.

Meetings may be held by teleconference or other remote electronic means, so long as a quorum of the Board is present and the electronic media permits the democratic participation of all members.

B. General Membership Meetings.

1. Frequency.

General membership meetings or other Chapter-sponsored activities will be held bi-monthly. Special meetings may be called at the discretion of the President.

2. Time and Location.

Meetings shall be conducted at a time and location designated by the Board of Directors.

3. Notification.

Notification of each meeting shall be published in writing to all members at least ten days prior to the meeting

4. Governance.

The acts of the majority of the voting members present at each duly called and convened meeting shall be the acts of the General Membership.

C. Annual Meeting (Election of Officers).

1. Scheduling.

The Annual Meeting shall be the last regularly scheduled meeting of the year.

2. Election of Officers.

Elections will be held at the Annual Meeting.

D. Special Meetings.

1. Calling a Special Meeting.

A special meeting may be called at the discretion of the Board of Directors.

2. Notification.

Special meetings shall be announced to members by phone, mail or e-mail at least two days before the meeting date.

E. Board Action without a Meeting.

1. Rationale.

In the event that Board action is required before a meeting can be called or the matter does not warrant calling a special meeting, Board action may be taken without a meeting.

2. Voting.

Action may be taken by phone or e-mail by an affirmative vote of a simple majority of the voting members of the Board if a quorum is present. In the absence of a quorum, an affirmative vote by a 2/3 majority of voting members would be required. Such action must be reported to the entire Board within one day of taking the action.

ARTICLE VIII: Compliance with Master Naturalist Volunteer Policies

A. Compliance.

All members of the Chapter will adhere to the volunteer policies as established by the Virginia Master Naturalist Program and designated in the Volunteer Policy Handbook and Guidelines.

B. Violation.

Violation of volunteer policies is a serious matter that reflects unfavorably on the entire Chapter. VMN volunteers serve at the sole discretion of the Virginia Master Naturalist program, Virginia Cooperative Extension and other sponsoring agencies. VMN, VCE, and other sponsoring agencies may at any time, for whatever reason, decide to terminate the volunteer's relationship with the organization or to make changes in the nature of their volunteer assignment.

ARTICLE IX: Financial Controls

A. Fiscal Year.

The fiscal year shall be the calendar year, starting January 1 and ending December 31.

B. Signature Authority.

The Treasurer or the President, and at least one other Officer of the Board of Directors shall have the authority to sign all checks, drafts, or other instruments for payment of money or notes of the Chapter.

C. Financial Review.

The Chapter will conduct an annual internal review of the Chapter's financial records as soon as possible after the end of each fiscal year. The results of the financial review will be reported to the membership. An external review will be conducted every five years.

D. Gifts and Donations.

1. Authority.

The Chapter is authorized to accept and receive contributions, donations, and grants from any and all sources. Virginia Master Naturalists can not charge speaking fees for their programs, but can accept donations to the local chapter to be used for conducting appropriate and authorized activities. These donations should not be acknowledged as tax-deductible unless the Chapter has the appropriate legal status to receive tax-deductible donations.

2. Endorsement.

Acceptance of any grant or gift - restricted or unrestricted - does not imply any form of endorsement by the Chapter for the source, services, products, or policies. Nor does it imply any benefit - past, present, or future - to be granted by the Chapter. Acceptance of any contract will not imply any endorsement, benefit or product beyond the deliverable services and products expressly contained in the contract.

3. Right of Refusal.

It will be the general policy of the Chapter to accept contributions from any source. However, the Chapter retains the right to refuse any gift where, in the judgment of the Board of Directors, the reputation or perceived image of the grantor may be deemed injurious to the Chapter.

ARTICLE X: Amendment of Bylaws

A. Approval before Vote.

In order to ensure consistency, continuity and adherence to statewide guidelines, the Chapter Advisor(s) and then the Virginia Master Naturalist Program Director must approve amendments to these bylaws before they can be submitted to the Chapter's general membership for a vote.

B. Notification.

Notice of all proposed amendments to the bylaws with the date, time and place of consideration shall be presented in writing to Chapter members at least 30 days prior to

consideration by the membership.

C. Membership Vote.

These bylaws may be amended by a two-thirds vote of members present at a General Membership meeting of the Chapter.

ARTICLE XI: Dissolution.

A. Dissolution Procedures.

The Chapter may be dissolved via either of the following procedures:

1. By the Membership.

- a. Prior to a vote on dissolution, the Virginia Master Naturalist Program Coordinator must approve the proposed dissolution.
- b. The proposal for dissolution must be presented at a General Membership or special meeting 30 days prior to the vote.
- c. A vote of 2/3 of Members in good standing present at the General Membership or special meeting is required for dissolution.
- d. A letter must be submitted to the State Steering Committee stating the results of the vote and why the chapter chose to dissolve.

2. By the State Program Office.

By notice from the Virginia Master Naturalist Program Director.

B. Distribution of Remaining Assets.

Upon the dissolution of the Chapter, its records should be transferred to the State Program Office. The disposition of any remaining assets (funds, items of value, or property) will be determined either by the chapter's legal documents or by the State Program Office.