

BYLAWS of Sustainable Stillwater MN

Revision approved 6/4/20 by the Board of Directors

ARTICLE I. NAME AND PURPOSE.

Section 1. Name. The name of the corporation shall be Sustainable Stillwater MN. It shall be a nonprofit 501c3 organization incorporated under the laws of the State of Minnesota.

Section 2. Purpose. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall operate to provide education on and support of social, economic and environmental sustainability and resilience in Stillwater, Minnesota and the surrounding area. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE II. MEMBERSHIP.

Section 1. Membership shall consist of the Board of Directors. The corporation shall have no voting members other than the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS.

Section 1. Eligibility. Application to the Board shall be open to any current resident, property owner, business operator, or employee within ten miles of the city of Stillwater who supports the purpose statement in Article I. Individuals outside Stillwater may be eligible, pending approval by the majority of the current Board.

Section 2. Ex-Officio and Honorary Directors. The Board of Directors may, from time to time, elect one or more ex-officio or Honorary Directors of this organization who shall be advisory members of the Board of Directors. Any such election shall be for such term and based on such criteria as the Board of Directors, from time to time, deems appropriate. All ex-officio and Honorary Directors shall be non-voting members.

Section 3. Board Role, Size, and Compensation. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by

statute and by the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

The Board is responsible for overall policy and direction of the organization. The Board shall have up to twelve (12), but not fewer than seven (7) Directors. The Board receives no compensation other than reasonable expenses. The Board shall manage the affairs, control the funds and property of the organization, approve budgets and all appointments, approve and oversee the work and activities of work groups and volunteers, and adopt rules and regulations to ensure that everyone is being consistent with the goals and purpose of the organization.

Section 4. Terms. All Directors shall serve two-year terms, and are eligible for reelection for up to three (3) consecutive terms in the same position. Directors can run for another position on the Executive Committee or as a Director, provided that position is different from the one for which they have served three consecutive terms. No person may hold two positions on the Board simultaneously.

Section 5. Meetings and Notice. The Board shall meet monthly at an agreed-upon time and place. An official Board meeting requires that each Director have written (email) notice at least two weeks in advance, or closer to the meeting date if agreed-upon by a majority of the Directors. The Chair can cancel a monthly meeting with the consent of a majority of the Board. To enable Directors to remember meeting dates, a consistent day of a month should be implemented. The Board shall also hold an annual planning meeting before the end of each calendar year to create goals the organization.

6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communications, by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. Any action required or permitted to be taken at a meeting of a Committee may be taken by written action signed, or consented to by authenticated electric communications, by the number of Committee members that would be required to take the same action at a meeting of the Committee at which all Committee members were present. All Directors or Committee members, as the case may be, shall be notified immediately of the text and effective date of any such written action that is duly taken.

Section 7. Board Elections. During the first meeting in the last quarter of each year, the Vice Chair shall create an Ad Hoc Nominating Committee, made up of Directors who are not up for reelection, to nominate individuals for open positions. This election shall take place during the last regular meeting of the Board for the year. New Directors shall be elected by a majority of the current Board in attendance, either in person or electronically. Voting shall take place by secret ballot. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 8. Quorum. A quorum is a majority of the current voting Directors. A quorum is required for business transactions to take place and motions to pass.

Section 9. Officers and Duties. There shall be four officers of the Board, called the Executive Committee, consisting of a Chair, Vice-Chair, Secretary, and Treasurer. Their duties are as follows:

- a. **The Chair** shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice Chair, Secretary, Treasurer. The Chair shall coordinate with the other Executive Committee members to create Board meeting agendas. The Chair shall perform the duties of an Executive Director and/or Treasurer when an Executive Director and/or Treasurer is not available. The Chair is responsible for sending out Board meeting announcements and Board agendas by email or by electronic forum to the Directors and the public.
- b. **The Vice Chair** shall assist the Chair and shall preside over meetings in the absence of the Chair. The Vice-Chair will also chair the Nominating Committee and solicit participation for the committee from other Directors not running for reelection.
- c. **The Secretary** shall be responsible for keeping records of Board actions, including taking minutes at all Board meetings, distributing copies of minutes to each Director, posting upcoming meetings for the public, and keeping a file of organizational records and policies up-to-date and accessible to the Board.
- d. **The Treasurer** shall make a report on the state of the organization's finances at each Board meeting. The Treasurer shall maintain the organization's bank account, receive all funds of the organization, deposit funds, pay all bills, and maintain a detailed accounting record, including

balance sheet, profit and loss statement, and detailed lists of all transactions, in accordance with the budget, in a timely manner.

Section 10. Vacancies. When a vacancy on the Board exists before the end of a term, the Secretary must receive nominations for a replacement from present Directors as soon as possible before the next Board meeting. These nominations shall be sent out to the Board of Directors with the regular Board meeting announcement, to be voted upon at the next Board meeting. In the event of a vacancy in the position of Chair, the Vice Chair shall assume the Chair position.

Section 11. Resignation, Termination, and Absences. Resignation from the Board must be in writing or by email and received by the Secretary. A Director may be terminated from the Board after more than two unexcused absences from Board meetings in a calendar year. A Director may be removed for other reasons by a three-fourths vote of the remaining Directors.

Section 12. Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or two-thirds of the Directors. Notices of special meetings shall be sent out by the Secretary to Directors and the public in advance.

Section-13. Payment of Expenses. The Board may, by resolution of the majority of Directors, pay reimbursement expenses incurred by any Director, officer, agent, or employee of the organization for providing personal services to the organization, or for expenses necessarily paid or incurred by same, provided that these expenses are directly related to furthering the charitable purposes of the organization, and that the expense amount claimed is reasonable and not excessive. The Directors shall disclose any conflicts of interest while engaged in personal services for the organization and must recuse themselves from discussion and voting around issues related to the engagement. The Director will provide progress reports on the ongoing expenses but shall not lobby for, nor vote for, themselves.

Section 14. Debt Obligations and Personal Liability

No person who has served or is serving as a Director or Officer shall be personally liable for obligations or debts of the corporation based on their service as Officer or Director except to the extent such person has unlawfully misappropriated funds to their use or benefit or is liable as a responsible party per state or federal law.

ARTICLE IV - COMMITTEES AND COORDINATORS.

Section 1. Committee Leadership. The Board Chair appoints all Committee chairs.

Section 2. Executive Committee. Four officers of the Board of Directors - the Chair, Vice-Chair, Secretary, and Treasurer - serve as the members of the Executive Committee.

Section 3. Finance Committee. The Treasurer is the chair of the Finance Committee, which includes two other Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget, in accordance with 501c3 regulations, with staff and other Board Directors. The Board must approve the budget and all expenditures must be within a budget completed before the end of every fiscal year. Any major change in the budget during a fiscal year must be approved by the Board. The fiscal year shall be the calendar year January 1-Dec. 31. Monthly and annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to Directors and the public with the assistance of the Communications Committee.

Section 4. Standing Committees. Permanent Standing Committees shall be appointed by the Board of Directors for the purpose of collaborative work on administrative tasks. Members of the committees do not have to be on the Board of Directors but they shall report to the Board. The leader of each committee is to be appointed by the Chair. The Standing Committees shall include, but are not limited to the following.

a. The Communications Committee will:

1. Provide forums for members and volunteers and/or public discussions. The Communications Committee will moderate posts to conform to the the organization's social media policy.
2. Be responsible for keeping social media platforms up-to-date for members and the public regarding all information and news relevant to staff, positions, and projects.
3. Be responsible for communicating policy, positions, bylaws, proceeding of meetings, and other organizational documents to members and the public via printed or electronic means.

4. Create organizational publications, both paper and electronic, that abide by communications policies adopted by the Board of Directors.

5. Keep complete files of all volunteers and the Board of Directors, past, and present, as well as information on the skills and interests of volunteers.

6. Be responsible for creating organizational marketing and communications plans to be approved by the Board of Directors.

7. Maintain volunteer and membership lists with contact information.

b. The Membership Committee will:

1. Encourage volunteers to donate time and money to our organization.

2. Plan volunteer drives and general public meetings, and ensure each event has a volunteer recruitment component.

3. Work with the Board of Directors to set affirmative action/ diversity goals and develop a strategy for achieving these outcomes.

4. Ensure new volunteers receive a welcome and information about our organization.

c. The Fundraising Committee will:

1. Work with the Board of Directors, the Treasurer, and relevant volunteers to establish fundraising goals based on budgetary needs.

2. Plan and coordinate all fundraising events, donor outreach, and grant writing.

3. Recruit volunteers to carry out planning and implementation of fundraising events and campaigns.

4. Evaluate the success of events.

5. Handle all monetary responsibilities promptly, including bills and profits, and forward those to the Treasurer in a timely manner.

Section 5. Ad Hoc Committees. The Board may create Ad Hoc committees as needed. Ad

Hoc Committees may be established for specific tasks and time periods as determined by the Board. Grant-funded project leaders shall provide the Chair and Treasurer with a written report on progress and expenditures of the previous month. Those expenditures shall also be reflected in the Treasurer report.

Section 6. Volunteers. Unpaid people who are interested in the mission of Sustainable Stillwater MN and carry out work related to its mission are called Volunteers. Volunteers will be organized into teams to achieve their objectives. Teams will include the participation or leadership of at least one Director who knows what work is required. Volunteers may be leaders on teams if they have proven reliable and know what work the volunteers have to complete. Team leaders must call regular meetings for team volunteers, and must report on the progress of their campaigns to the Board of Directors monthly or more frequently as needed.

ARTICLE V - LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

SECTION 1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (“the Code”), nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation.

SECTION 2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public (except as otherwise provided in subsection (h) of Section 501 of the Code), and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

SECTION 3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on

by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

SECTION 4. The corporation shall not lend any of its assets to any Officer or Director of this corporation unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an Officer or Director of this corporation.

ARTICLE VI - DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, in accord with a plan of dissolution properly noticed to the Attorney General in accord with Minnesota Statutes section 317A.811 (as now enacted or hereafter amended) for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or shall be or distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VII - AMENDMENTS.

These Bylaws may be amended when necessary by two-thirds of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

These bylaws were approved at a meeting of the Sustainable Stillwater MN Board of Directors by a two-thirds majority vote on _____.

Board of Directors Chair Roger Tomten *Roger Tomten*

Board of Directors Vice-Chair Rick Heidick *Rick Heidick*