

DRAFT REVISION 2-2-09

**Bylaws of
Klamath Sustainable Communities**

Name of Corporation: Klamath Sustainable Communities (KSC)

ARTICLE I: PURPOSE & MISSION

This corporation shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c) 3 of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This corporation's primary purpose shall be to create and promote collaboration to protect, restore, and maintain healthy, equitable communities, both human and natural, for the benefit of present and future residents of the Klamath Basin.

ARTICLE II: MEMBERSHIP

Section 1. **Membership Dues and Qualifications.** The Board of Directors shall set membership dues.

Applicants for membership shall be considered without regard to race, color, gender or sexual orientation.

Dues must be paid at or just prior to the Annual Meeting to qualify for voting privileges. Dues may be paid by cash or commitment to in-kind labor/contribution (see In-Kind Contribution Record form). Dues will apply only for the fiscal year for which they are paid. Dues will be pro-rated monthly until again due by May 1 of each year if they are received in any month besides April or May.

Section 2. **Voting Privileges.** Only paid members and approved in-kind members shall have the privilege of voting. Members in good standing have the right to vote on changes to these bylaws and for members of the Board of Directors. The Board of Directors shall conduct all business of the corporation. Family and Business classes of membership shall have one vote per family/business unit.

Section 3. **Termination of Membership.** Any member may resign at any time.

Section 4. **Annual Meeting.** The annual meeting of the membership shall be held in May of each year at a time and place designated by the Board of Directors. This meeting shall be open to all members and the general public.

Section 5. **Regular Meetings.** Regular meetings of the membership shall be held at the time and location determined by the Board of Directors. These meetings are open to all members and the general public.

Section 6. **Special Meetings.** Special meetings of the membership shall be held at the call of the Board of Directors, or by the call of at least twenty percent of members of the corporation. A signed and dated request shall be delivered to the corporation's Secretary. Such a request shall describe the purpose of the meeting.

Section 7. **Notice of Meetings.** Notice of all membership meetings shall be given to the membership at the last contact information of record, by first class, fax, phone, or electronic mail at least 30 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

Section 8. **Quorum and Action.** One third (1/3) of members in good standing including Board members present shall constitute a quorum. Members shall attempt to reach unanimous agreement on all decisions. In the event that unanimous agreement cannot be achieved, a majority vote of members present and voting is the act of the members, unless these Bylaws or ORS provides differently.

Section 9. **Proxy Voting.** There shall be no voting by proxy.

Section 10. **Action by Consent.** Any action required by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members. The action is effective when the last member signs the consent.

ARTICLE III: BOARD OF DIRECTORS

Section 1. **Duties.** The affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall solely administer the finances of the corporation and shall have sole authority to appropriate funds. The Board of Directors shall have the authority to adopt such policies, procedures, rules and regulations as deemed beneficial to the membership of the corporation.

Section 2. **Number of Directors.** The number of Directors, including officers, may vary between a minimum of five and a maximum of fifteen. Directors and officers must be members in good standing.

Section 3. **Term and Election.** The term of office for Directors shall be two years. The Board of Directors shall make provision to stagger the terms of Directors so that each year the terms of as close as possible to one-half of the Directors shall expire. A Director may be reelected without limitation on the number of terms s/he may serve. The Board of Directors shall be elected by members at the annual meeting of the corporation.

Section 4. **Removal.** Any Director may be removed, with or without cause, by a vote of a two thirds majority of members at a meeting called for that purpose.

Section 5. **Vacancies.** Vacancies on the Board of Directors will be filled by nominees approved by a majority of the Board of Directors at a regular Board Meeting, and must be approved at the next Regular Meeting of the members.

Section 6. **Quorum and Action.** A quorum at a Board meeting shall be 70% of the total number of Directors on the Board. Where ORS requires a majority vote of Directors in office to establish committees that exercise Board functions to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law

Section 7. **Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Members shall receive notice as detailed in Article II, Section 7.

Section 8. **Special Meetings.** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally, by telephone, by mail or email not less than two days prior to the special meeting.

Section 9. **Meeting by Telecommunication or Email:** Any regular or special meeting of the Board of Directors may be held by telephone, or email, as long as **all** Directors can hear each other or receive email communication.

Section 10. **Open meetings.** All meetings of the Board of Directors shall be open to the public.

Section 11. **No Salary.** Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 12. **Action by Consent.** Any action required by law to be taken at a meeting of the Board of Directors , or any action which may be taken at a Board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. The action is effective when the last Director signs the consent.

Section 13. **Decision Making and Voting.** The directors must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any director may request that a vote be taken instead. Board Action must have a 2/3 vote by the Directors present at a Quorum meeting.

All decisions require a clearly stated motion, a second, and a vote that must be recorded in the minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, or against, or abstained on a particular motion.

ARTICLE IV: OFFICERS

Section 1. **Titles and Expectations.** The officers of this corporation shall be the Chair, Vice Chair, Secretary, Treasurer, and Membership Chair. The officers of the corporation must carry out the policies and decisions of the Board of Directors.

Section 2. **Election.** The Board of Directors elects officers from within its ranks to serve one year terms. Officers shall be elected no later than 45 days after the annual meeting. Any officer may be elected without limitation on the number of terms the officer may serve.

Section 3. **Vacancy.** A vacancy of the office of Chair, Vice Chair, Secretary, Treasurer, or Membership Chair shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. **Removal.** Any Officer may be removed, with or without cause, by a vote of a majority of the Directors holding office at a meeting called for that purpose.

Section 5. **Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 6. **Chair.** The Chair shall act as the Chair of the Board of Directors. The Chair shall have any other powers and duties as may be prescribed by the Board of Directors. The chair has the right to vote on all Board matters.

Section 7. **Vice Chair.** The Vice Chair shall assume all powers and duties of the Chair in the absence or inability of the Chair to act. The Vice Chair shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 8. **Secretary.** The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following duties:

- (a) official recording and archiving of the minutes of all proceedings of the Board of Directors and members meetings and actions.
- (b) provision for notice of all meetings of the Board of Directors and members.
- (c) authentication and maintenance and archiving of the records of the corporation.
- (d) archiving membership lists provided by the Membership Chair (e) any other duties as may be prescribed by the Board of Directors.

Section 9. **Treasurer.** The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- (a) keeping of full and accurate accounts of all financial records of the corporation.
- (b) deposit of all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.
- (c) disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the corporation to the Board of Directors at each regular meeting and at the Annual Meeting.
- (e) any other duties as may be prescribed by the Board of Directors.

Section 10. **Membership Chair.** The Membership Chair is responsible for membership recordkeeping. The Membership Chair shall perform, or cause to be performed the following duties:

- (a) Maintaining current and accurate membership lists; including but not limited to all available principal phone numbers – home, work and cell phone, physical and mailing addresses, email and web site addresses.
- (b) mailing membership packages to prospective and or potential members.
- (c) chairing the membership outreach committee.
- (d) any other duties as may be prescribed by the Board of Directors.

Section 11. **Exclusivity.** No officer will hold more than one officer title at a time.

ARTICLE V: COMMITTEES AND WORKING GROUPS

Section 1. **Other Committees and Working Groups.** The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise only the delegated functions of the Board of Directors or may be advisory. Committee Chairs must be KSC members in good standing. Other committee members do not need to be dues paying members. Only members in good standing may spend money on behalf of the corporation as approved by the Board of Directors.

Section 2. **Composition of Committees Exercising Board Functions.** Any committee that exercises any function of the Board of Directors must first be given the Board of Directors approval by consensus or by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, a majority vote of all Directors in office at that time.

Section 3. **Quorum and Action.** A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee Members in office immediately before the meeting begins. If a quorum is present, members must diligently and conscientiously attempt to make decisions by consensus. They must employ all standard consensus practices and techniques including the expression and careful consideration of minority views. When a consensus apparently cannot be achieved, any Committee Member may request that a vote be taken instead. The affirmative vote of a majority of the Committee Members at any properly called meeting at which a quorum is present is necessary and sufficient to make a decision.

Section 4. **Limitations on the Powers of Committees.** No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove Directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors

ARTICLE VI: CORPORATE INDEMNITY

This corporation will indemnify its officers and Directors to the fullest extent allowed by Oregon law. No director or uncompensated officer of the corporation shall be personally liable to the corporation, its membership or third persons for monetary damages for acts or omissions committed as a director or uncompensated officer, provided that this section shall not eliminate liability which may not be eliminated under the Oregon Nonprofit Corporation Act.

ARTICLE VII: AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, and new Bylaws adopted, by members in good standing at a Regular Meeting or the Annual Meeting, but 50% of the membership must be present or have voted electronically, and a 2/3 majority is required for adoption. Prior to the adoption of the amendment, each member shall be given notice at the last address of record, by first class mail at least 30 days before the meeting, or by means other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment and why the change is suggested.

ARTICLE VIII: FINANCE

Section 1. **Fiscal Year.** The fiscal year for KSC shall be May 1 through April 30.

Section 2. **Reports.** The Treasurer shall submit to the officers a quarterly statement covering income and expenses to date since the last Annual Meeting. This may be presented via email. The Treasurer shall submit to all members an Annual Report covering income and expenses since the last Annual Meeting. This must be a paper copy which will be distributed at the Annual Meeting.

Section 3. **Annual Budget.** The Chair shall prepare an Annual Budget for the coming fiscal year and shall present it at least 30 days prior to the Annual Meeting. This may be done electronically or by post. The Chair will call for a discussion of the Budget and then a vote at the Annual Meeting for acceptance by a 2/3 majority of voting members present at the meeting.

Section 4. **Expenditures.** All expenditures shall be by check. All reimbursed expenses must have a receipt. The Treasurer shall reimburse all expenses within 30 days of receipt date.

Bylaws were originally proposed and adopted March 20, 2004.

Revisions (Article VIII) was adopted May 31, 2005

Revisions adopted February 28, 2009