



**BY-LAWS of
Greener Oconomowoc, Inc. (GO)
A not for profit corporation**

Mission statement: The mission of Greener Oconomowoc Inc. (GO) is to promote a healthy community, a healthy economy, and a healthy environment through the understanding and implementation of the Natural Step Principles.

ARTICLE I ORGANIZATION

Section 1. The name of the organization shall be Greener Oconomowoc, Inc. (GO)

Section 2. The organization shall have a logo, which shall be in the following form:
A Green capital stylized GO.

ARTICLE II PURPOSES

Section 1. The corporation is organized generally to engage in any lawful activity permitted under Chapter 181 of the Wisconsin Statutes, provided that such activities are conducted exclusively for charitable, educational, religious, or scientific purposes with the meaning of Section 501(c) (3) of the Internal Revenue Code of the United States (hereinafter referred to as the "Code".)

Section 2. The corporation will educate and inform civic leaders and citizens regarding the issues of conservation of resources and sustainability, encouraging the community to cooperate in creating a more environmentally secure future for our community by utilizing the Natural Step principles.

ARTICLE III MEMBERSHIP AND DUES

Section 1. Membership Categories

A. Voting Member

Has paid previous GO fiscal year annual dues and completed a Natural Step Study Circle or the equivalent educational experience. Including voting in GO election, voting on business and action items and serving on the GO Board.

B. Sustaining Member

Has paid annual dues but not completed a natural Step Study Circle or equivalent. Is eligible for participation in all GO activities except serving on the GO Board or voting.

C. Nonprofit/Institutional Member

A non-profit or institutional organization that has paid annual dues, and is entitled to a free booth at Earth Day event and participation in GO activities, except voting and Board membership

D. Business Member

A business that has paid annual dues and participated in GO activities, except voting and Board membership.

E. Student Member

An individual member who is enrolled in an educational institution and has paid annual student dues. If the student has completed a Natural Step Circle or the equivalent educational experience, the student is entitled to full voting membership. If not, the student is entitled to sustaining membership.

F. Family Membership

Family membership is available to members of a family household. Individuals within the family, who have completed the Natural Step Circle or equivalent educational experience, are entitled to full voting membership. Other family members are entitled to sustaining membership.

Section 2. Membership Dues

The calendar year for membership dues shall be from October 1st to September 30th of the following year. The GO Board shall set the amount of annual dues. Dues for the initial year of organization shall be:

Individual (Voting and Sustaining membership)--	\$10
Student (Voting and Sustaining membership)---	\$ 5
Non profit/Institutional -----	\$15
Business -----	\$30
Family-----	\$15

ARTICLE IV MEETINGS

Section 1. The annual membership business meeting of this organization shall be held in the month of October on a date scheduled by the Board of Directors. The meeting shall include election of officers and directors, consideration of any proposed bylaw changes and any other business that the Board of directors or the assembled membership shall determine.

Section 2. The Secretary shall cause to be mailed by e-mail or USPS to every member in good standing a notice telling the time and place of such annual meeting at least ten days prior to the meeting.

Section 3. The presence of not less than twelve of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than 2 weeks from the date originally scheduled and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum shall be required at any adjourned meeting.

Section 4. The president may call special business meetings of this organization when she/he deems it for the best interest of the organization. Notices of such meeting shall be mailed by e-mail or USPS to all members at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of fifty (50%) percent of the members of the Board of Directors or twenty (20%) percent of the members of the organization, the president shall cause a special meeting to be called but such a meeting shall meet the same notification requirements as stated above.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 5. Other membership meetings shall be held regularly to present programs or feature other activities. Tours or exhibitions or activities such as the Earth Day fair may be scheduled rather than a program meeting in any given month. The meetings and events shall be open to the public wherever possible.

ARTICLE V VOTING

Section 1. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

Section 2. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

Section 3. At all votes by ballot the chair of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chair the results and the certified copy shall be physically affixed to the minutes of that meeting. No inspector of election shall be a candidate for office.

Section 4. Voting by proxy for the GO Annual Meetings will be permitted. The member voting must be in good standing and completed the appropriate form to give their vote to another member in good standing to by a form delivered at or prior to the Annual Meeting.

ARTICLE VI BOARD OF DIRECTORS

Section 1. The business of this organization shall be managed by a Board of Directors consisting of seven elected portfolio directors, and up to 6 appointed directors, and the officers of this organization.

Section 2. The members of the Board of Directors shall serve for 1-year terms. Each board member shall serve as the chairperson or vice-chairperson of a standing committee. Responsibilities of each director are described in the Job Description document. The President may appoint, with the approval of the Board, up to 6 directors, each serving a one year term.

Section 3. The elected Directors of the organization shall be:

- (1) Action Projects Director
- (2) Community Garden Director
- (3) Earth Day Director
- (4) Events Director
- (5) OconomoWalk and Bike Committee Director
- (6) Outreach/Membership Director
- (7) Public Relations/Marketing Director
- (8) Winter Farmers Market Director
- (9) TNS /Education Director

Section 4. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chair after due notice to all the directors of such meeting.

Section 5. Fifty-one percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held as needed. Each director shall have one vote and such voting may not be done by proxy.

Section 6. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary. Vacancies in the Board of Directors shall be filled by appointment of the president and confirmed by the Board.

Section 7. A board of director's member maybe removed for "just cause." "Just cause" is defined as a Board of Directors member that is not following the TNS principles and performing their Director duties according to Greener Oconomowoc's mission. The removal process should include: (1) a discussion with the individual by an officer, (2) removal of director placed on the monthly GO board of directors agenda, with notice of the agenda going out at least 10 days prior to the meeting. At the board meeting the individual will have an opportunity to defend themselves, prior to any removal vote. (3) The majority of the board of directors have to vote in order to remove a director, and it should be for "just cause."

ARTICLE VII OFFICERS

Section 1. The officers of the organization shall be as follows:

President
President Elect
Vice President
Secretary
Treasurer

Officers shall be elected for a term of 1 year and shall be eligible for re-election. The five officers will comprise an Executive Committee which may meet to make urgent decisions when timing is so crucial that the full board cannot be convened. Any such decisions must be reported to the board at its next meeting for discussion.

Section 2. Officers shall by virtue of their office be members of the Board of Directors.

Section 3. The President shall preside at all membership meetings she/he shall by virtue of the office be Chairman of the Board of Directors. She/he shall present at each annual meeting of the organization an annual report of the work of the organization.

She/he shall see all books, reports and certificates required by law are properly kept or filed.

She/he shall be one of the officers who may sign the checks or drafts of the organization. She/he shall have such powers as may be reasonably construed as belonging to the Chief Executive of any organization.

Section 4. The Vice President shall in the event of the absence or inability of the President to exercise her/his office become acting president of the organization with all the rights, privileges and powers if she/he had been duly elected president. The Vice President is responsible for maintaining and updating the GO bylaws, strategic organizational plan and GO history. The Vice President is chair of

the GO Bylaws committee and is a member of the, Nomination Committee and the Executive Committee. The Vice President assists the President as directed.

Section 5. The Secretary shall keep the minutes and records of the organization. It shall be his/her duty to file and record any forms required by any statute, federal or state. She/he shall be the official custodian of the records and seal of this organization. After each Board meeting, he/she shall email the amended and approved minutes to each Board member and add a hard copy to the GO “public information electronic record” binder. The secretary is responsible for maintaining the “public information electronic record”

Section 6. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. This position shall have a maximum tenure of three consecutive years.

Responsibilities include:

- Deposits in a regular checking account a sum necessary for ongoing expenses.
- Directions additional funds of the organization to be deposited in a savings account except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non- profit corporation in the state of Wisconsin.
- Sign check or drafts of the organization.
- Receives all donations and or/proceeds from committee events for deposits in the organization’s account.
- Annual tax reporting.

Section 7. The President Elect shall be elected by the Board of Directors following the annual meeting. The President Elect shall be a member of the board of directors. (Example: Events Director and President Elect). The President elect will assume the position of President after one year if elected by the general membership at the Annual meeting. The President Elect will be responsible for their board of directors’ position description responsibilities; along with the added responsibilities of working with the President/Executive committee to co-manage organizational growth. The President Elect will also work with the President and Treasurer to draft and co-manage the Annual budget.

ARTICLE VIII COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if terminated sooner by the action of the Board of Directors.

The Standing committees for GO are:

Bylaws Committee- Chaired by the Vice President
Community Garden Committee – Chaired by the Community Garden Director
Earth Day Committee – Chaired by the Earth Day Director
Events Committee- Chaired by the Events Director
Executive Committee (all Officers) – Chaired by the President
Finance Committee – Chaired by the Treasurer
Nomination Committee- Consisting of the President, Vice President and Past President
OconomoWalk and Bike Committee – Chaired by the OconomoWalk and Bike Director
Outreach/Membership Committee- Chaired by the Outreach/Membership Director
PR/Marketing Committee – Chaired by the PR/Marketing Director
TNS/Education Committee – Chaired by TNS/Education Director
Winter Farmers Market – Chaired by the Winter Farmers Market Director

ARTICLE IX AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than Fifty (50%) percent of the members.

ARTICLE X---RULES OF ORDER

Business meetings of **Greener Oconomowoc, Inc. (GO)** shall be governed by *Robert's Rules of Order Newly Revised* except when in conflict with these Bylaws.

ARTICLE XI---DISSOLUTION CLAUSE

Upon the dissolution of Greener Oconomowoc Inc, its assets remaining after payment, or provision for payment, of all debts and liabilities of Greener Oconomowoc Inc. shall be distributed for one of more exempt purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Wisconsin. [Article XI amended by Board of Directors on Jan. 5th, 2011]