

# Bylaws of Sustainable EastOC

## Article 1: Name

The name of this organization shall be Sustainable Eastern Oklahoma County, and may hereinafter be referred to as SEOC or the 'Organization'. It is a chapter of the Oklahoma Sustainability Network, which is incorporated under the laws of Oklahoma as a 501(c) (3) not-for-profit association.

## Article 2: Purpose and Mission

Section 1. The purpose of SEOC is to serve as a regional chapter of the Oklahoma Sustainability Network (OSN), promoting lasting improvements to this area of Oklahoma's economy, ecology, and equity.

Section 2. The mission of SEOC is to promote community sustainability, connect those working towards sustainability, and serve as a resource for sustainability information integral to the future of Eastern Oklahoma County and Oklahoma.

## Article 3: Membership and Dues

Section 1. Membership in SEOC shall be open to any person who subscribes and adheres to the organization's mission; and

Section 2. A member shall pay annual dues to the Treasurer to cover operational expenses; the amount proposed by the Executive Committee of SEOC (EC-SEOC) and approved by voting members. A member shall be eligible to hold office and entitled to cast one vote.

Section 3. Terms of membership shall begin the date in which the member joins.

Section 4. The EC-SEOC may authorize by simple majority a waiver of dues for hardship or other appropriate circumstances, or pro-rata payment of dues for a member at its discretion.

Section 5. Dues shall be payable on the day in which the member joins and on the first day of each fiscal year thereafter.

## Article 4: Officers (Executive Committee-SEOC)

Section 1. The officers of this Organization shall be a President, President-elect, Treasurer, Secretary, and the Chairs of committees established to function for purposes such as in fact finding and verification, education and communication, and project implementation. All these officers (except the president) and Chairpersons have voting privileges at the EC-SEOC business meetings.

Section 2. The office of President shall serve a one year term from the date of installation at the annual Meeting with the President-elect assuming the position of the President after the first year. The Treasurer and Secretary shall serve two year terms from the date of installation at the Annual business meeting. Additional terms are allowed for the positions of Treasurer and Secretary if no one is nominated and the current officer agrees. Officers shall be elected at the annual meeting.

Section 3. Officers or any member of the Organization shall not be financially compensated.

Section 4. Officers of SEOC shall have the powers and duties described below:

President: The President shall preside over all meetings of the general membership and the EC-SEOC. The President votes only to break a tie. The President shall: propose ad hoc committees as required, prepare meeting agendas, call special meetings, head fundraising/sponsorship campaigns, assist with financial duties, notify media sources of SEOC activities and present a quarterly report to the Oklahoma Sustainability Network. The President or their permanently designated representative shall also serve as a member of the OSN Board of Directors.

President-elect: The President-elect shall perform the duties of President in the President's absence and may also call special meetings. The President-elect shall assist the President.

Treasurer: The Treasurer serves as the chief financial officer of the organization and shall keep the financial records of SEOC's activities. The Treasurer shall: present a monthly financial report at each membership meeting and shall make a year-end annual financial report, maintain an accurate record of all expenditures and income of SEOC, receive monies including dues, manage SEOC's operational bank account, and keep records of business and fundraising activities and prepare the annual budget for review and approval at the annual meeting. The Treasurer shall also submit an annual financial report to the OSN Executive Committee and ensure that all reporting complies with the OSN Bylaws and Policies. The Treasurer shall make available the financial books of SEOC and other financial records for review on demand, upon termination of his or her term of office, and at least every fiscal year.

Secretary: The Secretary shall be responsible for keeping the minutes of all SEOC Executive Committee meetings and meetings of the general membership and shall present the meeting minutes at the next respective SEOC meeting. The Secretary shall keep the minutes of all proceedings for that purpose and to be open to inspection by any member of SEOC. The Secretary shall also: help the President notify media sources, notify membership of meetings and special events by email or phone, be responsible for all SEOC correspondence, keep a list of all current SEOC members, and send quarterly electronic progress reports to the OSN on-line newsletter editor.

Section 5. Concerning resignation, termination, and replacement: An Officer may be removed pursuant to Article 5. In the event of the resignation, termination or removal of an Officer, the Board shall elect a replacement for the remainder of the term by a simple majority vote.

#### **Article 5: Judicial**

Section 1. A SEOC officer may be removed for cause, including dereliction of duty, discrimination, maltreatment of members, inappropriate behavior while publicly representing the SEOC Board or chapter, or for unethical or felonious actions.

Section 2. A motion for removal for any reason other than a felonious act shall be made in writing by no fewer than three members of the board or chapter.

Section 3. The presiding officer shall receive that motion and proceed in accordance with the policies and procedures for removal.

Section 4. In those cases where the presiding officer is subject to the motion for removal, said officer will declare a conflict of interest and relinquish control of the issue to the next officer in seniority, as defined by length of service on the board. Said officer shall then proceed in accordance with the policies and procedures for removal from office, as adopted by the SEOC board.

Section 5. An SEOC officer shall be removed only by vote of the SEOC Board in special session having no less than three-fourths of the board present with two-thirds majority of those present voting in the affirmative to remove the officer.

Section 6. SPECIAL RULE for removal of an officer charged with felonious or other action subject to litigation in civil or Criminal court. In such cases said officer shall be placed on temporary leave from office and shall remain so until the verdict of the court has been issued. The SEOC Board and chapter shall make no attempts at mediation or removal without the participation of counsel for both parties. In such cases as the officer subject to removal is found guilty of criminal actions, felony or misdemeanor, they shall be removed from office upon issue of the verdict by the court.

Section 7. Any member shall be removed or suspended from SEOC or OSN for cause, including dereliction of duty, discrimination, maltreatment of members, inappropriate behavior while publicly representing the SEOC Board or chapter, or for unethical or felonious actions. Said removal or

suspension shall be in accordance with the guidelines set forth in the OSN bylaws, as a chapter member being also a member of OSN.

## **Article 6: Meetings**

Section 1. Meetings of the EC-SEOC shall be held monthly on a day and time approved by the EC-SEOC. These meetings will be open to the public.

Section 2. The Annual Meeting of SEOC shall be held at the spring general membership meeting for the purpose of electing and installing Officers, presenting the annual budget, receiving the President's annual report of the Organization's activities, receiving the Treasurer's financial report and transacting other such business as may be appropriate. At any meeting a quorum is defined as a simple majority of the members in attendance.

Section 3. The election of officers shall be held at the spring meeting.

Section 4. A budget, planning meeting will take place once a year at the regular monthly meeting in October.

Section 5. Special meetings may be called under any circumstances deemed appropriate by the President and/or the President-elect.

Section 6. Quorum is defined as a simple majority of EC-SEOC voting members. Quorum is required for all enforceable actions, such as but not limited to, electing new officers, disbursing of funds, amending the bylaws, planning decisions on SEOC projects, etc.

## **Article 7: Elections**

Section 1. Officers shall be elected during the spring annual meeting by simple majority vote of members present. Nominations will be accepted in the January EC-SEOC meeting.

Section 2. Prior to the election, nominations will be accepted from the floor provided the nominee has previously given his/her consent. All members may seek nomination or have other members nominate them. Nominees must be members.

Section 3. In the event of a midterm vacancy of any officer except President, the EC-SEOC shall appoint a replacement to serve for the remainder of the term. In the event the President is unable to complete his or her term, the President-elect shall succeed to the office of President.

Section 4. Officers elected at the Annual Meeting will work as apprentices to the current officers until the newly elected officers take over at the second EC-SEOC meeting following the Annual meeting.

## **Article 8: Amendments**

Section 1. These bylaws may be amended by a two-thirds vote of the SEOC membership, when quorum has been met.

Section 2. Amendments must be proposed at a general membership meeting in writing, where the Secretary will record the proposed amendment in the minutes. Each member will have a copy of the proposed amendment supplied to them two weeks before the meeting. Proposed amendments will be voted on within 30 days from the meeting at which they were proposed.

## **Article 9: Committees**

Section 1. SEOC shall maintain three standing committees; 1) A Fact Finding and Verification Committee, to ensure the facts and descriptions in any disseminated literature (whether paper or electronic communication) are referenced to credible and scientifically gathered data, 2) An Educational Communication Committee, who will organize the collection, dissemination and destination of information in both forms, paper or electronic, 3) A Project Committee responsible for the selection, implementation, and evaluation of officially sponsored projects of SEOC.

Section 2. Ad Hoc committees of SEOC proposed by the president shall be approved as needed and receive such status as deemed appropriate by the Executive Committee.

Section 3. Each standing committee or Ad Hoc committee shall consist of a Chairperson and one or more members. Each Ad Hoc committee shall elect its own chairperson. Each standing committee chairperson shall be appointed by the EC-SEOC.

#### **Article 10: Chapter Requirements**

As a local chapter (Partner member) of the Oklahoma Sustainability Network, SEOC is expected to: invite a wide-range of local/regional citizens to the table for promotion of a common purpose, select a chapter chair (President) who will be a member of the OSN Board of Directors, hold regular discussion forums/committee meetings in our region, plan the annual conference on a rotating basis, maintain own website with link to OSN's website ([www.oksustainability.org](http://www.oksustainability.org)), send quarterly electronic progress reports to OSN on-line newsletter editor, route any tax deductible donations through the State OSN account, follow legal guidelines to permissible 501(c)(3) activities as set forth by the Oklahoma Secretary of State.

#### **Article 11: General Provisions/Financial**

Section 1. The fiscal year of SEOC shall begin on the first day of January and end on the last day of December.

Section 2. Upon dissolution of the organization, the residual assets shall be distributed first to: 1) a successor chapter of OSN, if one exists, 2) the OSN organization on the state level, 3) a private or public non-profit organization whose purpose is compatible with that of SEOC, or 4) any non-profit organization as determined by a vote of the remaining membership. Such organization shall be chosen by the EC-SEOC and remaining membership at a final dissolution meeting.

Section 3. SEOC's financial records shall be subject as a chapter of OSN to review as required by the policies of the Oklahoma Sustainability Network, with oversight from the EC-SEOC.