

**BY-LAWS
OF
SUSTAINABLE STILLWATER**

Article 1: Name

The name of this organization shall be Sustainable Stillwater, and may hereinafter be referred to as SSTW or the ‘Organization.’

Article 2: Purpose and Mission

Section 1. The purpose of Sustainable Stillwater is to serve as a regional chapter of the Oklahoma Sustainability Network (OSN).

Section 2. The mission of Sustainable Stillwater is to promote community sustainability, connect those working towards sustainability, and serve as a resource for environmental information integral to the sustainable future of Stillwater and Oklahoma.

Article 3: Membership

Section 1. Membership in Sustainable Stillwater shall be open to any person who subscribes and adheres to the organization’s mission.

Section 2. A member shall pay annual dues to the Treasurer to cover operational expenses; the amount proposed by the Board 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 be for one (1) year starting the day in which the member joins.

Section 4. The Board may authorize a waiver of dues for a member at its discretion.

Section 5. Dues shall be payable on the day in which the member joins.

Article 4: Board Members

Section 1. The board members of this Organization may include a Chair, Vice-chair, Treasurer, Secretary, Committee Chairs, and at-large members.

Section 2. Board members shall serve a one (1) year term from the date of installation at a SSTW Business Meeting. Multiple terms are allowed if no one is nominated for the position to be filled.

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

Section 4. Board members of Sustainable Stillwater shall have the powers and duties described below:

Chair: The Chair shall preside over all meetings of the general membership and the Board. The Chair shall: create and dissolve ad hoc committees as required, prepare meeting agendas, call special meetings, head fundraising/sponsorship campaigns, assist with financial duties, notify media sources of SSTW activities and present a quarterly progress report to the Oklahoma Sustainability Network. The Chair shall also serve as Stillwater chapter chair, and will also be a member of the OSN Board of Directors.

Vice-Chair: The Vice-Chair shall perform the duties of the Chair in the Chair's absence and may also call special meetings.

Treasurer: The Treasurer serves as the chief financial officer of the organization and shall keep the financial records of SSTW'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 SSTW, receive monies including dues, manage SSTW'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. The Treasurer shall make available the financial books of SSTW and other financial records for review 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 SSTW business meetings and meetings of the general membership and shall present the meeting minutes at the next respective SSTW meeting. The Secretary shall keep the minutes of all proceedings for that purpose and to be open to inspection by any member of SSTW. The Secretary shall also: check the SSTW mailbox, help the Chair notify media sources, notify membership of meetings and special events by email or phone, be responsible for SSTW correspondence, keep a list of all current SSTW members, and send electronic progress reports to the OSN on-line newsletter editor.

Article 6: Meetings

Section 1. Meetings of the general membership shall be held monthly on a day and time approved by the membership. Meetings of general membership will also be open to the public and adhere to the statutes set forth by the Oklahoma Open Meeting Act.

Section 2. The Annual Meeting of the Sustainable Stillwater shall be held at the first meeting of the calendar year for the purpose of installing board members, presenting the annual

budget, receiving the Chair's annual report of the Organization's activities, receiving the Treasurer's financial report and transacting other such business as may be appropriate.

Section 3. The election of board members shall be held at the fall meeting

Section 4. A budget, planning meeting will take place once a year in the fall.

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

Article 7: Elections

Section 1. Board members shall be elected during the fall meeting by popular vote of members present. Nominations will be accepted one month prior.

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 Chair, the Board shall appoint a replacement to serve for the remainder of the term. In the event the Chair is unable to complete his or her term, the Vice-Chair shall succeed to the office of Chair.

Section 4. Officers elected in the fall will work as apprentices to the current officers until the newly elected officers take over during the first meeting of the calendar year.

Article 8: Amendments

Section 1. These bylaws may be amended by a two-thirds vote of a membership Quorum (majority).

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. Amendments will be voted on in a timely manner.

Article 9: Committees

Section 1. Committees of Sustainable Stillwater shall be created as needed and receive such status as deemed appropriate by the Executive Committee (i.e. Standing Committee, Ad Hoc Committee, or Task Force).

Section 2. There shall be a permanent standing committee addressing the issue of community recycling. This committee will pursue the continuing mission and objectives set forth by the Stillwater Recycling Coalition, which include: promotion of community sustainability, creation and implementation of environmental education and outreach programs for Stillwater and its school system, and supporting efforts to expand the city and university's recycling programs.

Section 3. Each committee or task force shall consist of a Chairperson and one or more members. Each committee shall elect or appoint its own chairperson.

Article 10: Chapter Requirements

As a local chapter of the Oklahoma Sustainability Network, Sustainable Stillwater is expected to: invite a wide-range of local/regional citizens to the table for promotion of a common purpose, select a chapter chair who will be a member of the OSN Board, hold regular discussion forums/committee meetings in our region, plan annual conference on rotating basis (optional), maintain own website with link to OSN's website (www.oksustainability.org), send 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 Sustainable Stillwater shall begin on the first day of January and end on the last day of December.

Section 2. In the event that SSTW dissolves, the residual assets shall be distributed to OSN or one or more private or public non-profit organizations whose purposes are compatible with that of SSTW. Such organization(s) shall be suggested by the chapter board and approved jointly by SSTW voting members and OSN board of directors.

Section 3. Not later than three (3) months after the close of each fiscal year, there shall be a review of the organization's financial records. This review shall be conducted by a qualified firm, individual, or committee as selected by the Board.

Article 12: Removal from Chapter Board or Membership

An OSN Chapter board member may be removed for cause, including dereliction of duty, discrimination, maltreatment of members of the OSN Board or OSN Chapters, inappropriate behavior while publicly representing the OSN Board or OSN Chapter, or unethical or felonious actions.

Section 1. Removal from Board:

- A. A motion for removal for any reason other than a felonious act shall be made in writing by no fewer than three chapter or OSN Board members.
- B. The presiding chapter board member shall receive that motion and proceed in accordance with the policies and procedures for removal, as adopted by the OSN board.
- C. In those cases where the presiding chapter board member is subject to the motion for removal, said board member will declare a conflict of interest and relinquish control of the issue to the next board member in seniority, as defined by length of service on the chapter board. Said senior board member shall then proceed in accordance with the policies and procedures for removal from office, as adopted by the OSN board.
- D. A chapter board member shall be removed only by vote of the OSN Chapter in special session having no less than three-fourths of the OSN Chapter Board present and by the affirmative vote of not less than two-thirds of those present and voting
- E. Special rule for removal of a board member charged with felonious or other action, related to OSN Board or an OSN Chapter, and subject to litigation in civil or criminal court. In such cases said board member shall be placed on temporary leave from the board and shall remain so until the verdict of the court has been issued. The OSN Chapter and OSN Board shall make no attempts at mediation or removal without the participation of counsel for both parties. In such cases as the board member subject to removal is found guilty of criminal actions, felony or misdemeanor, they shall be removed from the board upon issue of the verdict by the court.

Section 2. Removal or suspension from OSN Chapter membership (those members with voting privileges).

- A. Any member can be removed or suspended from OSN Chapter membership for dereliction of duty, discrimination, maltreatment of members of the OSN Board or OSN Chapters, inappropriate behavior while publicly representing the OSN Chapter, or unethical or felonious actions. While the OSN Chapter may remove a member based on disruptive behavior or impediment to OSN Chapter action, no member shall be removed for stating opinions (philosophical, ideological, theological, scientific or political) differing from those of the majority of the OSN Chapter or OSN Board. Persons not members of the OSN Chapter, OSN Board and/or organizations outside the OSN and its affiliates shall have no voice in the deliberations related to removal.
- B. A motion for removal for any reason other than a felonious act shall be made by a written petition of the lesser of five members or 10% of the OSN Chapter's membership, but not fewer than three members.
- C. The presiding board member shall receive that motion and proceed in accordance with the policies and procedures for removal or suspension from membership, as adopted by the OSN Board.

- D. In those cases where the presiding board member is subject to the motion for removal, said board member will declare a conflict of interest and relinquish control of the issue to the next board member in seniority. Said senior board member shall then proceed in accordance with the policies and procedures for removal and suspension from membership, as adopted by the OSN Board.
- E. A member shall be removed only by the vote of the OSN Chapter with no less than 75% of the Chapter Board present and by the affirmative vote of not less than two-thirds of those present and voting
- F. Special rule for removal or suspension of a member charged with felonious or other action, related to OSN Board or an OSN Chapter, subject to litigation in civil or criminal court. In such cases said member shall be placed on temporary suspension and shall remain so until the verdict of the court has been issued. The OSN Chapter and the OSN Board shall hold all further action in abeyance pending the verdict of the court. The presiding board member or petitioners may move to remove the member following the action of the court.

APPROVED AND RATIFIED by two-thirds vote of dues paying members as of this _____ day of _____, 2007, by the undersigned board members of the organization.

Chair

Vice-Chair or Treasurer

Secretary