

Oklahoma Sustainability Network Bylaws

ARTICLE ONE – NAME

1.1 The name of the organization, as incorporated under the laws of Oklahoma as 501(c) (3) not-for-profit association, shall be the Oklahoma Sustainability Network; also referred to in this document as OSN.

ARTICLE TWO – MISSION

2.1 The Oklahoma Sustainability Network serves to connect and educate the people of Oklahoma concerning the many aspects of sustainability. OSN is a resource and a catalyst for lasting improvements to Oklahoma 's economy, ecology, and equity.

ARTICLE THREE – MEMBERSHIP

3.1 Membership Criteria: OSN is an association of diverse individuals working to promote sustainability in Oklahoma and to network with those in the state who are implementing sustainable practices. OSN membership is open to all individuals interested on any level and in any area of sustainability, and there is no membership fee.

ARTICLE FOUR – CHAPTERS

4.1 OSN encourages the development of local and regional chapters. Chapters must maintain their own OSN approved bylaws.

4.2 OSN chapters must maintain their own accounts and provide OSN with annual financial reports. All tax-deductible gifts to a chapter must be accepted by OSN on behalf of the chapter.

4.3 OSN chapters must hold a minimum of four meetings or discussion forums in their region per year.

4.4 OSN chapters may maintain their own websites. OSN and OSN chapters will maintain reciprocal links on their websites.

4.5 Chapters must report their activities to the Vice President at least on a quarterly basis and provide a written report on a yearly basis.

ARTICLE FIVE – ORGANIZATIONAL STRUCTURE

5.1 The Oklahoma Sustainability Network is a membership organization. OSN's organizational structure includes the following components:

A. Leadership:

A Board of Directors, including an Executive Committee, provides general governance and operations.

A Chapters Committee acts as an advisory group to the Board of Directors to promote dialogue among chapters and provide feedback to the Board of Directors. One representative from each chapter shall serve on the Chapters Committee, and the Vice President of the Board of Directors shall serve as Chair. The Chapters Committee shall meet at least once every year.

An Advisory Committee shall act as an advisory group to the Board of Directors, and as a resource of institutional knowledge for the Board of Directors. The OSN Board shall appoint Advisory Committee members, and the President of the Board of Directors shall serve as Chair. The Advisory Committee shall meet at least once every year.

B. Implementation

Issue Sections create and implement action plans on specific topics.
Committees serve specific functions as needed.
Chapters pursue the sustainability agenda in a local/regional context.

ARTICLE SIX – BOARD OF DIRECTORS

6.1 General Powers: A Board of Directors will be responsible for the overall policy and direction of OSN. The affairs, organizational policies, and funds of OSN shall be under the general supervision of the Board.

6.2 Director Responsibilities: Directors have a duty to act in the best interests of the organization and exercise a degree of diligence that an ordinarily prudent person would apply in a similar situation.

6.3 Composition and Compensation: The Board of Directors shall consist of elected Directors numbering no more than 15 persons in total. An Executive Committee consisting of a President, Vice-President, Secretary, and Treasurer will be elected from among the Board of Directors. The Board members receive no compensation for service on the Board other than the reimbursement of pre-approved expenses.

6.4 Meetings: The Board shall meet at least 2 times every year at an agreed upon time and location. One meeting may be conducted through electronic means (i.e. teleconference, video call, etc). An official Board meeting requires that each Board member have notice at least ten days in advance.

6.5 Election of Board: An elected board development committee will identify prospective Directors and make recommendations for their election to the Board. The Board of Directors will approve the nomination of new members with a two-thirds majority vote.

6.6 Term: A full term for a Board member shall be three years, and Board Members are eligible for re-election. Each board member shall serve in one of three classes: Class A, Class B, and Class C. Elections shall be staggered, such that each year one of the three classes is subject to reelection. OSN will maintain a Board member roster that indicates terms of service.

6.7 Quorum: A simple majority of voting Board members shall constitute a quorum.

6.8 Resignation, Termination, and Replacement: Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed from office by the Executive Committee if absent from more than two OSN Board meetings in a twelve month period. A Board member may be removed for other reasons by a three-fourths vote of the Board of Directors. Replacement Board members shall be appointed by the President with simple majority approval of the Board.

ARTICLE SEVEN – OFFICERS

7.1. OSN Officers are the President, Vice President, Secretary, and Treasurer. These four positions constitute the Executive Committee.

7.2. Duties of Officers: The duties of the OSN officers shall include, but not be limited to, the following:

A. President: The President will serve as Chair of the Board and will be the principle officer of OSN. The President will exercise general supervision of the business and affairs of OSN.

B. Vice President: The Vice President shall serve as assistant to the President and will be the principal officer of OSN in the President's absence. The Vice President shall serve as the Chair of the Chapter Committee and board liaison to OSN Chapters.

C. Secretary: The Secretary will be responsible for keeping records of Board actions and disseminating Board communications.

D. Treasurer: The Treasurer will be responsible for maintaining monthly financial records, writing quarterly financial reports, and executing an annual review of the financial records of the association.

7.3. Elections: All officers shall be elected by the Board of Directors at the first regular meeting of the calendar year.

7.4. Term: Officers will be elected in one-year terms, with a maximum of five consecutive years of service in one office.

7.5. Resignation, Termination, and Replacement: An Officer may be removed for failure to perform assigned duties by a two-thirds majority vote of the Board of Directors. In the event of the resignation or removal of an Officer, the Board shall elect a replacement for the remainder of the term by a simple majority vote.

ARTICLE EIGHT – COMMITTEES AND ISSUE SECTIONS

8.1. Need: The Board may create Committees and Issue Sections as needed.

8.2. Committee Chairs: Committee Chairs and Issue Section Chairs shall be elected by the committee members and approved by the President. Committees created to assist an Officer with her or his duties will be chaired by the Officer.

8.3. Reporting: Committee Chairs and Issue Section Chairs must report their activities to the President on a quarterly basis and provide a written report on an annual basis.

ARTICLE NINE – FISCAL POWERS

9.1. Debts: No one shall contract or incur debt on behalf of OSN, or in any way render it liable, unless authorized by the Board. No member of OSN shall be individually liable for any of the obligations, debts, or liabilities of OSN unless demonstrated to be negligent in their responsibilities as a Board member.

9.2. Contracts and Expenses: The Board may authorize any Officer of OSN to enter into any contract or execute and deliver any instrument on behalf of and in the name of OSN, and such authorization may be general or confined to specific instances. The Executive Committee can approve expenses under \$500.00.

9.3. Checks and Drafts: All checks, drafts, or other orders for the payment of money, notes, or other evidence of expenditure or indebtedness issued in the

name of OSN shall be signed by either the President or the Treasurer, or by another designated Board member with prior Board approval.

9.4. Sponsorships: The Board may accept on behalf of OSN any gift, contribution, sponsorship, or device for any purpose.

9.5. Dissolution: In the event that OSN dissolves, all monies, materials, and supplies owned by OSN shall be donated to not-for-profit organizations as determined by the Board.

ARTICLE TEN – AMENDMENTS

10. 1. These bylaws may be amended when necessary by a two-thirds majority of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These bylaws are hereby adopted in the manner provided for and described herein on this 4th day of December, 2005. All previously adopted bylaws are hereby superseded.

AMENDED: November 9, 2013.