

# **CORVALLIS SUSTAINABILITY COALITION BYLAWS**

## **ARTICLE I – PURPOSE**

The Corvallis Sustainability Coalition is a network of organizations and individuals in Corvallis and Benton County who are working together to accelerate the creation of a sustainable community.

### *Section 1. Purpose*

The purpose of the Corvallis Sustainability Coalition is to promote an ecologically, socially, and economically healthy city and county.

## **ARTICLE II - SUSTAINABILITY GUIDING OBJECTIVES**

### *Section 1. Description*

The Sustainability Guiding Objectives will be used as a framework for decision-making by the Coalition and its committees and action teams, along with a democratic, highly participative decision-making process. The Sustainability Guiding Objectives, based on the Natural Step “system conditions” for a sustainable society ([www.naturalstepusa.org/principles-of-sustainability](http://www.naturalstepusa.org/principles-of-sustainability)), state that our community will:

1. Reduce and ultimately eliminate our community’s contribution to fossil fuel dependence and to wasteful use of scarce metals and minerals. Use renewable resources whenever possible.
2. Reduce and ultimately eliminate our community’s contribution to dependence upon persistent chemicals and wasteful use of synthetic substances. Use biologically safe products whenever possible.
3. Reduce and ultimately eliminate our community’s contribution to encroachment upon nature (e.g., land, water, wildlife, forests, soil, ecosystems). Protect natural ecosystems.
4. Support people’s capacity to meet their basic needs fairly and efficiently.

## **ARTICLE III - PARTNERSHIP**

### *Section 1. Eligibility for partnership*

Participation in the Coalition is open to local organizations and individuals who support its vision, mission, and goals. Those who elect to become official partners of the Coalition must fill out and submit a Participation Form. Participation forms are filled out once and remain in effect until an organization or individual no longer wishes to be a partner of the organization.

### *Section 2. Dues*

There is no fee required to become a Coalition partner.

### *Section 3. Rights of partners*

Each organizational partner shall designate a representative to the Coalition and shall be eligible to vote. All organizational representatives and individual partners may receive communications, attend quarterly Coalition gatherings, and provide input to the Coalition. Members of partner organizations and individual partners may serve on one or more of the Coalition action teams or committees. Action team and committee members are not required to be organizational partners.

*Section 4. Responsibilities of partners*

It is the responsibility of partner organizations to disseminate communications from the Sustainability Coalition to their members. Partner organizations shall notify the Sustainability Coalition if their representatives change.

*Section 5. Resignation*

Any organizational or individual partner may resign by filing a written resignation addressed to the Facilitator and/or Steering Committee.

**ARTICLE IV – PARTNERS**

*Section 1. Membership*

There shall be two types of members of this organization: organizational partners and individual partners. Each organizational partner shall be entitled to one vote on all matters for which a membership vote is permitted by the bylaws. To be eligible to vote, an individual partner must be an active member of an action team or committee.

*Section 2. Meetings*

*Regular meetings:* Regular meetings of the partners shall be held three to four times per year at a time and place designated by the Steering Committee.

*Annual meetings:* An annual meeting of the partners and action teams shall take place in January. The specific date, time and location will be designated by the Steering Committee. At the annual meeting, the partners shall receive reports on the activities of the Coalition and advise the Steering Committee on the direction of the Coalition for the coming year. The annual meeting may be held in conjunction with a regular meeting.

*Special meetings:* Special meetings may be called by a simple majority of the Steering Committee. A petition signed by five percent of organizational partners may also call a special meeting. Requests for special meetings shall describe the purpose for the meeting. The agenda, place, and time of the meeting shall be sent to partner organizations and individual partners no less than seven days before the scheduled meeting.

*Section 3. Notice of meetings*

Notice of partnership meetings shall be given to each organizational partner representative and individual partners by e-mail, at least 14 days before the meeting.

*Section 4. Quorum and voting*

The partners present at any properly announced partnership meeting shall constitute a quorum. A majority vote of the organizational partners represented and voting is the act of the members, unless these Bylaws provide differently.

*Section 5. Proxy voting*

There shall be no proxy voting.

*Section 6. Action by consent*

Any action which may be taken at a special or members' meeting may be taken without a meeting via an electronic vote or a scheduled conference call that meets the criteria for meetings or special meetings.

*Section 7. Public positions*

For significant public positions and significant actions taken on behalf of the Coalition, only organizational partner representatives and individual partners who are active members of action teams or committees are eligible to vote on the proposed position or action. Adoption of a proposed position or action shall require approval by at least two-thirds of partner organization representatives and individual partners that vote. This vote may be taken at a meeting or via an electronic vote.

**ARTICLE V - STEERING COMMITTEE**

*Section 1. Duties*

The Steering Committee is responsible for overall policy, strategy development, and finances of the Coalition. The Steering Committee delegates responsibility of the day-to-day operations to the Executive Committee. The Steering Committee shall create and designate such special committees as it may deem necessary to carry out the work of the Coalition.

The Steering Committee must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Steering Committee. Steering Committee members shall receive no compensation other than reasonable expenses for Coalition related business.

The Steering Committee shall also provide support to the Coalition's action teams and committees. Each Action Team shall have a Steering Committee liaison.

*Section 2. Number and qualification*

The number of Steering Committee members may vary between a minimum of 12 and a maximum of 15. The majority of Steering Committee members shall be selected from partner organizations. However, some may be individual partners.

*Section 3. Term and election*

The term of office shall be two years. New and current Steering Committee members shall be elected or re-elected by the voting representatives of partner organizations each December and shall be seated in January. Steering Committee members will be elected by a simple majority of partner organizations and active action team members that vote. Terms of office shall be staggered, such that half of the members are elected during odd-numbered years and half are elected during even-numbered years.

*Section 4. Nomination*

A nominating committee shall be responsible for nominating prospective Steering Committee members representing the Coalition's diverse constituency. Any organizational or individual partner may suggest a candidate to the Nominating Committee. The consent of any potential nominee must be obtained before his or her name is put forth for election.

*Section 5. Quorum and action*

A quorum at a Steering Committee meeting shall be a majority of the number of Steering Committee members currently serving. If a quorum is present, action is taken by a majority vote of members present. The Steering Committee shall use the Sustainability Guiding Objectives as a framework for decision-making and shall make decisions using a modified consensus-based model. Consensus is not a simple majority, nor is it unanimity; rather, it is the overall sense of the group, as expressed through the exchange of ideas and opinions. In the event consensus cannot be reached within a reasonable period, a vote shall be taken.

Decisions may also be made by the Steering Committee by electronic means, such as telephone conference call, video conferencing, or e-mail. The use of electronic means for decision-making shall be reserved for those issues needing a decision before an in-person meeting is scheduled. Decision-making by electronic means shall be conducted in a timely manner, with a beginning and ending time, so that all members will have an adequate opportunity to participate. A quorum is required. The Facilitator shall notify the Steering Committee of the outcome, and a copy of the requested action and responses shall be submitted as minutes to the Steering Committee at its next scheduled meeting.

#### *Section 6. Vacancy*

When a vacancy on the Steering Committee exists mid-term, a nominating committee will convene. The Nominating Committee will solicit nominations from organizational partners and action team leaders. Nominations shall be sent to Steering Committee members with the regular Steering Committee meeting agenda, to be voted upon at the next Steering Committee meeting. The term of office shall be the remaining balance of the Steering Committee member's term.

#### *Section 7. Resignation and removal*

Resignation from the Steering Committee must be submitted in writing to the Steering Committee. A Steering Committee member may be removed from the Steering Committee due to excessive absences (more than three unexcused absences from Steering Committee meetings in a year). A Steering Committee member may be removed for other reasons by a three-fourths vote of the remaining Steering Committee members.

#### *Section 8. Meetings*

*Regular meetings:* Regular meetings of the Steering Committee shall be held at the time and place to be determined by the Steering Committee. No other notice of the date, time, place, or purpose of these meetings is required. Regular meetings of the Steering Committee shall be open to the public.

*Special meetings:* Special meetings of the Steering Committee may be called by a simple majority of the Steering Committee. Requests for special meetings shall describe the purpose of the meeting. The agenda, place, and time of the meeting shall be sent to Steering Committee members no less than 48 hours before the scheduled meeting.

## **ARTICLE VI - OFFICERS**

#### *Section 1. Titles*

There shall be a Facilitator, a Secretary, and a Treasurer elected by Steering Committee members for a term of one year. The Facilitator is authorized to use the title "Director" on legal documents.

*Section 2. Duties*

Duties of the Facilitator shall be:

- Convene regularly scheduled Steering Committee meetings, and preside or arrange for other members of the Executive Committee to preside at each meeting.
- Chair the Executive Committee.
- Keep, or cause to be kept, records of all board actions, including sending out meeting announcements, distributing copies of minutes and the agenda to each Steering Committee member, and assuring that Coalition records are maintained.
- Sign legal documents on behalf of the organization.

The Secretary shall keep, or cause to be kept, the minutes at all Steering Committee meetings and shall transmit them to the Facilitator at least one week prior to the next Steering Committee meeting.

The Treasurer shall oversee the preparation of the budget, help develop fundraising plans, and make financial information available to Steering Committee members and the public. The Treasurer shall submit a monthly financial report to the Steering Committee showing income, expenditures, and pending income. The Treasurer shall serve on the Finance Committee.

## **ARTICLE VII - COMMITTEES AND ACTION TEAMS**

*Section 1. Committees and action teams*

The Steering Committee may create committees (e.g., finance, communications, membership, etc.) and action teams (e.g., Energy, Food, Housing, Land Use, etc.), as needed. Committees shall assist with the functioning of the Coalition, and action teams shall implement the Community Sustainability Action Plan.

Committees and action teams shall operate using a consensus-based process. Committee and action team projects shall be selected and implemented using the Coalition's Sustainability Guiding Objectives as an evaluation tool.

Committees and action teams shall report on their activities to Coalition partners at quarterly meetings.

*Section 2. Executive Committee*

A minimum of four and a maximum of six members of the Steering Committee shall serve as the Executive Committee. The Facilitator and Spokesperson shall be members of the Executive Committee. The Executive Committee is responsible for the day-to-day operations of the Coalition, including carrying out the goals and policies of the Coalition. The Executive Committee has the authority to make operational decisions on behalf of the organization between Steering Committee meetings. The Steering Committee may designate other duties as necessary. All significant Executive Committee decisions must be ratified by the Steering Committee. The Executive Committee is subject to the direction and control of the full Steering Committee.

*Section 3. Other committees*

*Finance Committee:* The Finance Committee is responsible for developing and reviewing fiscal procedures, and preparing the annual budget.

*Fundraising Committee:* The Fundraising Committee is responsible for developing fundraising plans.

*Communications Committee:* The Communications Committee is responsible for communications and marketing. The Communications Committee develops tools to communicate the activities and accomplishments of the organization and its action teams. The Communications Committee develops strategy for working with key stakeholders, including, but not limited to the following: local elected officials, municipal leaders, and funding organizations. The Chair of the Communications Committee acts as the Spokesperson for the organization.

*Membership Committee:* The Membership Committee is responsible for membership recruitment and development, as well as volunteer recognition and appreciation. The Membership Committee will also serve as the nominating committee for the organization. In that capacity, they will develop a slate of nominees to be presented to the Steering Committee in November and voted upon by the organizational partners and action teams in December. The Membership Committee will organize the election of Steering Committee members.

## **ARTICLE VIII – FINANCIAL ADMINISTRATION**

### *Section 1. Fiscal year*

The fiscal year shall be the calendar year.

### *Section 2. Budget*

A budget for the ensuing year shall be submitted by the Finance Committee to the Steering Committee at least two months prior to the annual meeting. The Steering Committee must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Steering Committee. Monthly reports will be submitted by the Treasurer to the Steering Committee showing income, expenditures, and pending income. The financial records of the Coalition are public information and shall be made available to the partners, Steering Committee, and the public.

## **ARTICLE IX- REVIEW AND AMENDMENTS**

These bylaws shall be reviewed annually and may be amended when necessary by two-thirds majority of the Steering Committee. Proposed amendments must be submitted to the Facilitator to be sent out with regular Steering Committee announcements. Each Steering Committee member shall be given at least seven days' notice of the date, time, and place of the meeting where the proposed amendment is to be considered, and notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws. The notice shall contain a copy of the proposed amendments.

## **ARTICLE X – DISTRIBUTION OF ASSETS UPON DISSOLUTION**

This organization shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of the net earnings of the organization shall inure to the benefit of, or

be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of Benton County, exclusively for the purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XI – INDEMNIFICATION**

This organization will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a part to an action, suit, or other proceeding by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The organization shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification substantively, procedurally, and otherwise.

#### **ARTICLE XII – CONFLICT OF INTEREST**

The organization has adopted a Conflict of Interest Policy to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation. This policy is intended to supplement but not replace ORS 65.361 governing conflicts of interest applicable to nonprofit corporations.

#### **ARTICLE XIII – NON-DISCRIMINATION**

The Corvallis Sustainability Coalition is committed to operating in an open and transparent environment with equal treatment of all individuals. The Coalition will ensure that all actions including any personnel actions regarding paid staff or volunteers will be carried out without regard to color, race, national origin, citizenship status, sex, sexual orientation, gender identity or expression, age, mental or physical disability, religion, religious observance, marital status, familial status, veteran status, or source and level of income.

Any report of discrimination or harassment of paid staff or volunteers will be investigated promptly and fairly. Appropriate action will be taken if discrimination or harassment is found to have occurred.

#### **CERTIFICATION**

These bylaws were originally approved at a meeting of the Steering Committee on December 4, 2007. They were amended on September 22, 2009; October 13, 2009; September 14, 2010; October 11, 2011; February 12, 2013; and December 9, 2014.