

# GreenLane Sustainable Business Network Bylaws

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**Article 1:** The name of this corporation is GreenLane Sustainable Business Network, a 501©6 non-profit Oregon corporation (GLSBN).

**Article 2:** GLSBN is a membership organization providing education, resources, networking, and marketing for sustainability. Our mission is to help organizations be more sustainable.  
**Purpose**

**Article 3:**  
**Membership**

**3.1 Membership Criteria:** GLSBN shall be open and available to any individual, business, or corporation who pays the membership dues as may be established yearly by the Board of Directors and is actively engaged in sustainability within Lane County.

**3.2 Definition of an Active Member:** **Definition of an Active Member:** An individual, business or corporation who has paid all fees, as established by the Board of Directors, in full and is registered as a member in GLSBN. "**Actively Participating Member**" shall be a regular member who, as of the date of the annual meeting, has been a member in good standing for one year, whose membership dues are current and has been in attendance at a minimum of 8 of the previous 12 regular lunch meetings.

**3.3 Resignation:** Any Member in good standing may resign from GLSBN upon delivery of written notice to the Chair or the Co-Chairs before the effective date of the resignation. The resigning Member is responsible for fees assessed up to the effective date of the resignation.

**3.4 Expulsion:** A Member may be suspended or expelled from membership by action of the Board of Directors for non-payment of fees or for the violation of any provision of these Bylaws.

**Article 4:**  
**Representation**

**4.1 Voting Rights:** For the purposes of voting for the Board of Directors and any other official GLSBN business each member organization shall have one vote. Voting by proxy shall not be allowed. Only active members in good standing are entitled to cast votes at annual or other membership meetings as called by the Board of Directors in matters of GLSBN. All member organizations are eligible to submit names for service

on committees.

**Article 5:  
Organizational  
Structure**

- 5.1 Board:** A Board of Directors provides general governance and operations.
- 5.2 Committees:** The Board may create Standing or Ad hoc committees as needed, such as policy, fundraising, education, elections, budget, program, etc. The size, purpose and scope of authority of committees are determined by the Board. Committees will propose their own Chairs. The Board appoints individual committee members, and any member organization in good standing may submit a name and letter of interest to the Board of Directors for appointment to said committee.
- 5.3 Reporting:** Committee Chairs must report their activities to the Board on at least a quarterly basis and provide a written report on an annual basis.

**Article 6:  
Board of  
Directors**

- 6.1 6.1 General Powers:** The Board is the executive body of GLSBN and is responsible for the overall policy and direction of the organization. The business and affairs of GLSBN shall be managed by the Board of Directors, which may exercise all such powers of GLSBN as are permitted by law, the Articles of Incorporation, or these Bylaws.
- 6.2 Initial Board:** The GLSBN will form an initial Board consisting of all 13 current members beginning June 2009.
- 6.2.1 Initial Board Term of Office:** The Initial Board will serve from June 2009 to the Annual Membership meeting in January 2011, at which time 5 members and 1 alternate from the current Board will be chosen to serve 1 year terms. Their time on this Initial Board will count as their first term in office, making them eligible to serve 2 more consecutive two year terms before being required to leave the Board as described in 6.4 below.
- 6.3 Numbers of Directors:** The number of directors of GLSBN shall be no less than seven and no more than nine Board members. The Board may appoint non-voting members

and alternates as needed. Alternate Board members shall vote only when needed for a quorum.

**6.4 Term of Office:** Each director shall serve a term of two years, and all Board Members are eligible for re-election. Terms will be staggered. Board members may serve up to three consecutive two-year terms, after which they are required to leave the Board for a minimum of one year. GLSBN will maintain a Board member roster that indicates terms of service.

**6.5 Meetings:** There shall be one Annual Membership meeting yearly, held during the last quarter of each year at a time and place set by the Board of Directors.

**6.5.1 Notice of Board Meetings:** The time and place of each meeting of the Board of Directors shall be fixed by the Chair of the Board of Directors, and notice of the time and place of such meeting shall be delivered personally, mailed or emailed to each member of the Board of Directors at least one week prior to the date of each meeting.

**Quorum:** A quorum shall be a majority of the Directors. A majority of the quorum shall be required to pass a motion. In the event of a tie, the motion shall fail.

**6.5.2 Action Without a Meeting:** Any action required or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent shall have the same effect as a majority consent.

**6.6 Compensation of Board of Directors:** The Board of Directors of the Association shall serve without compensation.

**6.7 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.

**6.8 Nominations for Board of Directors Positions:** Any Active member shall have the right to submit the name of one actively participating individual to the Board **at least** 30 days before the Annual Membership Meeting.

**6.9 Elections and Appointments to the Board of Directors:** Board members are elected by the GLSBN membership by written ballot or paperless, whatever is best at the Annual Membership Meeting. Each Active member organization may submit the name of the individual authorized to vote for the member organization to the Board at any time before the nominations are closed.

Should the number of eligible Director nominees be less than the number of available Director positions, the current acting Board may appoint actively participating individuals to fill vacant Director positions.

- 6.10 Resignation, Termination and Replacement:** Resignation from the Board must be in writing and received by the Chair or Co-Chairs. A Board member may be removed from office if absent from more than three GLSBN meetings in a 12- month period. A Board member may be removed for other reasons by a three-fourths vote of the Board.
- 6.11 Vacancies:** If a vacancy occurs in the office of the Chair or Co-Chair of the Board of Directors, the Vice Chair or remaining Co-Chair shall serve as Chair for the remainder of the term. Vacancy in the office of Vice Chair, Treasurer, or Secretary shall be filled for the unexpired term by nominee(s) submitted by the Chair and approved by the Board of Directors.
- 6.12 Conflict of Interest:** Any Board member who has a conflict of interest on any matter brought before the Board (i.e. the matter under consideration will have a direct or indirect financial effect on the Board member, a relative of the Board member, or a member of their household) must, before discussion or vote on the issue, fully disclose the conflict. The Board member shall not be counted for purposes of a quorum.

## **Article 7: Officers**

- 7.1 Chair/Co-Chairs of the Board of Directors:** The principal officer or officers of GLSBN shall be the Chair /Co-Chairs of the Board of Directors, who shall be elected annually by the Board of Directors from among the Board of Directors and shall serve without compensation. The Chair/Co-Chairs of the Board of Directors shall preside at all meetings of the Board of Directors, and perform all duties incident to the office. The Chair /Co-Chairs shall see that all orders and resolutions of the Board of Directors are carried out. S/he shall at all times represent and act for GLSBN in its relationships with other organizations or groups, and shall, with the advice and consent of the Board of Directors, pass upon and determine all questions of policy and public relations which may arise between meetings of the Board of Directors. The Chair/Co-Chairs shall have authority to delegate to other officers such of his/her powers as s/he may deem necessary and expedient.
- 7.2 Vice Chair of the Board of Directors:** A Vice Chair of the Board of Directors may be appointed to perform such duties as may be assigned by the Chair or Board of

Directors and shall preside at all meetings of GLSBN in the absence or disability of the Chair. The Vice Chair may be elected annually by the Board of Directors from among the Board of Directors and shall serve without compensation.

- 7.3 Treasurer of the Board of Directors:** The Treasurer shall track all expenditures made on the behalf of GLSBN and render a statement of condition of finances of the organization at each Board of Directors meeting and at the Annual Membership meeting. The Treasurer shall be elected annually by the Board of Directors from among the Board of Directors, Associate Members or such individuals deemed qualified and shall serve without compensation. The Treasurer works with the Board to develop and oversee an annual budget for the organization. If the Board chooses to establish a budget committee, the Treasurer will sit on that committee.
- 7.4 Ex-Officio Past Board Co-Chair or Chair:** If a past Chair or Co-Chair has completed three elected terms of office on the Board and wishes to remain active with the Board, the Past Board Co-Chair or Chair may serve as a non-voting ex-officio member of the Board for up to one year. At the end of the year as an ex officio Board member, the past Chair or Co-Chair is eligible to run for the Board.
- 7.5** A designated Board member organizes the Annual Membership meeting, including verifying eligibility of Board candidates and preparing the ballot.

**Article 8:  
Administrative  
Assistant**

- 8.1 Duties.** The Board of Directors may select and employ an Administrative Assistant who shall be responsible for the general administration of GLSBN activities.
- 8.2 Immediate Supervision:** The Administrative Assistant shall work under the direction of the Board of Directors. The Administrative Assistant shall attend meetings of the Board of Directors and Committee meetings as appropriate, but shall not be a member of any of these bodies.
- 8.3** The Administrative Assistant shall perform such duties as may be assigned to him or her by the Chair, co-Chairs, or the Board of Directors and shall be compensated for services. Duties will include being responsible for the recording and maintaining the minutes of the Board of Directors meetings and other meetings as requested. The Administrative Assistant will also maintain a current policy manual of all motions passed by the Board of Directors. In conjunction with the Membership Committee, the Administrative Assistant will be responsible for keeping membership records current

and other related Membership duties as determined necessary. The Administrative Assistant's contract will be reviewed at least annually.

**Article 9:  
Amendments  
to the  
Bylaws**

- 9.1 Amendments to the bylaws must be submitted to a Director, in writing at least 45 days prior to a general membership meeting. The Administrative Assistant or Board shall then see that the proposal is forwarded to the membership at least 30 days prior to a general membership meeting for a vote. Any changes or amendments to the bylaws shall require a 2/3rds vote of members present at a general membership meeting.
- 9.2 Amendments may be proposed by the Board of Directors of its own initiative, or upon petition to the Board of Directors by three Regular members in good standing. All amendments shall be sent out by the Recording Secretary, as directed by the Board, to Regular members stating the reasons why they are proposed, with or without recommendation.

**Article 10:  
Financial  
Records**

- 10.1 The financial records of the organization are public information and shall be made available to the membership and Board members upon request.
- 10.2 The fiscal year of GLSBN shall be the calendar year, unless otherwise determined by the Board of Directors.

**Article 11:  
Membership  
Fees**

- 11.1 Membership fees of members of GLSBN shall be paid annually in such amounts and on such terms as determined from time to time by the Board of Directors.
- 11.2 **Arrears:** Members who fail to pay their fees within 30 days of the initial billing shall be notified in writing. If payment is not received within 30 days of renewal date, that member will be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

- 11.3 Appropriation of Funds:** Checks may be signed by the Chair, co-Chairs, Vice Chair (if approved), and the Treasurer. Checks over \$500 need prior Board approval or a second signature.
- 11.4 General Sources of Funds:** All the income from dues, assessments, gifts, or gain from the operation of GLSBN shall be for the sole use of the organization, and no division thereof shall, at any time, be made to any member, except in reasonable payment of services rendered by any member to GLSBN, at the request of the Board of Directors.
- 11.5 Dissolution:** If GLSBN should be dissolved, no member will receive any portion of its remaining assets or property. Upon dissolution, the balance of any assets or property of the organization that remains after all debits or obligations are paid will be distributed to any other non-profit corporation that has been selected by the GLSBN's Board of Directors and has been determined by the Internal Revenue Service to be exempt from federal taxes.

**Article 12:**  
**Indemnification**

Every Director, Officer or Employee of the Association shall be indemnified by GLSBN against all expenses and liabilities, including counsel fees reasonably incurred or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director, Officer or Employee at the time such expenses are incurred except in cases wherein the Director, Officer or Employee is adjudged guilty or willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or Employee may be entitled.

**Article 13:**  
**Transactions**  
**with**  
**Directors or**  
**Officers**

- 13.1** No director or officer of GLSBN shall be interested, directly or indirectly, in any contract relating to the operation conducted by it, nor in any matter which may render financial benefit to the director or officer, nor in any contract for furnishing supplies or services to GLSBN unless:
- A) the contract is authorized by two-thirds of the directors present and voting at a meeting at which the presence of such director is not counted for a quorum and at which the vote of such a director is not necessary for authorization, and

B) the material facts of the transaction and the nature of the director's or officer's interest have been fully disclosed to the Board prior to discussion and consideration of the matter.

**13.2** A director or officer of GLSBN has an indirect interest in a transaction if:

A) Another entity in which the director or officer, a relative of the director or officer, or a member of the director's or officer's household has a material interest or in which the director or officer, relative or household is a party to the transaction; or

B) Another entity of which the director or officer, relative or household member is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of GLSBN.

**13.3** For purposes of subsection (1) of this section, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of two-thirds of the directors on the Board of Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this section by a single director. If two-thirds of the directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this with a direct or indirect interest in the transaction does not affect the validity of any action if the transaction does not affect the validity of any action if the transaction is otherwise approved as provided in this section.