

Bylaws of Local 20/20

Approved – January 14, 2016

These Bylaws shall govern the organization and function of Local 20/20. All references herein to the Steering Council can be interpreted as the Board of Directors of Local 20/20.

Article I GENERAL PROVISIONS

1.1 Name – The name of this organization shall be Local 20/20.

1.2 Mission – Working together toward local sustainability and resilience – integrating ecology, economy, and community through education and action

1.3 Location – The principle address of Local 20/20 shall be located within the boundaries stated in Article 1.5.

1.5 Boundaries – The boundaries of Local 20/20 shall include East Jefferson County and its immediate bioregion.

1.6 Fiscal Year – The Fiscal year of Local 20/20 shall be the Calendar year.

1.7 Initial Approval - These Bylaws shall come into effect following their approval and a selection of the initial Officers by the consent of the previously established Local 20/20 Steering Council (a.k.a. Council and/or Steering Committee).

Article II MEMBERSHIP, VOTING & MEETINGS

2.1 Qualifications – Membership shall be available to any real person who shares the aims of Local 20/20 as set forth in Article I and demonstrates a commitment to work together in harmony with the organization.

2.2 Dues – Membership financial contribution levels may be proposed and consented to by the Steering Council.

2.3 Principle of Consent – Decision making shall be in accordance with the principles of the currently adopted modified formal consensus model titled Decision Process for Local 20/20.

2.4 Membership Meetings – The Steering Council shall set a time and place for Local 20/20 membership meetings, which shall be open to the general public. The October meeting shall serve as the annual meeting of the membership, for the purpose of reporting the state of the organization.

Article III

LOCAL 20/20 STEERING COUNCIL

3.1 Membership – The Local 20/20 Steering Council (or “SC”) shall be named by consent of the membership. SC members shall consist of the lead of each active Action Group (as defined below) or their designated representative, the officers, and other committed members that actively help implement the mission and generally participate in council meetings, added by the consent of the council.

3.2 Officers – Local 20/20 Officers shall be chosen by the SC, consisting of First Speaker, Second Speaker, Recorder, and Count. These positions map to the legal officer roles of President, Vice President, Secretary and Treasurer, respectively.

3.3 Duties of the Officers – Subject to the direction and control of the SC, the duties of the Officers are:

a. The First Speaker shall preside at all SC meetings, or appoint a suitable facilitator to conduct them, represent Local 20/20 in transactions with outside agencies, with the authorization to sign deeds, mortgages, bond, contracts or other instruments in transactions that have been approved by the Steering Council or for which the SC has specifically given the First Speaker the authority to finalize. The first speaker shall be] an ex-officio member of all Action Groups. S/he will also

coordinate with the Recorder and The Count to submit an annual report of Local 20/20 activities to the membership and Fiscal Sponsor (if any) and shall perform other duties as coordinated with the SC.

b. The Second Speaker shall perform the duties of the First Speaker except as may be limited by resolution of the SC, with all the powers of and subject to all the restrictions upon the First Speaker, in the event of the death of the First Speaker or his or her inability to act. The Second Speaker shall perform such other duties as from time to time may be assigned to them by the First Speaker or the SC.

c. The Recorder shall serve as the Registered Agent for Local 20/20 with the Washington Secretary of State's office. The recorder is responsible for making sure that notices of meetings are issued, that minutes of all meetings are taken, approved, and maintained, and that important Local 20/20 records are preserved. S/he shall also perform other duties as coordinated with the SC

d. The Count shall manage the financial affairs of Local 20/20 as chief financial and accounting officer. She/he shall perform or oversee the administration of day to day bookkeeping, cash processing and paying of bills financial affairs, funds, valuable papers, and keeping accurate records for Local 20/20.

The SC will review and approve the Local 20/20 financial accounting, record keeping policies & procedures in accordance with generally accepted accounting principles, and approve all bank accounts and check writing controls and procedures. The SC will authorize officers and other individuals to sign on checks at approved banking institutions, and will authorize officers to represent Local 20/20 in financial transactions with outside agencies.

3.4 Action Group – An Action Group is a group of individuals that pursue projects consistent with the mission of Local 20/20. Action group formation and dissolution are approved by the SC.

3.5 SC Meetings – The SC shall set a regular time and place for monthly meetings, which shall be open to all Local 20/20 members, and the general public. Any changes to the monthly SC meeting shall be communicated to the membership with no less than seven days prior notice.

3.6 Special SC Meetings – Special SC meetings may be called by a majority of the SC. The matters to be proposed at a special meeting shall be stated in the meeting notice, which the SC shall transmit to all Local 20/20 members.

3.7 Resignations, Vacancies and Removals

a. Any SC member may resign at any time.

b. The SC may invite people to become SC members.

c. The SC shall have the right to remove, by consent of the remaining SC, any SC member whenever, in its judgment, the best interest of Local 20/20 will be served.

Article IV

INDEMNIFICATION OF COUNCIL MEMBERS, OFFICERS, EMPLOYEES & AGENTS

4.1 Indemnification of SC Members and Officers - To the fullest extent permitted by the laws of State of Washington, including future amendments of those laws, Local 20/20 shall indemnify and hold harmless each SC member and officer against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position.

However, the foregoing shall not apply to:

any breach of such person's duty of loyalty to Local 20/20;

any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or

any transaction from which such person derived any improper personal benefit.

4.2 Determination of Entitlement of SC members and Officers to Indemnification - The decision concerning whether a SC member or officer seeking indemnification has satisfied the provisions of Section 4.1 shall be made by (i) the SC by a majority vote amongst all SC members who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion.

4.3 Indemnification of Employees and Agents - The SC may, in such cases, in its complete discretion, as it deems appropriate, indemnify and hold harmless employees and agents of Local 20/20, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

Article V AMENDMENTS

5.1 These Bylaws may be amended by consent of the Local 20/20 SC at any annual meeting or special meeting called for such purpose and need to be reconfirmed at the next regularly scheduled SC meeting before final adoption.

Article VI DISSOLUTION

6.1 Local 20/20 may be dissolved only with authorization by the SC given at a special meeting called for that purpose and with subsequent consent of those present. Upon dissolution or other termination of Local 20/20, all remaining assets of Local 20/20, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefor, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, by consent of the SC.