

**By-Laws of the Sustainability Institute**

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## ARTICLE I: GENERAL

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### SECTION 1 – NAME/REGISTERED AGENT/OFFICE

This organization is incorporated under the laws of the State of Wisconsin and shall be known as the Sustainability Institute, Inc (“Institute”). The street address of the Institute initial registered agent is 400 7<sup>th</sup> Street North, La Crosse, Wisconsin 54602.

### SECTION 2- PURPOSE

The following purposes of Institute are within the framework and in furtherance of the purpose specified in the Articles of Incorporation:

- A. To further charitable, educational, scientific or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code;
- B. To receive and accept gifts, devises or bequests of money and property of every nature and description, or the income therefrom, upon or in trust for education or charitable purposes under Section 501(c)(3) of the Internal Revenue Code, and to exercise all the powers given or granted by the donor or testator thereof, together with such other express or implied powers as may be vested in it by law.
- C. To administer all property or funds received by the Institute, together with the income therefrom with full power of investment, and control thereof, unless otherwise limited by the terms and conditions applicable to specific gifts, devises or bequests made to and accepted by the Institute.
- D. The disbursement of any principal held by the Institute shall be made only after it has been approved by a two-thirds majority of the Board of Directors at two consecutive duly called meetings by the Board of Directors.

## ARTICLE II: MEETINGS

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### SECTION 1 - ANNUAL MEETINGS

The annual meeting of the Board of Directors (“Executive Board”) shall be held between January 1 and March 31 of each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed/emailed to each board member at least ten (10) days before said meeting. Meetings may be held in person or virtually with a preference of in person.

### SECTION 2 –BOARD OF DIRECTORS MEETINGS

Regular board meetings occur bimonthly. (February/ April/ June/ August/ October/ December). Additional board meetings may be called by either Chair or Vice Chair or by the Board of Directors upon written application of three (3) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least seven (7)

days prior to said meeting. In an emergency, one (1) day is allowable. Committee meetings may be called at any time by the Chair or by the committee's leader provided at least one (1) day notice is given to each committee member. Meetings may be held in person, virtually or hybrid with a preference of in person.

### **SECTION 3 - QUORUMS**

A majority of the Board shall constitute a quorum of the Executive Board. At committee meetings, a majority shall constitute a quorum except when a committee consists of more than nine (9) members, five (5) shall constitute a quorum.

## **ARTICLE III: BOARD OF DIRECTORS**

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### **SECTION 1 - GENERAL POWERS**

The government and policy-making responsibilities of the Institute shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs.

### **SECTION 2 - COMPOSITION OF THE BOARD**

The Executive Board shall be composed of no fewer than eight (8) members no more than eighteen (18) members, each elected to serve three (3) year terms that can be renewed or released as needed and discussed by the Executive Board. The number of board seats to be filled in any given year may vary making sure that no fewer than eight (8) Directors, but not more than eighteen (18) Directors are seated on the Board at any time.

### **SECTION 3 - VOTING**

A A board member may have a representative attend in their place at a board meeting and have full voting right provided the staff or Chair/Vice-Chair has been notified in advance of the designee to allow for proper information dissemination.

B The Board may permit any or all directors to participate in a regular or special meeting by any means of conference telephone or other communications equipment which allows all those participating to hear each other at the same time. A director participating in a meeting by conference telephone or other communications equipment which allows all those participating to hear each other at the same time is considered to be present in person at the meeting, and shall be counted toward the required quorum.

C Conflict of Interest - It is the responsibility of each Director to disclose conflict of interest and to make this a matter of record, either through an annual process or when the interest becomes a matter of Board action. Any Director having a duality of interest or a possible conflict of interest on any matter should not vote or use his personal influence on the matter, and he should not be counted in determining the quorum of the meeting. The minutes of the meeting shall reflect that the disclosure was made and abstention from voting in the quorum situation. This duality of interest should not be

construed as preventing the Director from briefly stating his position in the matter or from answering pertinent questions of other Directors since his knowledge may be of assistance.

D Electronic Vote - electronic votes of the Board may be taken provided they are authorized by two officers of the Institute, and all voting board members are canvassed simultaneously. Such votes shall be conducted under the same requirements as votes at meetings. A time limit must be set and vote count tallied after that time. An affirmative vote of a simple majority of the voting board members shall be required to pass a motion. On each email or electronic vote, each voting member shall have the option of voting for or against the motion, to abstain, or to hold the discussion at the next regularly scheduled meeting. Action shall be confirmed at the next regular meeting of the Board, and actions of the Board shall be reported in the writing in the minutes of the next board meeting.

#### **SECTION 4 - SELECTION AND ELECTION OF DIRECTORS**

Board Positions (Chair, Vice Chair, Secretary and Treasurer) will be renewed each year at the February Executive Board meeting. Currently held positions can continue yearly if agreed upon by the board. If there is a vacancy in board positions, recommendations will be made to the board for a vote.

#### **SECTION 5 - SEATING OF NEW DIRECTORS**

All newly elected Board Members shall be seated at the February Board Meeting and shall be participating board members thereafter. Retiring Board Members shall continue to serve until the end of the Fiscal Year.

#### **SECTION 6 - VACANCIES**

A member of the Board who is absent from three (3) consecutive regular meetings of the Board, shall automatically be removed from the Board, unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof. Vacancies on the Board, or among Officers, shall be filled by the Board by majority vote. The Board may vote to fill any vacancy occurring between elections. Persons so elected will hold office only until the next annual election.

#### **SECTION 7 - POLICY**

The Board is responsible for establishing and formulating policy of the Institute. They are also responsible for approving all policies of the Institute.

#### **SECTION 8 - MANAGEMENT**

When the position of the Executive Director or staff becomes vacant; the current Chair of the Board shall serve as Chair of a Selection Committee, and shall appoint, with the approval of the Board, a committee consisting of three (3) members, including the current Vice Chair.

The current Chair and Vice Chair shall evaluate the performance of the Executive Director or staff on an annual basis (prior to the regular meeting in December) or more

often if requested by the Executive Board and recommend salary and benefit adjustments to the Executive Board at their next regular meeting. (December)

#### SECTION 9 - INDEMNIFICATION

Any former, present or future Director or officer of this Institute or the legal representative of any such Director or officer shall be indemnified by this Institute against reasonable costs, expenses (which shall include amounts paid as fines or penalties or in settlement or in satisfaction of judgments) and counsel fees paid or incurred in connection with any claim or any threatened or actual action, suit or proceeding (civil, criminal, administrative, investigative or other, including appeals, and whether or not relating to a date prior to the adoption of this Bylaw) in which he may be involved as a party or otherwise, by reason of his being or having been a Director or officer, or by reason of any action taken or not taken by him in such capacity; provided, (1) if said action, suit or proceeding shall be prosecuted against such Director or officer or against his legal representative to final determination, and it shall not be finally adjudged on such action, suit or proceeding that he had been derelict in the performance of his duties as such Director or officer, or (2) if said claim or said threatened or actual action, suit or proceeding shall be settled or otherwise terminated (failure to institute shall be deemed termination) as against such Director or his legal representative without a final determination on the merits, the corporation shall determine that said Director or officer had counsel (who may or may not be a Director of the corporation) selected by the Board of Directors, or, if such counsel fails or refuses to do so, by a group of three (3) or more disinterested persons, selected by the Board of Directors, to whom the questions shall be referred by the Board of Directors.

The right of indemnification provided in these Bylaws shall not be exclusive of any other rights to which any director, officer or employee may be entitled as a matter of law or which may be lawfully granted to him. The indemnification so granted by the corporation shall be in addition to and not in restriction or limitation of any other privilege or power, which the corporation may lawfully exercise with respect to the indemnification or reimbursement of directors, officers or employees.

Indemnification provided by this section will continue as to a person who has ceased to be a director, officer or committee member, and shall inure to the benefit of the heirs, executors and administrators of such person, shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section will apply as a credit against any indemnification provided by this section.

#### SECTION 10 RESTRICTION ON AUTHORITY.

A sale, lease, exchange or other disposition of less than substantially all of the property and assets of the Institute, and the mortgage or pledge of any or all property and assets of the Institute, whether or not made in the usual and regular course of its affairs, may be made upon such terms and conditions and for such consideration, which may

consist in whole or in part of property, real or personal, including shares, obligations or other securities of any other corporation is organized under Chapter 181, Wis. Stats., as shall be authorized by the Board of Directors.

A sale, lease, exchange or other disposition of all, or substantially all of the property and assets of the Institute may be made upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property, real or personal, including shares, obligations or other securities of any corporation, domestic or foreign, whether or not such other corporation is organized under Chapter 181, Wis. Stats., as may be authorized in the following manner: The Board of Directors shall adopt a resolution recommending such sale, lease, exchange or other disposition and directing that it be submitted to a vote at a meeting of the Board of Directors. Written notice stating the purpose, or one of the purposes, of such meeting is to consider the sale, lease, exchange or other disposition of all, or substantially all, of the property and assets of the Institute shall be given to the Board of Directors within the time and in the manner provided by Chapter 181 of the Wisconsin Statutes for the giving of notice of meetings.

## **ARTICLE IV: OFFICERS**

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### **SECTION 1 - DETERMINATION OF OFFICERS**

The Board at its regular annual meeting (February) shall review officer positions. Officers will be (re)elected from members of the Board. All officers shall be voting members of the Board. Existing officer terms may continue yearly with board approval.

### **SECTION 2 - DUTIES OF OFFICERS**

- A. CHAIR. The Chair shall serve as the chief elected officer of the Institute and shall preside at all meetings of the membership, Board and Executive Committee. The Chair shall oversee programmatic and operational issues headed up by the staff.
- B. VICE CHAIR. The Vice Chair shall work with staff and head meetings in the absence of the Chair.
- C. SECRETARY. The Secretary shall be responsible for the oversight of accurate records of the Institute and take notes at regular Board meetings.
- D. TREASURER. The Treasurer shall be responsible for the safeguarding of all funds received by the Institute and for their proper disbursement. Such funds shall be kept on deposit in financial Institute, or invested in a manner approved by the Board. The treasurer shall review financial reports to be made to the Board at board meetings and sign checks as needed.

- E. STAFF: Staff, including the Executive Director, shall serve as support to the Board which may include preparation of notices, Issue Papers and agendas for regular board meetings.

Staff shall serve as advisor to the Chair, Board, Committees and Task Forces, and shall assemble information and data and cause to be prepared special reports as directed by the Board or Executive Committee.

Staff shall be non-voting member (s) of the Board, the Executive Committee and all committees.

Staff shall be responsible for administration of the Institute in accordance with the policies and regulations of the Board.

With the cooperation of the Executive *Board*, Staff shall be responsible for the preparation of an operating budget covering all activities of the organization, subject to the approval of the Board. Staff shall also be responsible for all expenditures with approved budget allocation.

### SECTION 3 - EXECUTIVE COMMITTEE

The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of four (4) Board members, including the Chair, Vice Chair, Secretary and Treasurer. The Chair will serve as the head of the Executive Committee.

### SECTION 4 – BOARD OFFICER TERMS

Terms for board officers are as follows:

CHAIR – 2 year term (max 3); with a commitment of at least one year as Past Chair when Chair term concludes.

PAST CHAIR – minimum of one year

VICE CHAIR – 1 year term – no max

SECRETARY – 1 year term – no max

TREASURER – 1 year term – no max

## ARTICLE V: COMMITTEES AND DIVISIONS

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### SECTION 1 - APPOINTMENT AND AUTHORITY

The Chair, by and with the authority of the Board, shall appoint all committee leaders. The Chair may appoint such task forces and their leaders as deemed necessary to carry out the goals of the Institute. Committee appointments shall be at the will and

pleasure of the Chair and shall serve concurrent with the term of the appointing Chair, unless a different term is approved by the Board.

It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board.

#### **SECTION 2 - LIMITATION OF AUTHORITY**

No action by any member, committee, division, employee, director, or officer shall be binding upon, or constitute an expression of, the policy of the organization until it shall have been approved or ratified by the Board.

Committees shall be discharged by the Chair when their work has been completed and their reports accepted, or when, in the opinion of the Board, it is deemed wise to discontinue the committees.

### **ARTICLE VI: FINANCES**

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#### **SECTION 1 -DEPOSITS**

All money paid to the organization shall be placed in designated bank or depositories as determined by the Board of Directors.

#### **SECTION 2 - DISBURSEMENTS**

Staff is authorized to make disbursements on accounts and expenses within the items that were specifically budgeted for to carry out the Institute's charitable and educational activities. Disbursements outside those of the approved budget, Staff is authorized to make disbursements if there is approval of the Executive Committee.

#### **SECTION 3 - COMPENSATION**

All elected Directors shall not receive any financial compensation for their services as Directors for the Institute.

#### **SECTION 4- BOOKS AND RECORDS.**

The Institute shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors. All books and records of the Institute may be inspected by any Director or his agent or attorney for any proper purposes at any reasonable time. The Board may initiate an audit of the records of the Institute as needed by a competent auditor.

## **ARTICLE VII: DISSOLUTION**

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SECTION 1 - The Institute may dissolve and wind up its affairs in the manner provided by law at the time of the dissolution. Upon dissolution of the corporation, its property and assets shall be distributed in accordance with the laws of the State of Wisconsin; provided, however, that after the payment of all liabilities and obligations of the Institute and all costs and expenses incurred by the Institute in connection with its dissolution, and subject to any condition or executory or special limitation requiring, by reason of dissolution of the Institute, the reversion, return transfer or conveyance of any property or assets held by the Institute, any and all remaining property or assets held by the Institute shall be distributed to Sustainability Institute, Inc. or in the event it no longer exists, then to one or more organizations located in La Crosse, Wisconsin or the surrounding areas that are organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code, all in such proportions as shall be determined by the Board of Directors of Sustainability Institute, Inc. In no event shall any Director or officer of the Institute be entitled to any distribution of the property or assets of the Institute upon its dissolution.

### **SECTION 2- PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with the Charter or by-laws of the Institute.

## **ARTICLE VIII: AMENDMENTS**

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### **SECTION 1 - REVISIONS**

These by-laws may be amended or altered by a two-thirds (2/3) vote of the Board, at any regular or special meeting, providing the notice for the meeting includes the proposals for the amendments. Any proposed amendments or alterations shall be submitted to the Board electronically at least one week (7) days in advance of the meeting at which they are to be acted upon.