

Bylaws of the Schenk-Atwood-Starkweather-Yahara Neighborhood Association

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Article 1 – Name

- 1.01** The name of the corporation shall be the Schenk-Atwood-Starkweather-Yahara Neighborhood Association Inc. (hereinafter SASY).

Article 2 – Boundaries

- 2.01** The boundary of the area represented by SASY, the Schenk-Atwood-Starkweather-Yahara neighborhood (hereinafter SASY neighborhood), begins at the intersection of E. Washington Ave and Yahara River Parkway, then runs northeast along E. Washington Ave. to the western branch of Starkweather Creek, then southeast along the western branch of Starkweather Creek to Milwaukee St., then east along Milwaukee St. to St. Paul Ave., then northeast along the St. Paul Ave. to Powers Ave., then south to the railroad right-of-way, then northeast along the railroad right-of-way to the point where it meets the edge of Starkweather Park, then south to the eastern branch Starkweather Creek, then south along Starkweather Creek to the point where it flows into Lake Monona, then along the shoreline of Lake Monona to the Yahara River, then along the eastern shore of Yahara River Parkway to the beginning point.
- 2.02** SASY recognizes the boundaries of the Schenk-Atwood Revitalization Association (SARA) as recognized by the City of Madison, and shall consider businesses and residents within those boundaries to be part of the SASY neighborhood.

Article 3 - Mission and Purpose

3.01 Mission

- (1) SASY empowers residents to engage in their community.

3.02 Purpose

- (1) SASY is established for charitable and educational purposes. SASY shall advocate for a high quality of life for, and equitable treatment of all SASY residents, including those who are disadvantaged by poverty, underrepresentation, or other distress. SASY shall inform and educate all residents of the SASY neighborhood about changes proposed for the neighborhood, how changes could affect their lives, businesses, or property, and opportunities for improving the quality of life and business climate within the SASY neighborhood (also see Attachment 2, SASY Articles of Incorporation).
- (2) SASY shall advance our Mission and Purpose by:
- (a) Reaching out to residents and businesses in the SASY neighborhood to inform them of issues that may affect their quality of life, or business climate,
 - (b) partnering with other neighborhood associations and organizations on issues of mutual interest,
 - (c) Hosting and facilitating open discussions of issues that have the potential to affect the quality of life or business climate, and soliciting perspectives of residents and business in the SASY neighborhood.
 - (d) Articulating neighborhood views on such issues, and communicating those views to people and agencies who will make decisions about the issues, and

- (e) Raising money through membership dues and events, and granting money to organizations and projects that advance our Purpose.

Article 4 - General Membership

4.01 Eligibility

- (1) SASY is a membership-based corporation open to any person, business, or organization meeting the criteria herein. Membership types and rates shall be published on SASY's website. Annual Membership dues shall be paid each year prior to the date of the Annual Business Meeting. The rate of annual dues shall be set by the Board of Directors. Changes to the rate of annual dues must be approved by the Board of Directors at least 60 days prior to the Annual Business Meeting.

4.02 Types of Membership

- (1) Resident Membership
 - (a) Eligibility. Resident Membership in SASY is open to any person aged 16 or older who resides within the boundaries of the SASY neighborhood, submits a complete Membership form, and pays annual dues.
 - (b) Voting rights. Resident Members may cast one vote in actions proposed by the General Membership. Resident Members may not vote by proxy for other members.
- (2) Association Membership
 - (a) Eligibility. Association Membership in SASY is open to any business, organization, congregation, coalition, or otherwise affiliated group of people who operate wholly or partly within the boundaries of the SASY neighborhood, submits a complete Membership form, and pays annual dues.
 - (b) Voting rights. Association Members may appoint one person to represent the association at meetings of the general Membership. Each association's appointee may cast one vote in any action of the General Membership. If the appointee is also a resident Member of SASY, that person may vote either as a Resident Member or as an Association Member, but not as both. Association Members may not vote by proxy for other members.
- (3) Supporting Membership
 - (1) Eligibility. Supporting membership in SASY is open to any person, business, or organization who lives or operates outside the boundaries of SASY. Any such person or entity may become a Supporting Member of SASY by submitting a complete Membership Form and paying annual dues.
 - (2) Voting rights. Supporting Members may not vote on actions proposed by the General Membership.

4.03 Members in Good Standing

- (1) Members of any type are considered to be in good standing if they have paid annual dues in the current year, or are within the three-month grace period allowed by Article 4.05(b)(2), and are not in conflict with any provisions herein.

4.04 Termination of Membership

- (1) Voluntary Termination. Any Member may voluntarily terminate their membership by notifying the Chair of the Membership Committee.
- (2) Automatic Termination. Membership shall be automatically terminated in the following cases:
 - (a) Failure to pay annual dues within 30 days after the Annual Business Meeting,
 - (b) a Resident Member ceases to reside within the boundaries of SASY;
 - (c) the entity represented by an Association Membership ceases to operate within the boundaries of SASY.

4.05 Meetings of the General Membership

- (1) Annual Business Meeting. The Board of Directors shall call an Annual Business Meeting once per year to report to the General Membership on the activities of the Board, and to elect representatives to serve on the Board. Meetings shall be open to the public, but only members in good standing of SASY may vote on actions proposed by the General Membership.
- (2) Additional Meetings. Additional meetings of the General Membership may be called at any time by a simple majority vote of the Board of Directors.
- (3) Notice. Notice of General Membership meetings shall be publicized to the General Membership through the email address provided on Membership forms, at public spaces within the SASY neighborhood, and to known online fora established for discussion of issues relative to the SASY neighborhood at least 30 days prior to the meeting date, and shall include a summary of the tentative agenda.
- (4) Quorum. A quorum of the General Membership shall exist when a quorum of the Board of Directors is present, and there is also present at least one SASY Member in good standing. A quorum of the General Membership may take action by a simple majority.

Article 5 – Board of Directors

5.01 Purpose

- (1) The business of the organization shall be conducted by a volunteer Board of Directors who act to advance the Purpose of the corporation.

5.02 Eligibility

- (1) Each board member shall be a member in good standing of SASY. No member may hold more than one seat on the Board, and no seat may be held by more than one Board member.

5.03 Composition

- (1) Number of Seats. The Board shall be composed of 15 members who represent SASY neighborhood constituents as defined below.
- (2) Area Representatives (Seats 1-9). The Board of Directors shall include nine members who represent each of the loosely defined areas of the SASY neighborhood listed below. Each area representative shall serve as a liaison between the Board and their area of the neighborhood, and shall reside in the vicinity of the area they represent. The nine areas to be represented on the Board of Directors are:
 - Seat 1. Circle Park
 - Seat 2. East Washington Avenue Corridor
 - Seat 3. Evergreen Avenue
 - Seat 4. Hawthorne Park
 - Seat 5. Olbrich Park
 - Seat 6. Schenk's Corners
 - Seat 7. Wirth Court Park
 - Seat 8. Starkweather Creek
 - Seat 9. Yahara River
- (3) At-large Representatives (Seats 10-13). The Board of Directors shall include four at-large representatives who shall act on behalf of the neighborhood as a whole in advancing SASY's Purpose. At-large representatives must reside within the boundaries of the SASY neighborhood.
 - Seat 10. At-large Representative I
 - Seat 11. At-large Representative II
 - Seat 12. At-large Representative III
 - Seat 13. At-large Representative IV
- (4) Business Representative (Seat 14). The Board of Directors shall include one business representative who shall represent the interests of businesses operating within the SASY neighborhood in advancing the Purpose of SASY. The Business Representative shall be a person associated with a business operating within the SASY neighborhood, and that is an Association Member in good standing.
- (5) The Goodman Community Center Representative (Seat 15). The Board of Directors shall include one representative appointed by the Goodman Community Center (GCC) to be a liaison between GCC and SASY.

5.04 Duties

- (1) The Board of Directors shall:
 - Conduct the administrative business of the organization in pursuit of SASY's stated Purpose,
 - Convene monthly meetings in accordance with Article 7,
 - Approve all expenditures,
 - Maintain records of proceedings of the Board of Directors and all Committees,
 - Review and approve the accounts of the Treasurer on a regular basis, and

- Convene meetings of the General Membership.
- Each Board member shall serve on at least one SASY committee.

5.05 Terms

- (1) Board members shall be elected for terms of 2 years, and may be elected to unlimited terms.

5.06 Staggered Elections

- (1) Election of Board Members shall be held each year at the Annual Business Meeting to fill the seats of those whose terms have expired. Terms shall be staggered so that only half of the Board Members are elected each year.
- (2) In odd-numbered years, Board members shall be elected to the following seats:
- Seat 1. Circle Park
 - Seat 3. Evergreen Ave.
 - Seat 5. Olbrich Park
 - Seat 7. Wirth Court Park
 - Seat 9. Yahara River
 - Seat 11. At-large Representative IV
 - Seat 13. At-large Representative II
 - Seat 15. Goodman Community Center Liaison (appointed)
- (3) In even-numbered years, Board members shall be elected to the following seats:
- Seat 2 - East Washington Avenue Corridor
 - Seat 4 - Hawthorne Park
 - Seat 6 - Schenk's Corners
 - Seat 8 – Starkweather Creek
 - Seat 10 – At-large Representative
 - Seat 12 – At-large Representative I
 - Seat 14 – Business Representative

5.07 Election of Representatives

- (1) Annual elections. Election of Representatives to serve on the SASY Board of Directors shall take place each year at the Annual Business Meeting.
- (2) Incumbent notice. Incumbent Board members who intend to run for re-election must declare, to the Executive Committee, their intention at least 30 days prior to the Annual Business Meeting.
- (3) Area Representatives (Seats 1-9),
- (a) Eligible and properly declared candidates for Seats 1-9 (area representatives) shall make themselves available at the Annual Business Meeting.
- (b) A time shall be provided when members from each area of the SASY neighborhood may convene in sub-groups to interact with the declared candidates for seats representing their respective areas. Each area whose seat is vacant may present one candidate to the General Membership for election to the vacant seat.

- (c) If the residents of an Area cannot reach a consensus in favor of a single candidate, then members from that Area may present more than one nominee, resulting in a contested seat.
 - (d) When nominees are presented for each Area, the President or acting Chair of the meeting may allow a time for nominees to state a case for their election. The President, or acting Chair, shall then call a vote of the General Membership first on contested seats.
 - (e) When each Area is narrowed to one nominee, then a vote of the General Membership shall be taken to elect all the nominees as a slate.
- (4) At-large Representatives (Seats 10-13).
- (a) Eligible and properly declared candidates for Seats 10-13, at-large representatives, shall make themselves available at the Annual Business Meeting.
 - (b) If the number of candidates matches the number of vacant seats, then the President, or Chair of the meeting, shall call a vote of the General Membership to elect the candidates as a slate.
 - (c) If there are more candidates than vacant seats for at-large representatives, then all seats shall be considered contested. In this case the President or acting Chair of the meeting may allow time for candidates to state a case for their election. The President, or acting Chair, shall then call a vote of the General Membership for their choices to fill the vacant seats. The candidates with the most votes shall be elected to the vacant seats. In case of a tie or contested vote, the Executive Committee shall determine the course of action to resolve the contest.
- (5) Business Representative (Seat 14).
- (a) Eligible and properly declared candidates for Association Members who meet the criteria for, and are interested in serving as the Business Representative must attend the Board meeting immediately following the Annual Business Meeting and be nominated by either themselves or by any other member in good standing.
 - (b) If there is more than one nominee, then the President or acting Chair of the meeting shall call a vote to select one nominee for the Seat.
 - (c) When there is only one nominee, then a simple majority vote of the Board shall confirm the election of the nominee to the seat. The President may cast a vote to break a tie.
- (6) Goodman Community Center Representative (Seat 15). The Goodman Community Center may appoint a Representative to the Board of Directors every two years for a standard two-year term. The Board of Directors shall confirm the appointee with a simple majority vote as soon as possible after the Annual Business Meeting.

5.08 Officers.

- (1) The corporation shall have the following officers, elected by the Board of Directors, from among currently serving board members: President, Vice President, Secretary, Treasurer. Officers shall be elected annually at the first board meeting after the Annual Business Meeting and shall serve terms of one year.
- (2) Duties of Officers:
 - (a) The President shall:
 - serve as Chair of the Executive Committee
 - serve as the spokesperson and primary point of contact for the organization, and
 - set the agenda for, and preside over monthly meetings of the Board.
 - The president may motions, but may vote only to break ties.
 - (b) The Vice President shall:
 - serve on the Executive Committee and as Chair of the Membership Committee. The Vice President shall:
 - assume the duties of the President in his/her absence,
 - coordinate and notice the Annual Business Meeting and General Membership Meetings.
 - (c) The Secretary shall:
 - Serve on the Executive Committee and as Chair of the Communications and Outreach Committee. The Secretary shall:
 - record minutes of board meetings,
 - publish minutes of board meetings and solicit verification of accuracy from other Board members,
 - maintain an archive of minutes and communications,
 - publish on the organization's website records and communications that are appropriate for public dissemination, and
 - coordinate SASY's contributions to the East Side News
 - (d) The Treasurer shall:
 - Ensure compliance with *Article 7 - Finances*,
 - serve on the Executive Committee and as the Chair of the Sustainable Finance Committee,
 - receive receipts for funds paid by SASY to any source,
 - give receipts for funds paid to SASY from any source,
 - keep or cause to be kept accurate records of SASY's funds and transactions,
 - make financial records available to the Board of Directors upon request,
 - deliver a financial report at the Annual Business Meeting,
 - complete and submit financial reporting required by state and federal agencies, and

- perform all of the duties reasonably expected of the office of Treasurer, and that may be assigned by the Board of Directors or President.

5.09 Removal of Officers

- (1) The Board of Directors may remove any officer with a $\frac{2}{3}$ majority vote. Written notice shall be provided to all Board members at least 14 days prior to such a vote. The Officer removed thereby shall not be required to vacate their seat on the Board as a result of this action.

5.10 Removal of Board members

- (1) By Board of Directors. A Board member with two or more consecutive unannounced absences from Board meetings, or whose actions, in the opinion of the Board, hinder the pursuit of the corporation's Purpose, may be removed by a $\frac{2}{3}$ majority vote of the Board of Directors. The Council member in question shall be notified in writing a minimum of 14 days in advance of such a vote.
- (2) By General Membership. Any Board member may be removed prior to the end of their term by a $\frac{2}{3}$ majority vote of the SASY members in good standing present at any General Membership Meeting. Notice of intent to remove Board members, including the names of all Board members proposed for removal, must be provided to the President. Upon receipt of notice of intent to remove, the President shall schedule a General Membership Meeting with a removal vote on the agenda. Notice of the meeting and the removal vote shall be provided to all SASY members in good standing at least 30 days prior to the meeting.
- (3) Automatic removal. A Board member shall be automatically removed if they are no longer able to perform the duties of a Board member.

5.11 Resignation.

- (1) Any elected or appointed Board member may resign their seat on the Board of Directors by providing written or verbal notice of intent to resign to the President of the Board. Upon receipt of such notice the President shall schedule a vote at the next Board meeting on whether to accept the resignation.

5.12 Mid-Term Vacancies.

- (1) Interim appointments. If a seat on the Board of Directors is vacated prior to the end of an elected term, by removal or resignation, the Board of Directors may appoint an interim Board member from among the affected constituency to fill the Seat until the next Annual Business Meeting.
- (2) Process for filling vacancies. At a Board meeting after a Seat is vacated, a time shall be provided where qualified candidates may be nominated, by either themselves or by a SASY member in good standing, to the vacant Seat. When all nominees are identified, the President, or acting Chair of the meeting, shall call for a vote of serving Board members to confirm a nominee for each vacant Seat. If there is one nominee for a vacant Seat, that nominee shall be confirmed to the Seat by a simple majority vote of the Board present and voting. If there are competing nominees for a single vacant

Seat, then one may be confirmed by a simple majority vote of the Board of Directors. In the case of a tie vote, the President may cast the deciding vote. A person appointed to a Board Seat in this manner shall serve only until the next Annual Business Meeting at which their Seat is scheduled for election according to Article 7.5. At that time the election process shall be applied to the Seat.

5.13 Appointment of delegates to other organizations

- (1) The President may designate currently serving Board members to act as delegates to the governing bodies of other organizations in order to represent the interests of SASY to those organizations.

Article 6 - Board Meetings

6.01 Monthly meetings.

- (1) The Board of Directors shall hold monthly, open-to-the-public meetings using an agenda set by the President in consultation with the Executive Committee.

6.02 Quorum.

- (1) A quorum of at least one half of the currently serving Board members is required to take any action or articulate a position or policy.
- (2) Board members may not vote by proxy for other members.

6.03 Meeting Time and Location.

- (1) The President shall publicize the time and location of the meeting in fora that are likely to reach as many members as possible, inviting agenda items from SASY members and residents. Agendas shall then be posted in the same fora at least three days prior to Board meetings.

6.04 Parliamentary Authority.

- (1) Actions of the Board of Directors shall be governed by the procedures in Roberts Rules of Order Revised (latest edition) in all cases to which the Rules are applicable, and to the extent the Rules are consistent with these bylaws.

6.05 Recordation of meetings

- (1) All proceedings of the Board of Directors shall be recorded and archived in corporation records. Meeting records shall include names of attendees, announced and unannounced absences of Board members, the results of all actions taken by vote, and policies articulated and agreed upon by the Board.

6.06 Board action by electronic voting.

- (1) Justification. Under certain circumstances the Board of Directors, or the Executive Committee, may determine that it is appropriate to act on an urgent matter between regularly scheduled Board meetings, but not call a special in-person meeting. This section describes the criteria for determining urgency, and the process for taking action by electronic mail. This provision for taking action by electronic mail is intended to enable quick response to urgent issues under extraordinary circumstances, and not to be a substitute for transparent discussion at regular Board meetings.

- (2) Eligible actions. The Board of Directors may take action outside of a regular in-person Board meetings when;
 - (a) action or inaction on an issue has the potential to affect SASY or the SASY neighborhood in a significant way, as determined by the Executive Committee,
 - (b) action must be taken before a defined deadline in order for SASY to have appropriate input on the issue, and
 - (c) when that deadline cannot be met by taking action at the next scheduled Board meeting.
- (3) Ineligible actions. Elections, bylaw amendments, and funding decisions shall not be acted upon by the process enabled by this Article.
- (4) Process. Board action by electronic mail shall adhere to the following process:
 - (a) Any Board member may propose a motion to the Secretary, to be voted on by electronic mail.
 - (b) The Secretary shall share the motion with all members of the Executive Committee for review under 6.05(1),
 - (c) If the Executive Committee determines that the motion complies with the eligibility standards in 6.05(a), then a member of the Executive Committee shall make the motion in an electronic forum that reaches all members of the Board of Directors.
 - (d) If the motion receives a second from another Board member, the President shall call a vote of the Board on the same electronic forum.
- (5) Validity. Actions made in this manner shall be considered valid if:
 - (a) a good-faith attempt is made to notify all currently serving Board members of the motion,
 - (b) votes constituting a quorum of the Board are verified the Secretary within three days of a second to the motion (any Board member who has not voted after three days shall be recorded as abstaining), and
 - (c) motions receive a majority of affirmative votes.
- (6) Recording electronic votes. The results of a Board action taken in this manner shall be recorded in the records of the next in-person Board meeting, and shall include the text of the motion, the names of Board members who moved and seconded, a tally of votes for and against the motion, and a note that the action was taken by electronic communication outside of a regularly scheduled in-person Board meeting.

Article 7 - Finances

7.01 Acceptance of funds

- (1) SASY may accept funds from any source or activity that complies with policies adopted by the Board of Directors and does not jeopardize the organization's Wisconsin corporation status, or federal tax-exempt status.

7.02 Deposition of funds

- (1) All funds accepted by the organization shall be deposited in banking or investment accounts as directed by the Board of Directors.

7.03 Management of Funds

- (1) The Treasurer shall be the principal custodian of all SASY funds, and shall manage the organization's funds in compliance with Article 5.08(1)(d).

7.04 Fiscal Year

- (1) The corporation shall operate on a fiscal year that runs from Sept. 1 to Aug. 31.

7.05 Annual Budget

- (1) Each year, an annual budget shall be developed that complies with federal requirements for organizations incorporated under federal IRS code 501(c)(3), and is approved by the Board of Directors.

7.06 Expenditures

- (1) Funds shall be disbursed as directed by the Board of directors.
- (2) Withdrawals from SASY financial accounts that require a signatory shall be signed by the Treasurer and one other Board member.
- (3) SASY will not make expenditures that jeopardize the organization's Wisconsin corporation status, or federal tax-exempt status.

7.07 Grants

- (1) SASY shall offer financial grants to projects, programs, or causes that advance the organization's Purpose.
- (2) The Board of Directors may implement an application process and criteria for the disbursement of grants.
- (3) SASY will only seek and/or accept grant funds that comply with policies adopted by the Board of Directors and does not jeopardize the organization's Wisconsin corporation status, or federal tax-exempt status.

7.08 Solicitation of funds from other sources

- (1) No member of SASY may apply for grants, or solicit other sources of external funding without the approval of the Board of Directors..

7.09 Financial Payments to Directors and Officers.

- (1) SASY shall pay no financial compensation to persons serving as Board members, officers or committee members.
- (2) Board members, officers, and committee members may be paid for services performed for SASY in a professional capacity unrelated to their volunteer service to

SASY. Such expenditures shall be approved by the Board of Directors. See Article 11 for restrictions due to potential conflicts of interest.

- (3) Board members, officers, and committee members may be reimbursed from SASY accounts for approved or budgeted expenses incurred on SASY's behalf.

Article 8 - Committees

8.01 Standing Committees

- (1) Standing committees of SASY work under the direction of the Board of Directors, and shall include Executive, Membership and Outreach, Events, Communications, Preservation and Development, Transportation, and Sustainable Finance.
- (2) Structure of Standing Committees.
 - (a) Standing Committees shall designate a chairperson from among currently serving Board members.
 - (b) Chairpersons of Standing Committees may appoint members to serve on their committee.
 - (b) Chairpersons of Standing Committees shall lead committee meetings and ensure that the work of the committee is conducted with transparency and supports the Purpose of SASY.
 - (c) Chairpersons of Standing Committees shall report the activity of the committee at regular meetings of the Board of Directors.
 - (d) Standing Committees may seat ad-hoc committees, with the approval of the Board of Directors, to undertake specified tasks or programs that support the work of the Standing Committee.
- (5) Executive Committee
 - (a) The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer.
 - (c) The Executive Committee shall determine agenda priorities for Board meetings and ensure adherence to the bylaws.
- (6) Membership Committee
 - (a) The Membership Committee shall consist of the Vice President as Chairperson, and additional members as appointed by the Chairperson. The Membership Committee shall:
 - (1) plan and execute the Annual Business Meeting,
 - (2) maintain a list of members in good standing,
 - (3) reach out to residents and businesses in the SASY neighborhood and persuade them to support SASY as members.
- (7) Communications Committee
 - (a) The Communications Committee shall consist of the Secretary as Chairperson, and additional members as appointed by the Chairperson. The Communications Committee shall:

- (1) Create, distribute, and archive digital and print communications necessary to execute the actions of the Board of Directors, and
 - (2) record, distribute, and solicit verification of records of all proceedings of the Board of Directors.
- (8) Preservation and Development Committee
 - (a) The Preservation and Development Committee shall consist of a Chairperson selected by the Board of Directors from among currently serving Board members, and additional members as appointed by the Chairperson.
 - (b) The Preservation and Development Committee shall:
 - (1) serve as the initial point of contact between SASY and entities proposing new development or redevelopment of property within the boundaries of the SASY neighborhood,
 - (2) report on meetings with such entities to the Board of Directors, and
 - (3) recommend policy positions to the Board of Directors on such proposals.
- (9) Transportation Committee
 - (a) The Transportation Committee shall consist of a Chairperson selected by the Board of Directors from among currently serving Board members, and additional members as appointed by the Chairperson.
 - (b) The Transportation Committee shall:
 - (1) serve as the point of contact between SASY and governmental agencies with jurisdiction over transportation infrastructure,
 - (2) report on meetings with such entities to the Board of Directors, and
 - (3) recommend policy positions to the Board of Directors on proposals that may affect transportation issues within the SASY neighborhood..
- (10) Sustainable Finance Committee
 - (a) The Sustainable Finance Committee shall consist of the Treasurer as Chairperson, and additional members as appointed by the Chairperson.
 - (b) The Sustainable Finance Committee shall:
 - (1) assist the Treasurer in execution of duties defined in 5.08(2)(d), and
 - (2) assist the Treasurer in assuring compliance with **Article 7- Finances**
 - (2) develop an annual budget pursuant to Article 7.05 herein.

8.02 Ad hoc Committees

- (1) The Board of Directors may seat ad hoc committees to complete tasks or projects related to the Purpose of SASY.
- (2) Structure of ad hoc committees:
 - (a) Upon seating an ad hoc committee, the Board of Directors shall appoint a Chairperson.
 - (b) The chairperson of an ad hoc Committees may appoint members to serve on the committee.

- (c) The purpose and goals of an ad hoc committee may be defined by the chairperson, but must be approved by the Board of Directors.
- (d) Members of ad hoc committees shall serve at will as long as they are recognized by the Chairperson.
- (e) The Board may disband an Ad Hoc committee at any time.

Article 9 - Public Statements

9.01 On behalf of SASY

- (1) Members must get concurrence. No member of SASY, its Board of Directors, or its committees may make public statements, verbal or written, about the work or policy positions of SASY without the concurrence, in advance, of the President.
- (2) When solicited by media. When solicited for comment for publication, SASY shall be represented by the Board President. In the President's absence, the Communication and Outreach Coordinator may speak on behalf of SASY. In the event that the request is for a specific topic of interest to a Standing Committee, the President may delegate the right to speak on behalf of SASY to the chair of that committee.

Article 10 - Political Endorsements

10.01 Not allowed.

- (1) Pursuant to federal regulations governing 501(c)(3) organizations, SASY shall not participate or intervene on behalf of, or in opposition to, any candidate for elected public office. SASY shall not officially support or endorse any political party or individual candidate running for elected offices at the local, state, or national level.

Article 11 - Conflicts of Interest

11.01 Definition

- (1) A conflict of interest shall exist when an action under consideration by the Board of Directors has the potential to benefit the private financial interests of a Board member, their family, or their professional associates.

11.02 Duty to Disclose

- (1) A Board member who perceives an actual or potential conflict of interest for any Board member must immediately identify the conflict and be given an opportunity to disclose all relevant facts to the Board.

11.03 Determination

- (1) After disclosure of the relevant facts, and after discussion of the circumstances, the Board, excluding the member with the potential conflict, shall hold a vote on whether a conflict of interest actually exists.

11.04 Recusal

- (1) If the Board determines that a conflict of interest exists, then the Board member with the conflict shall recuse himself/herself from discussion of the issue under discussion, and shall not vote in any action related to that issue.
- (2) Any Board member may recuse himself/herself at any time from involvement in any decision or discussion in which he/she believes there to be a conflict of interest, without going through the determination process.

Article 12 - Amendments to Bylaws

12.01 By General Membership. Amendments may be made to these bylaws by an action of the General Membership according to the following process:

- (1) Amendments to the bylaws shall be proposed to the Board of Directors.
- (2) Upon receiving proposed amendments, a vote on the amendments shall be placed on the agenda of an upcoming, regularly scheduled meeting of the Board of Directors.
- (2) The text of all proposed amendments, with a plain-language summary of the amendments shall be publicized to the General Membership at least 45 days prior to the meeting at which they are scheduled for a vote.
- (4) Proposed amendments may be adopted by a $\frac{2}{3}$ majority of a quorum of the General Membership, including Board members, in attendance at the Board meeting.

Article 13 - Dissolution

13.01 By action of the Board

- (1) The corporation may be dissolved by a $\frac{3}{4}$ majority of a quorum of the Board of Directors under the following circumstances:
 - (a) The intent to move to dissolve the corporation is disclosed at a Board meeting with a quorum.
 - (b) A motion to dissolve the corporation is made at a subsequent Board meeting, and not at the same Board meeting as the disclosure of intent.
 - (c) The General Membership and all Board members are notified of the intent to move to dissolve the corporation at least 45 days in advance of the meeting at which the motion will be made.

13.02 Disposal of Assets

- (2) Upon dissolution of SASY, and after all debts and obligations of the corporation are paid, all remaining assets shall be distributed, subject to any necessary judicial approval, to an organization or organizations then described in Section 501(c)(3) of the federal IRS Code. No Member shall be eligible to receive assets from the Corporation upon dissolution.