

By-Laws

I. Name

The name of the organization/agency/group shall be Occupy Madison, Inc. (OMI)

II. Membership

Additional members will be voted into membership by the existing membership.

In June and December the General Membership will review the membership list of OMI and those members who have not participated in OMI activities for at least 3 months will be moved to inactive (non-voting) status. An inactive member can become active by restarting participation in OMI activities and by attending a General Membership meeting and requesting to be reactivated. The General Membership will vote on reactivation at the next General Membership meeting attended by that person.

Membership may be revoked or suspended for repeated or egregious violations of the Tiny House Contract or the OM Village Community Agreement by a $\frac{3}{4}$ majority vote of the members present.

III. Board of Directors

- The Board of Directors shall serve without pay and consist of 7 – 13 members.
- Board members shall be members of Occupy Madison, Inc., with the exception that there may be up to 3 community members.
- Board members shall serve for 12-month terms.
- Beginning at the December 2014 Membership Meeting, half the board members' terms will be open for (re-)election. The Board will designate the seats open for re-election prior to the Membership Meeting at which the election occurs. Thereafter, each board seat shall have a term ending at a Membership Meeting in either December or June.
- Vacancies shall be filled by the membership at any meeting of the membership, with notice.
- Board members with 3 consecutive absences shall be dismissed from the Board unless excused in advance by notifying the Board President or Secretary.

IV. Officers

The officers of the board shall consist of a President, Vice President, Secretary, and Treasurer nominated and elected by the Board. Elected officers will serve a term of 12 months.

(a) The President shall preside at all Board meetings, create agendas, and perform other duties as associated with the office.

(b) The Vice-President shall assume the duties of the President in case of the President's absence.

(c) The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all members.

(d) The Treasurer shall keep record of the organization's budget and prepare financial reports as needed.

V. Committees The Board may appoint standing and ad hoc committees as needed.

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VI. Membership Meetings

1. Regular membership meetings shall be held monthly.
2. Special membership meetings may be held at any time when called for by the President, a majority of Board members or 10% of the membership.
3. Agendas shall be provided at least 3 days in advance when possible.
4. Quorum at a membership meeting shall be seven (7) people present and voting. Passage of a motion requires a simple majority unless one or more members call for a major decision which requires a $\frac{3}{4}$ vote by the membership.
5. Major decision may include, but are not limited to decisions about membership, board composition, passing the budget or budget amendments or other items where one or more members calls for it to be a major decision vote.

VII. Board Meetings

1. Regular board meetings shall be held at least monthly.
2. Special board meetings may be held at any time when called for by the President or a majority of Board members.
3. Agendas shall be provided at least 3 days in advance when possible.
4. A majority of board members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
5. Passage of a motion requires a simple majority.
6. Membership can call special meetings as defined in VI. 2. to veto board decisions by a $\frac{3}{4}$ vote of the membership.
7. The Board of Directors will report to the membership all the decisions of the Board of Directors at the membership meeting immediately following the Board meeting where decisions were made.
8. If the secretary is absent from a board meeting, minute taking duties shall be assigned to another director by the board members present.

VIII. Conflict of Interest

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, shall excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

IX. Fiscal Policies

The fiscal year of the board shall be July 1 through June 30.

X. Amendments

These by-laws may be amended by a $\frac{3}{4}$ vote of members present at any membership meeting, provided a quorum is present and provide a copy of the proposed amendment(s) are provided to each member at least one week prior to said meeting.