

# **By-Laws Occupy Madison, Inc. (OMI)**

## **I. Mission**

To join together to create a more humane and sustainable world, one tiny idea at a time.

## **II. Vision**

A non-profit membership organization dedicated to creating a participatory, non-hierarchical, democratic community where people with or without safe, stable housing can live and/or work cooperatively to relieve poverty and promote dignity, safety, stewardship and sustainability.

## **III. Name**

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

## **IV. Membership**

### **A. How to become a member**

1. Attend your first membership meeting. Talk to other members, visit the village at other times if you are interested in learning more. If you are interested in becoming a member let an officer of the organization know and your membership will be placed on the agenda for the following meeting.
2. Attend your second meeting. At the end of the meeting you may be voted in by the members.
3. You can vote on Occupy Madison, Inc. issues at the third meeting.

### **B. Removing members**

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 may 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.

## **V. Board of Directors**

1. The Board of Directors shall serve without pay and consist of 7–13 members and up to 2 alternates.
2. Board members shall be members of Occupy Madison, Inc. and elected by the general membership, with the exception that there may be up to 3 community members.
3. Board members shall serve for 12-month terms.
4. Beginning at the December 2014 Membership Meeting, half the board members' terms will be open for election. The Board will designate the seats open for 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.
5. Vacancies shall be filled by the membership at any meeting of the membership, with notice.
6. Board members with 3 consecutive absences shall be dismissed from the Board unless excused in advance by notifying the Board President or Secretary.

## **VI. Officers**

The officers of the board shall consist of a President, Vice President, Secretary, and Treasurer nominated and elected by the Board. Officer positions may be shared by two members of the organization. Elected officers will serve a term of 12 months.

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

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

(c) The Secretary(s) shall be responsible for the minutes of the Board and General Membership meetings, keep all approved minutes in a place accessible to the membership. If the Secretary is absent, the presiding officer will ask for volunteers. If no volunteers emerge, the group will draw straws to determine who will take the minutes.

(d) The Treasurer(s) shall keep record of the organization's budget and prepare monthly income and expense reports and budget financial reports to the Board and General Membership.

## **VII. Committees**

The Board and/or General Membership may appoint standing and ad hoc committees as needed.

## **VIII. Membership Meeting**

1. The membership shall be the primary decision making body of the organization.
2. Regular membership meetings shall be held at least monthly.
3. Agendas will be provided at least 3 days in advance when possible.
4. 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.
5. Agendas shall be provided at least 3 days in advance when possible.
6. Quorum at a membership meeting shall be twenty (20) people present and voting. If someone abstains, they are part of the quorum. The group shall strive to reach consensus. If a vote becomes necessary, 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 present.
7. Major decisions 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.
8. Membership can call special meetings as defined in VIII. 4. to veto board decisions by a  $\frac{3}{4}$  vote of the membership.

## **X. Board Meetings**

1. Regular board meetings shall be held at least monthly.
2. The board will be the body responsible for maintaining the legal status of the organization and work on issues as assigned by the membership.
3. Special board meetings may be held at any time when called for by the President or a majority of Board members.
4. Agendas shall be provided at least 3 days in advance when possible.
5. 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.
6. The board shall strive to reach consensus. If a vote becomes necessary, passage of a motion requires a simple majority of the total number of board members, unless one or more members call for a major decision which requires a  $\frac{3}{4}$  vote of the total number of board members. Major decisions 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.
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.

#### **XI. 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 themselves and will vacate their seat and refrain from discussion and voting on said item.

#### **XII. Fiscal Policies**

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

#### **XIII. Amendments**

These by-laws may be amended by a 3/4 vote of members present at any membership meeting, provided a quorum is present and a copy of the proposed amendment(s) were presented at a previous general membership meeting and by-laws changes were on the agenda for the general membership meeting.

Revision History; 2021.08.21

Revision 2: Approved September 12, 2021, by General Membership