

Bylaws of The Sustainability Council of Ventura County

Article I

Offices

SECTION 1. PRINCIPLE OFFICE

The principle office for the transaction of business is located in Ventura County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principle office can be changed only by amendment of these bylaws and not otherwise. The Board of Directors may, however, change the principle office from one location to another within the named county by noting the changed address and effective date below, and such change shall not be deemed an amendment of these bylaws.

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

Article II

Purposes

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be to provide a forum for and education about issues of sustainability.

Article III

Directors

SECTION 1. NUMBER

The corporation shall have no fewer than five (5) and no more than fifteen (15) directors and collectively they shall be known as the Board of Directors. These numbers may be changed by amendment of this Bylaw or repeal of this Bylaw and adoption of a new Bylaw.

SECTION 2. QUALIFICATIONS

Any person supportive of the purposes of the Sustainability Council of Ventura County shall be eligible to serve as a member of the Board of Directors.

SECTION 3. NOMINATION

A process of nomination shall be created by Resolution of the Board of Directors.

SECTION 4. ELECTION

The process of election shall be created by resolution of the Board of Directors.

SECTION 5. TERM OF OFFICE

Each Director shall hold office for one year or until his or her successor is elected.

SECTION 6. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be undertaken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 7. DUTIES

It shall be the duty of the Board of Directors to conduct all business, personnel, and fiduciary matters under Section 6.

SECTION 8. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors' meetings. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 6 of this Article. Notwithstanding the foregoing, all compensation under this Article shall be subject to approval by the Board of Directors.

SECTION 9. REGULAR AND ANNUAL MEETINGS

- a.) Regular meeting of Directors shall be held at least quarterly at a time and place fixed by Resolution of the Board of Directors.
- b.) Additional meetings of the Board may be called by the Chair of the Board or by any two members of the Board. Notice of additional meetings of the Board shall be given to each member of the Board in person, or by first class mail, or by telephone, or by other electronic device at least forty-eight (48) hours before the designated meeting time. All meeting notices shall include the date, time, and place of such meeting.
- c.) The annual meeting of Directors shall take place in the month of September of each year at a time and place fixed by Resolution of the Board.

SECTION 10. QUORUM FOR MEETINGS

- a.) Except to adjourn, a quorum of the Board shall consist of one-half of the total number of elected directors.
- b.) Every act of decision done or made by the majority vote of the Board of directors at a meeting at which a quorum is present shall be regarded as an act of the Board.
- c.) A majority of Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 11. CONDUCT OF MEETINGS

- a.) Meetings of the Board of Directors shall be presided over by the Chair of the Board, or, in the absence of the Chair, by the Vice-Chair of the Board, or, in the absence of each of these persons, by the immediate past Chair, or, in the absence of each of these persons, by an acting Chair chosen by a majority of the Directors present at the meeting.
- b.) Meetings shall be governed by *Roberts' Rules of Order* or other rules as decided by resolution of the Board as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

SECTION 12. ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the board may be taken without a meeting if a majority of the board, individually or collectively, consent ~~with~~ orally or in writing to that action. Such action by oral or written consent shall be filed ~~with the~~ minutes of the next meeting of the Board. ??

SECTION 13. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Article IV

Officers

SECTION 1. BOARD OFFICERS

a.) The Board of Directors shall elect from its members a Chair, a Vice-Chair, a Treasurer, and a Secretary.

b.) Officers shall be elected by the Board of Directors at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected, whichever comes first.

c.) The regular term of office for officers shall be set by Resolution of the Board of Directors.

SECTION 2. DUTIES OF BOARD OFFICERS

a.) The Chair shall, subject to the control of the full Board, supervise, direct and control the business of the corporation. The Chair shall preside at meetings of the Board and have such other powers as may be prescribed by the Board or these Bylaws.

b.) In the absence of the Chair, the Vice-Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair.

c.) The Treasurer shall be responsible for keeping and maintaining complete and accurate books and records of accounts of the properties and transactions of the corporation including its assets, liabilities, receipts, disbursements, gains, losses, capital, earnings, and all other matters customarily included in a financial statement. The books of the corporation shall be open to inspection by any director and the Treasurer shall upon request render to the Chair and the Directors an accounting of the corporation's financial status. The Treasurer shall be responsible for the deposit of money and valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall cause to be disbursed the funds or other assets of the corporation as directed by the Board.

d.) The Secretary shall maintain the records of the corporation including the minutes of meetings of the Board. The Secretary shall correspond with the public at large on behalf of the corporation.

SECTION 3. OTHER OFFICERS

The Board may appoint, and may authorize the Chair to appoint, from time to time, any other officers reasonably necessary for the conduct of the business of the corporation.

Article V
Committees

SECTION 1. COMMITTEES

The Board of Directors may, by Resolution, designate one or more standing or ad hoc committees to carry out other purposes of the corporation as the Board may deem appropriate.

Article VI
Execution of Instruments, Deposits, and Funds

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by Resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by Resolution of the Board of Directors, or as otherwise required by law, checks, draft, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the Chair of the Board.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of this corporation.

Article VII
Corporate Records, Reports, and Seal

SECTION 1. ARTICLES OF INCORPORATION AND BYLAWS

The corporation shall keep, at its principal business office, the original, or a true copy of, the Article of Incorporation and these Bylaws and any amendments thereto.

SECTION 2. OTHER CORPORATE RECORDS

a.) The accounting books, record, minutes of proceedings of the Board, records of actions of committees, and such other records as may be designated by the Board, shall be kept at places designated by the Board.

b.) Records may be kept in written, typed, or printed form or in any form capable of being converted to written, typed, or printed form.

SECTION 3. INSPECTION OF RECORDS

Every Director shall have the right to inspect any record, document, or other physical property of the corporation.

SECTION 4. CORPORATE SEAL

The Board of Directors, may adopt, use, and, at will, alter a corporate seal. Such seal shall be kept at the principle office of the corporation Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Article VIII

Fiscal Year

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

Article IX

Amendment of Bylaws

SECTION 1. AMENDMENT

Subject to any provisions of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed, and new Bylaws adopted by a two-thirds (2/3) vote of the Board of Directors .

Article X

Amendment of Articles of Incorporation

SECTION 1. AMENDMENT OF ARTICLES

Amendments to the Articles of Incorporation may be adopted by a two-thirds (2/3) vote of the Board of Directors.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and of the names and addresses of the first Directors of the corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic non-Profit Corporation" pursuant to Section 6210 of the California nonprofit Corporation Law.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all the persons named as the intitial directors in the Article of Incorporation of the Sustainability Council of Ventura County, a California non-profit corporation, and, pursuant to the authority granted to the directors by these Bylaws, consent to, and hereby do adopt the foregoing Bylaws, consisting of ten (10) articles, as the Bylaws of this corporation.

Certificate

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the board of Directors of said corporation.

date

Secretary

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