

# Sustainable Sharon Coalition Inc. Bylaws

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## Article 1 General Provisions

### 1.1 Name

The name of the corporation shall be Sustainable Sharon Coalition, Inc.

### 1.2 Office

The principal office of the corporation is located in the Town of Sharon, Norfolk County, Commonwealth of Massachusetts.

### 1.3 Fiscal Year

The fiscal year of the corporation shall begin on July 1 and end on June 30.

### 1.4 Dissolution

In the event of dissolution of the corporation, and prior to the completion thereof, all liabilities and obligations of the corporation shall be paid, satisfied, and discharged, and all the remaining assets, property, and income owned or held by the corporation, if any, shall be donated to a nonprofit corporation of similar purpose, as specified by state and federal laws.

## Article 2 Purpose

Sustainable Sharon Coalition, Inc. is a nonprofit corporation which operates in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Sustainable Sharon Coalition, Inc. is organized to promote responsible use of natural and other resources among the residents of Sharon, Massachusetts, as set forth in its Articles of Organization filed with the Commonwealth of Massachusetts.

## Article 3 Membership

### 3.1 Eligibility for Membership

Application for voting membership shall be open to any current resident, property owner, business operator, student, or employee of the town of Sharon or surrounding communities who support the purpose statement in Article 2. Those who support the purpose statement in Article 2 but are not otherwise connected to the Sharon area, may also be considered for voting membership at the discretion of the board. Membership is granted after receipt of a completed membership application and an annual commitment as determined by the board of directors.

### **3.2 Membership Dues and Annual Commitment**

The membership may be assessed annual dues in an amount to be established by the board of directors. The president may provide for waivers or substitute requirements for members lacking the resources to meet the dues established.

The board of directors shall set an annual commitment requirement for membership which may be in lieu of or in addition to any annual dues assessed by the board.

### **3.3 Rights of Members**

Members who have satisfied their annual commitment are considered “members in good standing.” Members in good standing are eligible to vote at membership meetings, including the end of year annual meeting, and be elected to the board.

### **3.4 Termination of Membership**

A member may have their membership terminated by a majority vote of the seated board. Any dues collected will not be refunded.

### **3.5 Non-voting Affiliates**

The board shall have the authority to establish and define non-voting categories of affiliation.

## **Article 4 Officers and Board of Directors**

### **4.1 Number**

The officers of the corporation shall be President, Vice President, Treasurer and Secretary/Clerk and other such officers, if any, as the directors deem necessary. The board of directors shall consist of the officers and up to twelve additional persons.

### **4.2 Tenure**

Each director and officer shall be elected (or re-elected) for one (1) year by a majority vote of a quorum of the membership attending the annual meeting.

### **4.3 Election**

A nominating committee shall be appointed by the board to recruit, interview and nominate a slate of officers and directors to be approved by the board. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of the office or directorship. Officers must be 18 years of age or older.

The slate of officers and directors, approved by the board, as well as any other nominations submitted to the board at least 30 days prior to the annual meeting, shall be presented by the presiding officer to the membership at the annual meeting. Members will then vote on officers and directors. Floor nominations on the day of the election will only be permitted in the event of unforeseen circumstances and with approval of the board.

#### **4.4 Compensation**

Directors and officers shall serve without compensation. They shall be allowed reimbursement of reasonable expenses (as defined from time to time by the board of directors) incurred in the performance of their duties.

#### **4.5 Resignation and Removal**

Any director or officer may resign from the board by delivering a written resignation to the president or secretary. Such resignation shall be effective upon receipt.

A director or officer may only be removed from the board for just cause by a two-thirds vote of the seated board of directors. Reasonable notice of a proposed removal, stating cause, shall be circulated, and the board member provided with ample opportunity to respond, prior to the vote by the board of directors. Just cause may include, but not be limited to, an inability to fulfill one's responsibilities as described in these bylaws.

#### **4.6 Vacancy**

A vacancy may be filled by majority vote of a quorum of the board, and such person shall serve until the next regular election.

#### **4.7 Indemnification**

Directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation, or for monetary damages for breach of fiduciary duty, provided they acted in good faith, without intentional misconduct, and did not derive improper personal benefit (MGL 180 sec. 6C). The corporation shall indemnify directors and officers for legal expenses, including counsel fees, imposed on them in connection with any legal action to which they are made parties by reason of their service as directors or officers of the corporation.

All liabilities of the corporation shall be limited to its common funds and assets.

### **Article 5 Meetings, Voting and Quorums**

All meetings shall be led by the president of the corporation or, in the president's absence, by another officer of the corporation.

#### **5.1 Voting**

In any proceeding in which voting by members is called for, each member is entitled to one vote, and only members in good standing may vote.

Any action taken shall be valid if approved by a majority vote of the quorum attending, unless otherwise stated in these bylaws. A tie vote is not considered a majority vote.

#### **5.2 Member Meetings**

An annual meeting of the membership shall be held during the fourth quarter of the fiscal year. Special meetings of members may be called by the president or at the written request of a majority of the board of directors.

At any meeting of members, in order to conduct any business, 4 board members and 5 non-board members constitute a quorum.

Notice of the annual meeting or any special meeting shall be circulated to the membership not less than five days before the meeting, setting forth the date, time, and place of such meeting, and in case of a special meeting, the nature of the business to be transacted. Notices of meeting may be given via website or email.

### **5.3 Board of Directors Meetings**

The board of directors shall meet at least four times per year. Any member may attend board meetings, but only directors may vote.

At any meeting of the board of directors, a majority of the seated board present in person, by phone conference or video conference, shall constitute a quorum.

### **5.4 Board of Directors Action by Electronic Consent**

A request for an electronic vote on an action may be initiated by any director by first asking an officer (president, vice president, treasurer or secretary) for approval of use of electronic consent, and then circulating the request for a vote to the board of directors. For any vote by electronic consent to be valid, a majority of the seated board must respond within 48 hours in order to constitute a quorum.

Responding electronic votes must be received by the presiding officer within 48 hours in order to be counted and tallied. The final tally and a description of the action shall be recorded by the secretary. Any action taken by electronic consent shall be presented as an agenda item at the next board meeting and incorporated into the official minutes.

## **Article 6 Powers and Duties of Officers and Board of Directors**

### **6.1 Duties of Directors**

Subject to the provisions of the laws of Massachusetts, the activities and affairs of this corporation shall be conducted by or under the direction of the board of directors.

It shall be the duty of the directors to:

- a. perform any duties imposed on them collectively or individually by law or by these bylaws;
- b. supervise all officers and agents of the corporation to ensure that their duties are performed properly;
- c. meet at such times and places as required by these bylaws;

- d. register their addresses with the secretary of the corporation; notices of meetings sent to them at such addresses shall be valid notices thereof.

Directors and officers shall perform their duties in good faith and in a manner they reasonably believe to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Directors and officers shall disclose any personal or financial interest that may be in conflict with a matter coming before the board, and abstain from discussion, lobbying, and voting on the matter.

Board members are expected to lead or actively participate in corporation programs.

## **6.2 Duties of President and Vice President**

The president shall be the chief executive officer of the corporation and shall, subject to the direction and control of the board:

- a. have general charge and supervision of the business and affairs of the corporation;
- b. preside at all meetings of the members and the board;
- c. execute such deeds, mortgages, bonds, contracts, or other instruments that may from time to time be authorized by the board in the name of the corporation;
- d. have such powers and duties as are usually incident to this office in similar corporations.

In the absence of the president, the vice president or another officer designated by the board shall assume these same duties.

## **6.3 Duties of Treasurer**

The treasurer shall, subject to the direction and control of the board:

- a. have general charge of the financial affairs of the corporation;
- b. keep all funds and securities of the corporation;
- c. deposit and disburse corporation funds in banks, trust companies, or other depositories;
- d. receive gifts and monies due and payable to the corporation;
- e. keep vouchers and receipts and correct records and accounts of the corporation's assets, liabilities, disbursements, receipts, gains, and losses;
- f. exhibit at all reasonable times on request the account books and financial records to any director of the corporation;
- g. render on request an account of any financial transaction and of the financial condition of the corporation;
- h. prepare all required financial and tax documents, forms, and reports;

- i. have such powers and duties as are usually incident to this office in similar corporations.

#### **6.4 Duties of Secretary/Clerk**

The secretary shall, subject to the direction and control of the board:

- a. write and circulate minutes of all member and board meetings;
- b. write and circulate notices to members;
- c. keep all records of the corporation and exhibit them on request;
- d. have such powers and duties as are usually incident to this office in similar corporations.

In the absence of the secretary from a meeting, the presiding officer shall appoint another person to record the minutes.

#### **6.5 Disbursal of Funds**

Subject to the direction of the board, the president shall have the power to disburse funds when the treasurer is not available to do so. The Board shall vote at the first meeting of the fiscal year to set a maximum amount that the treasurer or president may disburse at their discretion, without the need for a further board vote. The Board may vote to change the amount at any time.

#### **6.6 Advocacy**

The board of directors, on behalf of the membership, may undertake advocacy of political issues (but not candidates), or of other issues that may be a matter of opinion, insofar as permitted by state and federal laws concerning nonprofit corporations.

Any such advocacy—whatever the audience or the medium of communication—shall be undertaken *only* after being approved by a majority vote of the seated board of directors.

### **Article 7 Amendment of Bylaws**

Approval and amendment of these bylaws shall be effected by a two-thirds vote of the seated board of directors. The amended bylaws must be ratified by a two-thirds vote of a quorum consisting of at least 4 board members and 5 non-board members, at the annual meeting or a special meeting called by the presiding officer.

**Amendment history:**

**Adopted: April 4, 2013**

**Amended: July 1, 2020**

**Amended: July 29, 2020**

**Revised: November 17, 2021**

**Amended: March 8, 2023**