

Northlands Storytelling Network

BYLAWS

Preamble

These are the bylaws of the Northlands Storytelling Network, hereafter referred to as “Northlands,” which is a non-profit organization incorporated in the State of Wisconsin.

Article I - Membership

1.01 Membership. Northlands membership is open to any person subject to submission of a completed registration form and payment of a membership fee, the amount of which shall be as set by the Board of Directors.

1.02 Duration. The term of membership is for 12 months from the payment of dues.

1.03 Benefits. By the end of November in each year, the Board of Directors shall determine membership dues and benefits for the following year.

Article II- Annual Business Meeting

2.01 Scheduling. An annual business meeting of the Northlands shall be held in the second quarter of each fiscal year, usually in conjunction with the Annual Conference. In the event there is no Annual Conference in a given year, the Board of Directors shall schedule an alternative date for the meeting. If an alternative date is scheduled all members shall receive written notice of the Annual Meeting postmarked at least one month prior to its scheduled date.

2.02 Quorum. A quorum shall consist of all members present at a duly called Annual Business Meeting.

2.03 Agenda. The agenda for the annual meeting shall include the installation of new officers, a report from the President or designee on the status of the organization, and any other items the Executive Committee shall deem appropriate.

Article III - Board of Directors

3.01 Composition. The Board shall be composed of the Officers and the Directors as set forth in these bylaws. The number of Directors shall be set at the discretion of the Board and shall not consist of not less than five members.

3.02 Nominations: A call for nominations for positions on the coming year’s Board shall be issued to all members no later than three months before the Annual meeting. Notice may be by regular or electronic mail. Members may nominate themselves. The Board may request that nominees submit an application form. The Nominating Committee shall provide a ballot with at least one candidate for each position to be filled at the Board of Directors’ Meeting prior to the Annual Meeting.

3.03 Elections. When only one person has accepted nomination to a position, election will be by the Board of Directors. When there are two or more candidates for a position, a ballot will be distributed to all

39 members eligible to vote. This ballot may be paper or electronic ballot. There shall be a 21-day period
40 between the posting date of the ballot and the end of polling and the counting of the votes. Results of
41 elections shall be reported at the Annual Business Meeting.

42 **3.04 Terms.** All Directors shall serve a two-year term of office, renewable by vote of the Board. The
43 terms of office shall be staggered so that no more than half the directors terms will be complete in any one
44 year.

45 **3.05 Removal.** A Director may be removed from office for cause by the affirmative vote of two thirds of
46 the elected members.

47 **3.06 Vacancies.** Vacancies on the Board of Directors shall be filled by interim Directors who shall serve
48 the remainders of the terms in which they were appointed. The Board may conduct regular business of the
49 organization if there is a vacancy not filled by an interim Director, so long as the minimum number of
50 directors shall not be less than five.

51 **3.07 Meetings.** Regular meetings of the Board of Directors shall be held four (4) times each year. One
52 meeting shall be in conjunction with the Annual Business Meeting, and the others will be at times and
53 places to be determined by the Board. Board meetings may be held via teleconference or in person. Mode
54 of meetings shall be determined by the board. Additional meetings may be held at any time upon the call
55 of the President with the provision of two weeks notice for Board members.

56 **3.08 Quorum.** A majority of the members of the Board convened according to these bylaws shall
57 constitute a quorum for the transaction of business.

58 **3.09 Records.** The Board shall keep a correct and complete record of all its proceedings that shall be
59 attested to by the signature of the Secretary.

60 **3.10 Powers.** The elected members of the Board of Directors shall have complete control over and
61 management of property, business, and affairs of Northlands; with the power to borrow money, accept
62 grants, and designate projects; and to authorize its officers or agent to execute in Northland's name the
63 business of the corporation. No contract shall be made or expense incurred on behalf of Northlands except
64 in accordance with the rules prescribed and approved by the Board of Directors.

65 **3.11 Electronic Communication.** Participation by members of the Board of Directors or of any
66 committee designated by the Board shall be permitted by electronic communication. Participation in such
67 a meeting pursuant to this provision shall constitute presence of such person at such meeting.

68 **3.12 Duty of Loyalty.** All members of the Board of Directors are bound to support and carry out any legal
69 action taken by the Board of Directors in accordance with these bylaws. A vote of dissent has no standing
70 on the duty of loyalty. In all actions the Directors shall give due regard to minority opinion.

71 **3.13 Rules of Order.** Meetings of the Board of Directors shall be held in an orderly manner using such
72 procedures as they shall adopt from time to time.

73 **3.14 Conflict of Interest.** Whenever a director or officer has a financial or personal interest in any matter
74 coming before the board of directors, the board shall ensure that:

75 **A.** The interest of such officer or director is fully disclosed to the board of directors.

76 **B.** No interested officer or director may vote or lobby on the matter or be counted in
77 determining the existence of a quorum at the meeting of the board of directors at which such
78 matter is voted upon.

79 C. Any transaction in which a director or officer has a financial or personal interest shall be
80 duly approved by members of the board of directors not so interested or connected as being in the
81 best interests of the organization.

82 D. Payments to the interested officer or director shall be reasonable and shall not exceed fair
83 market value.

84 E. The minutes of meetings at which such votes are taken shall record such disclosure,
85 abstention, and rationale for approval.
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88 **Article IV - Officers**

89 **4.01 Officers.** The officers of Northlands Storytelling Network are the President, Vice President,
90 Secretary/Treasurer or Secretary and Treasurer, and Director Emeritus.

91 **4.02 Terms.** The term of officers shall be one year, the year being from one annual business meeting to
92 the next annual business meeting. Officers may serve consecutive terms.

93 **4.03 Duties.** The duties of the officers shall consist of, but are not limited to, the following:

94 A. **President.** The President shall be the chief executive officer of Northlands. The President
95 shall see to it that all resolutions and policies of the Board of Directors are carried to effect. The
96 President shall be an ex-officio member of all committees and shall have the general powers and
97 duties vested in the President of a non-stock corporation under Wisconsin Statutes.

98 B. **Vice-President.** The Vice-president shall assume the duties of the President in the absence
99 of the President.

100 C. **Secretary/Treasurer or Secretary and Treasurer.** The Secretary shall be responsible for
101 recording the minutes of the proceedings of the Annual Business Meeting and the meetings of the
102 Board of Directors. The Treasurer shall oversee and verify financial transactions conducted by the
103 Business Manager on behalf of Northlands. The Treasurer shall have signature authority for all
104 Northlands financial transactions. The Treasurer shall assure that any expenditure not authorized
105 by Board action or budget receives Executive Committee approval prior to payment.

106 D. **Director Emeritus.** The Director Emeritus shall serve in an advisory capacity and also
107 serve on the Nominating Committee. The Director Emeritus may be any past board member.

108 **4.04 Vacancy.** If any officer is unable to fulfill their term, the Board may elect a successor to fulfill the
109 remainder of the term.
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111 **Article V – Agents and Employees**

112 **5.01** The board may contract for the services of an agent or agents to conduct the day-to-day business of
113 Northlands. The Board may also hire employees as needed.
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115 **Article VI - Committees**

116 **6.01 Authority.** There shall be provision for both standing and ad hoc committees. All committees are
117 committees of the Board and only have the authority specifically delegated to them by these bylaws
118 and action of the Board of Directors.

119 **6.02 Executive Committee.** The Executive Committee shall be composed of the Officers. The Executive
120 Committee shall exercise all powers of the Board during intervals between meetings of the Board of
121 Directors within provision of the Bylaws. The President serves as chair of the Executive Committee.

122 **6.03 Long Range Planning Committee.** The Long-Range Planning Committee is responsible for
123 recommending to the Board goals and timelines for the future of the organization; and for monitoring
124 and reporting on implementation and outcomes of measures intended to achieve those goals.

125 **6.04 Nominating Committee.** The Nominating Committee consists of the Director Emeritus, President,
126 and Vice President, and is chaired by the Director Emeritus.

127 **6.05 Ad Hoc Committees.** The Board of Directors may authorize the appointment of committees to aid
128 the Northlands in achieving its goals. These committees shall be reauthorized on an annual basis and
129 serve until a task or goal is accomplished.

130 **6.06 Terms.** Committee appointments are for a one-year term; generally, the period between annual
131 business meetings. There is no limit on the number of terms a member may serve.

132 **6.07 Eligibility.** With the exception of the executive committee who serve ex-officio, committee
133 membership is open to members of Northlands.

134 **6.08 Reporting.** Committee chair shall provide a report on the committee’s activities for each regular
135 meeting of the board. This report shall become a part of the record of the meeting.

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Article VII - Amendment of the Bylaws

138 **7.01 Procedure.** These bylaws may be amended, or any part thereof repealed by a two-thirds vote of all
139 Directors at any regular or special meeting of the Board of Directors of Northlands, provided the proposed
140 amendment has been submitted to all directors in writing at least two weeks prior to such a meeting.