

BYLAWS OF Madison MAN Cooperative

Approved August 1, 2018

ARTICLE 1. PURPOSE

To create means for everyone to discover and succeed in work they want to do, with the support of their community.

Madison MAN Cooperative members engage in mutually beneficial sharing and exchange, in service to equitable and sustainable communities, and embodying the following practices:

- Reciprocity
- Democratic member control and economic participation
- Voluntary and open membership
- Mutual aid among mutual aid networks
- Transparent, open, and accessible processes

ARTICLE 2. ORGANIZATIONAL STRUCTURE

The Madison MAN Cooperative is a Cooperative adhering to methods and principles of Sociocracy and Consent decision making. Governance is transparent, open, and accessible. The Madison MAN Cooperative adheres to the Core Principles of the Humans United in Mutual Aid Networks (HUMANS) global cooperative network.

Section 2.2 Board of Directors

2.2.1 General Powers. The management, control, and operation of the affairs and properties of this corporation are vested in the Board of Directors of the corporation, subject to the provisions of the laws of the State of Wisconsin and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the Board.

2.2.2 Composition and Election of the Board. The Board of Directors shall consist of no

more than eleven (11) and, as stated by law, no fewer than five (5) persons. When vacancies among the Directors occur by reason of death, resignation, failure of qualification, or otherwise, the number of directors shall be reduced by such vacancies until qualified replacements are selected by the Board.

2.2.3 Qualifications.

Directors will share commitment to the mission and values of the organization..
Youth participation may be allowed as defined by statute

2.2.4 Duties. It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation
3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly
4. Meet at such times and places as required by these bylaws
5. Register their addresses with the secretary of the corporation, and notices of meetings sent to them at such addresses, or sent electronically, shall be valid notices thereof
6. Establish and maintain policies and procedures consistent with mission and core principles, including use of sociocratic practices in governance.
7. Invite active participation of members in all governance meetings.

2.2.5 Manner of Elections

The directors shall be elected at the annual meeting of the membership, through sociocratic dialogue and consent.

2.2.6 Term

2.2.6.1 Each Director shall serve a term of [two (2)] years and until such director's successor is appointed and qualified. However, at least one-half of the initial directors shall serve an initial term of one year such that approximately half of the directors will have terms that expire in a different year than the other half of the directors.

2.2.6.2 No director may serve for more than three (3) consecutive term, unless this restriction is waived by the affirmative vote of two-thirds (2/3) of the directors not affected by this restriction. After an absence of one year from the board, an individual shall be eligible for reelection to the Board.

2.2.7 Resignation and Termination. A resignation by a director must be in writing and is effective when received by the secretary. Any director may be removed by consent of the

directors then in office, at any special, regular, or annual meeting of the Board of Directors where notice of said removal has been sent to members of the organization a minimum of ten (10) days prior to the meeting. A removed trustee's successor may be elected at the same meeting to serve the unexpired term.

2.2.8 Vacancies. Vacancy on the Board of Directors arising at any time from any cause, including the authorization of an increase in the number of Directors, may be filled for the unexpired term at any meeting of the Board of Directors through sociocratic dialogue and consent. Each director so selected shall hold office until election at the annual meeting of the members and the qualification of his\her successor.

2.2.9 Annual Meeting. The annual meeting of members shall be held approximately one year from the date of the first general membership meeting and Board election on such day and at such place and time as determined by those present at the meeting. The purpose of the annual meeting is to elect directors and officers and for the transaction of such other business as may come before the meeting.

2.2.10 Regular Meetings. Regular meetings of the Board shall be held monthly for a minimum of ten (10) months of the year.

2.2.11 Special Meetings. Special meetings of the Board may be called by the President, facilitator, or three or more directors of the corporation at such time and place as the officer, facilitator, or directors calling the meeting may specify and with 10 days advance notice to all members.

2.2.13 Member Meetings. Meetings of the MADISON MAN COOP WILL OCCUR MONTHLY. Meetings will be located in publicly accessible locations. MADISON MAN WILL KEEP MEMBERS INFORMED OF MEETING TIMES and locations.

2.2.14 Quorum

For board meetings, 50% + 1 present either physically or electronically.

** A quorum of the Board of Directors shall be required for all items for which the Board of Directors is legally liable.

2.2.14.3 Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorums are not present, and the only motion which the facilitator shall entertain at such meeting is a motion to adjourn.

2.2.15 Manner of Acting. An act of the majority of the Directors present at a meeting at

which a quorum of the board is present is a duly authorized act of the Board of Directors, except where otherwise provided by law or these Bylaws.

2.2.17 Meetings by Electronic Means of Communication. Members of the Board may conduct any regular or special meeting by use of any electronic means of communication provided:

- (1) all participating members may simultaneously hear each other during the meeting or
- (2) all communication during the meeting is immediately transmitted to each participating member of the Board and each participating member is able to immediately send messages to all other participating members. Before the commencement of any business at a meeting at which any Board members do not participate in person, all participating members shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

2.2.18 E-mail Proposals may be accepted.

2.2.19 Compensation. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 2.2.20 of these bylaws.

2.2.20 Conflict of Interest. No contract or other transaction between the Corporation and one or more of its directors, officers, or other members of the Board or any other corporation, firm, association, or entity in which one or more of the directors, officers, or other members of the Board are directors, officers, or have a material financial interest shall be entered into by the Corporation unless the fact of such relationship or interest is disclosed and known to the Board and the Board authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, officers, or other members of the Board. Common or interested directors, officers, or other members of the Board may be counted in determining the presence of quorums at a meeting of the Board thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE 3. DECISION MAKING

The Board and subgroups thereof shall make decisions using sociocratic dialogue and consent, except where such consent has been used to specify a different decision-making process.

Section 3.1 Sociocratic Dialogue

The Board will develop and implement operating policies that incorporate sociocratic principles in dialogue and decision-making.

Section 3.2 Consent as Basic Decision-Making Process.

Using consent as the basic decision-making process:

3.2.1 An individual consents to a decision if they have no articulated objection to the proposed decision based in vision, mission and aims of the organization.

3.2.2 A group consents to a decision if each individual member present for the decision consents to the decision.

ARTICLE 4. Officers

Section 4.1 Officers

4.1.1 The officers of the Corporation are President, Secretary, and Treasurer. The Board may elect such other officers as it deems desirable. No officer of the Corporation, except the President, need be a director.

Section 4.2 Election, Term of Office, and Removal

4.2.1 At the annual meeting of the Board, members of the Board shall elect the officers of the Corporation for a term of one (1) year or until the Board again elects new officers, whichever occurs first.

4.2.2 Any officer of the Corporation may be removed from office at any time for any reason by consent of the Board, provided that if the officer to be removed is then a director, he or she shall not vote on his or her removal from office.

Section 4.3 President

4.3.1 The President shall have general and active management of the affairs and property of the Corporation, and shall see that all orders and resolutions of the Board are carried into effect.

4.3.2 The President may sign, with the other proper officer or agent of the Corporation authorized by the Board, any deeds, bonds, contracts or other instruments that the Board has authorized to be executed, and shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

Section 4.4 Secretary

4.4.1 The Secretary shall sign documents of the Corporation from time to time as required, keep the minutes of the meetings of the Board, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and be custodian of the corporate records.

4.4.2 The Secretary shall perform such other duties as may be assigned to the Secretary by the Board.

Section 4.5 Treasurer

The Treasurer shall be responsible for the custody of the assets of the Corporation, and shall advise the Board respecting the Corporation's financial condition and the handling of the Corporation's monies and investments and perform such additional duties as may be assigned to the Treasurer by the Board.

ARTICLE 5. Contracts, Checks, Deposits, and Funds

Section 5.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

Section 5.2 Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as is from time to time to be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by two of the officers of the Corporation.

Section 5.3 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 designate.

Section 5.4 Books and Accounts

The Corporation shall keep or cause to be kept correct and complete books and records of account and also keep minutes of the proceedings of the Board of Directors and its committees. In addition, the Corporation shall cause to be filed the necessary reports, tax returns or other documents as may be required by law on its own behalf.

ARTICLE 6. Indemnification

The Corporation shall, to the fullest extent authorized by ch. 181, indemnify each director and officer of the Corporation against reasonable expenses and against liability incurred by a director or officer in a proceeding in which he or she was a party because he or she was a director or officer of the Corporation. These indemnification rights shall not be deemed to exclude any other rights to which the director or officer may otherwise be entitled. The Corporation shall, to the fullest extent authorized by ch. 181, indemnify any employee who is not a director or officer of the Corporation, to the extent the employee has been successful on the merits or otherwise in defense of a proceeding, for all reasonable expenses incurred in the proceeding if the employee was a party because he or she was an employee of the Corporation. The corporation may, to the fullest extent authorized by ch. 181, indemnify, reimburse, or advance expenses of directors, officers, or employees.

ARTICLE 7. Fiscal Year

The fiscal year of the Corporation is January 1st through December 31st.

ARTICLE 8. Offices

The Corporation shall have and continuously maintain in this state, a registered office and registered agent whose office is identical with such registered office, and may have other offices within or without the State of Wisconsin as the Board of Directors may from time to time determine.

ARTICLE 9. Amendments to the Bylaws

These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative

consent vote of the Directors, followed by an affirmative majority vote of the general membership, provided that notice of the meeting is given stating the proposed amendment, repeal or new Bylaws to be considered.

ARTICLE 10. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nonstock Corporation Law of the State of Wisconsin or under the provisions of the Articles of Incorporation or the Bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE 11. Dissolution

The Corporation shall be dissolved upon an affirmative consent vote of the Directors, followed by an affirmative majority vote of the general membership, provided that notice of the meeting is given stating the proposed dissolution. Upon dissolution of the Corporation, after all debts and obligations of the corporation are paid, its assets, if any, shall be distributed, subject to any necessary judicial approval, to an organization or organizations organized as Mutual Aid Networks and/or meeting the core principles referenced in these bylaws (section).