

## **BYLAWS OF THE WINONA OUTDOOR COLLABORATIVE**

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation pursuant to Chapter 317A.

### **ARTICLE I — NAME AND PURPOSE**

Section 1: Name: The name of the organization shall be the Winona Outdoor Collaborative It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2: Purpose: The Winona Outdoor Collaborative is organized exclusively for charitable, educational, and scientific purposes.

The purpose of this corporation is to create a safe space for all people to explore and grow a passion for outdoor recreation. Through outings and workshops, partnerships and events, the Winona Outdoor Collaborative aims to limit barriers to participation in outdoor recreation and create an inclusive, welcoming, non-competitive space for people to connect and thrive in.

### **ARTICLE II — MEMBERSHIP**

There are two types of membership in the Winona Outdoor Collaborative.

Section 1 – General Membership: Individuals who purchase a membership in the Winona Outdoor Collaborative shall be known as “Winona Outdoor Collaborative Members.” Members are provided certain benefits including, but not limited to, access to special events, discounted rates for events, guided trips, and retreats, rentals, early access to retail, and monthly membership newsletters.. Members shall receive comprehensive information regarding membership dues and benefits upon purchasing a membership.

Section 2 – Board Members: Individual Board of Directors members are considered “Board Members” and may also receive a free General Membership to the Winona Outdoor Collaborative as a “thank-you” for Board Members’ commitment to the organization and work completed on behalf of its mission.

### **ARTICLE III — BOARD OF DIRECTORS**

Section 1 - Board role, size, and compensation: The board is responsible for overall policy and direction of the society, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 9, but not fewer than 3 members. The board receives no compensation other than reasonable expenses, and a complimentary General Membership.

Section 2 - Terms: All board members shall serve two-year terms, but are eligible for re-election without limit on the number of terms.

Section 3 - Meetings and notice: The board shall meet at least quarterly, at an agreed time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4 - Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 - Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 - Quorum: A quorum must be attended by at least one third of board members for business transactions to take place and motions to pass.

Section 7 - Officers and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary, and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice-chair shall preside over meetings in the event the chair is unable. Furthermore, the vice-chair is responsible for Board Member orientation and recruitment for members of the Board.

The secretary shall keep minutes of each board meeting and distribute the notes to all members following the meeting. The secretary shall also distribute notices, receive notices from members, and assist in organizing board elections.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 - Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only until the end of the unexpired term that the board member is filling. If the member filling the vacancy seeks to remain on the board, they must be elected.

Section 9 - Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings

in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 - Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 11 - Passing Motions or Voting on Regular-Business - During Board meetings, Board Members will discuss the direction of the organization and as such be required to make decision on actions the Winona Outdoor Collaborative should take. In order for a motion to pass, or an action to be approved by, over half of the Board Members must vote in favor of the motion or action.

Section 12 - Tie-Breaker and Dispute Resolution: In the event the Board Members and Directors reach an impasse on a motion, action, or decision, the Board Members shall decide upon a recreation-based challenge (e.g. most miles hiked in a week, hardest grade climbed in a week, etc.) and whoever accomplishes the challenge first shall be the deciding vote.

#### **ARTICLE IV — COMMITTEES**

Section 1 - Committee formation: The board may create committees as needed, such as fundraising, programming, public relations, data collection, marketing, etc. The board chair appoints all committee chairs.

Section 2 - Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 - Finance Committee: The treasurer is the chair of the Finance Committee, which includes at least two other board members, or directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

#### **ARTICLE VI — DIRECTORS AND STAFF**

Section 1 - Programming Director: The programming director is interviewed and selected by the board. The programming director has the responsibility of carrying out the

organization's goals and policies through the development of programs. Programs include monthly meet-ups, quarterly workshops, retreats, and any other programs as decided upon by the programming director that promote the mission and goals of the Winona Outdoor Collaborative. The programming director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

Section 2 - Operations Director: The operations director is interviewed and selected by the board. The operations director has the responsibility of day-to-day management of the organization, including development of policies and procedures as well as establishing and expanding partnerships with various entities to further the organization's mission and goals. The operations director shall have the ability to draft and establish policies and procedures to be approved by the board of directors and approach any entities he/she desires to establish partnerships with and the ability to evaluate whether any partnership is beneficial to the organization. The operations director will attend all board meetings, report on the status and progress of organization, and carry out the other duties of the job description. The board can designate other duties as necessary.

Section 3 - Marketing Director: The marketing director is interviewed and selected by the board. The marketing director has the responsibility of promoting the mission of the organization in the Winona community and beyond. The marketing director shall promote any events coordinated by the programming director and establish a marketing strategy that he/she implements. The marketing director will attend all board meetings, report on the progress of marketing initiatives and community engagement metrics, and carry out the other duties of the job description received upon election. The board can designate other duties as necessary.

## **ARTICLE VII – AMENDMENTS**

Section 1 - Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the board chair to be sent out with regular board announcements.

### **Certification**

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on August \_\_\_\_, 2020.

Board Chair \_\_\_\_\_ Date \_\_\_\_\_