

BYLAWS OF
Saguache County Sustainable Environment & Economic Development, hereinafter,
ScSEED, Inc.

ARTICLE I - NAME, PURPOSE

Section 1: Name. The name of the organization shall be Saguache County Sustainable Environment & Economic Development, aka, ScSEED.

Section 2: Purpose. ScSEED is organized exclusively for charitable, scientific and educational purposes, more specifically to facilitate Saguache County citizens in working together as a community to develop a sustainable economy that builds on our existing strengths, contributes to strong integrated community, and protects the environment, rural lifestyle, and character of Saguache County.

ARTICLE II - FISCAL YEAR

ScSEED's Fiscal Year shall be the calendar year, January 1 to December 31.

ARTICLE III - ANNUAL MEETING

Section 1: The date of the regular annual meeting shall be during November or December of each year, or other earlier date as approved, set by the Board of Directors who shall also set the time and place. The purpose of this meeting will for the recruitment of board members and the development of the next fiscal year plans.

Section 2: Project Planning Month

Each year prior to the Annual Meeting, the Board will host a citizen meeting to gather input for prioritizing current and new project development.

Section 2: Notice. Notice of each annual meeting shall be given to each voting member, by regular mail or fax or e-mail, not less than thirty (30) days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, and Compensation. The Board is responsible for overall policy and direction of ScSEED, and delegates responsibility for day-to-day operations to the ScSEED staff and committees.

The Board shall have up to nine (9) and not fewer than three (3) members. The board receives no compensation other than reasonable expenses.

Section 2: Terms. All Board members shall serve two-year terms, and are eligible for re-election. Terms shall be staggered, with approximately 50% of the Board seats being elected each year.

Section 3: Meetings. The Board shall meet regularly at an agreed upon date, time and place, as business at hand requires and may schedule conduct business by email and phone conferences as needed. An Annual Board Meeting is scheduled each year following the annual public forum.

Section 4: Special Meetings. Special meetings may be called by the Chair or the Executive Committee.

Section 5: Board Elections. Election of new directors or election of current directors to an additional term will occur at the annual meeting of ScSEED. Directors will be elected by a majority vote of the current directors.

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Section 6: Quorum. A quorum of at least 50% percent of the Board members present or participating in decision-making by proxy is required before business can be transacted or motions made or passed.

Section 7: Notice. An official Board meeting requires that each Board member have written notice ten (10) days in advance.

Section 8. Officers and Duties. There shall be three (3) officers of the Board consisting of a Chair, Secretary, and Treasurer, taking office on January 1st, following their election and serve a one year term, to the following December 31st. 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.

The Secretary shall be responsible for keeping, or causing to be kept, the records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that ScSEED records are maintained.

The Treasurer shall provide a report at each Board meeting, be a member of any fundraising or finance related committee, assist in the preparation of the budget, help develop fundraising plans, and provide financial information to Board members and the public.

Section 9: Vacancies. When a vacancy on the Board exists, notice shall be published in local newspapers and nominations for new members must be received by the Secretary 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. Vacancies will be filled only until the end of the vacating Board member's term, and then, that Board member is eligible for re-election.

Section 10. : Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped for excess absences from the Board if s/he has three un-excused 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.

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ARTICLE V - COMMITTEES

Section 1: Committees. The Board may create committees as needed, such as fundraising, project oversight, etc. The Board appoints all committee chairs.

Section 2: Executive Committee. The Chair, Past Chair and Vice Chair serves 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 of the powers and authority of the Board of Directors in the intervals between meetings of the Board, subject to the direction and control of the Board of Directors. The Executive Committee shall supervise ScSEED personnel (staff and volunteers), and conduct staff performance evaluations.

ARTICLE VI - AMENDMENTS

These Bylaws may be amended when necessary by a 75% majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII – ANTI-DISCRIMINATION STATEMENT

ScSEED does not discriminate on the basis on race, color, creed, national origin, sex, sexual orientation, age, disability or other legally protected status in admission to, access to, or operations of its programs, services or activities. ScSEED does not discriminate in its hiring or employment practices.

ARTICLE VIII – CONFLICT OF INTEREST POLICY

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

ARTICLE IX – DOCUMENT RETENTION & DESTRUCTION POLICY

The board shall adopt and periodically review a document retention and destruction policy for the systematic review, retention and destruction of documents received or created by the Organization in connection with the transaction of organization business.

ARTICLE X – WHISTLEBLOWER POLICY

ScSEED requires and encourages directors, volunteers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The board shall adopt and periodically review a whistleblower policy for the protection of directors, volunteers and employees reporting concerns from retaliation, harassment, or adverse employment consequences related to complaints of organizational wrongdoing.

These Bylaws were amended:

At a meeting of the Board of Directors of ScSEED, on December 5, 2013

On Behalf of the ScSEED Board of Directors:

Mark Swart, Chair

ATTEST: Lynne Thompson, Secretary