

**BYLAWS  
OF  
GREEN OMAHA COALITION (GOC)**

**ARTICLE I**

**ORGANIZATION**

Section 1. The name of the organization is the Green Omaha Coalition, a non-profit corporation incorporated in the state of Nebraska.

**ARTICLE II**

**OFFICES**

Section 1. The Green Omaha Coalition does not occupy a physical location. Operational records will be kept by the elected Secretary of the Board throughout their term. Financial records will be kept by the Treasurer of the Board.

Section 2 If at such time that the Coalition acquires a physical location, no portion of the GOC 's property shall inure to the benefit of any Officer, Director, or member of the coalition.

**ARTICLE III**

**PURPOSE AND DEFINITION**

Section 1. Mission: Promoting a healthy, sustainable community through partnerships, policy, and smart solutions.

Section 2 Definition: The Green Omaha Coalition is an association formed to enable members to pursue the mission and purposes of the Green Omaha Coalition. The Coalition has adopted these Bylaws as an expression of the manner in which it will govern itself to accomplish these purposes.

Section 3. Primarily the GOC intends to accomplish its mission as a resource to city governments, businesses, the educational community, and citizens as a whole – fostering collaboration with key stakeholders in the community to accelerate the adoption of green practices, policies, and programs.

Section 4 The territory of the Green Omaha Coalition shall include the Greater Omaha Metropolitan area including the five county areas of Douglas, Sarpy, Pottawattamie, Mills and Washington.

## **ARTICLE IV ORGANIZATIONAL STRUCTURE**

Section 1 The governing body of the Green Omaha Coalition is the Board of Directors, which has the authority and is responsible for the supervision, control, and direction of the GOC.

Section 2 In addition to the board of directors, there are standing board committees providing support to the GOC mission:

- **Executive Committee**

There shall be an Executive Committee which shall consist of the Board elected officers, Council Chairs and Committee Chairs. Other Executive Committee members, if any, shall be designated by the Board. Notice of meetings of the Committee shall be given to all other members of the Board, who may attend such meetings, but without power of vote.

The Executive committee will be charged with managing the routine business affairs and operations of the Green Omaha Coalition as necessary to meet the mission objectives.

The Executive Committee shall have, and may exercise as directed by the Board, all the powers of the Board provided that the Committee shall not make final determination of policy. Such determination of policy may be made on an interim basis but shall be referred to the Board for approval.

- **Finance Committee**

The finance committee will be charged with budgeting, recording and managing financial resources to meet the mission objectives.

- **Communications Committee**

The communications subcommittee works in the development of appropriate marketing materials and branding to make GOC information recognizable and organized.

- **Membership Committee**

The membership committee will be charged with developing membership policies and recruitment strategies.

Section 3 In its commitment to partnership and to leverage the momentum and innovation of local groups, councils have been established to provide a forum for these groups to collaborate, educate, and promote green practices.

- **Public Agency Council**
- **Green Neighborhood Council**
- **Green Business Council**
- **Green Education Council**
- **Design and Construction Council**

Section 4 Additional Committees. The Board at the recommendation of the Executive Committee may establish such additional committees or Councils as it deems necessary to carry out the GOC mission.

## **ARTICLE V**

### **MEMBERSHIP**

Section 1 Membership in this organization shall be open to individuals and organizations within the designated territory who support the mission and activities of the Green Omaha Coalition.

Section 2 Members shall join the Green Omaha Coalition upon completion of a membership application and payment of membership dues. All memberships are renewed on an annual basis on anniversary of enrollment.

Section 3 Participation in Councils is open to all members and encouraged.

Section 4 Participation in Council activities shall also be open to the public. Those who do not pay membership dues but who actively participate referred to as "volunteers". "Volunteers" will not have voting privileges.

## **ARTICLE VI**

### **DUES**

Section 1 Annual Dues shall be determined by the Membership Committee in accordance with established Membership Policy as adopted by the Green Omaha Coalition Board.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

Section 1. Responsibilities: The Board provides representation, leadership, and focus to the Green Omaha Coalition in carrying out its purposes.

- (a) The Board shall make policy for the Coalition consistent with its purpose;
- (b) The Board shall make rules and regulations, both for the administrative and the mission oriented functions of the Coalition
- (c) The Board also serves as the principal point of contact for the Green Omaha Coalition.
- (d) The Board develops with Councils the strategic direction of the Green Omaha Coalition.

- (e) The Board shall by their commitment, give GOC and its mission visibility and credibility.
- (f) The Board shall also assist in efforts to obtain the resources necessary to effectively pursue the mission.

Section 2. Objectives. The objectives of the Green Omaha Coalition Board shall be to:

- (a) Participate in the long and short range planning of the GOC by responding to need in the community;
- (b) Through topic oriented councils, provide the structure and needed organization for collaboration among groups with common objectives.
- (c) Act as an instrument to promote the activities and programs of GOC and its councils throughout the Midwest
- (d) Provide direction on communication functions and materials developed and distributed for the GOC and its councils.

Section 3. Number. The number of GOC Board Members shall be fifteen (15). No more than one representative of any one GOC member organization or business may serve as a member of the Board in any one year.

Section 5. Term of Service. Each Board Member shall be elected or re-elected to a three year term of service beginning with the annual January meeting. The term of the service shall alternate so that one third of the terms of the Members of the Board shall expire each year.

Section 6. Qualifications. Board Members may be any individual representing themselves or representing an organization supporting the overall mission of the coalition. Any regular Green Omaha Coalition member in good standing who is an individual member or who's organization is a member of the Green Omaha Coalition is eligible to serve on the board.

Section 7. Selection. Board Members shall be elected by the Coalition membership at large annually. Board Members shall be selected from candidates nominated by a nominating committee. Nominations and selection shall take place within the first six months of the calendar year. Members selected will begin their service in January of the year in which selection took place. Until such time as membership and an election format is established a nominating/selection committee shall be identified to select Board members to serve.

Section 8. Nominations. A Nominating Committee selected by the Executive Committee shall prepare a slate of candidates for the Board. The committee shall announce the slate to the membership with at least fourteen (14) days to cast their votes. Nominating committee shall consist of representation from each council and at least one Board member resulting in six total. Candidates shall be representative of the

organizations brought together to formulate GOC and shall include representation from City, County, OPPD, MUD, MAT, and USGBC. Other suggested entities may include educational organizations, professional, corporations, community and planning organizations and other entities that share the GOC mission.

Section 9. Regular Meetings. A regular meeting of the GOC Board shall be held according to a schedule determined by the Board . Special or emergency meetings may be called by the Executive Committee at such place and time as may be required.

Section 9. Quorum. A majority of the number of voting Board Members fixed by section 3 of this Article II shall constitute a quorum for the transaction of business at any meeting of the GOC Board.

Section 10. Manner of Acting. Action of the majority of the Board Members at a meeting at which a quorum is present shall be the action of the GOC Board.

Section 11 Action without a Meeting. Any action by the Board may be taken without a meeting, using teleconference, mail or email, if a majority of members of the Board consent to such action.

Section 12. Vacancies. The Board shall fill any vacancy occurring in the GOC Board for the remaining portion of the term.

Section 13. Compensation. Members of the GOC Board shall serve without compensation but may be reimbursed for out of pocket expenses.

Section 14. Conflict of Interest, Non Discrimination Policy and Use of Confidential Information. All members of the Board shall follow the written policies and procedures established by GOC with respect to conflicts of interest, non discrimination and the protection and use of confidential information. Board members shall be supplied with copies of these documents when they are appointed or elected to the Board.

Section 15. Emeritus and Honorary Director. At any annual meeting of the Green Omaha Coalition, any person who has rendered extraordinary service in support of the objectives of The Green Omaha Coalition may be elected to be an additional member of the Board with the designation of Honorary or Emeritus Director. Such Directors do not fall within the size or term limitations of the Board established in this Article, and shall continue in office until death or resignation. Honorary and Emeritus Directors shall serve at the discretion of the Board; shall be entitled to receive notices of Board meetings and copies of minutes of such meetings; shall be entitled to attend such meetings; but shall not be entitled to vote.

Section 16. Removal. If a Director fails to attend two or more Board meetings in a rolling twelve month period without prior explanation he/she may be removed by the Board whenever in its judgment the best interest of the Board would be served.

Any individual elected or appointed to the Board who commits an infraction against the by-laws may be removed by the Board whenever in its judgment the best interest of the Board would be served.

## **ARTICLE VIII OFFICERS**

Section 1. Number. The officers of the GOC Board shall consist of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the GOC Board.

Section 2. Election and Term of Office. The officers of the Board shall be elected annually at the first meeting of the new service year in September.

Section 3. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interest of the Board would be served.

Section 4. Vacancies. A vacancy in an office created by death, resignation, removal, disqualification or otherwise deemed necessary by the Board, may be filled by another Board Member for the unexpired portion of the term.

Section 5. The President. The President shall preside at all meetings of the Board, and shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

Section 6. The Vice President. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President may perform such other duties as from time to time may be assigned by the President or by the Board.

Section 7. The Secretary. The Secretary shall keep the minutes of the meetings of the Board, minutes of the meetings of the Executive Committee, keep a register of all pertinent information to assist in contacting and informing the Board and identified supporters of the Green Omaha Coalition, and perform such other duties as may be assigned by the President or the GOC Board.

Section 8. The Treasurer. The Treasurer shall keep record of monetary expense and budget and report finances to the Board. The Treasurer shall keep a record of all pertinent information to assist in informing the Board and others as may be assigned by the President or the GOC Board as to financial activities of the GOC.

Section 9. The Council and Committee Chairs Each Council or Committee shall have as its Chair or Co-Chair a seated member of the GOC Board. Each Council Chair or Committee Chair shall attend Executive Committee meetings or send a representative from their respective council and prepare a report to the Board on a regular basis summarizing the activities of their respective Council or Committee. All Council Chairs, Co-Chairs and Committee Chairs shall be active members of the Green Omaha Coalition.

## **ARTICLE IX**

### **MEETINGS OF MEMBERSHIP**

Section 1 Annual Membership Meeting. The GOC holds an annual membership meeting at the place and on the date decided by the Board of Directors.

Section 2 Special meetings. Special meetings may be called by the Board of Directors at any time.

Section 3 Notice. The Board of Directors must give members a thirty day notice of all annual and special meetings. The notice must include a description of the business to be discussed. Notice may be given via e-mail.

Section 4 Voting. The presence of thirty three percent of the membership constitutes a quorum. A simple majority is required on all votes except where some other number is required by law or these Bylaws. Electronic voting will be used for voting membership. A decision shall be made by a majority of those responding as long as a quorum is reached.

## **ARTICLE X**

### **INDEMNIFICATION**

Section 1 The GOC shall indemnify any person who may be designated from time to time to perform official duties on behalf of the Green Omaha Coalition. Such persons shall be indemnified by the GOC against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been an officer, employee, or person acting on behalf of the GOC, except in such cases wherein the Officer, employee or person is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

## **ARTICLE XI**

## **AMENDMENTS**

Section 1 Amendments to these Bylaws may be made at any meeting that is called with a two-week prior notice to the membership. Amendments shall be adopted upon a two-thirds vote of the membership present and voting. Emergency amendments may be made at any time by a quorum vote of the Board of Directors, but emergency amendments are temporary and subject to subsequent approval by a majority vote at the next meeting of the membership. E-mail voting by membership for amendment adoption may be used at the discretion of the Board.

## **ARTICLE XII**

### **DISSOLUTION**

Section 1 On the dissolution or liquidation of the Green Omaha Coalition, any of its assets remaining after payment of all liabilities shall be distributed by a vote of the Board of Directors to any non-profit corporation or association whose objectives are similar to the Green Omaha Coalition's and are eligible for receipt of assets under Section 501 c 3. of the Internal Revenue Code

Section 2 Dissolution: Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government or for a public purpose.

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Signature

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Date

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Signature

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Date