

DRAFT

BYLAWS OF
EARTHMIND a.k.a. WELL
A California Corporation

PURPOSE

The purpose of WELL is to foster the creation of a local, sustainable economy in the Willits area. We choose to do this by:

- Encouraging projects that help fulfill our vision of an enduring local economy that provides health and security for our community
- Watching for opportunities to partner with other organizations to support common goals
- Facilitating dialogue, action and education with our community
- Identifying gaps in the local economy that need action and
- Incubating and coordinating projects that help fill those gaps.

We choose to support visible actions, tangible new infrastructure and sustainable relationships among people, institutions and the planetary ecology. We support the passions of our membership and of other people and organizations working towards a similar vision. Areas of our focus will be food, energy, shelter, transportation, business, and any other areas that contribute towards the creation of a local, sustainable economy.

Members

A member of WELL will be any individual who supports and encourages the vision and purpose of the organization and who pays an annual membership fee. It is understood that some members will give their support through taking an active part in WELL projects while others will lend their financial support to and approval of WELL projects.

Liability of Members: No member shall be personally liable for any indebtedness or other obligation of the corporation.

The Board
(Directors of the Corporation)

Number: The authorized minimum number of directors of the Corporation shall be five.

Qualifications: To be elected as a member of the Board, an individual shall have been a member of WELL for at least 9 months, shall have worked actively on at least one of WELL's projects, and shall enthusiastically support the vision and purpose of WELL

Elections: Directors will be elected at a quarterly meeting of the membership. All members present at the meeting will have a vote. A “yes” vote by 60% of the attending membership will carry the vote. No proxies or absentee ballots will be allowed.

Term of Office: Board members will hold their position for a one-year term.

Board Structure:

- The Board shall have a President, Secretary and Treasurer. The position of Secretary and Treasurer may be held by one person. The officers shall be members of the Board.
- Board officers are empowered to make emergency decisions.
- A quorum shall be 80% of the Board.
- A proposal with 75% of the yes votes shall be considered passed. However, before the vote is considered complete, the person making the dissenting vote shall have a chance to present her/his position again and another vote will be taken.
- The Board shall meet at least once a quarter, as business presents itself.
- Board members can call an emergency meeting with a week’s notice.
- Board members shall take turns facilitating meetings.
- Members have the right of recall of Board members.

Board Responsibilities

The Board will:

- Receive and distribute funds granted for the purposes of the organization and will be accountable for the same.
- Develop guidelines that help the Administration Team carry out its duties
- Receive and decide on issues presented to it by Board members and other members of WELL
- Consider issues carefully and make decisions which best further the vision and mission of WELL
- Support members’ efforts to plan and actualize presentations and events that educate the public and/or WELL members about issues that further WELL’s vision and mission.
- Call plenary meetings when the election of Board members, proposed changes to the Bylaws or other important business needs to be presented to and voted on by the whole membership. Changes to the Bylaws shall require an 80% vote.
- Provide continuity and momentum for the organization