

# Bylaws of Earthskills Rendezvous Incorporated

Adopted March 25, 2024

## ARTICLE I – NAME, PURPOSE

**Section 1:** The name of the organization shall be Earthskills Rendezvous Incorporated  
ERI

**Section 2:** ERI is a charitable organization incorporated in the state of North Carolina.

**Section 3:** ERI is organized exclusively for scientific and educational purposes, specifically hosting educational and community building events centered around Earth Skills.

**Section 4:** Mission and Vision Statements

### **Mission**

Our mission is to provide high quality educational gatherings for people to learn earthskills and experience living in community.

### **Vision:**

A world where people are empowered with both the physical and cultural skills to live sustainable, connected lives and ultimately contribute to the well-being of humanity's relationship within the natural world for generations to come.

### **Goals:**

- Honor and preserve the skills and knowledge of those who came before us
- Share foundational skills that help us to gain an appreciation of our ancestral roots and develop a deeper connection to the natural world
- Empower people with practical skills that build self-confidence
- Explore cultural skills that support community cohesion and interdependence
- Create the experience of an intergenerational village, living, working, learning, playing, and celebrating together

## **ARTICLE II – MEMBERSHIP AND GOVERNANCE**

**Section 1:** ERI has no voting members.

**Section 2:** Governance of ERI is by the Board of Directors, also known as the Leadership Council. The Leadership Council directors are responsible for overseeing the general operation, and for voting on all decisions pertaining to the overall policy and direction of the corporation and its events. The Leadership Council is empowered to choose individuals for the Leadership Council and senior staff, propose event sites, organize committees, and make decisions in support of the organization.

## **ARTICLE III – MEETINGS**

**Section 1:** Annual Meetings. The Leadership Council meets in person twice a year, in April and September or October at the two gatherings sponsored by ERI.

**Section 2:** Regular Meetings. Regular meetings of this organization shall be held via video conference or group phone calls. Regular meetings shall be held monthly except the months during the in person meetings.

**Section 3:** Notice. Notice of each meeting shall be given by the Chairperson to each director, by mail, e-mail, phone call or person to person, not less than 7 days before each meeting.

**Section 4:** Special Meeting. Special meetings may be called by the Chairperson when he/she deems it in the best interest of the organization. Notices of such meeting shall be mailed/emailed to all directors of the board at their addresses as they appear in the roll book at least twenty-four (24) hours before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting, and by whom it was called. At the request of 50 percent (50%) of the directors of the board, the president shall cause a special meeting to be called but such request must be made in writing at least twenty-four (24) hours before the requested scheduled date.

**Section 5:** No other business but that specified in the notice may be transacted at such special meetings without the unanimous consent of all present at such meeting.

## **ARTICLE IV – BOARD OF DIRECTORS**

**Section 1:** Size. The Leadership Council shall consist of no less than 5, and up to 9, voting directors.

**Section 2:** The Leadership Council as a whole is responsible for, but not limited to, crafting the vision and guiding the direction of the organization, hiring senior staff, negotiating senior staff salaries, approving budgets, choosing new LC directors, and setting event dates.

**Section 3:** Compensation. No director and/or officer shall for the reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any reasonable reimbursement from the organization for duties as a director or officer.

**Section 4:** LC directors may be compensated for non-board positions within the organization but may not participate in decisions if there is a conflict of interest. The LC director in question can not vote on whether or not there is a conflict of interest.

**Section 5:** Board Elections. Leadership Council directors to be chosen for the ensuing year/s shall be chosen at any scheduled meeting by the Leadership Council and they shall serve for a term of 2 years. Directors shall be brought onto the Leadership Council by an affirmative vote of 70% of the remaining directors for the balance of the term. Greater than 70% is equivalent to 3 of 4, 4 of 5, 5 of 6, 5 of 7, 6 of 8, or 7 of 9.

**Section 6:** Board Director Re-Election. At the end of a Leadership Council director's 2 year term, a new term must be initiated by vote according to the rules in Article IV Section 5 of this document. The secretary is responsible for tracking terms and calling votes. Votes should happen without the presence of the director being voted on.

**Section 7:** Term Limits. LC directors should strive for balance between the needs for institutional and historical knowledge, as well as the benefits of rotational leadership feeding in regenerative energy from new directors.

**Section 8:** Board Removal. Leadership Council directors may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

**Section 9:** Removal Vote. LC directors may be removed and replaced by not less than a 70% vote of the remaining directors. Votes should happen without the presence of the director being voted on.

**Section 10:** Quorum. The presence of not less than 70% percent of the board of

directors shall constitute a quorum and shall be necessary to conduct the business of this organization, but a lesser percentage may adjourn the meeting for a period of not more than 2 weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those who were not present at the meeting originally called. A quorum as defined in these bylaws shall be required at any adjourned meeting.

**Section 11:** Decision making. Proposals to the LC are approved by not less than a 70% vote of the full sitting board of directors, unless specified differently in these by-laws. LC directors should strive for consensus in decision making, but acknowledge that consensus is not always possible.

## **ARTICLE V - BOARD OFFICER AND DIRECTOR DUTIES**

**Section 1:** Officers shall by virtue of their office be directors of the Board of Directors and follow the duties of a director in addition to their official duties.

**Section 2.** PRESIDENT. The President of the organization, by virtue of the office, shall be Chairperson of the Board of Directors. The President shall set the agenda and preside at all meetings. S/He/They shall present at each annual meeting of the organization an annual report of the work of the organization. S/He/They shall view and/or update all books, reports and certificates required by law and ensure they are properly kept or filed. S/He/They may be one of the officers who may sign the checks or drafts of the organization. S/He/They shall have such powers as may be reasonably construed as belonging to the President of any organization. S/He/They shall complete assigned tasks as necessary.

**Section 3.** VICE PRESIDENT. The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president. S/He/They shall complete assigned tasks as necessary.

**Section 4.** SECRETARY. The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be the Secretary's duty to ensure proper filings of any certificates and renewals required by any statute, federal, state and/or local governments. S/He/They shall give and serve all notices to the board of directors. S/He/They shall be the official custodian of the records. S/He/They may be one of the officers required to sign the checks and drafts of the organization. S/He/They shall present to the board of directors at any meetings any communication addressed to the

Secretary of the organization. S/He/They shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary. S/He/They shall complete assigned tasks as necessary.

**Section 5:** TREASURER. S/He/They shall ensure all required financial documents for the IRS and States are completed and provide updates to the Board of Directors of such filings prior to the filing and when completed. S/He/They may be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. S/He/They shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. S/He/They shall exercise all duties incident to the office of Treasurer. S/He/They shall complete assigned tasks as necessary. The treasurer shall have direct and regular oversight of the staff level Financial Coordinator, drive financial outlook, recommend use of ERI funds to LC; and make recommendations to Chairperson and LC on tax exempt status maintenance.

**Section 6:** DIRECTOR. The (at-large) director shall follow the Duty of Care, Duty of Loyalty and Duty of Obedience as stated in State and/or Federal law and Nonprofit Industry Standards and Guidelines including to attend meetings, evaluate presented candidates, make decisions with the best interest of the organization in mind, ensure the policies of the organization are followed, promote the activities or needs of the organization and provide requested assistance as needed. The at-large director shall vote on matters of the organization, unless a conflict of interest is divulged. S/He/They shall complete assigned tasks as necessary.

**Section 7:** Voting on Roles: All these roles are approved by not less than a 70% vote of the full sitting Board of Directors.

**Section 8:** Recording Votes. All voting shall be recorded by a Scribe or Secretary, compiled in the Minutes and reported to all LC directors and senior staff including the Financial Coordinator. If the Scribe is different than the Secretary, then the Secretary is responsible for organizing and documenting all LC decisions.

**Section 9** Resignation from the Leadership Council shall be in writing to the Chairperson. Termination of a member may occur if that member has accrued three or more unexcused absences from meetings. Removal for any reason shall be unanimous by all remaining Leadership Council members.

## **Section 9:** ORDER OF BUSINESS

1. Roll Call for quorum
2. Reading of Mission and Vision Statements
3. Approval/Reading of the minutes of the preceding meeting
4. Reports of Committees
5. Report of Executive Director
6. Reports of Officers
7. Old and Unfinished Business
8. New Business
9. Announcements and Adjournments

**Section 10:** Leadership Council meetings follow parliamentary procedure. Its discussion and decision making methods are not considered private to the organization's constituents.

**Section 11:** Executive Session. When the LC is called upon to discuss highly sensitive matters they may go into an Executive Session which is not part of the public record.

**Section 12:** Nominations for new LC should be submitted by email to the entire LC at least two weeks in advance of the meeting in which the vote will occur.

**Section 13:** Resignation from the Leadership Council shall be in writing or email to the ChairPerson and reported to LC directors in no longer than two weeks.

## **ARTICLE VI – FINANCES**

**Section 1.** The fiscal year shall be the calendar year.

**Section 2:** The Leadership Council is responsible for reviewing and approving fiscal procedures, fundraising plans, operational budgets, and final expenditure reports. Annual reports shall show income, expenses, and accounts receivable. Annual reports shall be made available to LC directors and Senior Staff.

**Section 3:** Senior staff provide event budgets for approval.

**Section 4:** Senior staff are authorized to establish compensation for program staff, reimbursements, logistical expenditures, and all such matters pertaining to the operation of events. All such decisions may be reviewed by the Leadership Council.

## **ARTICLE VII – BYLAWS AND DISSOLUTION**

**Section 1:** These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 2/3rds of the Board of Directors.

**Section 2:** ERI shall be dissolved by an affirmative vote of not less than 2/3rds of the Board of Directors. Dissolution will be complete only upon liquidation of all remaining assets and divestiture of funds to charitable causes.

## **ARTICLE VIII - AMENDMENTS**

**Section 1:** These By-Laws shall be reviewed annually.

**Section 2:** These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 2/3rds of the Board of Directors.