

This is my attempt to simplify the language and pull out the important parts of our Bylaws to make them a bit more accessible, so that board and community members can be more familiar with the way we run as an organization. They're still a lot of draggy reading, I know. I'm sorry.

If there are any questions or clarifications that need to be made, the Bylaws are the official document and should be referred to. This is just an unofficial guide. Comments in (parenthesis) are from me, not directly from the by-laws. - Alex Gino

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## **Article 1: Principal Office**

1. NOLOSE is legally headquartered in Oakland because that's where our P.O.Box is. (We can change this if/when we don't have board presence in Oakland, or a solid non-board volunteer who can check the box regularly. Other than that, this doesn't mean much.)

## **Article 2: Membership**

1. Legally, NOLOSE consists of the board. (This has nothing to do with the board's commitment to community. Rather, the organization doesn't collect dues or otherwise designate who is a member. This also means the the board is legally responsible for the actions of the organization.)

### **Article 3: Board of Directors**

1. The board can do and delegate stuff that is legal.
2. There should be 7-13 board members.
3. The board votes on directors annually.
4. Less than half of our board members or their relatives can be paid for their work, other than reimbursement for board expenses, including travel, lodging, and food for in-person board meetings.
5. Board terms are for two years, or until successor is appointed. Two terms can be served, then the board member must take a year off before being eligible again. Partial terms don't count towards this total.
6. The board can bring on new people sooner than the annual elections if there are less than 13 people on the board already.
7. Resignation from the board must be given in writing. A majority of the board can remove a member by vote. If a board member misses three meetings without giving notice to at least one other board member in advance, they will be removed from the board.
8. The board meets at least once a year. At least one meeting may be in person.

9. The president or any three board members can call a meeting of the board.

10. Minimum 48 hours notice must be given before any meeting.

11. The board can hold a meeting with less notice if everyone consents and more than half can attend.

12. A quorum is 67% of the board. If less than half the board is there, voting can't happen decided is official. When there is quorum, actions pass with 80% of those in attendance.

13. Votes that take place outside a meeting must be unanimous. Everyone must vote.

14. Phone and video meetings count as meetings. (I know. It's a bunch of legalese.)

15. It is the duty of each board member to watch out for the well being of NOLOSE. They will get financial information about the organization from financial people and are expected to make reasonably careful decisions.

16. All board members can ask to see the organizations records and documents.

17. Being on the board is not a paid job, but members may be reimbursed for expenses.

## **Article 4: Committees**

1. What are officially called “Board Committees” (also known as closed committees) can be created of 2 or more board members. Only board members can serve on board committees and are voted onto committees by majority vote. The Executive and Finance Committees is a Board Committee, discussed more in article 5.1. (As of 9/2014: Board Recruitment, Financial Aid, Registration, and Policy are also Board Committees, but are not listed as such in the by-laws.)

Committees can engage in board-related activity, but cannot change the by-laws or articles of incorporation, create committees, or add or remove board members. (The Board Recruitment Committee makes recommendations to the full board, which votes on who to bring onto the board.)

2. What are officially called “Advisory Committees” (also known as open committees) have the ability to make recommendations to the board, and can follow through on decisions from the board, but cannot make decisions for the board. Non-board members can serve on Advisory Committees, to be appointed as the board determines. The chair or at least one co-chair of each committee should be a board member. (There is an open-door policy for joining advisory committees. If you attend the meetings and do committee stuff, you are on the committee. As of 9/2014, advisory committees are: Accessibility, Communications, Fundraising, Outreach/Volunteer, People of Color, Programming, Small Projects Across the Land, and Venue.)

3. The Board is responsible for supervising Advisory Committees. The Finance Committee can engage in financial tasks on behalf of Nolose.

4. "Board Committee" meetings actions follow the same rules as for the board. Minutes will be kept on file.

5."Advisory Committee" may set their own meeting rules and decide whether to keep notes.

## **Article 5: Officers**

1. The board has four officers: a president, vice-president, secretary and treasurer, who make up the Executive Committee. The board may choose (and often do) to have two co-chairs in place of president and vp. Other offices can be created. People can hold more than one position, but the treasurer and president can't be the same person. The treasurer is the chair of the finance committee, which must also have two other directors on it (these are usually the co-chairs).

2. Officers are elected each year.

3. Officers can be removed by a simple majority vote, with or without cause.

4. Officers can resign at any time in writing.

5. Vacancies are filled by the same election process as is usually used.

6. The President (or co-chairs) make(s) sure that the board meets regularly and that the organization continues in its mission. They are also the principal spokespeople for Nolose.

7. The Vice-President (if there is one) steps in when the President is unavailable.

8. The Secretary makes sure people have proper notice for meetings and that minutes are kept and filed.

9. The treasurer maintains finances, accounts, and provides reports to the board.

## **Article 6: Certain Transactions**

1. Nolose cannot give loans to board members. Advances for expected expenses are fine.

2. Nolose cannot buy stuff from companies that any of our directors have a financial stake in. (For example, if an heir to the Marriott fortune joins the board, we can't have our conference at a Marriott.)

3. Nolose can get around the previous sentence (6.2) if the board decides by vote that the purchase is in our benefit and they can't do better elsewhere.

(If the Marriott offers us a really good deal, maybe this becomes more questionable. Get back to me if this happens.)

### **Article 7: Indemnification and Insurance**

1. Nolose is responsible for “indemnifying” its directors and volunteers - basically it means to keep us protected from potential legal troubles. This means the organization needs to pay legal fees if anyone is ever put into a legal bind because of what the board asked them to do. (This is highly unlikely, but this legal obligation is important to consider when the board makes decisions.)

2. If Nolose is ever approached with a request to pay someone’s lawyer or other legal fees, the board must decide by majority vote whether what they were doing was at the direction of the board. If a board member is involved in the request, they do not vote. If the board finds the organization responsible, we pay.

3. Money for this can be advanced

4. The organization can buy Directors & Officers insurance to protect the board.

### **Article 8: Miscellaneous**

1. The Nolose fiscal year ends on December 31, 2014. (This isn’t really important for anyone but the treasurer and the accountant. It just means our fiscal year and the calendar year match up.)

2. The board must approve all contracts. A board member or another authorized person must sign all checks.
3. The treasurer will provide an annual report of how we have gotten and spent our money and how much we have in the bank.
4. If NOLOSE makes more than \$2 million in a year, we must pay for a financial audit. (Let me know if that happens.)
5. Things written over email and in other electronic forms legally count as “written”. (Seriously, that’s all this says.)
6. Amendments to these Bylaws must be submitted in writing at least a week before voting on them.
7. If there’s anything not covered or not legal in these Bylaws, will use the California Nonprofit Public Benefit Corporation Law.