

## MadWorC Bylaws

### Section 1. Membership Guidelines

- I. The Board of Directors shall establish procedures for receiving and acting upon applications from Organizations for membership.
- II. *Organization Definition*: A Worker Cooperative and all of its holdings
- III. An Organization shall be considered a Democratic Workplace and eligible for membership if:
  1. a majority of voting shares are owned by workers.
  2. a majority of workers are members
  3. it operates in accordance with the International Statement of Cooperative Identity.

### Section 2. Board of Directors

- I. *Appointment of Directors*. Each Member Organization is responsible for appointing one (1) voting member to serve on the Board of Directors. The length of their terms shall be determined by their own Member Organization.
- II. *Election of Officers*. The Board of Directors shall elect from their members two officers, a Board Chairperson, and a Secretary-Treasurer of the Board.
- III. *Suspension of Voting Rights*. Any Member Organization not Represented by a Board Member for five (5) consecutive meetings in a fiscal year shall have their voting rights suspended for the remainder of that fiscal year.

### Section 3. Quorum

- I. 60% of voting members shall constitute a Quorum.

### Section 4. Due Notice

- I. *Content*. A meeting notice shall specify the time, date, location, unapproved minutes, and new business for all meetings. Notices shall be written and approved by the Board Chairperson.
- II. *Posting and Delivery of Notices*. At least 5 days notice shall be given for all meetings. Notice of meetings shall be delivered to all Member Organizations by the Board Chairperson.
- III. *Restricted Items*. Except by Unanimous consent, only items in the meeting notice shall be allowed at any meeting.

### Section 5. Board of Director Meetings

- I. The first meeting of the Board of Directors in a fiscal year shall be known as the *Organizational Meeting of the Board*. At the Organizational meeting, the Board of Directors shall set its schedule and agenda format for that fiscal year.

### Section 6. Voting

- I. Voting shall be done on a consensus basis.

### Section 7. Approved Minutes of Meetings

- I. Minutes of all meetings shall be kept and posted within seven (7) days of each meeting by the Secretary-Treasurer. The approved minutes of the meeting shall be:
  1. Delivered to each Member Organization
  2. Posted electronically for public review.

### Section 8. Conduct of Business

- I. The Board of Directors shall have jurisdiction over all business affairs and make necessary rules and regulations not inconsistent with State Law, and these Bylaws.
- II. Financial records shall be reviewed quarterly at a Meeting of the Board of Directors
- III. The fiscal year shall begin on December 31 of each year.

### Section 9. Membership Fees

- I. The Board of Directors shall determine Membership fee structure.
- II. The Board of Directors shall establish procedures for the payment of membership fees.