

## **MadWorC Bylaws**

(The following Bylaws have been voted on by the membership on May 6, 2023)

PREAMBLE: MadWorC is a cooperative organization promoting worker ownership and democratic workplaces in Wisconsin. MadWorC comes together to support the creation, development and growth of democratic workplaces organized as worker cooperatives. Worker cooperatives are business entities that are owned and controlled by their members, the people who work in them. All cooperatives operate in accordance with the **Cooperative Principles and Values**. The two central characteristics of worker cooperatives are:

- a. worker-members invest in and own the business together, and it distributes surplus to them; and
- b. decision-making is democratic, adhering to the general principle of one member-one vote.

### Section 1. Membership Guidelines.

1. **Organizational Membership.** Any organization that is a worker cooperative is eligible for membership.
2. **Affiliated Organizational Membership.** Any organization that provides education, funding or other functional support for worker cooperatives; or other democratically managed workplaces that embrace cooperative values.
3. **Individual Membership.** Any person who actively supports worker cooperatives is eligible for membership.
4. **Membership Application and Selection.** The Board of Directors shall establish procedures for accepting applications for membership, and procedures for selecting organizations and individuals for membership.
5. **Membership Fees.** The Board of Directors shall determine a Membership Fee structure and shall establish procedures for the payment of membership fees.
6. **Removal from Membership.** An organizational member that ceases to function as a worker cooperative, or an individual member who ceases to actively support worker cooperatives, may be removed from membership by the Board of Directors. The Board of Directors shall establish procedures for removal from membership.

### Section 2. Membership Meetings.

1. **Membership Voting.** Members vote in person at Membership Meetings. Proxy voting is not allowed. Votes are weighted as follows:
  - a. Organizational member: 3 points
  - b. Affiliated organizational member: 2 points

- c. Individual member: 1 point
2. Membership Action. Every act or decision of the Membership is made by supermajority. Supermajority means that at least 75% of members present must vote in support.
3. Membership Meeting Agenda. The Board Chair is responsible for setting the Membership Meeting Agenda. Any member may email the Board Chair proposed agenda items at least 16 days prior to the Membership Meeting.
4. Membership Meeting Notice. The Board Chair shall give at least 14 days notice for a Membership Meeting. The Meeting Notice shall be distributed to all members, and shall specify the purpose, time, date and location of the meeting, and include the agenda, and minutes from the previous Membership Meeting.
5. Agenda Items. No Action Items may be added to a Membership Meeting Agenda after that meeting's Notice is distributed, except by unanimous consent, meaning there are no objections from the membership present. If there are objections, the Board chair may allow for continued discussion only on the topic of adding the Action Item for no more than 10 minutes in an attempt to reach unanimous consent. If unanimous consent is still not reached, the Board Chair may call for a vote, in which at least 90% of members present must vote in support of the Action Item being added to the Agenda.
6. Annual Membership Meeting.
  - a. The Annual Membership Meeting shall be held within 60 days of the start of the fiscal year at a location convenient to the membership.
  - b. The Purpose of the Annual Membership Meeting shall include the selection of the Board of Directors for that fiscal year.
  - c. The Annual Membership Meeting Notice shall include a statement from each individual member nominated for an at-large director seat, a statement from each affiliated organizational member who is nominating a director, and a statement from each organizational member who is appointing a director.

### Section 3. Board of Directors.

1. Number of Directors. The Board shall consist of one director from each organizational member. The Board may also seat individual members and representatives of affiliated organizational members as at-large directors. The number of at-large directors shall not make up more than one third of the entire Board.
2. Selection of Directors. Directors shall be selected for one-year terms at the Annual Membership Meeting as follows:
  - a. Each organizational member shall appoint one director from their current or past membership to serve on the Board and may appoint up to two alternate directors from their current or past membership to serve in the absence of their appointed director.

- b. Any individual member may be nominated for an at-large seat. At-large directors shall be elected by the full membership at the Annual Membership Meeting. The Board of Directors shall establish procedures for nomination and election.
3. Duties of Directors. It shall be the duty of the directors to:
  - a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, by these bylaws, or by the membership;
  - b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the cooperative;
  - c. Supervise all officers, agents, and employees of the cooperative to assure that their duties are performed properly;
  - d. Meet at such times and places as required by these bylaws;
  - e. Register their email addresses with the secretary of the cooperative, and notices of meetings emailed to them at such email addresses shall be valid notices thereof.
4. Board Action.
  - a. In attendance voting: Every act or decision of the Board is made by unanimous consent. Unanimous consent means there are no objections from the directors in attendance at the meeting. If there are objections, the Board chair may allow for continued discussion only on the agenda item under discussion for 10 minutes in an attempt to reach unanimous consent, The Board chair may extend the discussion for no more than 10 additional minutes. If unanimous consent is still not reached, the Board Chair may call for a vote, in which at least 75% of directors in attendance at the meeting must vote in support.
  - b. Out of session voting: While every effort should be made to conduct board business at scheduled board meetings, time-sensitive decisions may be made by digital communication. The board shall establish a policy about this. The Board President may call for an out of session vote, which is subject to the rules of quorum and must be adopted by unanimous consent in order to pass.
5. Election of Officers. The Board of Directors shall select three officers from among the Board; a Board Chair, a Secretary, and a Treasurer. The Board of Directors shall establish procedures for the selection and duties of Officers.
6. Removal of Directors. Any organization which is not represented at two consecutive Board Meetings may have their appointed director removed from the Board for the remainder of that year. Any at-large director who is not present at two consecutive Board Meetings may be removed from the Board for the remainder of that year. The Board of Directors shall establish procedures for removal of directors from the board.

Section 4. Non-Liability of Directors. The directors shall not be personally liable for the debts, liabilities or other obligations of the cooperative.

Section 5. Conduct of Business.

1. Business Affairs. The Board of Directors shall have jurisdiction over all business affairs and make necessary policies and procedures not inconsistent with State Law, the Articles of Incorporation, and these Bylaws.
2. Policies and Procedures. All Board policies and procedures shall be posted electronically and available to all members.
3. Financial Records. The Treasurer shall prepare financial records to be reviewed quarterly at a Board of Directors Meeting.
4. Fiscal Year. The Fiscal Year shall begin on January 1 of each year.

Section 6. Board of Director Meetings.

1. Quorum. 60% of seated directors shall constitute a quorum.
2. All Board Meetings are open to all members.
3. Organizational Meeting. The first Board of Directors Meeting following the Annual Membership Meeting shall be known as the Organizational Meeting. At this meeting the Board shall set its schedule, agenda format, voting and other procedures for that fiscal year.
4. Board Meeting Agenda. The Board Chair is responsible for setting the Meeting Agenda. Any member may email the Board Chair proposed agenda items at least one week prior to the Board Meeting.
5. Board Meeting Notice. The Board Chair shall give at least five days notice of each Board of Directors Meeting. The Meeting Notice shall be distributed to all members, and shall specify the time, date and location of the meeting, and include the Agenda, New Business items, and unapproved minutes.
6. New Business Items. No New Business items may be added to a Board Meeting Agenda after that meeting's Notice is distributed, except by unanimous consent, meaning there are no objections from the membership in attendance. If there are objections, the Board chair may allow for continued discussion only on the topic of adding the Action Item for no more than 10 minutes in an attempt to reach unanimous consent. If unanimous consent is still not reached, the Board Chair may call for a vote, in which at least 75% of directors in attendance at the meeting must vote in support of the Action Item being added to the Agenda.

Section 7. Committees

1. Formation and Dissolution of Committees. The Board may form or dissolve Standing and Ad Hoc Committees by resolution.

2. **Caucuses.** Any group of three or more members may join together and form a caucus around a specific issue. Board approval is not required, but the Caucus must announce their formation and notice their meetings to the membership.

**Section 8. Meeting Minutes.**

1. **Minutes Distribution.** Minutes of all meetings shall be recorded and distributed to all members within seven days of each meeting.
2. **Minutes Posting.** Approved Minutes shall be distributed to all members and posted electronically for public review.