



BYLAWS OF THE SHARING TREE

ARTICLE I. NAME

The name of the corporation is THE SHARING TREE. It shall be a non-profit organization incorporated under the laws of the State of Wisconsin.

ARTICLE II. CORPORATE PURPOSE

Non-profit Purpose The Sharing Tree is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal tax code.

Specific Purpose The purpose of The Sharing Tree is to provide students with school supplies and other services to help them further their education and reach their potential.

ARTICLE III. MEMBERSHIP

The membership of the corporation shall consist of the members of the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

General Powers The Board of Directors shall constitute the governing body of this organization. The affairs and property of the corporation shall be managed by the Board of Directors. The Board of Directors is responsible for making, implementing and supervising the overall policies and direction of the organization.

The Board of Directors shall continually review and maintain all governing documents; shall create written policies and procedures for personnel, finance and property; and shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

The board shall delegate responsibility of day-to-day operations to the staff and committees. The board of directors may from time to time create committees with such powers, duties and reporting requirements as the board may prescribe.

Number and Tenure The number of directors shall be fixed from time-to-time by the directors but shall consist of no less than four (4) nor more than fifteen (15) including the following officers: President, Vice-President, Secretary and Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected.

All board members shall serve two-year terms. There is no fixed number of terms that a director may serve.

Election All members of the Board of Directors must be approved by a majority vote of the members present and voting at a duly called meeting at which a quorum of the Board of Directors is present.

Meetings An annual meeting of the Board of Directors shall be held at an agreed upon time and place. At each annual meeting, the Board of Directors shall elect directors to replace those whose terms will expire and shall receive annual management and committee reports.

The Board of Directors may from time to time hold regular meetings of the board.

Special meetings of the Board of Directors may be called by or at the request of the President or one-third of the Board of Directors.

Any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the directors following notice of the intended action to all members of the Board of Directors.

Non-members may attend meetings, but board members shall exercise discretion in inviting guests or permitting guests to address the directors.

Meeting Notices

An official meeting requires that each director have notice at least two (2) weeks in advance.

The Secretary shall send out all notices of all meetings of the Board of Directors. Notice may be by telephone, facsimile or electronic methods or by written notice.

Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting.

Quorum and Voting

The presence, in person, of a majority of current members of the Board of Directors shall constitute a quorum to transact business.

A majority vote of the members of the Board of Directors present at a meeting at which a quorum is present shall decide questions, unless the a greater percentage vote is required by law or by these by-laws.

Vacancies

A majority vote of the remaining members of the Board of Directors, at the next regular meeting or annual meeting, shall fill the unexpired term of any vacancy on the board.

Compensation

Members of the Board of Directors shall receive no compensation for their services as directors.

Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President or president by reference to Robert's Rules of Order. However, said rules will be practiced in spirit rather than with strict adherence.

Resignation and Removal

Resignation from the board must be in writing and received by the Secretary.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if, in their judgement, the best interest of the corporation would be served thereby. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE V. OFFICERS

Number, Election, Tenure

The officers of the corporation shall be the President, Vice-President, Secretary and Treasurer.

All officers must be members of the Board of Directors.

Officers are elected by a majority vote of the Board of Directors present and voting at a duly called meeting.

Officers, upon election, shall immediately enter upon the performance of their duties.

The term of officers shall be two years and shall expire at the next Annual Meeting or when their respective successors are elected.

There is no fixed number of terms that an officer may serve.

President

The President shall convene and preside at all meetings of the membership. The President shall provide general supervision and direction to all other officers of the corporation and see that their duties are properly performed. The President shall implement corporation policy as established by the Board of Directors; shall submit a report of the operations for the previous year at the annual meeting; and shall report to the board all matters that may affect the achievement of corporation's purpose. The President shall have the power and duties usually vested in the office of the President.

Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

Secretary

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements and agendas, distributing copies of minutes and assuring that corporate records are maintained.

Treasurer

The Treasurer oversees the management and reporting of all corporation finances and funds, including bank account maintenance, transactions, budgets, financial policies and any required state and federal reports. The Treasurer will submit a report at the annual meeting.

Removal of Officer

Any officer may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if, in their judgement, the best interest of the corporation would be served thereby.

Vacancies

A majority vote of the of the Board of Directors shall fill the unexpired term of any vacancy in an officer position.

ARTICLE VI. EXECUTIVE DIRECTOR

The Board of Directors shall hire an Executive Director who shall serve at the will of the board. The Executive Director shall have immediate and overall supervision of the operations of the organization, and shall direct the day-to-day business of the organization, maintain the properties of the organization, and perform such additional duties as may be directed by the Board of Directors. No officer or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the board meetings as shall be required by the President or the board. The Executive Director shall submit a report of the previous year at the annual meeting. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors at any duly called meeting with a quorum upon an affirmative vote of three-quarters (3/4) of the members present and voting. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will.

ARTICLE VII. COMPLIANCE

All members and participants in The Sharing Tree activities agree to comply with all the governing documents of The Sharing Tree, including the Articles of Incorporation, by-laws, rules, policies and procedures set forth here-in and elsewhere, the laws of the State of Wisconsin and all other authorities having jurisdiction over the organization. Such compliance will facilitate the smooth operation of this organization and enhance everyone's ability to achieve the mission and purpose of The Sharing Tree.

ARTICLE VIII. CONFLICTS OF INTEREST

Conflicts of interest are inevitable especially because of intertwined relationships in a small organization. Anyone and everyone who exercises authority delegated by the Board of Directors or who is acting in the name of The Sharing Tree is subject to the same standards of loyalty that apply to the Board of Directors.

The Board of Directors shall carry out their duties with undivided loyalty to the purpose of The Sharing Tree. A conflict of interest exists whenever a member or a close relative of a member has interests or duties that interfere with the member's duty of loyalty or faces any other situation that creates or appears to create divided or conflicting loyalties. The conflicting interest may be financial, moral, political, theological, or otherwise.

If an item of business arises in which any member suggests that a conflict of interest may exist, the Board of Directors shall deal with it according to established policy.

ARTICLE IX. DISSOLUTION

Upon the dissolution of The Sharing Tree, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose. Every effort will be made to continue the intended or similar purpose of those assets which will never revert to the donors nor to any member of The Sharing Tree.

ARTICLE X. AMENDMENTS

The Board of Directors may amend these bylaws at a duly called meeting with a quorum and with a two-thirds favorable vote of those present and voting.

ADOPTION AND REVISION HISTORY

May 17, 2017 – Adopted and approved by the Board of Directors at the annual meeting.

October 1, 2019 – Article V. Officers. Term changed to two years from one year.