SEEDS BY-LAWS

Proposed: August 11, 2025

ARTICLE I ORGANIZATION

1. The name of the corporate organization shall be SEEDS of Northeastern Pennsylvania, which stands for Sustainable Energy Education & Development Support, and herein referred to as SEEDS or "the organization."
2. The organization is incorporated as a Pennsylvania Non-Profit Corporation, and the organization maintains federal, IRS 501(c)(3) tax status as a charitable organization.
3. 32 Commercial Street, Honesdale, PA 18431 shall serve as the official address of the organization.

ARTICLE II MISSION

The mission of the organization is to promote energy efficiency, renewable energy, and sustainable living in our communities.

ARTICLE III SUPPORT

The organization shall be open to all who support the organization's mission and have donated money or volunteered their time to the organization, consistent with any conditions that may be set by the Board.

ARTICLE IV MEETINGS

1. The annual meeting of the organization shall be held in the Fall of each year, date, location and time to be established by the SEEDS Board of Directors at least three weeks prior to the scheduled meeting.
2. A designee of the Board shall notify the organization's supporters of the time and place of the annual meeting at least two weeks prior to said meeting.
3. Other meetings shall be convened by the Board as needed.
4. Meetings of the organization may be conducted, solely or partially, by one or more means of remote communications through which all the attendees are able to participate with each other during the meeting. Participation in a meeting by this means constitutes presence in person at the meeting for establishing a quorum and for approving votes.

ARTICLE V VOTING

1. Decisions of the organization (including the Board, and Circles – see Article VII) shall be made by informed consent, meaning that after discussion there are no argued and paramount objections remaining at the point of decision.
2. A quorum of the Board shall consist of a simple majority of its Board members. A quorum at the annual meeting and other general meetings of the organization shall be at least 20 of the organization's supporters.

ARTICLE VI THE BOARD AND OFFICERS

1. The Board manages the organization and consists of:
    a. Four Officers:
        i. Chairperson,
        ii. Assistant Chairperson,
        iii. Treasurer, and
        iv. Secretary
    b. Two Board Members-at-Large.
    c. Circle Representatives, after approval by the Board (see Article VII).
2. The Board may not exceed thirteen members.
3. Individuals running for Officers and Members-at-Large shall be chosen by consent after discussion among a quorum of supporters at the organization's annual meeting. In the case of multiple candidates for one position, if selection cannot be made by consent, selection shall be by secret ballot, discussion and voting to be continued until one candidate receives at least a two-thirds majority of votes.
4. Terms of office shall be two years, staggered:
    a. Cohort 1: Chairperson, Assistant Chairperson, and one Board Member-at-Large, each elected on even numbered years.
    b. Cohort 2: Treasurer, Secretary, and one Board Member-at-Large, each elected on odd numbered years.

    For the first complete cycle after adoption of this revision, an elected Board member shall serve in his or her term until the next cycle, term length notwithstanding.
5. Each position on the Board shall not be filled by the same person for more than three consecutive terms.
6. The Board may make such rules and regulations covering its meetings and operations as it may determine advantageous or necessary for the good of the organization.
7. Any member of the Board may be removed by informed consent of the remaining members of the Board when sufficient cause exists for such removal. The specific cause(s) must be documented as part of this process.
8. Vacancies on the Board may be filled for the remainder of the term by consent of the remaining members of the Board.
9. Duties:
    a. The Chairperson shall preside over meetings of the organization and call any special meetings that may be necessary.
    b. The Assistant Chairperson shall fulfill the duties of the Chairperson in the Chairperson's absence.
    c. The Treasurer shall have the care and custody of all monies belonging to the organization. The Treasurer shall render, at stated periods as determined by the Board, a written account of the finances of the organization which will be included with the minutes of the Board at such meeting. Checks or drafts of the organization must be co-signed by two of three Board-designated signers.

d. The Secretary shall keep the minutes and records of the organization, file any certificates required by any statute, and be the official custodian of the records, send out formal meeting notices to supporters, and send any official correspondence as deemed appropriate by the Board.
e. Board Members-at-Large shall lend their knowledge, energies, and wisdom to the effective management of the organization.
f. Circle Representatives shall act as liaisons between their respective Circles and the Board, reporting plans and activities of their Circles to the Board, and reporting pertinent Board information to their respective Circles.

10. No Board member shall be entitled to receive any salary or compensation, except for approved and reasonable expenses incurred while fulfilling activities as directed by the Board.

ARTICLE VII CIRCLES

1. The Board shall establish Circles (a.k.a. committees) as needed, and select its initial members to participate in the Circle's initial activities.
2. Each Circle will select one of its members to serve as the Circle Representative to the Board for a two-year term. The Representative's name shall be provided to the Board for approval at the next regular meeting of the Board.
3. The Circle Representative serves as the chairperson of that Circle. The Circle Representative may, at his or her discretion, select additional members to serve on the Circle. All Circle members must be supporters of the organization.
4. The Circle Representative may schedule Circle meetings whenever necessary to conduct the business of the Circle. The Circle Representative or his/her designee will notify all Circle members of a scheduled meeting in a timely manner.
5. To protect the mission and integrity of the organization, the Board shall approve the mission, plans, activities, and expenditures of each Circle.

ARTICLE VIII SALARIES

The Board shall hire and fix the compensation of any and all employees which they may determine to be necessary for the management of the organization.

ARTICLE IX AMENDMENTS

The By-laws may be amended or repealed, but such change shall not be inconsistent with the charitable non-profit Mission, or adversely affect the organization's 501.c.3 status. Notice of any such amendment shall be given to the supporters of the organization at least 30 days prior to the meeting at which such vote will be taken and the notice shall set forth the amendment to be considered. This requires the informed consent of a quorum of the supporters in attendance:

1. at a meeting called to amend the By-Laws or
2. at the Annual Meeting if the notice to amend is given ahead of the meeting, as set forth above.

ARTICLE X DISSOLUTION

The dissolution of the organization may be by informed consent of a quorum of supporters in attendance at a general meeting of the organization, provided supporters are given at least 30 days notice of the meeting called for the vote on the dissolution. The organization can also be dissolved by an order of court. In the event of dissolution of the organization, all the assets of the organization shall be turned over to a like-minded non-profit organization according to law or by court order.

ARTICLE XI NO-INUREMENT

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its supporters, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Ratification

Ratified by the Board of SEEDS on this date: **August 11, 2025**

Ratified by at a general meeting of SEEDS held on this date: October 8, 2025

Chairperson _____
Chair – Maria Cohen

Vice Chairperson _____
Vice Chair – Mark Moore

Treasurer _____
Nancy Savage