

# Harmony Tribe, Inc. Bylaws 2011

Approved by the HT Board, upon recommendation of the HT Organizational Committee on 4/10/2011, and approved by the membership and ratified on 4/30/2011 at a special meeting of the membership.

## BYLAWS OF HARMONY TRIBE

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## SECTION I: NAME AND PLACE OF ORGANIZATION

The name of this Organization is Harmony Tribe. Harmony Tribe is a nonprofit corporation incorporated under the laws of the state of Minnesota.

All references herein to “Organization”, “Corporation”, and “Harmony Tribe” shall mean Harmony Tribe, Inc. All references herein to the “Harmony Tribe Council”, or “Council”, shall mean the the governing body of Harmony Tribe, Inc., the Board of Directors.

## SECTION II: OFFICES

Before an elected Council is seated after elections, they must specify a Minnesota address as the principal office of the Corporation.

## SECTION III: PURPOSE AND OBJECTIVES

The purpose of Harmony Tribe is to host a yearly gathering and other events to facilitate opportunities for spiritual growth and development; co-create an inclusive community for people who support Harmony Tribe’s values; and engage and inform its members and the general public about its activities and purpose.

## SECTION IV: STATEMENT OF SUBORDINATION

The Articles of Incorporation of Harmony Tribe, now or hereafter in effect, is incorporated by reference into these bylaws. If there is any conflict between the Articles and these bylaws, the Articles shall prevail. The Scribe of the Corporation shall keep a copy of the Articles of Incorporation with these bylaws.

## SECTION V: MEMBERSHIP

### A. Membership Effective Dates

Each membership shall be effective from the time of payment of dues to the Bursar or other Council designee, and shall continue for the balance of the membership year as defined in the Policies and Procedures Document.

### B. Membership Eligibility Requirements

Members of all types must:

- i. be 18 years of age or older;
- ii. support the mission statement of the Organization; and
- iii. pay annual dues as described in the Policies and Procedures Document.

### C. Exceptions to Membership Eligibility Requirements

Exceptions to membership or dues requirements may be granted on an individual basis by a 2/3majority vote of the Council.

### D. Member Voting Rights

- 1 Each voting member shall be entitled to one vote at the annual meeting.
- 2 Meet any other conditions for voting status as defined in the Policies and Procedures Document.

#### E. Liability

Members of Harmony Tribe are not, as such, personally liable for the acts, debts, liabilities, or obligations of Harmony Tribe. (M.S.A. 517A.407 (2010))

Harmony Tribe shall not be responsible for the actions of any member, except insofar as that member shall have received authorization to act on behalf of Harmony Tribe. Such authorization must be documented in writing, and shall be granted by simple majority vote of the Council. Further, any member who acts in good faith on behalf of and by request of the Harmony Tribe Council will be covered under the Organization's Indemnification Policy.

#### F. Membership Rights and Benefits

Rights and benefits of members for all categories of membership shall be established and defined in the Policies and Procedures Document.

#### G. Membership Resignation, Termination, and Reinstatement

##### i. Membership Resignation

Any member may resign his or her membership by submitting a written resignation at any meeting of the Council or of members or by mailing or otherwise delivering the resignation to any member of the Council. The resignation shall become effective upon receipt, unless stated otherwise therein, without any action required by the Council or other members. Resignation shall not relieve a member of unpaid dues or other charges previously accrued but not collected.

##### ii. Membership Termination

Any member may have their membership terminated for engaging in activity that is fraudulent, illegal, or substantially contrary to the stated policies and mission of the Organization. A member termination action must provide the member, documentation specific enough so the member can determine the date, time, and actions causing the termination. The termination decision, including the conditions and the length thereof, shall be accomplished by a unanimous vote of the Harmony Tribe Council at any duly called meeting. Consideration of a termination action requires a 30 day written notice to the member subject to the termination action, and to the full membership.

Termination of memberships shall be conducted in accordance with Minnesota law and the policies set forth in the Policies and Procedures Document.

##### iii. Membership Reinstatement

Upon written request signed by a terminated member, the Council, by a 3/4-majority vote, may reinstate the former member to membership on the same terms required of a new member.

### SECTION VI: DUES AND FEES

The amount of annual dues for membership in Harmony Tribe shall be set forth in the Policies and Procedures Document.

### SECTION VII: Council AND OFFICERS

#### A. Duties of Council

The governance of Harmony Tribe shall be vested in a Council.

The Council is responsible for overall policy and direction of the Organization, but may delegate certain

responsibilities to committees and/or committee Chairs.

The Council shall exercise general supervision over the affairs of the Corporation and discharge all duties incident to their offices as stated in these bylaws or in the Policies and Procedures Document or as required by law.

The business and property of Harmony Tribe shall be managed and controlled by the Council except where the bylaws specifically require action by the members.

The Council, in addition to the powers conferred by these bylaws, shall have the right and responsibility to exercise any power and engage in any acts as may be authorized by the Corporation, subject to state law and to the provisions of the Articles of Incorporation and the bylaws.

#### B. Composition of the Council

The Council shall consist of at least three members, (the officers), and no more than 27 members in total.

The Organization shall have three officers, a Steward, a Bursar, and a Scribe, who shall assure the state mandated duties for fiduciary control, documentation, and reporting are maintained. Other Officers, if any, shall be identified in the Policies and Procedures Document. The responsibilities of all Officers shall be described in the Policies and Procedures Document.

The Elected Council shall consist of the three officers and any other elected and titled members of the Council as defined in the Policies and Procedures Document. In addition, any member having met the standards for inclusion, as defined in the Policies and Procedures Document, may request appointment to the Council as a Council Member at large. Such appointments can approved, denied in writing to the member, or tabled for up to three consecutive council meetings, by the Council.

Council Members at Large have the rights and duties of any Council Member, unless specifically defined in the bylaws. Council Members at large have terms that expire at each annual meeting, and do not stand for election as a Council Member at large. All Members holding expired at large, or previously elected Council positions, having made request at the Council election, shall be considered for approval as Council Members at Large, at the first meeting of a newly elected Council.

#### C. Compensation of Council Members

Harmony Tribe is a volunteer organization. For this reason, the Council shall receive no compensation, other than reasonable expenses as determined by a simple majority vote of the Council.

D. To be eligible for election to the Council as an officer, a member must have served on the past years Council, or be confirmed as a suitable candidate regardless of current voting member status by a unanimous vote of the sitting council present, on or before the date of the annual meeting. A member of the Council is considered to be a voting member with additional responsibilities.

#### E. Election of Council Members

The qualifications and method of nominating and electing the Council shall be specified in the Policies and Procedures Document.

#### F. Term of Office

Elected Council members shall serve one-year terms, but are eligible for reelection for up to five consecutive terms, in the same position.

## G. Council Vacancy and Removal or Resignation of a Council Member

### i. Council Vacancy

Every attempt should be made to fill a vacancy of an elected member on the Council. A vacancy on the Council may be filled by nominations made by current Council members, and shall be decided by a simple majority of the remaining Council members. Vacancies on the Council must, if possible, be filled by a member who meets the eligibility requirements for being elected to that Council position.

In the event that a Council vacancy cannot be filled by a qualified member of Harmony Tribe, the Council may, but need not:

- a) Divide the duties of the vacant elected Council position among the remaining members of the Council until the next election is scheduled;
  - b) Solicit volunteers as needed from the membership to fulfill some or all of the duties of the vacant elected Council position until the next election is scheduled; or
  - c) Enter into a contract with a non-member for any of the duties of the vacant elected Council position.
- Non-members who are contracted to perform the duties of any vacant position shall not be eligible to vote on matters upon which Council members may vote.

### ii. Removal of Council Member

Any Council member may be removed by the Council whenever, in its judgment, the interests of the Organization would be best served by the removal. A Council member may be removed from the Council by a 3/4-majority vote of the remaining Council members.

Causes for removal of Council members may include, but are not limited to, egregious dereliction of duty, engaging in conduct deemed prejudicial or detrimental to the Organization, or engaging in activity that is fraudulent, illegal, or substantially contrary to the stated policies and mission of the Organization. The termination decision, including the conditions and the length thereof, shall be accomplished by a 3/4-majority vote of the Harmony Tribe Council at any duly called meeting.

Removal of an individual from a Council position will not automatically result in termination of that individual's membership in the Organization.

### iii. Resignation

Resignation from the Council must be in writing and received by the Council. The resignation shall become effective upon receipt, unless stated otherwise therein, without any action required by the Council or other members.

## SECTION VIII: GRIEVANCE POLICY

Harmony Tribe's Grievance Policy is described in the Policy and Procedures Document.

## SECTION IX: FISCAL MANAGEMENT

### A. Fiscal Year

The fiscal year of the Organization shall be from October 1 to September 30Th.

### B. Accounting and Reporting

The Council shall present at the Annual Meeting a report showing in appropriate detail the following:

- a) The assets and liabilities of the Corporation as of the end of the previous fiscal year;
- b) The principal changes in assets and liabilities during the previous fiscal year;
- c) The revenue or receipts of the Corporation, both restricted and unrestricted to particular purposes, for the previous fiscal year; and
- d) The expense or disbursements of the Corporation, for both general and restricted purposes, during the previous fiscal year.

The annual report of Harmony Tribe shall be filed with the records of the Corporation and a copy of the report entered in the minutes of the Annual Meeting.

#### C. Auditing

The financial books and records of Harmony Tribe shall be audited semi-annually by a Certified Public Accountant, or by a committee of three members, not including the Bursar. Results of such audit shall be delivered to the Council no later than sixty days following the close of the audit.

### SECTION X: CORPORATE MATTERS AND GENERAL PROVISIONS

#### A. Conflicts of Interest

Harmony Tribe's Conflict of Interest Policy is defined in the Policy and Procedures Document.

#### B. Contracts

No Council member or member shall be authorized to execute contracts on behalf of Harmony Tribe or otherwise legally bind the Corporation unless so approved by a simple majority vote of the Council.

#### C. Indemnification

Harmony Tribe shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including an action by or in the name of Harmony Tribe) by reason of the fact that he or she is or was a Council member or member of the Corporation serving at the request of the Corporation, against expenses (including attorneys fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with any such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of Harmony Tribe and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, however, that no indemnification shall be made hereunder in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to Harmony Tribe.

### SECTION XI: MEETINGS

#### A. Annual and Special Meetings

##### i. Annual Meeting

An Annual Meeting of Harmony Tribe shall take within 45 days after the close of the fiscal year, the specific date, time, and location of which will be designated by the Council. The Annual Meeting shall be open to all persons interested in attending.

At the Annual Meeting, the voting members shall elect the Council, receive reports on activities of the Organization, and vote on any proposed changes to bylaws or policies of the Organization. Members shall

ratify or amend the Policies and Procedures Document and consider advisory motions to guide the direction of the Organization for the coming year. Requests for Council at large positions shall be taken for consideration by the newly elected Council at its first meeting. Any other business within the power of the Organization may also be transacted at the Annual Meeting.

The Bursar shall compile and disseminate a comprehensive budget detailing the previous year's financial information for presentation to members at the Annual Meeting.

#### ii. Special Meetings

Special Meetings of the voting membership may be called by unanimous vote of the Administrative Committee or by a simple majority vote of the Council. A petition signed by ten percent of the voting members and submitted to the Council shall require the Council to call a Special Meeting. The petition contents and format shall be determined in the Policies and Procedures Document.

The notification, date, time, location, and business transaction requirements of any Special Meeting shall be governed by Minnesota law. Special Meetings shall be open to all persons interested in attending.

#### iii. Notice of Annual and Special Meetings

Notice of the Annual Meeting or any special meeting shall be sent to each voting member not less than 14 days prior to the meeting.

Notice of Annual or Special Meetings shall be delivered personally or by telephone, including via a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other means, including but not limited to posting on the Organization's website.

The notice shall include the agenda of the meeting and contents or reference documents of any issues to be decided. If the agenda includes an election of the Council, a ballot will also be included.

#### iv. Quorum for Annual and Special Meetings

A quorum shall consist of 25 percent of the voting members present, as defined in the Policy and Procedures Document, at a properly and duly called Annual or Special Meeting.

#### v. Voting at the Annual and Special Meetings

Each voting member shall be eligible to cast a vote in Organization elections. All issues to be voted on shall be decided by a simple majority of voting members present, as defined in the Policy and Procedures Document, in which the vote takes place. Any exceptions to this voting percentage requirement shall be governed by specific bylaws or otherwise determined by the Policies and Procedures Document.

No voting member may vote in regards to any motion by proxy.

#### vi. Method of Conduct for Annual and Special Meetings

Unless provided otherwise by these bylaws or the Policies and Procedures Document, Robert's Rules of Order shall govern all Annual and Special Meetings, as such Rules may be revised from time to time, insofar as such Rules are not inconsistent with or in conflict with these bylaws, with the Articles of Incorporation, or with Minnesota law.

### B. Regular Council Meetings



i. Frequency

The Council shall meet at least eight times per year. Additional Council meetings may be called at the discretion of the Steward.

ii. Agenda

Each Council meeting's approved agenda shall define the voting issues for that meeting. Agenda and voting issues requirements shall be determined by the Policies and Procedures Document.

iii. Notice for Regular Council Meetings

Notice of Council meetings, excluding Executive Sessions, shall be governed by Minnesota law, but not less than five days, and include meeting notice and agenda sent to the membership.

The Steward shall give notice of Council meetings and agendas. Notice of Council meetings and agendas shall be delivered personally or by telephone, including via a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or any other means, including but not limited to posting on the Organization's website.

iv. Quorum for Regular Council Meetings

A quorum is established by at least one half of the elected Council members present or participating by electronic means. A quorum is required for business transactions to take place and for motions to pass.

- v. Voting at Regular Council Meetings. All issues to be voted on shall be decided by a simple majority of Council members present at the meeting in which the vote takes place.

Minnesota Law prohibits proxy voting by Directors. No Council member may vote by proxy. (M.S.A 317A.237 (2010))

vi. Method of Conducting Regular Council Meetings

Unless provided otherwise by these bylaws or the Policies and Procedures Document, Robert's Rules of Order shall govern all Council meetings, as such Rules may be revised from time to time, insofar as such Rules are not inconsistent with or in conflict with these bylaws, with the Articles of Incorporation, or with Minnesota law

C. Executive Sessions

Regular Council meetings can be temporarily adjourned for a meeting in Executive Session to consider specific agenda items. Executive Sessions shall be further defined in the Policies and Procedures Document.

SECTION XII: COMMITTEES

Members may form committees at any time.

No decision made by any committee, except the Administrative Committee, is binding on the Organization as a whole unless approved through a simple majority vote of Council members present at a Council meeting. Committees shall appoint their Chair unless otherwise specified upon their creation by the Council.

Committees shall determine their process rules, governance, and reporting requirements unless otherwise specified upon their creation. Committees shall meet at such times, places and by such means as the Chair of the committee shall determine.

#### A. Ad Hoc Committees

The Council may create or terminate committees as needed. The Council shall define a committee's duration and purpose upon its creation.

#### B. Administrative Committee

The Council shall create a standing Administrative Committee consisting of at least the three officers. The selection of Administrative Committee members shall be provided for in the Policies and Procedures Document. The Council shall appoint any other Administrative Committee members as may be needed.

The primary function of the Administrative Committee is to exercise all the powers and authority of the Council between Regular Council meetings, or when it is not practical or feasible for a quorum of the Council to meet, excepting such powers or authorities as are defined in the Policy and Procedures Document.

The Administrative Committee shall report to the Council at the next Council meeting all actions taken by the Administrative Committee.

The Administrative Committee shall send notice of any meetings in accordance with the Policies and Procedures Document. All decisions of the Administrative Committee shall be made by a simple majority of Administrative Committee members. Members of the Administrative Committee may not vote by proxy, but may meet and vote by telephone or electronic conference.

A majority of the members of the Administrative Committee shall constitute a quorum.

#### C. Dispute Resolution Committee

Composition and procedures of the Dispute Resolution Committee shall be defined in the Policies and Procedures Document.

### SECTION XIII: RECORDS

Every member shall have the absolute right at any reasonable time and location to inspect the records held by the Scribe and Bursar, and any Council Member or member shall have the right to copy any such documents at his or her own expense.

Every Council Member, independent auditing authority, or any other person granted such authority by a simple majority of the Council shall have the absolute right at any reasonable time and location to inspect any records held by any Council Member. Documents held by Council Member, other than the Scribe and Bursar, may not be copied without a majority vote by the Harmony Tribe Council.

### SECTION XIV: PROCESS FOR AMENDING BYLAWS

These bylaws may be amended at the Annual Meeting, or at any Special Meeting called for this purpose, with proper notice to the membership, as defined herein, by a 2/3-majority vote of members present. The amended bylaws take effect at the time at which they pass by vote.

### SECTION XV: LIQUIDATION AND DISSOLUTION

A resolution for dissolution of Harmony Tribe may be submitted by any member or Director. Such notice, including the full text of the resolution and the reasons therefor, shall be sent to all members at least sixty days in advance of a regularly scheduled Council meeting, Annual Meeting, or Special Meeting called for the purpose of discussing such resolution. The resolution for dissolution shall be deemed approved if ninety percent of members with voting rights shall have voted in favor of it at that meeting.

Upon approval of the resolution for dissolution, the Organization shall cease to conduct its affairs except insofar as may be necessary for the proper completion thereof, and shall immediately cause a notice of the dissolution to be sent to each member. The Organization shall send a notice of the intent to dissolve to each creditor, and shall proceed to collect any outstanding accounts and amounts payable to the Organization, and shall apply and distribute them as provided in the Articles of Incorporation.

Following dissolution of the Corporation, the assets of Harmony Tribe shall be distributed in accordance with Minnesota state law and as described in the Harmony Tribe Articles of Incorporation.

#### SECTION XVI: CERTIFICATION OF ADOPTION

These bylaws were approved by the Council of Harmony Tribe by a unanimous vote, and pursuant to the requirements of the previous bylaws, and were ratified by the membership on April 30<sup>th</sup>, 2011.