

**SUSTAINABLE TALLAHASSEE, INCORPORATED**

A Florida Not For Profit Corporation

**BYLAWS**



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## **Article I – Name**

The name of the corporation shall be “Sustainable Tallahassee, Incorporated,” hereinafter referred to as “corporation.”

## **Article II – Principal Place of Business**

The corporation operates principally in a virtual environment. A physical place of business may be established or changed by a vote of the Board of Directors and does not require an amendment to these bylaws.

## **Article III – Purpose**

The corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation shall not, other than as an insubstantial part of its activities, engage in any business activity ordinarily carried on for profit.

The corporation is organized as a not-for-profit corporation for the purpose of educating the community about lifestyle choices, resources, and opportunities for civic participation that promote sustainability and healthy functioning of our environmental, social, cultural, and economic systems.

Mission Statement: Sustainable Tallahassee accelerates the community’s transition to environmental, economic, and social sustainability.

Vision Statement: To be an organization that empowers all citizens to participate in creating a world-class sustainable community to meet the needs of present and future generations. We do this by providing educational resources, fostering community networks, and demonstrating equitable and inclusive practices.

## **Article IV – Membership**

### Section 1. Qualifications and classes

IV.1.1 The corporation is firmly committed to inclusion, diversity, and equity at all levels of the organization, and believes its work is enhanced when supported by a diverse membership with different backgrounds, skills, opinions and perspectives, therefore cultivating an environment of open communication, inclusion, and respect.

IV.1.2 Membership in the corporation is open to all persons, organizations, trusts, foundations, firms, institutions, groups, societies, agencies, corporations, associations, partnerships or any combination thereof interested in supporting and furthering the purposes of the corporation, subject to any terms and conditions established by the Board.

IV.1.3 The Board may establish membership classes; set membership qualifications beyond those specified in the bylaws; establish any application process and any required Board or membership approval; and determine the amount of annual membership dues.

IV.1.4 Membership in the corporation is non-transferable. Members shall have no ownership rights or interest of any kind whatsoever in the corporation or its assets.

## Section 2. Duties

IV.2.1 It shall be the duty of the membership to uphold and advance the purposes of the corporation.

IV.2.2 The membership elects the new board members at each annual meeting.

## Section 3. Meetings

IV.3.1 The corporation shall hold an annual membership meeting between October 1 and December 31 of each year, on such date and time, and at such place as may be designated by the Board. The annual meeting shall be for the election of Directors and the transaction of such business as may be designated by the Board as set forth in the meeting notice. The membership shall be notified of the date, time, and place of the annual meeting at least 21 days prior to the meeting.

IV.3.2 Special membership meetings may be called by the Executive Committee, or by a majority vote of the Board then in office, at a Board meeting at which a quorum is present. Members shall be notified of special membership meetings at least 7 days prior to the meeting.

IV.3.3 At any meeting of the membership, the presence of 15 members shall constitute a quorum. Unless otherwise authorized by the Board in advance of the meeting, attendance shall require the member to be present in person.

## Section 4. Voting

IV.4.1 In those instances when the Articles of Incorporation or the bylaws authorize the membership to vote, each member shall have the right to vote, with each such member having one vote.

IV.4.2 The Board of Directors may establish a process by which non-binding electronic votes by the members can be undertaken. Such votes may be conducted to provide guidance to the Board as needed. The Board may also establish a process by which binding electronic votes may be taken on topics discussed at a prior Board meeting if a quorum was present when the topic was discussed.

## **Article V – Board of Directors**

### Section 1. Powers and duties

V.1.1 The Board shall govern the corporation. The Board shall supervise, manage, and control the business, property, and affairs of the corporation and exercise all corporate powers, except as otherwise expressly provided by law, in the Articles of Incorporation, or the bylaws.

V.1.2 Each Director shall serve on at least one committee.

### Section 2. Composition

V.2.1 The Board shall have no fewer than 10 and no more than 21 Directors, and be composed of the Officers and such additional Directors as may be elected herein. The President shall be the Chair of the Board. In the event of the President's absence, the Vice President shall serve as Chair *pro tempore*. In the absence of the President and the Vice President, any other Officer of the corporation may chair meetings of the Board.

### Section 3. Election and term of office

V.3.1 Directors shall be elected at the annual membership meeting by the Membership and begin their term on January 1, of the following year.

V.3.2 The term of office for a Director shall be two years.

V.3.3 Directors shall not be eligible to serve more than three consecutive terms, excluding the unexpired portion of any term immediately preceding their first complete elected term or any subsequent term following a break in service. A Director having been elected to serve three consecutive terms is eligible to be elected to the Board for up to an additional three terms after a one-year break in Board service.

V.3.4 A Director may serve an additional year beyond the expiration of their term, for the purpose of serving as Immediate Past President. During this additional year, that Director shall not be counted for

purposes of the maximum allowable number of Directors authorized by these bylaws, but shall in every other respect be counted as a Director and enjoy all powers and duties of such position.

#### Section 4. Voting

V.4.1 The affirmative vote of a majority of the Directors at any meeting of the Board at which a quorum is present shall decide any questions within the powers and duties of the Board, except as otherwise provided by law, the Articles of Incorporation, or these bylaws.

V.4.2 Every Director present at any regular or special meeting of the Board at which a quorum is present, shall be entitled to one vote upon every proposal submitted for a vote, except as otherwise provided by law, the Articles of Incorporation, or these bylaws.

V.4.3 Proxy votes are not permitted.

#### Section 5. Quorum

V.5.1 A majority of the Directors then in office shall constitute a quorum for the transaction of business at any Board meeting. When less than a quorum is present at any Board meeting, a majority of those present may adjourn the meeting without further notice.

V.5.2 Urgent matters may be addressed by the Board as guidance to the Executive Committee when a quorum is not in attendance at a Board meeting.

#### Section 6. Meetings

V.6.1 Regular meetings of the Board shall occur according to a schedule determined from time to time by the Board. The Board shall meet at least quarterly, at such time and place as shall be designated by the Board. Directors shall be notified of the schedule within 7 days following adoption and notified of all meetings at least 7 days prior to each such meeting. Notice given at the end of a board meeting as to the time and place of the next board meeting shall constitute proper notification.

V.6.2 The Executive Committee shall set an agenda for each regular board meeting, and the President or the Executive Director shall cause the agenda to be sent to board members in advance of such meeting. The agenda shall list matters under consideration, including items requiring action by the Board. Directors may raise additional items for discussion during Board meetings with the approval from a majority of Board members.

V.6.3 The President, or a majority of the Directors then in office, may call a special meeting of the Board to be held at such time and place as shall be designated in the meeting notice. Such notice shall be provided at least 72 hours in advance of the meeting. The notice shall state the purpose of the meeting.

V.6.4 The Board may undertake any business consistent with its purpose that comes before it at a regular or special meeting.

V.6.5 Any Director may waive notice of any meeting or consent to the holding of such meeting, by a written statement executed either before or after the meeting. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting and be made available within a reasonable period of time to any member upon request.

V.6.6 The Board may take action outside of a regular or special meeting using email, telephone conference call, or other online communication platform. When taking action through such means, Directors shall be given a reasonable time to respond appropriate to the particular circumstances. The corporation shall maintain a record of the action(s) taken.

V.6.7 If authorized by the President or by a majority of the Board, any one or more Directors may participate in a regular or special meeting of the Board by means of a conference telephone, video teleconferencing software, or other telecommunications or electronic means that allows all persons participating in the meeting to hear each other. Director participation in a meeting by these alternative means shall be equivalent to physical attendance at the meeting for purposes of determining the presence of a quorum.

## **Article VI – Standing Committees**

### Section 1. Composition

VI.1.1 There shall be the following standing committees: Executive, Strategic Planning, Governance, Finance, Membership, Communications, and Nominating.

VI.1.2 All standing committees must include at least one member who is a Director of the corporation.

### Section 2. Policies and Procedures

VI.2.1 All standing committees require a Policies and Procedures document, approved by the Board, that defines the purpose, structure, and procedures of the committee. The exceptions are the Executive and Nominating Committees, which are defined in these bylaws.

## **Article VII – Officers**

### Section 1. Enumeration of Officers

VII.1.1 The Officers of the corporation shall be the President, Vice President, Secretary, Treasurer, and Immediate Past President. Officers shall have the authority prescribed in the bylaws and by the Board.

### Section 2. Election and term of office

VII.2.1 Officers shall be elected by the Board after the Annual Meeting of each year and take office on January 1 of the following year. Officers shall be elected for a term of one year or until their respective successors have been duly elected and qualified, whichever is later, unless prior thereto the Officer dies, resigns, is elected to another office within the corporation, or is removed from office.

VII.2.2 Officers shall be current Directors and may be re-elected so long as they are current Directors but may not be reelected to a term extending past the time they are eligible for re-election as Directors, except for the term of Past President as described above.

### Section 3. Powers and duties of the Officers

VII.3.1 Each Officer of the corporation shall have powers and shall perform such duties as may be prescribed by law, in the Articles of Incorporation, in these bylaws, by the Board, or by the membership.

#### VII.3.2 President

- (a) Serve as the Chair of the Board.
- (b) Preside at all Board and Executive Committee meetings.
- (c) Ensure that directives and resolutions of the Board are carried out.
- (d) Along with the Executive Director, act as the official spokesperson of the organization at ceremonies, special functions, and official business meetings.
- (e) Ensure the Board conducts itself in a manner consistent with Board policies, procedures, and decisions in a timely manner.
- (f) Provide leadership for consensus-building and team-work.

- (g) Plan and ensure orientation and training is provided in the development of the Board.
- (h) Act to facilitate resolution of issues of conflict arising from the operations, with members, volunteer staff, and Directors of the organization.
- (i) Perform all other duties and enjoy all other powers commonly incident to the office of President or as from time to time may be prescribed by the Board.
- (j) Serve as the Chair of the Strategic Planning Committee unless the Executive Committee appoints another Director to serve as the Chair.

#### VII.3.3 Vice President

- (a) Serve as the Vice Chair of the Board.
- (b) In the absence of the President or in the event of their inability to act, perform the duties of the President, and when so acting, the Vice President shall have all the powers and be subject to all the restrictions placed on the President.
- (c) Serve as an ex officio member of all committees.
- (d) Bridge between committees to reduce duplication of their effort and increase collaboration among them.
- (e) Provide a channel of communications between committees and the Board.
- (f) Perform such duties as commonly incident to the office of Vice President or as from time to time may be assigned by the Board.
- (g) Serve as the Chair of the Governance committee unless the Executive Committee appoints another Director to serve as the Chair.

#### VII.3.4 Secretary

- (a) Record, circulate, and maintain the minutes of the meetings of the membership, the Board, and the Executive Committee.
- (b) Have charge and custody of the documents of the corporation.
- (c) Maintain corporate records.
- (d) Make sure all notices are duly given in accordance with the provisions of these bylaws.
- (e) Make sure reports, statements, and other documents required by law are properly kept or filed.
- (f) Serve as the steward of the primary email address of the corporation and forward messages to other Directors or committees as appropriate, unless the Board delegates this duty to staff.
- (g) Perform all other duties and enjoy all other powers commonly incident to the office of Secretary or as from time to time may be assigned by the Board.

### VII.3.5 Treasurer

- (a) Have charge and custody of the funds of the corporation.
- (b) Deposit, or cause to be deposited, all monies and other valuable effects in the name of and the credit of the corporation in such banks or other depositories as may be designated by the Board.
- (c) Disburse the funds of the corporation according to the organization's disbursement policy.
- (d) Keep, or cause to be kept, a full and accurate accounting of assets, liabilities, receipts and disbursements, and other transactions of the corporation.
- (e) Prepare, or cause to be prepared, and present financial reports.
- (f) Assist committees with their budget preparations and account management.
- (g) Prepare an annual budget and present it to the Board at the January Board meeting.
- (h) Prepare and file, or cause to be prepared and filed, all required tax forms.
- (i) Cause regular audits of the accounts of the corporation.
- (j) Perform all other duties and enjoy all other powers commonly incident to the office of Treasurer or as from time to time may be assigned by the Board.
- (k) Serve as the Chair of the Finance committee unless the Executive Committee appoints another Director to serve as the Chair.

VII.3.6 The Immediate Past President shall serve as the Chair of the Nominating committee unless the Executive Committee appoints another Director to serve as the Chair.

## **Article VIII – Executive Committee**

### Section 1. Composition

VIII.1.1 There shall be an Executive Committee with seven (7) seats composed of the President, Vice President, Secretary, Treasurer, Immediate Past President, the Chair of the Membership Committee, and the Chair of the Communications Committee. If the Immediate Past President is unable or unwilling to serve, or if any individual is holding two seats, the Board may select any member(s) of the Board to ensure every seat is filled.

### Section 2. Powers and duties of the Executive Committee

VIII.2.1 The Executive Committee shall have the authority to act on behalf of the Board in between regular meetings of the Board on matters of an urgent nature. The Executive Committee shall have all the powers of the Board, except that it shall not have the power to amend or repeal the bylaws, to

appoint or remove Directors, dissolve the corporation, change the purpose of the corporation, or amend the Articles of Incorporation. Any action taken by the Executive Committee on behalf of the Board shall be ratified at the next meeting of the Board.

VIII.2.2 Subject to Board approval, the Executive Committee may designate and appoint an ad hoc committee to fulfill any specific purpose. Upon designation, the Executive Committee in conjunction with the Committee Chair shall establish the priorities and the means of reporting activities to the Board.

VIII.2.3 Subject to Board approval, the Executive Committee may abolish or consolidate committees as necessary to carry out the responsibilities and mission of the organization.

VIII.2.4 The Executive Committee may appoint a new committee chair for any committee.

VIII.2.5 The Executive Committee shall consider matters referred to it by the President or Board and shall report its findings and recommendations to the Board.

### Section 3. Meetings

VIII.3.1 Meetings of the Executive Committee shall be called by the President, or in their absence by the Vice President, or in their absence by any other member of the Executive Committee, with members of the Executive Committee notified at least 72 hours in advance of any such meeting. A majority of the members of the Executive Committee shall constitute a quorum. The vote of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be required to constitute an act of the Executive Committee.

VIII.3.2 Any member of the Executive Committee may waive notice of any meeting or consent to the holding of such meeting of the Executive Committee, by a written statement executed either before or after the meeting. All such waivers, consents or approvals shall be filed with the corporate records and made part of the minutes of the meeting and be made available within a reasonable period of time to any member upon request.

VIII.3.3 The Executive Committee may take action outside of a regular or special meeting using email or other online communication platform, or an online voting system. When taking action through such means, members of the Executive Committee shall be given a reasonable time to respond appropriately to the particular circumstances. Any objection shall be submitted to the Board before they

vote to approve the action, and the corporation shall maintain a record of every objection properly submitted.

#### Section 4. Executive Director

VIII.4.1 The Executive Committee shall have the authority to recruit candidates for the position of Executive Director, either paid or volunteer, and make a recommendation to the Board on the preferred candidate, for Board approval. The Executive Committee is responsible for recommending the Executive Director salary for Board approval and conducting or coordinating the annual performance review of the Executive Director.

VIII.4.2 The Board may appoint an Executive Director upon recommendation of the Executive Committee who: serves at the pleasure of the Board; is an employee of the corporation; receives compensation as approved by the Board; and shall not be a Director or Officer of the corporation. Unless otherwise directed or excused by the Board, the Executive Director shall be present at and participate in all regular and special meetings of the Board, but shall not be entitled to vote on any matters coming before it.

VIII.4.3 The Executive Director shall be responsible for the implementation of all Board policies, procedures, and directives, and conduct the day-to-day business and administrative operations of the corporation.

VIII.4.4 The Executive Director, subject to budgetary approval by the Board, shall have the power to hire and terminate employees of the corporation and arrange for volunteers for the corporation, and will exercise supervisory authority over all such employees and volunteers. The Executive Director may delegate to the corporation's employees and/or volunteers the power to carry out directives provided and authorized by the Board as the Executive Director determines from time to time, and the employees and/or volunteers shall have any responsibilities concerning the activities and the operations of the corporation as may be provided from time to time by the Executive Director.

### **Article IX – Resignations, Removals and Vacancies**

#### Section 1. Resignation or removal

IX.1.1 An Officer or a Director may be removed from the Board by a two-thirds (2/3) vote of the entire Board at any regular meeting or a special meeting of the Board called expressly for that purpose.

IX.1.2 A Director with four (4) unexcused meeting absences out of any six (6) consecutive regularly scheduled meetings of the Board shall be considered to have resigned from the Board, whose resignation shall be immediately in effect without requiring action by the Board. This provision may be waived upon application of the Director and approval by a two-thirds (2/3) vote of board members. Directors who are unable to attend a meeting may apply for an excused absence by emailing the Secretary prior to the meeting or as soon after the meeting as possible. The Chair may then excuse the absence on any reasonable ground, including work or family obligations, illness, or travel.

IX.1.3 An Officer or Director may resign at any time by providing written notice to the President or the Executive Director. Any such resignation shall take effect at the time specified in the notice, or, if the time is not specified therein, upon receipt.

## Section 2. Vacancies

IX.2.1 Any vacancies in an office or the Board, or any increase in the number of Officers or Directors, may be filled for the time remaining until the next Annual Meeting by a two-thirds (2/3) vote of the remaining members of the Board. The time spent as an interim appointee shall not be considered in calculating the terms which a Director may serve. If requested by the Board, the Nominating Committee shall provide the Board with nominees for each such vacancy at least 7 days prior to any special election to be held at a regular or special Board meeting.

## **Article X – Nominations and elections**

### Section 1. Qualifications

X.1.1 To be eligible for nomination and for continuation in office after election, individuals must be members in good standing.

### Section 2. Nominating Committee

X.2.1 The Nominating Committee shall consist of 5 members, including the Immediate Past President, two Directors appointed by the Board, and two members from the membership appointed by the Board. The Immediate Past President shall chair the committee. If the immediate Past President is not available to serve, then the President may appoint another Past-President to serve. If no other Past-President is available to serve, then the President may appoint a former Officer to serve. If no former Officer is available to serve, then the President may appoint a current Officer or Director to serve.

### Section 3. Nominations

X.3.1 The Nominating Committee shall recommend to the Board for acceptance a slate of nominees for Directors. Upon acceptance by a two-thirds (2/3) vote of the board, the slate of nominees shall be submitted to the membership at least ten days prior to the annual membership meeting.

X.3.2 Having notified the President in writing 7 days in advance of the annual meeting and having the support of any three Directors at the meeting, a voting member may nominate another voting member for a specific Director seat from the floor at the annual membership meeting. Any such nominees must meet any applicable qualifications as established by the Board and approved by the membership to be eligible for consideration by the membership.

## **Article XI – Corporate Conduct and Liability**

### Section 1. Code of Ethics

XI.1.1 The conduct of Officers and Directors shall be governed by a Code of Ethics approved by the Board.

### Section 2. Conflicts of Interest

XI.2.1 Conflicts of interest shall be governed by a Conflict of Interest Policy approved by the Board.

### Section 3. Interested Directors or Officers

XI.3.1 Except as prohibited by law, the Board may provide that no contract or transaction between the corporation and a Director or any other corporation or entity in which such Director or Officer is a Director or Officer, or is financially interested, shall be void or voidable for this reason alone or by reason that the Director or Officer was present at a contract or transaction, provided that the fact of such common Directorship, Officership, or financial or other interest is disclosed or known to the Board or Executive Committee, and that the Board or Executive Committee approves such transaction or contract by a vote sufficient for such purpose without the vote of the interested Director. However, such Director or Officer may, however, be counted in determining the presence of a quorum at such meeting. No such contract or transaction shall be void or voidable if the fact of such common Directorship, Officership or financial interest is disclosed or known to the Directors and Officers entitled to vote and the contract or transaction is approved by the vote of the Board.

### Section 4. Indemnification

XI.4.1 The corporation may, to the extent allowed by law and upon resolution of the Board, agree to defend, indemnify, and hold harmless, and advance expenses of defense to, its Directors, Officers, employees, or other agents, from and against any and all liabilities, claims, actions, lawsuits, judgments, settlements, fines and penalties, to which they are made a party, individually or collectively, by reason of being a Director, Officer, or employee, or other agent.

XI.4.2 The Board may not agree to provide indemnification in relation to matters in which a Director, Officer, employee, or other agent, is adjudged to be guilty of a criminal offense or liable to the corporation for damages arising out of his or her own gross negligence in the performance of a duty to the corporation.

XI.4.3 A Director, Officer, employee, or other agent, shall repay any advanced expenses if it is ultimately determined that the Director, Officer, employee, or other agent is not entitled to indemnification under this section.

XI.4.4 The Board may procure, or authorize the purchase thereof, insurance on behalf of any Director, Officer, employee, or other agent against any liability incurred arising out of the person's status as a Director, Officer, employee, or agent, whether or not the corporation would have the power to indemnify the person against that liability under law.

#### Section 5. Non-Liability of Officers and Directors

XI.5.1 Except as otherwise provided by law, Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **Article XII – Compensation of Board Members and Officers**

The Officers and Directors shall serve without compensation; however, the Board may provide for reasonable reimbursement of expenses actually incurred in connection with their duties.

### **Article XIII – Miscellaneous**

#### Section 1. Books and Records

XIII.1.1 The corporation shall keep correct and complete books and records on account.

#### Section 2. Signature authority

XIII.2.1 Except as otherwise provided by law, the Articles of Incorporation, or these bylaws, such Officer or Officers of the corporation as shall be specified by the Board may sign, in the name and on behalf of the corporation, all deeds, bonds, contracts, leases, and other instruments or documents, the execution of which shall be authorized by the Board. Such authority may be general or confined to specific instances.

XIII.2.2 Except as otherwise provided by law, the Articles of Incorporation, or these bylaws, such Officer or Officers of the corporation as shall be specified by the Board may sign, in the name and on behalf of the corporation, all checks, drafts, notes, bond, bills or exchange or other orders, instruments or obligations for the payment of money.

### Section 3. Corporate seal

XIII.3.1 The corporate seal of the corporation shall have inscribed thereon the year of the corporation's incorporation and the words, "Sustainable Tallahassee, Incorporated".

### Section 4. Notice

XIII.4.1 When required to be provided pursuant to the terms of the Articles of Incorporation or these bylaws, notice may be communicated by publication, electronic mail, standard mail, or facsimile telecommunications.

### Section 5. Days

XIII.5.1 All references to days in these bylaws shall be calendar days, unless otherwise expressly provided.

### Section 6. Rules of order

XIII.6.1 The latest edition of *Roberts Rules of Order* shall be the parliamentary authority in all matters not otherwise specified in the bylaws or standing rules adopted by the Board.

## **Article XIV – Amendments**

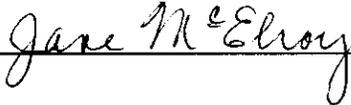
The power to alter, amend or repeal the bylaws shall be vested in the Board and, except as otherwise provided in law, in the Articles of Incorporation, or in the bylaws, shall require the affirmative vote of two thirds (2/3) of the Board of Directors. Copies of any proposed amendments must be furnished to the

voting members at least 7 days prior to any meeting at which amendments are to be considered, using any of the means authorized in the bylaws for providing notice.

**Article XV – Effective Date**

This document shall be effective upon approval by the Board of Directors as outlined in Article XIV.

Revised on September 20, 20 21 by the Board of Directors of Sustainable Tallahassee, Incorporated.

Signed:  Shawn Youngblood, President  
 Jane McElroy, Secretary