

Blue Sky Sustainable Living Center

Guide to Document:

- A. These amended and restated bylaws will completely replace the old version.
 - a. We would have a standard copy-only document, used for official purposes and to have to have on file with the state. The text below is intended to be the copy-only text.
 - b. We would also have a deck presentation, so that the by-laws are easier to read and understand by staff, board and supporters. Each numbered item below is intended to be its own slide in a deck (and the copy can be modified accordingly to reflect hyperlinking capabilities, etc.). BSC's design experts will be able to help with the transition from this outline to a deck that embodies BSC's design aesthetic. Plain text below is intended to be included in the slide deck as-is.
- B. Hyperlinks are intended to carry over to the final slide deck.

1. Blue Sky Sustainable Living Center - Bylaws Overview

- a. DBA Blue Sky Center ("BSC")
- b. A California Nonprofit Public Benefit Corporation
- c. Amended and Restated Bylaws
- d. Effective as of February 25th, 2020
- e. Sociocratic By-Laws for 501(c)3 Nonprofit by Blue Sky Sustainable Living Center is licensed under CC BY 4.0. To view a copy of this license, visit <https://creativecommons.org/licenses/by/4.0>

2. Purpose

- a. BSC is a nonprofit public benefit corporation that is organized for charitable purposes. Specifically, it is organized to develop an institution to facilitate education, demonstration, and research to:
 - i. Strengthen our communities in the Cuyama Valley by supporting entrepreneurs and building our regional creative and economic resources.
 - ii. Leading to more resilient, inclusive, and thriving rural economies.

3. Public Charity Status

- a. BSC received a 501(c)(3) public charity determination letter from the IRS dated July 10, 2014.
- b. BSC's purpose includes the preservation of its 501(c)(3) public charity status through ongoing compliance with the [organizational test](#), the [operational test](#), the prohibition against [private inurement](#), relevant [reporting requirements](#), and all other applicable laws and regulations.

4. Vision, Mission, and Aims

- a. Within BSC's broader charitable purpose, it has adopted a Vision, a Mission, and Aims ("**VMA**") to guide its strategy and policies. The most recent Vision and Mission are available [here](#). The Aims, which are measurable objectives that guide the operation and mission for the organization, are proposed by staff and approved by the Board annually, and are available upon request.

5. Governance

- a. BSC operates using its own system of dynamic governance.
- b. These bylaws explain specifically how BSC integrates the concepts of dynamic governance into the governance structure of a California nonprofit public benefit corporation that is a public charity.

6. Governance: No Members

- a. BSC has no members and may not issue memberships. That being said, BSC may refer to people associated with the organization as "members," but use of that word will not make anyone a member as that term is defined in [Section 5056](#) of the California Corporations Code.

7. Governance: Principle of Consent

- a. "**Consent**" is a defined term within these bylaws. It means the absence of an "Objection," as defined below.
- b. An Objection is a person's withholding of their Consent to a proposal, and that Objection is only valid if it is in good faith and argued in a manner that:
 - i. can be explained so that everyone understands the objection, even if they do not agree with it."-and
 - ii. identifies reasons why the decision would negatively impact roles, or aims, or at the least, fail to further the vision, mission, or aims.

8. Governance: Board of Directors: Powers and Decision-Making

- a. The activities and affairs of BSC are conducted--and all corporate powers are exercised--by or under the direction of the Board of Directors (the "**Board**"), as described in these bylaws.
- b. Unless stated otherwise in these bylaws, all decisions of the Board must be made by either:
 - i. The Consent of all directors present at a valid meeting of the Board, or
 - ii. The written Consent of all directors.
- c.

9. Governance: Circles

- a. BSC's governance and management is comprised of a structured, hierarchical set of circles. "**Hierarchy**" is a defined term within these bylaws. It means the

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organization of work from general to specific, and not authority over the work of others.

- b. A circle is a group of people who are operationally related and committed to their specific goals, similar to a committee or working group.
- c. Each circle has a domain, meaning an area of decisions and work that it is responsible for. Each circle also has one or more aims, meaning products or services within the circle's domain that contribute to BSC's overall mission.
- d. All Circles make their associated policy decisions by Consent of all members of that Circle.

10. Governance: Board of Directors: Top Circle

- a. The "Top Circle" is defined as the Board and that person, or those persons, serving in the highest rank of BSC's executive staff, typically the Executive Director(s). The Board may add others to the Top Circle.
- b. The Board shall make a good faith effort to include the entire Top Circle in all meetings of the Board, as the Board deems appropriate, and to obtain the Consent of all Top Circle members for all Board decisions and actions. That being said, the Board may act without the Consent of all Top Circle members who are not also directors if the Board determines, in its reasonable discretion, that such action would be in the best interest of BSC.

11. Governance: Lower Circles Created by the Top Circle

- a. The Top Circle may create one or more lower circles. Each lower circle created by the Top Circle must have its own aim and shall be delegated authority and responsibility by the Top Circle that the Top Circle reasonably determines necessary for the lower circle to execute, measure, and control its activities.
- b. Each lower circle created by the Top Circle shall have an operational leader and elected leader as members of the Top Circle; that is, one person from the Top Circle will be the operational leader of the lower circle, and one other person from the lower circle will be the elected representative of that lower circle to serve on the Top Circle. The Top Circle elects the operational leader and the lower circle elects the elected representative. Persons are elected to these roles exclusively by Consent of the relevant circle..

12. Governance: Lower Circles Created by Lower Circles

- a. Each lower circle may also create one or more lower circles. Each lower circle must have its own aim and shall be delegated the authority and responsibility that the higher circle that created it reasonably determines necessary for the lower circle to execute, measure, and control its activities.
- b. Each lower circle created by another lower circle shall utilize the same Operational Leader and Elected Representative roles as described in Section 10.

13. Governance: Board of Directors: Term and Number

- a. The term of each director is two years, unless the Board specifies a different term for that director upon his or her appointment. That term may not be longer than four years.
- b. The Board is encouraged, but not required, to stagger the terms of directors.
- c. The Board is authorized to have a minimum of three directors and a maximum of nine directors. The actual number of directors within that range may be set by the Board. A reduction in the authorized or actual number of directors will not, without further action by the Board, remove any director prior to the expiration of that director's term.
- d. At any given time, not more than 49 percent of the directors may be "interested persons," as that term is defined in [Section 5227](#) of the California Corporations Code.
- e. The Board is encouraged, but not required to have at least one community member on the board at all times, who lives and works in the Cuyama Valley.

14. Governance: Board of Directors: Vacancies

- a. Each director will serve for his or her specified term, and longer as necessary and if possible, until a successor to that director has been appointed and is serving as director.
- b. Notwithstanding the preceding sentence, and subject to the provisions of [Section 5226](#) of the California Corporations Code, a director may resign at any time, effective immediately upon written notice to the President and all other directors. In the alternative, the written notice may specify that the resignation is effective at a later date.
- c. A director may be removed, with or without cause, upon the Consent of all other directors.
- d. When a director reaches the end of their term; if a director dies, resigns or is removed; or if the number of directors is increased by the Board, then the resulting vacancy will be filled by an appointment made by the Board.

15. Governance: Board of Directors: Validity of Meetings

- a. The Board must hold at least one regular meeting per year at a time and place determined by the Consent of the Board.
- b. In addition, the Board may hold special meetings for any purpose. Special meetings may be called by any officer or any two directors.
- c. A meeting is validly held if a majority of acting directors attend the meeting, and all directors receive at least two days' advance notice of the meeting via email. If two days' notice is not received by a director, that director may waive the notice requirement in writing. In such cases where Consent is required, participating Board Members will provide Consent, and remaining Board Members will have the opportunity to provide Consent separately, within one week of the meeting

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date where initial discussion was had. Consent will not be passed until all Board Members have the opportunity to provide Objections. If the Board Member does not respond with an Objection within the one week timeframe, then the decision is deemed Consented to.

- d. The Board is encouraged to hold six meetings a year, two of these meetings could be full-day retreats.
- e. Directors may participate in meetings by telephone or web conference, as long as all directors participating in the meeting can communicate with all of the other directors concurrently.
- f. A meeting will automatically be adjourned if the number of directors in attendance drops below a majority, by number, of the directors then acting.

16. Governance: Board of Directors: Meeting Procedure

- a. To view specific details related to meeting structure please see the [training manual](#).

17. Governance: Officers/Roles

- a. BSC shall have a President, a Secretary, and Treasurer, as required by the California Corporations Code. Each office position must be filled by a member of the Top Circle for a term of one year. One person may hold two or more offices, except that the Treasurer or Secretary may not serve concurrently as the President.
- b. BSC shall also have a Top Circle Facilitator, whose primary responsibility is facilitating Top Circle meetings. In addition, the Board may create other roles and fill those roles by election.
- c. Within BSC's unique dynamic governance system:
 - i. The President and Top Circle Facilitator are separate roles that are filled by different people.
 - ii. The Secretary also serves as the "memory-keeper," responsible for maintaining accurate and timely records of Top Circle meetings and measuring activities.
 - iii. The Treasurer serves in the traditional corporate role.
- d. Each officer role is elected by the Board.
- e. A person serving in an officer or other role may resign or be removed by the Consent of all other Board Members with or without cause at any time. All vacancies are filled by election by the board.

18. Governance: Policies

- a. BSC is committed to public transparency and accountability. It must maintain and adhere to policies related to conflicts of interest, whistleblowers, and public disclosures. It must also make those policies public at www.blueskycenter.org/disclosures.
- b. The Board may also create and implement other policies from time to time.

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19. Governance: Changes to Articles, Bylaws, and Policies

- a. The Board may revise or eliminate the policies described in these bylaws and may adopt additional policies.

20. Dissolution

- a. On dissolution of BSC, the Board shall cause its assets to be distributed to another corporation with purposes similar to that identified in BSC's Articles of Incorporation and bylaws.

21. Indemnification

- a. BSC, by a decision of the Board, has the power to indemnify any person who was or is a party, or is threatened to be made a party to any proceeding because that person is or was an agent of BSC.

22. Office Addresses and Contact Info

- a. Principal: 1000 Perkins Road New Cuyama CA 93254
- b. Mailing: PO Box 271 New Cuyama CA 93254
- c. Contact: *[will insert here]*

23. Certificate of Secretary (via DocuSign)

- a. I, the undersigned, being the Secretary of Blue Sky Sustainable Living Center, hereby certify that the above Amended and Restated Bylaws consisting of ___ pages including this certificate were adopted as the bylaws of this corporation effective February 25th, 2020. These Amended and Restated Bylaws are, as of the date of this certification, the duly adopted and existing bylaws of this corporation.
- b. Name and Signature

Cecilia Lopez

