

Bylaws of Midwest Burners

I. Name

1. The name of the organization shall be Midwest Burners, also referred to in this document as MWB and “the Association.”

II. Purpose

1. The specific purpose of the Midwest Burners Association is set out in our Articles of Association. MWB accomplishes its mission through Association-Organized Gatherings. MWB also supports and encourages its members’ efforts to gather outside the official events and create Member-Organized Gatherings. Finally, MWB supports its members’ efforts to attend Burning Man and other burner events like regional burns.
2. An “Association-Organized event” is an event organized by the Association itself and where the Association is considered legally responsible.
3. A “Member-Organized event” is an event organized specifically by any MWB member(s) with the purpose of socializing and/or artistic collaboration with other MWB members, i.e. house parties, outings, camping trips, art walks, meet ‘n greets, craft nights, etc. The Association supports members’ community-building efforts by spreading the word to other members through our online resources. The Association is not responsible for organizing these events, does not control them, and is not legally tied to them.

III. Association Membership

1. Classes of membership
There is only one class of membership.
2. Requirements for membership
Requirements for MWB Membership are described in our Articles of Association. Anyone is welcome to join regardless of race, gender, religion, sexual preference, social and financial status, political affiliations, geographic location, pre-existing connections or lack of connections with a MWB member.
3. Obtaining membership
Membership is obtained by agreeing to our Articles of Association and submitting a membership application to the Association.
4. Maintaining membership
Since we are a social group, membership expires if a member does not attend at least one MWB event a year. In order to renew membership, a lapsed member simply reaffirms his or her commitment to the Articles of Association and begins attending again.

5. Revoking membership

Membership may be revoked permanently or temporarily by a consensus decision of the Board. The Board must provide an explanation and reasons to the community for revoking a member's membership.

6. Membership rights

Association membership grants a member the right to attend Association-organized events; bring guests to those events for which that the member is responsible; inclusion in community discussions; and any other rights laid out in other sections of these bylaws.

7. Membership meetings and discussions

The Board will chair and facilitate community discussions among the MWB membership. The definitions of chairing and facilitating are found in the "Board Roles and Responsibilities" document. These community discussions can happen when members or the Board raise issues at any time in an online venue or during an in-person town hall style meeting that the Board schedules if it sees fit. The Board facilitators will give the community reasonable notice of the discussion and the Board will allow a reasonable time period for discussion. The Board facilitators will identify whether consensus was reached at the end of the discussion period. The President and Vice President will chair and facilitate these discussions, unless the Board designates other Board members for these roles.

IV. Board of Directors

1. The Board of Directors shall serve without pay and consist of five members. Additional Board positions may be created upon a consensus decision of the Board.
2. To be eligible to serve on the Board, a person should:
 - a) be an active member of MWB for two years (registered as a member and attended at least one association-organized event a year);
 - b) live within the United States; and
 - c) have served at least once as an infrastructure volunteer at an association-organized event.
3. Board members shall serve a two-year term. No more than three (or one half) of the Board members may have terms that end in the same year to allow for smoother transitions. The Board of Directors may, by consensus, extend or lessen the term of designated Directors by no more than one year to meet this requirement.
4. Board members may serve two consecutive terms before having to reapply.
5. There will be a public call for available board member positions. A committee of Event Coordinators, Leads, and Board members will evaluate applications, confirm the eligibility of board nominees as defined in these bylaws and determine whether the nominee actually wants to be a Board member. A majority vote of that committee will determine the chosen candidates.

6. The three-month period immediately following the election of Directors shall be utilized by the Board as a mentoring period, during which active and outgoing Directors may educate and direct incoming Directors on the management of the Association or directors in charge of its affairs.
7. Any Board member may resign effective upon giving written notice to the Board of Directors, unless the notice specifies a later date for the effectiveness of such resignation. No Board member may resign if the organization would then be left without a duly elected director.
8. A Board member may not be removed from office except for cause. Cause for removal includes being absent from three Board meetings in a year, failing to uphold his or her position, or breaching his or her responsibility in other ways. If cause for removal is determined, the Board member in question shall be dismissed from the Board by a consensus decision of the remaining Board members.
9. Unplanned Board member vacancies during a Board term shall be filled by the Board with the recommendation of the remaining board members. The term for such vacancy shall end on the same date as the term of the Director who is being replaced would have ended.
10. The community may present the Board with a "no-confidence petition" signed by no less than 10% of active community members. This petition will set in motion a new period of nominations for any and all board positions. The current board and new nominees will be voted on by common majority vote to determine whether any and/or all of the current Board members in question will be replaced. If no new nominees can be found that are willing or available, then elections will not be held and the current Board will serve out the remainder of its term.

V. Officers

1. The officers of the Board shall consist of a President/Chairman, Vice President/Vice Chairman, Secretary/Treasurer, Accountant, and Legal/Resources Coordinator.
2. Elected officers will serve the duration of their term.
3.
 - (a) The Chair shall preside at all Board meetings, and perform other duties as associated with the office.
 - (b) The Vice-Chair shall assume the duties of the Chair in case of the Chair's absence or when the Chair wants to advocate an issue instead of facilitate a discussion.
 - (c) The Secretary/Treasurer shall be responsible for the minutes of the Board, keep all approved minutes and post them to the community, and handle the community checkbook and accounts.
 - (d) The Accountant shall keep record of the organization's budget and prepare financial reports as needed.

- (e) The Legal/Resources Coordinator will manage the work to keep the organization compliant with laws and regulations, as well as stewarding key assets like the land search committee, the association membership database, and insurance company relationships.

VI. Board Powers

1. General

It shall be the specific duty of the directors to perform any and all duties imposed on them collectively or individually by law, by the Articles of Association, or by these Bylaws. The Board is responsible for overall policy and direction of the Corporation. The Board shall have and exercise all oversight rights, powers, and authority over the business, affairs and operations of the Association. Such powers shall include without limitation all powers which may be exercised by the directors of a non-profit organization's oversight board including: the approval of budgets; disbursement of funds; borrowing money or guaranteeing indebtedness and other liabilities; conducting and compromising litigation; the approval of the acquisition or disposition of the assets of the Association; the approval of contracts binding on the Association, the final word on selection and dismissal of employees, volunteers, and independent contractors, with and without cause. For a complete list of duties and role responsibilities of Board members, please refer to the Roles of Midwest Burner Board Members documentation and/or the MWB Board Handbook if one exists.

2. Delegation of Duties

The Board has the power to appoint and remove employ and discharge, and, except as otherwise provided in these Bylaws, determine the duties and fix the compensation, if any, of all officers, agents and employees of the organization, including Event Coordinators (ECs) of Association-Organized Events. The Board also has the duty to supervise all officers, agents, ECs, and employees of the organization to assure that their duties are performed properly. The Board will leave event management decisions to the ECs unless consulted by the ECs, appealed to by community members, or the Board needs to exercise oversight authority over an event operations decision for any other reason. Event Coordinators may be relieved of their duties by a general consensus of the Board for cause or because of resignation. The Board will provide the community an explanation for removing an EC for cause.

3. Property

Title to all of MWB's property, assets, and accounts are to be held in the name of the Association and no director, manager, employee, or volunteer can claim any interest in the property, assets, or accounts of MWB. The Board may designate its Members and/or other agents, such as ECs, to sign such documents necessary to purchase, lease, transfer, or encumber real or personal property.

4. Dissolution of the Organization

If no eligible community members can be found to replace outgoing Board members, the Board will discuss with the community dissolving the organization. If the community discussion does not provide any other viable solution, the Board is responsible for dissolving the organization before ending their duties as Board members.

VII. Committees

1. The Board may appoint standing and ad hoc committees as needed.

VIII. Board Meetings

1. Board meetings shall be held quarterly. The Board will determine the nature of these meetings.
2. Special meetings may be held at any time when called for by the Chair or a majority of Board members. These meetings do not have to be in person.
3. Appropriate notice of meetings will be given in advance by email or first class mail. Meeting agendas shall be provided to Board members at least two days in advance.
4. Attendance at Board meetings is restricted to only Board members unless the Board invites someone to the meeting for a specific purpose. Meetings are closed like this to allow for candid discussion of sensitive topics.
5. Minutes will be taken at every Board meeting. A summary of these minutes will be published on the MWB website at a reasonable time after the meeting, so as to balance transparency with discretion.
6. Board members have a duty to attend the meetings to the best of their abilities since a quorum is required for a meeting to be held. Four out of five Board members present in at least electronic form constitutes a quorum.

IX. Board Voting

1. (a) Four out of five Board members constitutes a quorum.
(b) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
(c) No Board member may send a proxy to make decisions in his or her place.
2. Passage of a motion requires a general consensus of all five Board members or the consensus of a quorum if all five members are not available. Giving consent does not necessarily mean that the proposal being considered is one's first choice. Group members can vote their consent to a proposal because they choose to cooperate with the direction of the group, rather than insist on their personal preference. Sometimes the vote on a proposal is framed, "Is this proposal something you can live with?" This relaxed threshold for a yes vote can achieve full consent. This full consent, however, does not mean that everyone is in full agreement.

3. In the event that a consensus cannot be reached, and one or more Board members are in dissent even after prolonged debate, a member can call to motion a “rough consensus”, where the question of consensus is left to the judgment of the group Chair and recorded in the minutes as a rough consensus decision. The Chair may also decide no consensus has been reached and leave the matter undecided.

X. Conflict of Interest

1. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, must disclose it and offer to the Board to voluntarily excuse him/herself. The member with the conflict must vacate his seat and refrain from discussion and voting on said item.
2. The mere existence of a personal relationship between a Board member and an EC or other community member with a matter before the Board is not a conflict of interest. However, if a party to the decision becomes concerned about the personal relationship’s effect on the decision, that party can request the Board to excuse the member in potential conflict from the decision. The Board will make the final call in these situations and will provide reasons for the decision to the community.

XI. Fiscal Policies

1. The fiscal year of the organization shall be from September 1st to August 31st.
2. MWB accounting is accrual-based accounting.
3. MWB financial reports will be published on the Association’s website at the end of the fiscal year for public inspection.
4. Event financial reports will be published on the Association’s website after the event for public inspection.

XII. Community Access to the Board

The Board will remain accessible to the community for feedback, suggestions, questions, and petitions to address issues. The Board will work to maintain this access in whatever avenues are most effective.

XIII. Indemnification

The Board Members shall be indemnified and held harmless for all liability they may incur as a result of their involvement in the Board except for intentional tortious or fraudulent conduct. Employees, agents, independent contractors or volunteers shall be indemnified and held harmless for any liability they incur as a result of their involvement in the Association except for intentional tortious or fraudulent conduct.

XIV. Amendments to Articles of Association

The Articles of Association may be amended by a general consensus of Board members present at any meeting, provided ALL the Board members are present and provided a copy of the proposed amendment(s) are provided to each Board member at least one month prior to said meeting. Upon approval by the Board of the proposed amendments, the revised Articles will be presented to the community with a summary of the proposed amendments and the reasoning behind them. After a month of consideration and discussion, the revised Articles will be presented to the community. Three-fourths of those voting on this issue must vote in favor of amending the Articles or they do not get amended. Upon approval by the community, all prior and existing Articles are hereby repealed and rescinded effective immediately unless the community agrees that they will be repealed and rescinded at some specific later date.

XV. Amendments to Bylaws

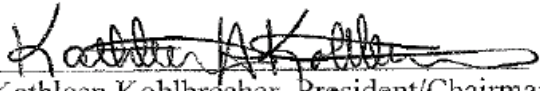
These by-laws may be amended by a general consensus of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting. Upon approval by the Board of the proposed amendments, the revised by-laws will be presented to the community with a summary of the proposed amendments and the reasoning behind them. After consideration and discussion, the revised by-laws will be presented to the community. Upon approval by the Board, all prior and existing Bylaws are hereby repealed and rescinded effective immediately unless the community agrees that they will be repealed and rescinded at some specific later date.

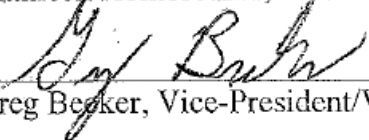
XVI. Construction and Terms

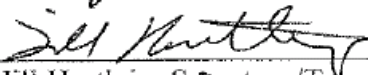
If there is any conflict between the provisions of these Bylaws and the Articles of Association of this organization, the provisions of the Articles of Association shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code as amended from time to time, or to corresponding provisions of any future federal tax code.

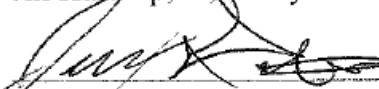
These Bylaws shall be construed, interpreted, enforced, and the legal relation between the parties determined in accordance with the laws of the State of Kansas. Exclusive jurisdiction and venue for any action or proceeding involving the parties hereto, including but not limited to enforcement or interpretation of this Agreement, shall be in state court in the Kansas.

Adopted on November 17, 2013, by the Midwest Burners Board of Directors.


Kathleen Kohlbrecher, President/Chairman


Greg Becker, Vice-President/Vice-Chairman


Jill Hartleip, Secretary/Treasurer


Jeremy Gaston, Accountant


Vincent Rivera, Legal/Resources Coordinator