

Bylaws of the New Café

Article I – Name and Purpose

Section 1 – Name: The name of the organization shall be the New Café.

Section 2 – Purpose: The New Café is an online community located at <http://www.newcafe.org/> on the Internet.

Incorporation: The New Café is incorporated in the State of Washington as of August 2009.

Article II – Membership

Section 1 – Membership: Membership shall consist of all persons registered in the New Cafe who are in good standing.

Article III – Board of Directors

Section 1 – Board role, size, and compensation: The board is responsible for overall policy and direction of the organization and shall delegate responsibility for day-to-day operations to Work Group Chairs, an Ombudsman, and an Election Committee. The board of the organization shall have five members. Board members receive no compensation.

Section 2 – Terms: The terms of the founding board members shall expire on August 30, 2010. Elections for board members will be held every other August, with no board member allowed to serve more than two terms. The terms of all subsequent board positions shall be for two years.

Section 3 – Meetings and notices: The board shall meet at least quarterly. The board or president may convene a meeting at any time provided that appropriate notice has been given to board members. Meetings shall be held in the newcafe.org Board Meeting forum. Meetings shall be conducted in a manner consistent with all policies under these bylaws and shall be recorded via Motet.

Section 4 – Board business: Normal board business shall be done during duly organized board meetings. Some discussions may occur between and among board members outside the context of a board meeting, but no business shall be transacted in

such an informal setting. The board shall seek a consensus of all board members when feasible, but a majority (3 votes) shall be sufficient for passage of any proposal unless otherwise specified in these bylaws.

Section 5 – Board elections: The Café membership will hold elections for new board members as specified in Section 2 above, according to the membership’s own criteria, schedule, and method.

Work group chair and ombudsman elections: After the 2009 and 2010 initial elections of Work Group Chairs, elections for work group chairs will be held every other August beginning in 2011. Work group chairs will be limited to two terms. The Ombudsman will be elected by an annual general election and will serve for unlimited one-year terms.

Section 6 – Quorum: Four board members shall constitute a quorum. At least this number of board members must be present at a meeting (scheduled or unscheduled) in order for business transactions to take place and motions to pass. In the exceptional circumstance that quorum cannot be reached due to the resignation or other incapacity of any board member or members, quorum shall consist of all remaining board members. The board’s first priority in such cases is to fill the exceptional vacancy as per Section 8 of the bylaws.

Section 7 – Officers and duties: There shall be two board officers, consisting of a chair and a treasurer. Their duties are as follows:

The Chair shall convene regularly scheduled and other board meetings and establish and announce the agenda for all board meetings. The Chair shall add all reasonable items to the agenda upon the request of any board member during the reading of the agenda at the beginning of every meeting.

The Treasurer shall maintain all banking and financial records, and shall make them available on a regular basis occurring at least annually. The Treasurer will also be responsible for paying the accounts of the New Café.

Section 8 – Exceptional Vacancies/Board: If a vacancy on the board exists midterm, the board shall endeavor to elect a replacement board member as soon as possible following the news of the vacancy as posted by the member or, in the case of incapacity, his/her designated representative in the Board Forum. Nomination for replacements shall be made to the chair in electronic format at least a week prior to a scheduled meeting or, in exceptional circumstances, during the reading of the agenda at the

beginning of an unscheduled meeting. All due care shall be taken to inform New Café members of the vacancy in order to facilitate the nomination of a replacement. Board members shall also be invited to nominate replacement board members. When one or more vacancies exist, a majority vote of the remaining board members shall be required to elect new members. The board shall not conduct any other business until all vacancies are filled.

Exceptional Vacancies/Work Group Chairs: in the event of a working group chair resignation, the Board will appoint an interim chair from the members of that working group. If no suitable candidate is found from the members of the working group, the Board will appoint another suitable candidate. The interim working group chair shall be a member in good standing of the New Cafe. This interim chair shall serve until the next scheduled election for that chair position.

Article IV – Amendments

Section 1 – Amendments: These bylaws may be amended by a vote of the board. Four (4) votes are required to amend the bylaws. Any such amendment shall not take effect sooner than three days after the revised bylaws have been made public.

Certification

These bylaws were approved at a meeting of the board of directors on February 26, 2009

Board of Directors of New Café

Revision: April 6, 2010