Wisdom Project 2030 Inc.

A 501(c)(3) Georgia Nonprofit Corporation

Bylaws

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Wisdom Project 2030 Inc.
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Bylaws

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Article I Name of Organization

The name of the organization is Wisdom Project 2030 Inc. (hereafter in these bylaws, simply WP 2030), a non-profit corporation located in Hall County, Georgia, and established on March 13, 2019, under the Articles of Incorporation filed on that date, and certified by the Georgia Secretary of State on March 18, 2019.

The corporation is a 501(c)(3) educational organization.

Article II Purpose

The purpose of this organization is to:

- Build greater awareness and understanding of Greater Hall County through the entry Wisdom Project program and maintain that awareness and understanding through on-going WP 2030 member activities and meetings.
- Enlist Wisdom Project graduates' skills to better our community.
- Tap into the wisdom of our residents to enhance and transform the senior experience through inspired action and advocacy benefiting all of Hall County.
- Keep retirees actively involved in their community.

Article III Membership

Section 1 Eligibility for Membership

Graduates of a Wisdom Project program, with the approval of the Board of Directors, become Wisdom Keepers who are the members of the corporation.

The Wisdom Project program consists of eight day-long sessions designed to introduce participants to community leaders and issues in the areas of:

- Business, Industry & Agriculture
- Education
- Healthcare
- Social Services
- Government
- Arts & Entertainment
- Aging Issues &Trends

Participants immerse themselves in these subject areas to gain a better awareness and understanding of how our community works and how we can make it better. Participants receive intensive orientation in each session that helps prepare them to use their expertise and wisdom to make an important difference in our community through projects that include action and advocacy.

Section 2 Membership Types

The WP 2030 has two types of membership: Active and Inactive Wisdom Keepers. Each is defined by the following criteria:

a. Active

    1. Keeps current with annual dues assessment.
    2. Participates, as desired, in those WP 2030-sponsored projects, educational activities, governance, or similar endeavors which are designed to achieve the purpose and goals of WP 2030.
    3. Is permitted voting privileges.

b. Inactive

    1. Graduates of the Wisdom Project are inactive members at graduation. Upon payment of their initial annual dues, they become active members.
    2. Active members who do not pay the annual dues will be reclassified as “Inactive.”
    3. Inactive members:
        a. Are not permitted to vote.
        b. May transition to Active status upon full payment of the annual dues for the membership year in which they transition to active membership.

Section 3 Annual Dues

a. The membership year is January 1 – December 31. Annual dues shall be payable as of January 1 of each membership year.
b. The amount of the annual dues for WP 2030 shall be set each year. The BOD will recommend the annual amount, and the members will approve the annual amount at the annual meeting (IV.2).
c. Dues for Wisdom Project program graduates will be pro-rated to cover any partial period of the membership year in which they graduate, if appropriate.
d. Voting privileges (III.2.a). Dues must be current for the membership year in which any meeting is held and voting is conducted.

Section 4 Membership Performance Expectations

To contribute to the excellent performance of the WP 2030 organization, members will strive to fulfill the following expectations:

- Serve as a role model for senior leadership in greater Hall County.
- Attend general meetings and project committee meetings.
- Operate under these bylaws and all policies and procedures established for the operation and administration of WP 2030.
- Prepare for the committee meetings through the preparatory work necessary for intelligent discussion.
- Perform assignments promptly.
- Maintain confidentiality and security regarding data or information when requested.
- Contribute positively to discussions, assisting the membership in reaching conclusions.
- Acquire a working knowledge of those functional activities for which he or she has committee or project assignments.
- Be alert to new program or project opportunities.
- Avoid conflicts of interest or the appearance of conflicts of interest according to the relevant WP 2030 policy.
- Be a positive representative of the WP 2030, Vision 2030, and Hall County.
- Adhere to the highest standards of integrity and ethics and avoid any actions which are or appear to be inconsistent with WP 2030 vision and goals.

Article IV Meetings of Members

Section 1 Regular Meetings

Regular meetings of the members shall be held bi-monthly (usually January, March, May, July, September, and November), at a time and place designated by the President.

Section 2 Annual Meetings

A meeting of the membership shall take place annually, the specific date, time, and location of which will be established by the Board of Directors. At the annual meeting, the members shall elect directors, receive reports on the activities of the organization, and determine the direction of the organization for the upcoming year.

Section 3 Special Meetings

Special meetings may be called by the President or a majority of the elected members of the Board of Directors.

Section 4 Notice of Meetings

Notice of each meeting shall be given to each voting member by email, electronic invitation, or mail not less than ten calendar days prior to the meeting.

Section 5 Quorum

A quorum for a meeting of the membership shall consist of twenty (20) percent of the active members.

Section 6 Voting

Unless specified in these Bylaws, all issues to be voted on shall be decided by a majority of the active members present and voting at the meeting. See also Article XI, Voting by E-mail or Similar Internet-based Means. When a vote is taken in a meeting in which the members are gathered in a single physical location, absentee and proxy voting is not permitted.

Article V Board of Directors

Section 1 General Powers

The governing authority and management responsibility for the WP 2030 organization reside with a Board of Directors.

Section 2 Number, Tenure, and Requirements

a. The Board of Directors shall consist of:

- Nine (9) directors elected by the members.
- The immediate past president, if not still serving as an elected member of the board. That past President will be a non-voting member of the board, will not be required to attend board meetings, and will not be counted in determining a quorum.

- Person (or persons) not members of WP 2030 designated as a non-voting *ex officio* member(s) by the Board of Directors.

b. Each elected member of the board must be an active member at the time of election and throughout his or her term.
c. Each elected director shall hold office for a 2-year term.
d. The elected directors' terms shall be staggered so that five terms will expire at the annual membership meeting in even years, and four terms will expire in odd years.
e. An elected member of the board may serve no more than two complete consecutive two-year terms and may stand for election to another term after a one-year break in service on the board.
f. With the transition from Wisdom Keepers of Hall County to Wisdom Project 2030 Inc., and with the transition of the start of the membership year from July to January, the term limits required by paragraph e. will be phased in as follows.
    - For Directors elected in May 2018 to two-year terms, their term will be extended six months and end December 31, 2020. The first two-year term under e. above will start with a new term in January 2021.
    - For Directors elected to a first or new term in May 2019, their first term will be extended six months with completion on December 31 2021.

Section 3 Election of the Board of Directors

The election of directors shall be held annually during the annual membership meeting.

The Nominations Committee will present its suggested candidates. Nominations from the floor may be made. Each nominee, by the committee or from the floor, must indicate their willingness to serve.

The Board of Directors will determine the election procedure. If the number of nominees matches the number of directors to be elected, a voice vote may be sufficient. The procedure to be used for each annual meeting should provide for an election by ballot if the nominees from the Nominations Committee or the floor might exceed the number of directors to be elected.

Elected members of the BOD must be approved by a majority of the active members present and voting at the annual membership meeting.

The directors shall assume their duties upon election and shall continue in office until their successors are elected.

Section 4 Vacancies

The Nominating Committee shall nominate candidates to fill any vacancy which occurs on the BOD between annual membership meetings. (See Article VII, Section 1.e).

Nominations shall be sent in writing to the chair of the Nominating Committee at least two weeks prior to the meeting of the BOD prior to the members' meeting at which the election will be held.

The person so elected shall hold membership for the unexpired term in which the vacancy occurred.

Section 5 Removal of Directors

The WP 2030 members, with a majority of the active members present and voting at a regular or special membership meeting, may remove any director and elect a successor for the unexpired term.

Section 6 Annual and Regular Meetings

An annual meeting of the Board of Directors shall be held at a day, time, and location designated by the President. Notice of these meetings shall be sent to all members of the BOD no less than 10 calendar days prior to the meeting date.

Regular meetings of the BOD shall be held monthly, at a day, time, and place designated by the President.

Section 7 Special Meetings

Special meetings of the BOD may be called by, or at the request of, the President or any two members of the BOD. The day, time, and location of the special meeting shall be stated in the meeting notice.

Section 8 Notice of Special Meetings

Notice of any special meeting of the BOD shall be given at least two (2) calendar days in advance of the meeting by the President or his or her designee.

Section 9 Quorum

The presence of a majority of the voting members of the BOD shall be necessary at any meeting to constitute a quorum to transact business.

Section **10 Voting**

Unless specified in these Bylaws, all issues to be voted on shall be decided by a majority of the members present and voting at the meeting. (See also Article XI, Voting by E-mail or Similar Internet-based Means.) When a vote is taken in a meeting in which the members are gathered in a single physical location, absentee and proxy voting is not permitted.

Article VI Officers

The officers of Wisdom Project 2030 shall be the President, Vice President, Secretary, and Treasurer. All officers must be active members of the organization.

The Board of Directors will appoint officers from among the Board's elected members. Appointments will be made at the first board meeting following the members' annual meeting and election (See Article VI, Section 3)

Section 1 President

The President shall:

a. Preside at all meetings of the Board of Directors.
b. Preside at meetings of the WP 2030 members.
c. Serve as ex-officio member of all committees.
d. Maintain signature privileges of WP 2030's checking account.

Section 2 Vice President

The Vice President shall:

a. Preside at meetings of the WP 2030's members and BOD in the absence of President.
b. Assist the President and the Board of Directors in all phases of WP 2030's work.
c. Chair the Nominations Committee.

Section 3 Secretary

The Secretary shall attend all meetings of the WP 2030's members and the BOD.

The Secretary shall:

a. Record all votes and minutes at meetings of the Wisdom Project 2030 and BOD.
b. Send notices of all meetings to the members of the Wisdom Project 2030 and BOD.
c. Perform all official correspondence of the Wisdom Project 2030 and BOD.

Section 4 Treasurer

The Treasurer shall:

a. Oversee and manage the receipt and disbursement of all funds for the organization.
b. Prepare and provide financial statements and reports at each WP 2030 membership meeting and Board of Directors meeting or on request by the membership or the Board of Directors.
c. Write and sign checks as necessary for WP 2030 expenses.
d. Develop and implement an operating budget process which would assure that WP 2030 organization functions in a fiscally responsible manner.

Article VII Committees

Section 1 Standing Committees

With the concurrence of the BOD, the President shall appoint the members (as prescribed below) of each standing committee.

a. Finance Committee

   The Finance Committee is responsible for developing an annual budget, instituting appropriate fiscal policies and procedures, authorizing fundraising plans, and implementing other fiscal related actions as directed.

   The Board of Directors must approve the annual budget. Any budgetary change must be approved by the Board of Directors. The fiscal year shall be the calendar year (January 1 through December 31).

   The Finance Committee shall see that the financial records of the corporation are reviewed annually. Such reviews shall consist of an internal review done annually by an ad hoc committee appointed by the President, except that every third year the committee shall arrange for an audit performed by an independent certified public accounting firm in accordance with U.S. generally accepted auditing standards (GAAS) with its financial

statement prepared in accordance with U.S. generally accepted accounting principles (GAAP).

The Finance Committee will prepare and submit, if required, Federal and state tax reports and prepare and submit any registration filings related to maintaining Wisdom Project 2030's corporate and non-tax status.

The Finance Committee shall be composed of the Treasurer, who will serve as the chairperson, and a minimum of two other members who may be Board members or other active members of WP 2030.

b. Wisdom Project Development (WPD)

The WPD Committee shall oversee the development and implementation of the Wisdom Project program.

The WPD committee shall have a minimum of three members. The members may be Board members or other active members of WP 2030.

c. Program Committee

The Program Committee shall plan the program for each regular meeting and make the arrangements for each annual, regular, or special meeting. (The BOD will provide the agenda for the business portion of each meeting.)

Programs for regular meetings should focus on the continuing education of Wisdom Keepers in their knowledge of Greater Hall County and their knowledge of community leaders and issues in the areas listed in the Wisdom Project programs (Article III, Section 1), and explore ways to apply the Wisdom Keepers' experience and skills to the benefit of Hall County.

The Program Committee shall have a minimum of three members. The members may be board members or other active members of WP 2030.

d. Project Oversight (PO)

The Project Oversight Committee shall document and keep records of all projects submitted, undertaken, and completed; and track project organizations, participants, hours, and accomplishments.

The Project Oversight Committee shall implement approved policies and procedures for the selection and oversight of WP 2030 projects, and propose revisions to such policies and procedures, (See Article X, Policies and Procedures).

The Project Oversight Committee shall review all project proposals and recommend approval or disapproval by the BOD.

The Project Oversight committee shall have a minimum of three members. The members may be board members or other active members of WP 2030.

e. Nominations Committee

The Nominations Committee shall:

- Present to the annual meeting of the Wisdom Project 2030 nominations for the board members to be elected at that meeting.

- Bring a report, as necessary, to a regular or special meeting of WP 2030 members nominations to fill any vacancy. See Article V, Section 4.

The Nominations Committee shall be composed of the Vice President, who will serve as the chairperson, and a minimum of one other member who may be Board members or other active members of WP 2030.

f. Other Committees

The Board of Directors may establish other standing committees, as needed, to address recurring needs of WP 2030. (For example, communications, information technology). The board shall determine the responsibilities and composition (drawn from active members) of any new standing committee.

Section 2 Ad Hoc Committees

Ad Hoc committees will be appointed by the President, as needed, based upon WP 2030's needs.

Ad Hoc committees will be composed of an appropriate number of active members of the WP 2030 to accomplish the objectives set by the BOD.

Section 3 Advisory Committee

The Board may create an Advisory Committee whose members shall be appointed by the BOD annually.

Members of the Advisory Committee do not have to be members of WP 2030. Members of the Advisory Committee shall possess the desire to serve the community and support the work of the organization by providing expertise and professional knowledge.

Advisory Committee members shall have no duties, voting privileges, or obligations for attendance at regular meetings of the BOD. They may attend meetings of the BOD at the invitation of a member of the BOD

A member of the Advisory Committee may be removed with or without cause, at any time, by vote of two-thirds of the members of the BOD if it is in the best interest of the organization. Each member of the BOD must receive written notice of the proposed removal at least 14 calendar days in advance of the proposed action.

Section 4 Committee Chairs

With the exception of the Finance Committee and the Nominations Committee,

a. The President shall appoint the chairperson of each committee (permanent, ad hoc, or advisory).
b. Any member of a committee may be appointed as the chair.

Article VIII External Relationships

The Board of Directors may establish relationships with external organizations if such relationships further the purpose and goals of WP 2030.

A standing, long-term relationship is with the Vision 2030 Committee of the Greater Hall Chamber of Commerce. In collaboration with the Executive Director, Vision 2030, the Board will appoint active WP 2030 members as requested by Vision 2030 to represent WP 2030 on the Vision 2030 Committee.

Article IX Records

The organization shall keep complete records and minutes of the proceedings of the meetings of the Wisdom Project 2030 and the BOD. Committees should keep sufficient records of their proceedings to report their activities and recommendations to the BOD and to the members, as needed.

Article X Policies and Procedures

Policies and procedures for the operation and management of the WP 2030 organization shall be consistent with and support its organizational purpose, vision, values, and goals.

Policies

- The Board of Directors will recommend polices to the members.
- Policies must be approved by a majority of the active membership present and voting in a meeting in which the policy is considered.
- Policy drafts are to be distributed to membership in advance of the meeting in which the policy will be considered.
- Policies will be published in a standardized format to ensure consistency of style and content.

Procedures

- The BOD will develop and approve operating procedures, as needed, to implement policies and ensure efficient operation of WP 2030.

Policy and Procedure Review Process

- The Board of Directors shall review all policies and procedures at least every two years for relevance and accuracy.
- The Board of Directors shall have the authority to make minor policy revisions as appropriate and necessary. The policy revisions will be reviewed and offered for approval at the next meeting of the membership.

Article XI Voting by E-mail or Similar Internet-based Means

When time is of the essence or an important vote is being taken (e.g., amendment to bylaws, election of directors), and full participation of the Board of Directors or the active members, as applicable, is desirable, the Board of Directors may authorize that voting may be done by e-mail or similar Internet-based means (e.g., SurveyMonkey).

- Each motion to be voted on must be sent to all members eligible to vote.
- A closing date and time for voting must be specified.
- The members who cast votes will be counted for determining a quorum.

- The members who cast votes will be counted as the members present and voting.

Article XII Amendments

These bylaws or the Articles of Incorporation may be amended by a vote of two-thirds of the active members present and voting at any regular or special member meeting of the WP 2030. Written notice setting forth the proposed amendment(s) shall be given to each active member within the time and the manner provided for the giving of notice of meetings (Article IV.4).

Article XIII Dissolution

Section 1 Events Causing Dissolution.

The Company shall be dissolved and its affairs wound up only upon the earlier of the following to occur:

a. The written agreement of at least two-thirds of all the Members to dissolve the Corporation, and dissolution shall become effective at a time approved by at least two-thirds of all the Members;

b. A decree of judicial dissolution; or

c. When required by law.

Section 2 Liquidation of Property and Application of Proceeds.

Upon the dissolution of the Corporation, the Officers (or, if none, a liquidator appointed by the Personal Representatives of the deceased Members) will wind up the Corporation's affairs in accordance with the Georgia Code, and will be authorized to take any and all actions contemplated by the Georgia Code as permissible, including, without limitation:

a. Prosecuting and defending suits, whether civil, criminal, or administrative;

b. Settling and closing the Corporation's business, causing the accountants to prepare a final financial statement in accordance with Article VII, Section 1.a.;

c. Liquidating and reducing to cash the property as promptly as is consistent with obtaining its fair value;

d. Discharging or making reasonable provision for the Corporation's liabilities; and

e. Distributing the proceeds of liquidation and any undisposed Property in accordance with Article 8 of the Corporation's Articles of Incorporation.

Article XIV Rules of Order

The meetings of the members and the Board of Directors will be guided by Robert's Rules of Order (Newly Revised).

Article XV In Effect

These bylaws will be in effect immediately upon adoption by a majority of the active members present and voting in the meeting in which the bylaws are presented for adoption.