

ARTICLE I - PURPOSES

The purpose for which Northfield Citizens Online was formed are stated in NCO's Mission Statement:

Northfield Citizens Online is an electronic commons created to give people in the greater Northfield area access to information from both inside and outside the community, regardless of their economic or physical ability, to provide a forum for discussion and a center for information, thereby strengthening the community.

ARTICLE II - BASIC POLICIES

1. Northfield Citizens Online shall be non-partisan, non-sectarian, and non-profit. NCO shall not discriminate on the basis of sex, race, creed, color, national origin, age, or sexual preference.
 2. The name of Northfield Citizens Online or the names of any members in their official capacities shall not be used publically in connection with any commercial concern or with any partisan interest or in connection with any activity not sponsored or co-sponsored by NCO without prior approval of the Board of Directors
 3. Northfield Citizens Online may cooperate with other organizations and agencies concerned with community networks, but persons representing NCO in such matters shall make no commitments that bind NCO except on prior approval of the Board of Directors.
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ARTICLE III - MEMBERSHIP

Qualifications. Membership in Northfield Citizens Online shall be comprised of registered users of NCO e-mail accounts or the Web Cafe. Users have the right to attend the open portion of all Board of Directors meetings, members shall have the right to vote, hold office, chair operating committees, and partake of the other rights and priveleges of this organization.

Regular Meetings. There shall be one open annual meeting of the membership, chaired by the Chair of the Board of Directors. Notice of the meeting date will be e-mailed or posted on NCO at least one month in advance.

Special Meetings. Special meetings of the membership may be called at any time by the Chair or the Steering Committee or upon written request of at least ten percent of the membership presented to the Chair (either in person or via e-mail) or presented at a meeting of the Board of Directors. Any meeting called by written request of the membership shall be scheduled and presided over by the Chair. All meetings shall be held at the meeting room of the Northfield Public Library or at such other place as may be designated by the Board of Directors.

Procedure. The Chair may invoke Roberts' Rules of Order to govern parliamentary procedure for meetings at his/her discretion unless specified otherwise in the [By-laws](#).

Notice of Meetings. Notice of all meetings shall be posted on NCO for review by all users and shall specify the date, time, place, purpose, and, where possible, the agenda of the meeting.

Voting. A majority of the members present at any meeting shall rule on all matters voted upon unless specified otherwise by the [By-laws](#).

ARTICLE IV - BOARD OF DIRECTORS

The affairs of Northfield Citizens Online shall be managed by its *Board of Directors*.

Number, Qualifications, and Terms. The Board of Directors shall be elected by the membership. The number of elected Committee members shall be no more than eleven. The term of office shall be two calendar years or until successors are elected. Committee [sic] members may serve no more than three consecutive terms, at least one year must separate the third term from the next period of service.

Election. Membership on the Board of Directors will occur as a result of a majority vote of the members present at the annual meeting. Nominations are open to all members and will be accepted via e-mail or in the Web Cafe [sic] after notice of the annual meeting is posted. New members of the Committee shall assume their positions on the first scheduled meeting subsequent to the election.

Regular Meetings. The Board of Directors may provide, by resolution, time and place for holding regular meetings without any notice other than such resolution. The Board of Directors is encouraged to post the notice of the meeting and minutes thereof on NCO for the information of the membership.

Special Meetings. Special meetings of the Board of Directors may be called by or at the request of Chair, or any three Committee members who present a written request to the Chair.

Notice. Notice of any special meeting of the Board of Directors shall be given at least ten days prior to the meeting date by notice delivered personally, sent via e-mail, or posted in the Web Cafe. If sent by e-mail or posted in the Web Cafe, such notice shall be deemed delivered at the date and time stamped on the correspondence. The business to be transacted at such a meeting shall be specified in the notice.

Quorum. The presence of fifty percent of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Committee.

Electronic voting. Meetings of the Board of Directors may be conducted "virtually" in the Web Cafe. All decision and votes therein shall become part of the official record and are considered legitimate and binding.

Committee Decisions. Consensus, as defined in the addendum to this document, is the operating principle on which the Committee acts, except where the action of the majority or greater number is required by the [By-laws](#). The Chair may, on occasions he/she deems vitally necessary, ask for act of majority.

Vacancies. Any vacancy occurring on the Board of Directors shall be filled by a member appointed by the Board of Directors. A member filling a vacancy shall serve the unexpired term of office.

Employees. The Board of Director's shall hire such employees and personnel for NCO as it shall deem necessary.

Article V - OFFICERS

The officers of Northfield Citizens Online shall consist of the **Chair, Vice-Chair, Secretary, and Treasurer**.

Qualifications, Election and Terms of Office. Officers are to be chosen from among current members of the Board of Directors and approved by a majority vote of the Committee. Officers shall be elected annually by majority vote of the Board of Directors. Any officer may be removed by majority vote of the Board of Directors at any meeting, provided that notice of the intended act shall be given at the call of the meeting.

Responsibilities of the Chair. The Chair of NCO will have the power of general management of the business of NCO, subject to instruction and approval of the Board of Directors, and will preside at meetings. The Chair will set the agenda for the Board of Directors meetings and will see to it that all orders and resolutions are carried out. Chair is a member ex-officio of all committees and may vote on all matters. Chair shall be considered "President" of the organization so that he/she may be signatory agent, and will also represent the Board of Directors by mail, phone, or in person on business matters or matters of substance.

Responsibilities of the Vice-Chair. The Vice-Chair of NCO shall succeed to the duties of the Chair in the absence or disability of the Chair. The Vice-Chair shall be kept apprised of the actions of the Chair and shall assist Chair in duties as mutually agreed upon.

Responsibilities of the Secretary. The Secretary of NCO shall record meeting proceedings and maintain the meeting minutes. The Secretary shall be responsible for giving notice of meetings to Board of Directors members and the membership as appropriate or as specified in these [By-laws](#).

Responsibilities of the Treasurer. The Treasurer of NCO shall attend to all fiscal matters as necessary and/or as delegated by the Board of Directors.

Vacancies. Any vacancy in any office may be filled by appointment of the Board of Directors, confirmed by a majority vote, for the unexpired portion of the term.

Contracts and Funds. The Board of Directors shall authorize any officer or officers, agent or agents, of Northfield Citizens Online to enter into any contract or execute and deliver any instrument in the name of and on behalf of Northfield Citizens Online. Such authority may be general or confined to specific instances.

The Board of Directors may accept on behalf of Northfield Citizens Online any contribution, gift, bequest, or device for any purpose of NCO.

All funds of Northfield Citizens Online shall be deposited from time to time to the credit of NCO in such banks or other depositories as the Northfield Community Action Council [sic] may elect.

ARTICLE VI - RECORDS

Northfield Citizens Online shall keep minutes of the proceedings of its membership, Board of Directors, and committees having and exercising any authority of the Board of Directors. Reasonable summaries of appropriate material shall be provided to any member or trustee, or his/her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VII - OTHER COMMITTEES

Committees not having and exercising the authority of the Board of Directors in the management of Northfield Citizens Online may be designated by a resolution adopted by majority vote of the Steering Committee. Except as otherwise provided in such resolution, members of each committee shall be appointed by Northfield Citizens Online through the office of the Chair and subject to approval by the Steering Committee. Any member of such a committee may be removed by the Chair of the Board of Directors whenever, in the Chair's judgment, the best interests of NCO shall be served by such removal.

ARTICLE VIII - AMENDMENT

Amendment to these [By-laws](#) may occur at any meeting of the Board of Directors in which notice of such action has been given to the Committee in the announcement of the meeting. A quorum of two-thirds of the Board of Directors is required to amend these [By-laws](#).

ADDENDUM TO BY-LAWS

Consensus Decision-Making

Consensus decision-making is a way of making a decision in a cooperative, non-hierarchical way. Northfield Citizens Online believes that consensus is a goal that is useful for groups that have basically common goals and perspectives. To reach consensus, groups use an open process with malleable rules that promote embracing minority opinions, group cohesion, and common agreements. When people compromise to reach a consensus, they are not trying to find solutions or positions that satisfy a portion of the group (51%). Rather, they are working together for an outcome that satisfies the whole group (100%). Consensus decision-making is not primarily a mechanism for sharing power equally or fairly. Rather it is a mechanism for making the best possible decision, based on the assumption that each person has a valuable perspective on the issue. Consensus does not mean that all decisions must be brought before the Board of Directors as a whole. Only those decisions which would otherwise be brought to the Committee for a vote are brought for consensus. The Board of Directors, the Chair, and the members work together to set the agenda.

At Northfield Citizens Online, to agree to make decisions by consensus requires:

- understanding the validity of the consensus process
- commitment to the best course of action for the community, not to a personal agenda
- responsibility -- to voice disagreement when sincerely felt, to not withhold consent based on frivolous, trivial or purely personal wishes
- openness to the ideas of others, their idiosyncrasies, perspectives
- soul-searching -- to examine the basis for one's own opinions, objections, etc.
- trust in the commitment of others to these same goals

Having consensus is not the same as being unanimous. People can disagree with something, but should "stand aside" from blocking the consensus decision. Here is where "soul-searching" is very important. Do I feel so strongly about this issue as to require further discussion and more formal process to take place, or can I state my concerns or reservations and the "step aside"? Once a decision has been made by the group, all members should be able to support it as if it were a unanimous decision.

Minority Views

Because consensus processes put high value on considering, and deeply so, the positions of people in the minority, it is very important to:

- be able to recognize, appreciate, even celebrate differences
- listen well
- understand the commonalities that people share
- have meeting processes that are clear and efficient and that invite participation

Decisions of the Board

Decision shall be made according to the unanimous "sense of the meeting". After sufficient discussion has taken place concerning a proposed action, the Chair or facilitator shall formulate what he/she believes to be the agreed-up action. A show of hands or other method can indicate approval of action. Any member in disagreement should then state his/her objections and the reasons for them. There are then at least four possible courses of action:

1. Continue discussion, shed more light, and arrive at a better decision
2. Objecting members step aside and allow action to be taken. Objections may be stated for the record while "standing aside" for action.
3. Table action for future meeting or later time slot
4. Chair may invoke "preemptive urgency" and require a majority vote. Use of this last option should be extremely rare.

Eight Steps to a Formal Consensus Decision

1. **Proposal Presented** A written proposal is drafted by someone or some group, and presented to the whole group (preferably ahead of time so everyone can mull it over before the meeting).
2. **Clarifying questions.** The whole group asks questions of the authors that seek information. Leading or loaded questions are not permitted at this stage. No debate takes place until the first round of questions is complete. Other information-seeking questions may be asked later.
3. **Discussion.** The whole group discusses the proposal. Favorable arguments are posed, opposition arguments are presented. Misgivings, concerns, excitements, and disappointments are shared.
4. **Check for Opinions.** Ask first for major objections (those which might cause someone to block consensus), then for minor objections. Those who have the objections state them. A straw poll may be included.
5. **Proposal Re-Worked.** Those with objections meet with those who authored the proposal to incorporate friendly amendments, or to discuss compromises that satisfy the major objections.
6. **Presentation of Re-Worked proposal.** A team that represents both the authors and the objectors presents the new proposal. Clarifying questions may be asked, discussion held, and new objections raised (if any). If necessary, additional meetings to re-work the proposal again should be scheduled.
7. **Check for Consensus.** When there is a sense by the facilitator or any member of the group that consensus exists, such a check is asked for. A simple show of all hands means the proposal passes. Those who have objections might step aside.
8. **Concerns.** While people may support a proposal, they may have concerns about how it is implemented, evaluated, supported, etc. Any objections should be aired, and documented.

Consensus decision-making is not a common cultural experience; majority decision-making is the cultural norm and we take its assumptions for granted. Although it is inevitable that we will make mistakes or delay decisions using consensus, majority decision are subject to the same vulnerabilities. Even majority decisions can cause delays later if they need reconsideration, report of damage, etc. The consensus process is a tool people need to know how to use in order to use it effectively. We must educate ourselves about the process and evaluate our performance from time to time. Committee members should refer to further information about consensus, conflict resolution, and meeting facilitation.

(Thanks to Prairie Creek Community School for the use of this addendum).