

Gay and Lesbian Sierrans Section

BYLAWS

November, 1989

Bylaw I: Organization and Membership

Section I.1: Organization

1.1.1: Constitution

This Section is constituted by action of the Executive Committee of the Angeles Chapter of the Sierra Club in accordance with and subject to the provisions of the Bylaws of the Sierra Club. This Section is an integral part of the Sierra Club and of the Angeles Chapter and is governed by their Bylaws; it is not a separate legal entity.

1.1.2: Name

The name of this Section is the Gay and Lesbian Sierrans Section of the Angeles Chapter of the Sierra Club.

1.1.3: Purposes

The purposes of this Section are to encourage greater participation in activities of the Sierra Club and of the Angeles Chapter, as stated in their respective Bylaws, by gay and lesbian members of the Chapter, and to extend a welcome to the Club and the Chapter to gay and lesbian people who are not now members.

Section I.2: Membership

1.2.1: Membership

The members of this Section shall be those members of the Sierra Club in good standing who subscribe to the Section's newsletter.

1.2.2: Non-Discrimination

Eligibility for membership in this Section shall be based on subscribing to the Section's newsletter and membership in good standing in the Sierra Club as described in 1.2.1: Membership, above. No one shall be excluded for any other reason.

1.2.3: Newsletter Availability

The Section Management Committee may make subscriptions and individual copies of the Section's newsletter available to individuals who are not members of the Sierra Club and to other organizations. Such subscriptions do not confer voting or any other rights reserved to members of the Section.

1.2.4: Roster Privacy

The names and/or addresses of members of this Section and/or subscribers to its newsletter shall be made available to the Sierra Club and to the Angeles Chapter for their legitimate purposes, and shall not be released to individuals or any other organizations.

Section I.3: Meetings and Elections

1.3.1: Meetings

1.3.1.1: General Meetings

At least one regular general meeting shall be scheduled each calendar quarter. If the Chair and Vice Chair of the Section are both absent at a meeting, the members present shall elect a temporary chair.

1.3.1.2: Special Meetings

Special meetings of the Section membership at large may be called by the Section Management Committee, and the Section Management Committee shall call and schedule a special meeting within forty-five (45) days of presentation of a valid written petition from a number of members at least equal to fifteen percent (15%) of the number of valid votes cast in the preceding annual election.

All members shall be provided notice of all special meetings stating time, place, and purpose by a method which should reasonably reach them at least ten days before the meeting. If the Chair and Vice Chair of the Section are both absent at a meeting, the members present shall elect a temporary chair. No binding action may be taken at a special meeting of the Section, but resolutions may be adopted addressed to the Section Management Committee, the Executive Committee of the Angeles Chapter, the Sierra Club Council, or the Board of Directors of the Sierra Club. A meeting may also direct the Section Management Committee to conduct a referendum (election) by mail ballot of the entire membership of the Section on a specified issue.

1.3.2: Elections

1.3.2.1: Annual Election

The membership of the Section shall choose members of the Section Management Committee in an annual election as specified in Bylaw 2: Section Management Committee, 2.2: Nominations and Elections, below.

1.3.2.2: Special Elections

Special elections on any subject within the province of the Section may be held either by direction of the Section Management Committee, the Executive Committee of the Angeles Chapter, a general meeting of the Section membership, the Sierra Club Council, the Board of Directors of the Sierra Club, or upon presentation of a petition to the Section Management Committee signed by a number of members of the Section at least equal to fifteen percent (15%) of the number of valid ballots cast at the preceding annual election. Such direction or petition shall state the issue to be voted on in proper form for ballot.

All members of the Section shall be provided with suitable written information and ballot materials. All votes received within twenty-one (21) days of the time all members can reasonably be assumed to have received the information and materials shall be counted. A simple majority (more than one-half) of the votes cast is required to decide all issues except the removal of an elected member of the Section Management Committee and additions, amendments, or repeal of these Bylaws, which shall require at least two-thirds of the votes cast to succeed. All elections shall be conducted in a manner to assure ease of voting and secrecy of the ballot.

If a special election can be combined with a regular annual election by delaying it for not more than two (2) months, they shall be combined.

1.3.2.3: Electioneering

Information provided with ballot materials shall present the issue to be voted upon, and its pros and cons, in a fair and balanced manner. All publications published and/or mailed in whole or part with Section funds shall also present such issues, and their pros and cons, in a fair and balanced manner. The roster of names and/or addresses of the members of this Section and/or subscribers to its newsletter shall not be made available for private electioneering.

Bylaw 2: Section Management Committee

Section 2.1: Numbers and Powers

2.1.1: Members

Subject to the powers of the members as provided by these Bylaws, the management of the affairs and activities of the Section shall be in the hands of a Section Management Committee of five (5) members, each of which is a member of the Section in good standing, elected by the members of the Section for terms of two (2) years each, three (3) to be elected in odd-numbered years and two (2) in even-numbered years. Members of the Section Management Committee shall take office on January 1st and shall serve until their successors have been elected and qualified.

2.1.2: Vacancies

A vacancy in an elected position shall be filled for the remainder of the unexpired term by vote of the remaining members of the Section Management Committee unless the vacancy results from recall in a special election. If the vacancy results from recall, it shall be filled for the remaining unexpired term by a special election conducted according to the same procedures used for the regular annual election. The special election shall be held within three (3) months of the vacancy.

2.1.3: Powers

Only the Section Management Committee or those specifically authorized by it shall act in the name of the Section. The Section Management Committee shall have the authority to make rules and regulations for carrying out the procedures established by these Bylaws. If any dispute arises concerning any act of the Section Management Committee, the Executive Committee of the Angeles Chapter shall have the power to determine the procedures to be followed. Actions of the Section must be consistent with the purposes of the Sierra Club and the policies and directives of the Angeles Chapter and of the Board of Directors.

Section 2.2: Nominations and Elections

2.2.1: Election of Section Management Committee

An annual election to choose members of the Section Management Committee shall be completed during the

fourth quarter of the calendar year. All members of the Section shall be provided with written information and ballot materials, and all votes received within twenty-one (21) days of the time all members can reasonably be assumed to have received the information and materials shall be counted. The election shall be conducted in a manner to assure ease of voting and secrecy of ballot.

2.2.2: Nominating Committee

A Nominating Committee of at least three (3) members of the Section, at least one of which is not a member of the Section Management Committee, shall be appointed by the Section Management Committee not later than three (3) months before the designated closing date of the annual election. No member of the Section Management Committee who is standing for re-election may serve on the Nominating Committee. Sufficient opportunity shall be given by the Nominating Committee to members of the Section to submit names for consideration for nomination. Notice of this opportunity, and of the opportunity to nominate candidates by petition, shall be given in a regular general meeting and in writing to all members.

2.2.3: Candidates

The Nominating Committee shall nominate at least as many candidates as the number of members of the Section Management Committee to be elected, and shall report their names to the Section Management Committee and to the Section's membership at least five (5) weeks before the scheduled mailing of ballots. Nominees shall be members of the Section in good standing who have given their consent. The Nominating Committee is not precluded from submitting names of its own members as candidates.

The name of any member of the Section who consents and who is proposed in writing by a number of members of the Section at least equal to fifteen percent (15%) of the number of ballots cast at the preceding annual election shall be included on the ballot provided that the Secretary of the Section receives the petition and statement of consent at least fourteen (14) days prior to the scheduled date for the mailing of the ballots.

2.2.4: Ballot Materials and Electioneering

All information provided with the annual election ballot shall be fair and balanced. All publications published and/or mailed in whole or part with Section funds shall present information about candidates in a fair and bal-

anced manner. The roster of names and/or addresses of the members of the Section and/or subscribers to its newsletter shall not be made available for private electioneering.

2.2.5: Elections Committee

An Elections Committee of at least three (3) members of the Section shall be appointed by the Section Management Committee prior to the scheduled date for the mailing of the ballots. No nominees may serve on this committee. Under the direction of the Elections Committee, the Secretary of the Section shall cause the ballots to be prepared and mailed as scheduled. The ballot shall allow each voter to vote for as many candidates as there are positions to be filled; however, a voter may not cumulate votes by voting for any candidate more than once. The Secretary of the Section shall hold returned ballots unopened until the closing hour of the election, and then deliver them to the Elections Committee.

2.2.6: Counting Ballots

The Elections Committee shall determine the validity of, and count, the ballots on the closing date of the election, or as soon as practicable thereafter, and report results immediately to the Secretary of the Section. The candidates receiving the highest number of votes shall be elected. Any tie shall be resolved by lot, in the presence of the candidates or their authorized representatives. The Secretary of the Section shall immediately notify the candidates, and the Elections Committee shall report the results of the election to the Section Management Committee at its next meeting or by the first day of January, whichever comes first, and shall notify the Executive Committee of the Angeles Chapter. The ballots shall be retained for at least sixty (60) days, after which their destruction may be directed by the Section Management Committee.

2.2.7: Initial Election

Upon first approval of these Bylaws by the members of this Section and by the Executive Committee of the Angeles Chapter, members of the Section Management Committee who had been previously appointed shall continue to serve as if elected until the first opportunity to conduct an annual election as provided in this section of these Bylaws. During this first election only, all five (5) members of the Section Management Committee shall be elected, some for two-year terms and the remainder for one-year terms as required to satisfy the requirements of 2.1.1, Members, above. The candidates receiving the highest number of votes shall serve the two-year terms. For this election only, candidates may be nominated by a petition signed by a number of members at least equal to ten percent (10%) of the Section's membership. In all other respects, the initial election shall be conducted as an annual election.

Section 2.3: Meetings

2.3.1: Meeting Schedule

The Section Management Committee shall hold regularly scheduled meetings at least quarterly at times and places it specifies; these times and places shall be

announced in advance to members of the Section at regular general meetings of the Section and in the Section newsletter. Special meetings of the Section Management Committee may be called by the Chair or any three (3) members of the Committee provided that seven (7) days' notice can be given to the members of the Committee. This notice requirement may be waived by the consent of all available members of the Committee. Due notice of special meetings and the scheduling of regular meetings must be given to all members of the Section Management Committee.

2.3.2: Open Meetings

All meetings of the Section Management Committee shall be open to attendance by any member of the Sierra Club in good standing, except that in unusual circumstances the Committee may convene in private session for discussion of sensitive issues, but shall take no vote except in open session. Business of the Section Management Committee shall normally be conducted at regular meetings.

2.3.3: Quorum and Majority

A quorum, which shall consist of at least three (3) members of the Section Management Committee in office, is required for the transaction of business, and a majority of three (3) members shall be required to decide all matters. However, in the event of more than two (2) vacancies on the Committee, or potential vacancies as provided by 2.3.5: Absences, below, a vacancy may be declared and/or filled by a unanimous vote of all remaining members.

A ballot from an absent member delivered to the Chair in writing, or by telephone, on a specific issue shall be counted in the vote and quorum, provided that there has been either a full discussion of the issue at a previous meeting or that the arguments pro and con have been included with the call for the meeting.

A quorum of the Committee may act without a formal meeting only when quick action is necessary and there is insufficient time to arrange a well-attended special meeting, or if authorization to deal with a specific issue has been given at a previous meeting. However, in either case, a determined effort must have been made to contact all members of the Section Management Committee. Actions taken in a special meeting shall be reported to all members of the Committee and reaffirmed at the next regular meeting of the Committee.

2.3.4: Temporary Chair

In the absence of the Chair and the Vice Chair, the members of the Committee who are present shall elect a temporary chair from among themselves.

2.3.5: Absences

The absence of a member from three (3) of any four (4) consecutive regularly scheduled meetings of the Committee shall create a vacancy if so decided by a vote of at least three (3) remaining members of the Section Management Committee, or the unanimous vote of all remaining members if less than three (3) remain.

Bylaw 3: Officers

Section 3.1: Officers

The Section Management Committee, at a regular meeting held during January, shall elect from within its own membership a Chair, a Vice Chair, a Secretary, and a Treasurer. These officers shall be the officers of the Section, and they shall serve until their successors have qualified. The duties of the officers shall be those customary for their respective offices.

The Section Management Committee shall designate, from among the membership of the Section, representatives to the Chapter Council and to the Chapter Conservation Committee, and alternates.

At the discretion of the Section Management Committee, offices may be combined provided that at least two distinct members of the Committee serve as officers.

The Section Management Committee may designate members of the Section as assistants to the Secretary and/or Treasurer.

Notice of the officers and appointees of the Section shall be provided to the Chapter Executive Committee and Sierra Club Council, or their designees, by the end of January.

Section 3.2: Power to Change

The Section Management Committee shall have the power to change its officers, and its designated representatives and alternates, and to fill any vacancies.

Bylaw 4: Committees

Section 4.1: Committees

4.1.1: Creation of Committees

The Section Management Committee shall establish standing committees and special committees for such objectives as it may designate within the purposes of the Club, the Chapter, and the Section. The chair of each committee shall be appointed by the Section Chair from among the members of the Section, subject to the approval of the Section Management Committee, and shall serve until discharged. The Chair of the Section, or another member of the Section Management Committee, shall be an *ex officio* member, with the right to vote, of each committee except the Nominating and Elections Committees.

The standing committees shall include a Conservation Committee and a Membership Committee. Standing committee chairs shall be appointed annually. The chairs of the Conservation and Membership Committees, if not already members, shall be *ex officio* members of the Section Management Committee without vote.

Except for the Nominating and Elections Committees, the Section Management Committee may at any time add members to a committee or recall or replace any of its members. The Section Management Committee may only fill naturally-occurring vacancies in the Nominating and Elections Committees. Committees not mandated by these Bylaws may be discharged by the Section Management Committee at any time. The terms of all committee members shall expire with the term of the Section Management Committee.

4.1.2: Reporting

The chair of each committee shall regularly report to and consult with the Section Chair and the Section Management Committee. Each committee shall submit an annual report to the Section Management Committee. Each committee, except the Nominating and Elections Committees, shall consult with any corresponding Chapter committee.

4.1.3: Conservation Committee

The Conservation Committee of the Section shall further the conservation objectives of the Club and the Chapter among the membership of the Section, assist national, regional, and Chapter Club actions, and supervise specific conservation action programs as authorized by the Section Management Committee. The Conservation Committee, or the Section Management Committee, may create issue and action committees which report to the Conservation Committee, and to the Section Management Committee as requested. The Section Conservation Committee chair, or alternate, shall represent the Section on the Chapter Conservation Committee.

4.1.4: Membership Committee

The Membership Committee of the Section shall maintain a roll of current members, shall assist in national efforts to recruit and retain Sierra Club members, and shall be responsible, under the direction of the Section Management Committee, for recruiting and welcoming new Section members and encouraging them to participate in Club, Chapter, and Section activities. The Section Membership Committee shall regularly consult with the Chapter Membership Committee.

Bylaw 5: Finances

Section 5.1: Sources

5.1.1: Receiving Funds

The Section may receive funds from the Chapter in a manner specified by the Chapter Executive Committee. The Section may elect to assess or collect dues from its members. The Section may receive contributions directly, but, since the Section is an entity of the Club, its expenditure of such contributions shall be consistent with any policy and instructions of the Board of Directors.

5.1.2: Fund-Raising

Consistent with the policies of, and limitations specified by, the Board of Directors, the Sierra Club Council, and the Angeles Chapter, the Section may conduct fund-raising and other activities which require members, as well as others, to pay a fee in order to participate. The Section may not raise money through direct mail appeals.

5.1.3: Section Outings

Section outings shall be conducted on an independent financial basis, except insofar as they are used as a net fund-raising activity, as authorized by the Section Management Committee in accord with Board of Directors and Council policy.

Section 5.2: Authority

5.2.1: Bank Accounts

The Section Management Committee shall have authority to open bank accounts and to regulate withdrawals therefrom. Bank accounts shall be in the name of the Section or its committees, and shall include the words "Angeles Chapter, Sierra Club." Accounts shall be under the jurisdiction and responsibility of the Treasurer of the Section, who shall report the status of such accounts to the Section Management Committee and the Chapter Treasurer

at least annually. All Section funds shall be accountable to the Chapter.

5.2.2: Requirement to Deposit

Unless otherwise specified by the Section Management Committee or Chapter Executive Committee, all moneys received by entities of the Section shall be deposited with the Treasurer of the Section. The Section Management Committee may authorize expenditures by Section entities and may authorize the Treasurer to provide advances.

5.2.3: Delegation of Authority

The Section Management Committee may delegate financial authority, subject to these Bylaws and Club Bylaws, to Section committees, but it retains responsibility and control. Any such committee must provide regular and satisfactory accounting to the Section Treasurer and the Section Management Committee.

5.2.4: Prohibitions

Neither the Section nor any entity thereof shall have authority to borrow money or own real estate.

Section 5.3: Procedures

5.3.1: Fiscal Year

The fiscal year of the Section shall coincide with the fiscal year of the Club.

5.3.2: Books and Reports

The Treasurer shall keep proper books of account. Annually, and at such other times as may be required by the Section Management Committee, the Treasurer shall submit a report of revenues and expenses and the financial position of the Section. The Treasurer shall report to the Section Management Committee the financial position of the Section at least once each quarter. An annual report shall be submitted to the Chapter Treasurer.

Bylaw 6: Construction and Amendment

Section 6.1: Initial Election

These Bylaws shall be approved initially by those who are eligible to be members of the Section. All such eligible members shall be provided with a full copy of these Bylaws, other suitable written information, and ballot materials. All votes received within twenty-one (21) days of the time all eligible members can reasonably be assumed to have received the information and materials shall be counted. At least two-thirds of the votes received shall be required for approval.

Section 6.2: Effectiveness

These Bylaws shall take full effect immediately upon initial approval as provided in 6.1: Initial Election, above, and approval by the Executive Committee of the Angeles Chapter either before or after. At such time, these Bylaws, in conjunction with the Bylaws of the Chapter and the

Club, shall become the only bylaws governing the conduct and affairs of the Section.

Section 6.3: Interpretation of Bylaws

All questions as to the construction or interpretation of these Bylaws are first to be referred to the Section Management Committee for decision. Appeals from such a decision may be taken to the Chapter Executive Committee. All procedures not prescribed by these Bylaws or the Bylaws of the Chapter or the Club shall be governed by *Roberts' Rules of Order*, revised.

Section 6.4: Amendment

These Bylaws are fundamental and shall not be added to, amended, or repealed except by a two-thirds (2/3) vote of the Section Management Committee and a two-thirds (2/3) vote of all mail ballots cast in an annual or special election, followed or preceded by approval of the Chapter Executive Committee.

Section 6.5: Conflict

In the event that a change in the Bylaws of the Club or Chapter results in a conflict with a provision of these Bylaws, any conflicting provision of these Bylaws shall be

suspended, and the Section Management Committee shall replace it with a temporary rule until the members have agreed to an appropriate revision in a regular or special election.