

## History of the Sierra Club Bylaws

In the file that follows, several conventions have been adopted so that the various versions of the Bylaws are uniform in terms of capitalization. The following terms and words are always in title case: Sierra Club, Club, Directors, Board, By-laws [of the Sierra Club, early years], Bylaws [later years], Articles of Incorporation, names of officers of the Club [President, etc., including Judges/Inspectors of Election], Council, and names of national committees, including the Executive Committee. (Exception: the prescribed wording for election materials, which is rendered in its all caps original.) The following terms and words are always lower case: chapter (except when used for a particular chapter), by-laws or bylaws, officer titles, and executive committee for a generalized chapter. The publication *Sierra Club Bulletin* is always in italics.

## By-laws of the Sierra Club [1892]

Adopted: June 4, 1892

The members of the Sierra Club, at a meeting this day held at 101 Sansome Street, in the City and County of San Francisco, State of California, have adopted the following as the By-laws of said Club:

### Article I. Government

Section 1. The government and management of the Club shall be confided to nine of its members, to be known as the Board of Directors, from whom shall be elected a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer and Corresponding Secretary.

Sec. 2. The Directors shall enter upon their term of office on the first Tuesday after their election, and shall hold office for one year and until their successors are elected and have qualified.

Sec. 3. The President, Vice-Presidents, Secretary, Corresponding Secretary and Treasurer shall be elected by the Board of Directors for the term of one year from the commencement of their office as Directors, and until their successors shall have been elected and qualified.

Sec. 4. If a vacancy shall occur in the office of President, Vice-Presidents, Secretary, Corresponding Secretary, or Treasurer, such vacancy shall be filled by the Board of Directors by the election of one of its own number; and in the event of a vacancy occurring in the office of Director, the Board shall elect a member from the Club at large to fill the same. The Directors shall likewise have the power to elect from the members of the Club at large a Director in the place of any one of their number who shall be absent from any three consecutive regular meetings of the Board of Directors. The officer or officers so elected shall hold office until the next annual meeting of the Club, and until the election and qualification of their successors.

### Article II. President

Section 1. It shall be the duty of the President to preside at all meetings of the Club and of the Directors; to see that the By-laws and such rules and regulations as may be adopted by the Directors are rigidly enforced, and to report to the Board of Directors any infraction of the same; to call such meetings as are herein provided to be called by him; to have a general supervision over all the affairs of the Club; and at the annual meeting to make a report of the accounts and general concerns of the Club during the previous year.

Sec. 2. He shall be ex-officio a member of all the Standing Committees, which committees shall be nominated by him at the commencement of his term of office, and shall be presented to the Board of Directors for confirmation.

Sec. 3. The President and Secretary shall sign all checks, contracts, bonds, and other instruments in writing, which may have been first approved by the Board of Directors.

Sec. 4. The President shall have the casting vote at all meetings of the Club.

#### Article III. Vice-Presidents

Section 1. During the absence or disability of the President, the First Vice-President shall perform the duties and exercise the powers of the President. And during the absence or disability of both the President and First Vice-President, the Second Vice-President shall perform the duties and exercise the powers of the President.

Sec. 2. If both the President and the two Vice-Presidents shall be absent from any meeting of the Club, the Secretary shall call the meeting to order, and an acting President shall be elected by the meeting.

#### Article IV. Secretary

Section 1. The Secretary shall keep an exact record of the proceedings of the Club and of the Board of Directors; he shall have general charge of the books and accounts of the Club.

#### Article V. Treasurer

Section 1. It shall be the duty of the Treasurer to receive all moneys belonging to the Club, and to disburse the same, under the direction of the Board of Directors, upon checks or orders signed by the President and Secretary. He shall deposit the same, in the name of the Club, with the bank or banks designated by the Board of Directors. He shall submit a statement of his accounts at each monthly meeting of the Board of Directors, with proper vouchers, and settle the same whenever required.

Sec. 2. The funds of the Club shall not be loaned to any member.

#### Article VI. Corresponding Secretary

Section 1. It shall be the duty of the Corresponding Secretary to keep up communication, on behalf of the Club, with similar clubs in Europe and America. He shall make a report to the Club at its annual meeting of all matters of interest of which he has acquired knowledge through his correspondence with other clubs.

## Article VII. Standing Committees

Section 1. The Standing Committees, to be appointed by the President, shall each consist of three members of the Board of Directors (except the Admission Committee, which shall consist of thirteen members, who shall be appointed from members outside the Board of Directors), and shall be as follows, viz.: an Auditing Committee, a Committee on Publications and Communications, and an Admission Committee.

Sec. 2. It shall be the duty of the Auditing Committee to examine and audit all accounts and bills as often as the same shall be necessary. Before any accounts or bills shall be paid they must have been first approved by the chairman of the Auditing Committee.

Sec. 3. The Committee on Publications and Communications shall select such papers and documents as in their judgment will be of interest to the Club, to be read at its meetings and for publication.

Sec. 4. The Committee on Admissions shall consist of thirteen members, a majority of whom shall constitute a quorum. All candidates for admission to this Club shall have their names presented to the Secretary, who shall immediately refer the same to the Committee on Admissions, and said committee shall take action thereon as soon as possible thereafter. A majority of the committee shall constitute a quorum. The candidates for membership shall be voted for by ballot, and two adverse ballots shall be sufficient to prevent the admission of such person as a member.

Sec. 5. The committees mentioned in this Article shall be subject to the supervising power of the President, and to the authority of the Board of Directors. Placards containing a list of the Standing Committees, and of the persons composing the same, shall be placed in the office of the Club. All vacancies in the Standing Committees shall be filled by the President, and be submitted for confirmation to the Board of Directors.

Sec. 6. The members of said committees shall hold office for the term of one year from their appointment, unless otherwise ordered by the Board of Directors.

## Article VIII. Nomination of Officers

Section 1. The Board of Directors shall, at least two weeks previous to the annual election, appoint from the members of the Club at large a committee of five, who shall submit a ticket of candidates to serve as Directors for the ensuing year; provided, however, that any five members of the Club may propose to the committee any member for Director. Such proposals shall be in writing, and every name so proposed shall be placed by the committee on every ticket, with nothing to distinguish it from the committee's nominations.

Sec. 2. All the names of nominees shall be posted in the office of the Club at least forty-eight hours prior to the opening of the election; and all of said tickets shall be printed under the direction of the Secretary, and at the expense of the Club.

## Article IX. Election of Officers

Section 1. The annual election for Directors shall be held on the last Saturday of April in each year, and the voting shall be by ballot. No notice of such election, by advertisement or otherwise, shall be necessary.

Sec. 2. The polls shall be open at one o'clock P.M., and shall be kept open until six o'clock P.M., on the day of the election. A plurality of votes shall elect.

Sec. 3. The Board of Directors shall appoint three Judges of Election from the members of the Club at large to supervise said election, at least one of whom shall be present the whole time the polls are open. The Judges of Election shall count the votes and report to the President in writing the number of votes cast for each candidate, and the names of those elected to serve as Directors; and the President shall thereupon notify in writing the members elected.

## Article X. Removal from Office

Section 1. Any Director or member of the Committee on Admissions, or other officer of the Club, may be removed from office for good cause shown, by an affirmative vote of not less than three-fourths of the members present at a special meeting of the Club convoked for that purpose.

## Article XI. Meetings of the Club

Section 1. The Club shall hold an annual meeting on the last Saturday of April of each year, at its office, at the hour of two o'clock in the afternoon. Special meetings may be called by order of the Directors. The Board shall, at the written request of fifteen members, call a special meeting of the Club. The Club shall also hold a general meeting on the last Saturday of October of each year, at the hour of two P.M.

Sec. 2. At any meeting of the Club twenty members shall constitute a quorum for the transaction of business, but a smaller number than a quorum may, in the absence of a quorum, continue and adjourn any meeting from time to time until a quorum shall be present, and until the business of the meeting shall have been accomplished.

Sec. 3. No notice of the annual meeting in April or of the general meeting in October need be given to render the proceedings taken thereat valid, but it shall be the duty of the Secretary to give notice by mail to each member of such meeting at least one week before the day fixed therefor. Notices of special meetings shall be given by the Secretary by written notice, specifying the time of the meeting and the object for which the same is called, at least five days prior to the day of the meeting.

## Article XII. Meetings of the Board of Directors

Section 1. The Board of Directors shall fix definite times for the regular meetings. Special meetings of the Board shall be held when called by the President. Notice of each special meeting shall be given by the Secretary by written notices, specifying the time of the meeting, at least one day prior thereto.

Sec. 2. A majority of the Directors shall be necessary and sufficient to constitute a quorum, and to form a Board for the transaction of business.

## Article XIII. Admission Fees and Dues

Section 1. The admission fee shall be five dollars.

Sec. 2. The annual dues for all members residing in the city and county of San Francisco, and in the counties of Alameda, Solano, Napa, Sonoma, San Mateo, Santa Clara, Contra Costa and Marin, except undergraduates of colleges, shall be five dollars: for all other members and for undergraduates of colleges the annual dues shall be one dollar. Any member may commute his annual dues by the payment of fifty dollars. Such payment shall constitute the member paying it a life member, and exonerate him from the payment of all further annual dues.

Sec. 3. Any person may become an Honorary Member of the Club by a two-thirds vote of the members present at either the annual meeting in April or the general meeting in October. The vote shall be taken by ballot.

## Article XIV. Payments

Section 1. The annual dues shall be payable in advance, at the Secretary's office, on the last Saturday of April of each year. If the payment of such dues be not made at that time, written notice of the delinquency shall thereupon be given by the Secretary to the delinquent member.

Sec. 2. If any such delinquent member shall not pay the amount of his delinquent dues within one month after the notice of delinquency has been given, as by Section 1 hereof provided, such member may thereupon be suspended or dismissed from the Club; but the Board of Directors, on good cause shown, may restore to membership any member who may have been suspended or dismissed for such default.

## Article XV. Resignation of Members

Section 1. All resignations must be made in writing, addressed to the Board of Directors.

Sec. 2. No resignation of membership shall be accepted or shall take effect until all indebtedness to the Club shall have been paid by the resigning member.

Sec. 3. All interest in and to the property of the Club and privileges of the Club of such resigning members, or of any member ceasing to be such by dismissal or death, or from any cause, shall cease and revert to the Club.

#### Article XVI. Discipline

Section 1. Any member may be suspended or expelled by a vote of at least seven members of the Board of Directors, but no such vote shall be taken until after the member shall have been furnished with a statement of the charges preferred against him, and shall have been given at least one week's notice of the time when the same will be considered by the Board; and every such member shall have the right to appear before the Board, and be heard in answer to the charges, before final action thereon shall be taken.

#### Article XVII. Construction of the By-laws

Section 1. On all questions as to the construction or meaning of the By-laws and Rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club at the annual meeting or at a special meeting convoked for that purpose.

#### Article XVIII. Amendments

Section 1. Amendments to the By-laws may be made at the annual meeting of the Club in April, or at the general meeting of the Club in October, of each year, by an affirmative vote of two-thirds of the members present.

Sec. 2. Notice of proposed amendments to the By-laws shall be furnished to the Secretary, and posted at least fifteen days before the meeting at which it is proposed to consider them.

Revised By-laws of the Sierra Club [1905]

Adopted: April 29, 1905

Article I. Name

The name of this corporation shall be the Sierra Club.

Article II. Purposes

The purposes for which this corporation is formed are as follows, to wit: To explore, enjoy, and render accessible the mountain regions of the Pacific Coast; to publish authentic information concerning them; to enlist the support and co-operation of the people and the Government in preserving the forests and other natural features of the Sierra Nevada Mountains; to take, acquire, purchase, hold, sell and convey real and personal property, and to mortgage or pledge the same for the purpose of securing any indebtedness which the corporation may incur, and to make and enter into any and all obligations, contracts, and agreements concerning or relating to the business or affairs of the corporation, or the management its property.

Article III. Place of Business

The place where the principle business of said corporation is to be transacted is the City and County of San Francisco, State of California.

(The foregoing articles, forming a part of the Articles of Incorporation, can be changed only by amending such articles as provided by law.)

Article IV. Directors and Officers

Section 1. The government of the Club shall be intrusted to nine of its members, to be known as the Board of Directors, who shall elect from their number a President, Vice-President, Secretary, and Treasurer.

Sec. 2. The Directors shall enter upon their term of office on the first Saturday in May following their election, and shall thereupon elect the officers specified, who shall be the officers of the Club as well as of the Board, and such Directors and officers shall hold office for one year and until their successors are elected and have qualified.

Sec. 3. The Board of Directors shall be the managing board of the Club, elect new members to the Club, control all expenditures and property of the Club, fill vacancies in the Board and its officers, and act for its interests in any way not inconsistent with these By-laws; but shall have no power to subject the Club to any liability beyond the amount of the corporate funds.



#### Article V. President

The President shall preside at all meetings of the Club and of the Board of Directors; enforce the By-laws; call such meetings as he is empowered to call; nominate all Standing Committees, of each of which he shall be *ex-officio* a member, said nominations to be presented to the Board of Directors for confirmation at the commencement of his term of office; exercise general supervision over the affairs of the Club; have such other powers as ordinarily accompany such office; and at the end of his term of office present a report of the work accomplished by the Club during the preceding year, and outline a policy for the future, such report to be published in the *Sierra Club Bulletin*.

#### Article VI. Vice-President

During the absence or disability of the President the Vice-President shall act in his place; and in case both President and Vice-President are absent from any meeting, the Secretary shall call the meeting to order, and an acting President be elected by the meeting.

#### Article VII. Secretary

The Secretary shall keep an exact record of the proceedings of the Club and of the Board of Directors; have charge of the records of the Club; give notice to the members or the Directors, as the case may be, of meetings of the Club and of the Board; shall receive and receipt for the dues and other moneys belonging to the Club, and deposit the same, in the name of the Club, with the bank or banks designated by the Board of Directors; submit names of persons recommended for membership in the Club to the Board of Directors for election; submit to the members, to be voted on, such questions as may be certified to him by the Board of Directors for that purpose; issue from time to time to the members circular letters, informing them of the work and condition of the Club; and, at the end of his term of office, shall present to the Board of Directors a report giving the history of the Club during the previous year, such report when approved by the Board, to be published in the *Sierra Club Bulletin*.

#### Article VIII. Treasurer

The Treasurer shall, under the general supervision of the Board of Directors, disburse all moneys belonging to the Club, excepting such as are in the Permanent Fund, of which the accrued interest only shall be at his disposal for Club use; keep proper books of account; and at the end of his term of office, and at such other times as may be required, submit to the Board of Directors a report of expenditures and the financial condition of the Club, and his annual report, when approved by the Board, shall be published in the *Sierra Club Bulletin*.

## Article IX. Honorary Officers

Section 1. The Board of Directors may, at their discretion, elect annually, by a unanimous vote, an honorary President, who must be a member of the Club, and who shall have pre-eminently distinguished himself in mountaineering, exploration or research.

Sec. 2. The Board may also elect annually four Honorary Vice-Presidents, who must be members of the Club, and who shall be selected for such offices by reason of their prominence in matters identified with the purposes for which the Club was organized or because of some material aid and assistance they may have rendered the Club.

## Article X. Librarian

A Librarian shall be elected annually by the Board of Directors. He shall be a member of the Club and have charge of the Club's Library; correspond, on behalf of the Club, with other similar clubs, particularly with a view to securing exchange of publications with such clubs; have power to select, from the membership of the Club, assistants to aid him in his work; and shall also make an annual report of the condition of the library.

## Article XI. Standing Committees

Section 1. The Standing Committees, to be nominated by the President and presented to the Board for confirmation shall be as follows, viz.: an Auditing Committee, a Committee on Publications, an Outing Committee, a Committee on Local Walks & Excursions, and a Le Conte Memorial Lodge Committee.

Sec. 2. The Auditing Committee shall consist of three members of the Board of Directors. Its duty shall be to examine and audit all accounts of the Club at the end of each Treasurer's term of office and at such other times as the Board may direct.

Sec. 3. The Committee on Publications shall consist of nine members, the Chairman of which shall be the Editor of the *Sierra Club Bulletin*. It shall select papers and articles to be published in the *Sierra Club Bulletin*, and shall exercise general supervision over all publications of the club not otherwise provided for.

Sec. 4. The Outing Committee shall consist of three members, at least one of whom shall be a member of the Board of Directors. It shall have full charge of the preparation, management, and conduct of the Annual Outings of the Club and of such special Outings as the Committee may arrange for. The Chairman of this Committee shall be the manager of such Outings. All such Outings shall be conducted on an independent financial basis, and the Club funds shall not be available for such purpose.

Sec. 5. The Committee on Local Walks and Excursions shall consist of five members, whose duties shall be to arrange and conduct local walks and excursions.

Sec. 6. The Le Conte Memorial Lodge Committee shall consist of three members, at last one of whom shall be a member of the Board of Directors. It shall have charge of the Le Conte Memorial Lodge in Yosemite Valley and of all other similar properties that may be owned by the Club.

#### Article XII. Southern California Section

The formation of a "Southern California Section of the Sierra Club" is authorized. Only members of the Sierra Club who reside in Southern California shall be qualified to become members of the Section. The objects of this Section shall be to advance the interests of the Club in Southern California. The Section shall elect its own officers, and is authorized to take independent action in matters within the purposes of the Club, but which are of special interest in Southern California. To this end the Section is authorized to collect data and information concerning the mountains of Southern California, and to conduct local outings. Information collected by the Section and articles prepared under its direction shall be published in the *Sierra Club Bulletin*, if the Committee on Publications of the Sierra Club deem the matter submitted of interest to the whole Club. The Section shall be a subordinate body of the Club, and shall, as such, take no part in the management of the Club. None of the funds of the Sierra Club shall be used for the purposes of the Section, unless specifically authorized by the Board of Directors. The Section shall provide and disburse its own funds. Southern California, within the meaning of this article, shall include the Counties of Santa Barbara, Ventura, Los Angeles, San Bernardino, Orange, Riverside, and San Diego.

#### Article XIII. Nomination of Directors

The Board of Directors shall, at least five weeks previous to the annual election, appoint from the members of the Club at large a Nominating Committee of five. It shall be their duty to nominate a ticket of at least eighteen candidates for Directors for the ensuing year; provided, however, that the name of any member proposed in writing to the Committee by any ten members of the Club shall be added to such ticket, and also provided that the name of any Director who shall have been absent from any three consecutive meetings of the Board during the preceding year without furnishing an excuse in writing which shall have been accepted by the Board as sufficient, shall not be placed on the ticket. Within two weeks after its appointment, the said Committee shall file its report with the Secretary of the Club, who shall, at least two weeks previous to the annual election, have printed and mailed to each member of the Club a ballot of such nominees. This ballot shall have the names of all nominees arranged in alphabetical order, with a blank space for the insertion of any additional name, and opposite each name a space for the marking of a cross. Upon said ballot shall be the following words:

"BALLOT FOR BOARD OF DIRECTORS  
OF THE SIERRA CLUB  
"Annual Election, Saturday, April [Here insert  
The date of annual election.]  
"Polls open from 1 to 4 P.M.

"DIRECTIONS FOR VOTING

"Vote for nine candidates by marking a  
"cross opposite the names of the candidates  
"selected. Vote in person at the annual  
"election or mail your ballot; in which case  
"indorse your name on the envelope; otherwise  
"the ballot will not be counted. The election  
"is so conducted by the judges as to keep  
"each vote secret."

With such ballot the Secretary shall mail a stamped envelope, with the following address and words printed thereon:

"BOARD OF DIRECTORS, SIERRA CLUB  
[Here insert office address.]  
"San Francisco, CAL.

"Ballot from ....."

Article XIV. Election of Directors

Section 1. The annual election for Directors shall be held on the last Saturday of April each year, and the voting shall be by ballot. No notice of such election, except that given by the mailing of such ballot, shall be necessary.

Sec. 2. The polls shall be open at 1 o'clock P.M. and shall be kept open until 4 o'clock P.M. on the day of the election. A plurality of votes shall elect.

Sec. 3. The Board of Directors shall appoint five Judges of Election from the members of the Club at large to supervise said election, a majority of whom shall be competent to act, and the Secretary of the Board shall refer to them unopened all the envelopes containing ballots.

Sec. 4. The Judges of Election, shall, at the time of the annual election and before opening the envelopes, check off the names of those thus voting, and shall thereupon open and destroy said envelopes and, without examining the ballot, cast said ballot in a box provided therefor. At the close of the election the judges shall count and report to the President and Secretary in writing the number of votes cast for each candidate and the names of those elected to serve as Directors; and the Secretary shall thereupon notify in writing the members elected.

Article XV. Removal from Office

Any Director or other officer of the Club may be removed from office for good cause shown, by an affirmative vote of not less than three fourths of the members present at a special meeting of the Club convoked for that purpose, or by a three-fourths vote of all ballots cast at a special vote of the Club as provided for in Article XXIII.

## Article XVI. Meetings of the Board of Directors

Meetings of the Board of Directors shall be held when called by the President or by three members of the Board. The Secretary shall mail to each member of the Board a written notice specifying the time and place of meeting at least two days prior thereto. A majority of the Directors shall constitute a quorum and form a Board for the transaction of business.

## Article XVII. Meetings of the Club

The Club shall hold an annual meeting at such time as the Directors may decide, such meeting to be held primarily for the reading of papers or the delivering of lectures on subjects of interest to the Club, and also for the purpose of exhibiting stereopticon views of mountain scenery. Special meetings may be called by the Board of Directors, and the Board shall at the written request of at least thirty members call a special meeting of the Club. Fifty members shall constitute a quorum at any meeting, and a less number shall have the power to adjourn a meeting until a quorum shall be present. The Secretary shall give notice by mail to each member of the time, place, and object of any meeting at least one week prior thereto.

## Article XVIII. Dues

Section 1. The first year's dues of newly elected members shall be five dollars, payable within two months after election.

Sec. 2. The annual dues of all members thereafter shall be three dollars, payable in advance on April 1<sup>st</sup>. Notice of such dues shall be sent by the Secretary to members on or near that date, and all members whose dues are unpaid on December 1<sup>st</sup> shall have notice of that fact sent to them; and if such dues are still unpaid on the first Saturday in May in the year following, they shall thereupon cease to be members, and the Secretary shall cancel their names from the membership list, but such membership may be revived by the Board of Directors in its discretion and upon such terms as it may decide. The President and Secretary are authorized to remit any dues *sub silentio*, when they deem it advisable.

Sec. 3. Any person may become a life member upon the payment of fifty dollars at any time after his election to membership, and shall thereafter be exempt from the payment of dues.

## Article XIX. Permanent Fund

All moneys received for life membership and such other sums as may be received or appropriated by the Board of Directors for permanent investment shall be securely and separately invested as a Permanent Fund, the income only of which shall be expended.

## Article XX. Membership

Section 1. Elections to membership shall be made by the Board of Directors, and the affirmative vote of at least seven members of the Board shall be necessary to election. Proposals for membership shall be made in writing by a member of the Club and presented to the Secretary, who shall thereupon mail each candidate a circular of information concerning the Club, a copy of these by-laws, and a postal card addressed to the Board to be signed by such candidate indicating that he desires to become a member, and if elected will assent to the by-laws. As soon as the Secretary shall receive at least six such postals signed by the candidates, he shall thereupon prepare a ballot containing the names of such candidates, their addresses, and the names of the members proposing them, and shall mail a copy of such ballot to each member of the Board of Directors, who shall, upon receipt of such ballot, indicate thereon the nature of his vote as to each candidate and return such ballot to the Secretary. The Secretary shall notify each newly elected member of the fact of his election, and also that his dues for the current year are payable. Upon receipt of such dues, which must be paid within two months (otherwise, the election shall be void), the Secretary shall enroll the name of such person on the regular membership list.

Sec. 2. Honorary members, not to exceed twenty-five in number, may be elected by a two-thirds vote of the entire Board, but they shall not be required to pay any dues.

## Article XXI. Resignation of Members

Section 1. All resignations must be made in writing, addressed to the Board of Directors.

Sec. 2. No resignation of membership shall be accepted or shall take effect until all indebtedness to the Club shall have been paid by the resigning member.

Sec. 3. All interest in and to the property of the Club and privileges of the Club of such resigning members, or of any member ceasing to be such by dismissal or death, or from any cause, shall cease and revert to the Club.

## Article XXII. Discipline

Any member may be suspended or expelled by a vote of at least seven members of the Board of Directors, but no such vote shall be taken until after the member shall have been furnished with a statement of the charges preferred against him, and shall have been given at least one week's notice of the time when the same will be considered by the Board; and every such member shall have the right to appear before the Board, and be heard in answer to the charges, before final action thereon shall be taken.

#### Article XXIII. Ballot by the Club

Whenever the Board of Directors shall decide that any question submitted to it for its decision is of such importance that it should be submitted to a vote of the members of the Club, the Board shall cause to be certified to the Secretary the form in which such question shall be submitted and shall direct him to have such question printed on the regular annual ballot for Directors; or, if it should order a special vote to be taken on the question, the Secretary shall thereupon prepare a special ballot with such question printed thereon, and the mailing of such ballot and the canvass of the vote on such question shall be conducted in all other respects in the same manner as the annual election of Directors is conducted. A majority vote of all the ballots cast shall decide the question. The Board shall, upon the written request of fifty members of the Club, submit to a vote of the Club such question as they may propose.

#### Article XXIV. Construction of By-laws

On all questions as to the construction or meaning of the by-laws and rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club at the annual meeting or at a special meeting convoked for that purpose, or by vote as provided for in the preceding article.

#### Article XXV. Amendments to By-laws

These by-laws are fundamental, and shall not be altered, amended, suspended, or repealed, in whole or in part, except by a two-thirds vote of all the ballots cast at any annual or special election, which ballots shall be so printed as to enable the members voting to express their wish as to the adoption or rejection of any proposed amendment or alternation. Such proposed amendment or alteration must be printed in full, and mailed to each member with his ballot, and shall only be submitted to a vote of the Club when presented in the manner indicated in Article XXIII for presenting questions to be voted on.

Revised By-laws of the Sierra Club [1923]

Adopted: February 10, 1923

Article I. Name

The name of this corporation shall be the Sierra Club

Article II. Purposes

The purposes for which this corporation is formed are as follows, to-wit: To explore, enjoy and render accessible the mountain regions of the Pacific Coast; to publish authentic information concerning them; to enlist the support and co-operation of the people and the Government in preserving the forests and other natural features of the Sierra Nevada Mountains; to take, acquire, purchase, hold, sell and convey real and personal property, and to mortgage or pledge the same for the purpose of securing any indebtedness which the corporation may incur, and to make and enter into any and all obligations, contracts, and agreements concerning or relating to the business or affairs of the corporation, or the management its property.

Article III. Place of Business

The place where the principal business of said corporation is to be transacted is the City and County of San Francisco, State of California.

(The foregoing articles, forming a part of the Articles of Incorporation, can be changed only by amending such articles as provided by law.)

Article IV. Directors and Officers

Section 1. The government of the Club shall be intrusted to fifteen of its members, to be known as the Board of Directors, who shall elect from their number a President, Vice-President, Secretary, and Treasurer.

Sec. 2. The Directors shall enter upon their term of office on the first Saturday in May following their election, and shall thereupon elect the officers specified, who shall be the officers of the Club as well as of the Board, and such Directors and Officers shall hold office for one year and until their successors are elected and have qualified.

Sec. 3. The Board of Directors shall be the managing board of the Club, elect new members to the Club, control all expenditures and property of the Club, fill vacancies in the Board and its officers, and act for its interests in any way not inconsistent with these By-laws; but shall have no power to subject the Club to any liability beyond the amount of the corporate funds and shall cause an audit of the financial transactions of the Club to be made annually.



#### Article V. President

The President shall preside at all meetings of the Club and of the Board of Directors; enforce the by-laws; call such meetings as he is empowered to call; nominate all Standing Committees, of each of which he shall be *ex officio* a member, said nominations to be presented to the Board of Directors for confirmation at the commencement of his term of office; exercise general supervision over the affairs of the Club; have such other powers as ordinarily accompany such office; and at the end of his term of office present a report of the work accomplished by the club during the preceding year, and outline a policy for the future, such report to be published in the *Sierra Club Bulletin*.

#### Article VI. Vice-President

During the absence or disability of the President the Vice-President shall act in his place; and in case both President and Vice-President are absent from any meeting, the Secretary shall call the meeting to order, and an acting President be elected by the meeting.

#### Article VII. Secretary

The Secretary shall keep an exact record of the proceedings of the Club and of the Board of Directors; have charge of the records of the Club; give notice to the members or the Directors, as the case may be, of meetings of the Club and of the Board; shall receive and receipt for the dues and other moneys belonging to the Club, and deposit the same, in the name of the Club, with the bank or banks designated by the Board of Directors; submit names of persons recommended for membership in the Club to the Board of Directors; submit to the members, to be voted on, such questions as may be certified to him by the Board of Directors for that purpose; issue from time to time to the members circular letters, informing them of the work and condition of the Club; and, at the end of his term of office, shall present to the Board of Directors a report giving the history of the Club during the previous year, such report when approved by the Board, to be published in the *Sierra Club Bulletin*.

#### Article VIII. Treasurer

The Treasurer shall, under the general supervision of the Board of Directors, disburse all moneys belonging to the Club, excepting such as are in the Permanent Fund, of which the accrued interest only shall be at his disposal for Club use; keep proper books of account; and at the end of his term of office, and at such other times as may be required, submit to the Board of Directors a report of expenditures and the financial condition of the Club, and his annual report, when approved by the Board, shall be published in the *Sierra Club Bulletin*.

## Article IX. Honorary Officers

Section 1. The Board of Directors may, at their discretion, elect annually, by a unanimous vote, an Honorary President, who must be a member of the Club, and who shall have pre-eminently distinguished himself in mountaineering, exploration, or research.

Sec. 2. The Board may also elect Honorary Vice-Presidents, who must be members of the Club, and who shall be selected for such offices by reason of their prominence in matters identified with the purposes for which the Club was organized or because of some material aid and assistance they may have rendered the Club.

## Article X. Librarian

The Librarian shall be elected annually by the Board of Directors. He shall be a member of the Club and have charge of the Club library; correspond on behalf of the Club, with other similar clubs, particularly with a view to securing exchange of publications with such clubs; have power to select, from the membership of the Club, assistants to aid him in his work; and shall also make an annual report of the condition of the library.

## Article XI. Standing Committees

Section 1. The Standing Committees to be nominated by the President and presented to the Board for confirmation shall be as follows, viz.: an Executive Committee, an Editorial Board, an Outing Committee, a Committee on Legislation, and a Lodge Committee.

Sec. 2. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, and one other Director appointed by the Board of Directors. It shall have power to act for the Board of Directors in cases of emergency or impracticability of convening the Board.

Sec. 3. The Editorial Board shall consist of nine members, the Chairman of which shall be the Editor of the *Sierra Club Bulletin*. It shall select papers and articles to be published in the *Sierra Club Bulletin*, and shall exercise general supervision over all publications of the Club not otherwise provided for.

Sec. 4. The Outing Committee shall consist of three members, at least one of whom shall be a member of the Board of Directors. It shall have supervision over the preparation, management and conduct of the annual outings of the Club and of such special outings as the Committee may arrange for. All such outings shall be conducted on an independent financial basis, and the Club funds shall not be available for such purpose.

Sec. 5. The Committee on Legislation shall consist of five members of the Club and subject to the control of the Board of Directors shall act for the Club in matters pertaining to State and Federal legislation.

Sec. 6. The Lodge Committee shall consist of three members, at last one of whom shall be a member of the Board of Directors. It shall have charge of the Le Conte Memorial Lodge in Yosemite Valley, and of all other similar properties that may be owned by the Club.

## Article XII. Chapters

Section 1. The formation of chapters of the Sierra Club is authorized. Fifty or more members may upon application to the Secretary, and with the approval of the Executive Committee of the Sierra Club, form a chapter, chose a name, adopt by-laws, elect an executive committee to manage its affairs, conduct outings of a week or less duration, and such chapter is authorized to take independent action in matters within the purposes of the Club, but which are of special interest to the district where the majority of its members reside.

Sec. 2. Each chapter shall be privileged to nominate one or more candidates for Directors of the Club. Nominations shall be sent to the Secretary of the Club at least two months prior to the election.

Sec. 3. The Treasurer of the Club shall pay to the Treasurer of each chapter not to exceed One Dollar for each annual membership fee paid by members of that chapter.

Sec. 4. Upon the adoption of these By-laws the Southern California Section as now organized, shall become the Southern California Chapter, with the same executive committee, officers, committees, etc., that may exist at such time. All moneys and personal property under the control of the Southern California Section shall, upon adoption of these By-laws, continue to be controlled by the Southern California Chapter.

As chapters are organized in Southern California, the Treasurer of the Southern California shall pay to the treasurer of the newly organized chapter, the proportion of the funds in the treasury of the Southern California Chapter that the membership of the new chapter bears to the total membership of the Southern California Chapter at the time the new chapter is organized.

Sec. 5. Muir Lodge shall be under the control of the Southern California Chapter, but all members of the Club shall have equal privileges in its use.

Sec. 6. A chapter may change its name upon a majority vote of the executive committee of the chapter and with the approval of the Executive Committee of the Sierra Club.

Article XIII. Nomination of Directors

The Board of Directors shall, at least two months previous to the annual election, appoint from the members of the Club at large a Nominating Committee of five and no Director shall be eligible to serve on such committee. It shall be their duty to nominate a ticket of at least twenty-five candidates for Directors for the ensuing year; provided, however, that the name of any member proposed in writing to the Committee by any ten members of the Club shall be added to such ticket, and also provided that the name of any Director who shall have been absent from any three consecutive meetings of the Board during the preceding year without furnishing an excuse in writing which shall have been accepted by the Board as sufficient, shall not be placed on the ticket. Within two weeks after its appointment, the said committee shall file its report with the Secretary of the Club, who shall, at least four weeks previous to the annual election, have printed and mailed to each member of the Club a ballot of such nominees. This ballot shall have the names of all nominees, arranged in alphabetical order, with a blank space for the insertion of any additional name, and opposite each name, a space for the marking of a cross. Upon said ballot shall be the following words:

"BALLOT FOR BOARD OF DIRECTORS  
OF SIERRA CLUB  
"Annual Election, Saturday, April (Here insert  
date of annual election.)  
"Polls close at 12 o'clock noon.  
"Directions for Voting.  
"Vote for fifteen candidates by marking a  
"cross opposite the names of the candidates  
"selected. Vote in person at the annual  
"election or mail your ballot; in which case  
"indorse your name on the envelope; otherwise  
"the ballot will not be counted. The election  
"is so conducted by the judges as to keep  
"each vote secret."

With such ballot the Secretary shall mail an envelope, with the following address and words printed thereon:

"BOARD OF DIRECTORS, SIERRA CLUB  
(Here insert office address.)  
"SAN FRANCISCO, CALIF.

"Ballot from ....."

Article XIV. Election of Directors

Section 1. The annual election for Directors shall be held on the second Saturday of April each year, and the voting shall be by ballot. No notice of such election, except that given by the mailing of such ballot, shall be necessary.

Sec. 2. The polls shall close at 12 o'clock noon on the day of election. A plurality of votes shall elect.

Sec. 3. The Board of Directors shall appoint nine Judges of Election from the members of the Club at large to supervise said election, a majority of whom shall be competent to act, and the Secretary of the Board shall refer to them unopened all the envelopes containing ballots.

Sec. 4. The Judges of Election shall, at the time of the annual election and before opening the envelopes, check off the names of those thus voting, and shall thereupon open and destroy said envelopes and, without examining the ballot, cast said ballot in a box provided therefor. At the close of the election the judges shall count and report to the President and Secretary in writing the number of votes cast for each candidate and the names of those elected to serve as Directors; and the Secretary shall thereupon notify in writing the members elected.

#### Article XV. Removal from Office

Any Director or other officer of the Club may be removed from office for good cause shown, by a three-fourths vote of all ballots cast at a special vote of the Club as provided for in Article XXII.

#### Article XVI. Meetings of the Board of Directors

Meetings of the Board of Directors shall be held when called by the President or by five members of the Board. The Secretary shall mail to each member of the Board a written notice specifying the time and place of meeting at least two days prior thereto. A majority of the Directors shall constitute a quorum and form a board for the transaction of business.

#### Article XVII. Dues

Section 1. The first year's dues of newly elected members shall be five dollars, payable with the application for membership.

Sec. 2. The annual dues of all members thereafter shall be four dollars, payable in advance on April first. Notice of such dues shall be sent by the Secretary on or near that date, and all members whose dues are unpaid on December first shall have notice of that fact sent to them; and if such dues are still unpaid on the first Saturday in May in the year following, they shall thereupon cease to be members, and the Secretary shall cancel their names from the membership list, but such membership may be revived by the Board of Directors in its discretion and upon such terms as it may decide. The President and Secretary are authorized to remit any dues, or portion of dues, *sub silentio*, when they deem it advisable.

Sec. 3. Any person may become a life member upon the payment of fifty dollars at any time after his election to membership, and shall thereafter be exempt from the payment of dues.

#### Article XVIII. Permanent Fund

All moneys received for life membership and such other sums as may be received or appropriated by the Board of Directors for permanent investment shall be securely and separately invested as a permanent fund, the income only of which shall be expended.

#### Article XIX. Membership

Section 1. All applications for membership shall be made to the Secretary of the Club. The applications for membership shall be accompanied by the written indorsement of a member of the Club in good standing or by written references satisfactory to the Secretary and by five dollars in payment of the initiation fee and first year's dues. If within sixty days two Directors of the Club shall file objections in writing to the admission of such applicant, the name shall be dropped and the five dollars refunded. The Secretary of the Club shall, at least monthly, report to the respective Secretaries of the local chapters the respective applications for membership in each geographic locality in which a chapter has been organized. If any question arises concerning the extent of the territory embraced with the jurisdiction of any chapter, the Board of Directors shall determine such question.

Sec. 2. Honorary members shall not exceed twenty-five in number, may be elected by a two-thirds vote of the entire Board, but they shall not be required to pay any dues.

#### Article XX. Resignation of Members

Section 1. All resignations must be made in writing addressed to the Board of Directors.

Sec. 2. No resignation of membership shall be accepted or shall take effect until all indebtedness to the Club shall have been paid by the resigning member.

Sec. 3. All interest in and to the property of the Club and privileges of the Club of such resigning members, or of any member ceasing to be such by dismissal or death or from any cause, shall cease and revert to the Club.

#### Article XXI. Discipline

Section 1. Any member may be suspended or expelled by a vote of at least nine members of the Board of Directors, but no such vote shall be taken until after the member shall have been furnished with a statement of the charges preferred against him, and shall have been given at least one week's notice of the time when the same will be considered by the Board; and every such member shall have the right to appear before the Board, and be heard in answer to the charges, before final action thereon shall be taken.

Sec. 2. Any chapter shall have the right to file charges against any member of the Club and such member shall thereupon be automatically suspended from participation in all activities of the Club until the Directors shall take action upon the charges preferred as hereinbefore provided.

#### Article XXII. Ballot by the Club

Whenever the Board of Directors shall decide that any question submitted to it for its decision is of such importance that it should be submitted to a vote of the members of the Club, the Board shall cause to be certified to the Secretary the form in which such question shall be submitted and shall direct him to have such question printed on the regular annual ballot for Directors; or, if it should order a special vote to be taken on the question, the Secretary shall thereupon prepare a special ballot with such question printed thereon, and the mailing of such ballot and the canvass of the vote on such questions shall be conducted in all other respects in the same manner as the annual election of Directors is conducted. A majority vote of all the ballots cast shall decide the question. The Board shall, upon the written request of fifty members of the Club, submit to a vote of the Club such question as they may propose.

#### Article XXIII. Construction of By-laws

On all questions as to the construction or meaning of the By-laws and rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club by vote as provided for in the preceding article.

#### Article XXIV. Amendment to By-laws

Section 1. These By-laws are fundamental, and shall not be altered, amended, suspended, or repealed, in whole or in part, except by a two-thirds vote of all the ballots cast at any annual or special election, which ballots shall be so printed as to enable the members voting to express their wish as to the adoption or rejection of any proposed amendment or alternation. Such proposed amendment or alteration must be printed in full, and mailed to each member with his ballot, and shall only be submitted to a vote of the Club when presented in the manner indicated in Article XXII for presenting questions to be voted on.

Sec. 2. The Board of Directors may also amend the By-laws in all matters except the amount of dues payable by members, but such amendment of the By-laws by the Directors may only be accomplished by the affirmative vote of at least twelve members of the Board.

Revised By-laws of the Sierra Club [1934]

Adopted: April 14, 1934

Article I. Name

The name of this corporation shall be the Sierra Club

Article II. Purposes

The purposes for which this corporation is formed are as follows, to-wit: To explore, enjoy and render accessible the mountain regions of the Pacific Coast; to publish authentic information concerning them; to enlist the support and cooperation of the people and the Government in preserving the forests and other natural features of the Sierra Nevada Mountains; to take, acquire, purchase, hold, sell and convey real and personal property, and to mortgage or pledge the same for the purpose of securing any indebtedness which the corporation may incur, and to make and enter into any and all obligations, contracts, and agreements concerning or relating to the business or affairs of the corporation, or the management its property.

Article III. Place of Business

The place where the principal business of said corporation is to be transacted is the City and County of San Francisco, State of California.

(The foregoing articles, forming a part of the Articles of Incorporation, can be changed only by amending such articles as provided by law.)

Article IV. Directors and Officers

Section 1. The government of the Club shall be intrusted to fifteen of its members, to be known as the Board of Directors, who shall elect from their number a President, Vice-President, Secretary, and a Treasurer.

Sec. 2. The Directors shall enter upon their term of office on the first Saturday in May following their election, and shall thereupon elect the officers specified, who shall be the officers of the Club as well as of the Board, and such Directors and Officers shall hold office for one year and until their successors are elected and have qualified.

Sec. 3. The Board of Directors shall be the managing board of the Club, control the election of the members to the Club, control all expenditures and property of the Club, fill vacancies in the Board and its officers, and act for its interests in any way not inconsistent with these By-laws; but shall have no power to subject the Club to any liability beyond the amount of the corporate funds.



## Article V. President

The President shall preside at all meetings of the Club and of the Board of Directors; enforce the By-laws; call such meetings as he is empowered to call; nominate all Standing Committees, of each of which he shall be *ex officio* a member, said nominations to be presented to the Board of Directors for confirmation at the commencement of his term of office; exercise general supervision over the affairs of the Club; have such other powers as ordinarily accompany the office.

## Article VI. Vice-President

During the absence or disability of the President the Vice-President shall act in his place; and in case both President and Vice-President are absent from any meeting, the Secretary shall call the meeting to order, and an acting President be elected by the meeting.

## Article VII. Secretary

The Secretary shall keep an exact record of the proceedings of the Club and of the Board of Directors; have charge of the records of the Club; give notice to the members or the Directors, as the case may be, of meetings of the Club and of the Board; shall receive and receipt for the dues and other moneys belonging to the Club, and deposit the same, in the name of the Club, with the bank or banks designated by the Board of Directors; submit names of persons recommended for membership in the Club as herein provided in Article XIX, Section 2; submit to the members, to be voted on, such questions as may be certified to him by the Board of Directors for that purpose; and annually, and at such other times as may be required, present to the Board of Directors reports upon the membership of the Club and upon its activities.

## Article VIII. Treasurer

The Treasurer shall, under the general supervision of the Board of Directors, have custody of the moneys and investments belonging to the Club; make disbursements and investments of the Club's funds in accordance with regulations prescribed by the Board of Directors; keep proper books of account; and annually, as at such other times as may be required, present to the Board of Directors a report of receipts and disbursements and the financial condition of the Club.

## Article IX. Honorary Officers

Section 1. The Board of Directors may, at its discretion, elect annually, by unanimous vote, an Honorary President, who must be a member of the Club, and who shall have pre-eminently distinguished himself in mountaineering, exploration or research.

Sec. 2. The Board may also elect annually, by unanimous vote, Honorary Vice-Presidents, selected because of conspicuous services rendered in furtherance of the purposes of the Club, or because of some material assistance they may have rendered the Club.

Sec. 3. The Honorary President and the Honorary Vice-President, upon election to the respective offices, shall be *ipso facto* members of the Club and shall have all the privileges of members, but during the terms for which they are elected they shall be exempt from the payment of dues.

#### Article X. Executive Committee

Section 1. An Executive Committee, consisting of the President, the Vice-President, the Secretary, and the Treasurer, each *ex officio*, and one other member of the Board of Directors chosen by the Board, shall have power to act for the Board of Directors in cases of emergency or when it is impracticable to convene the Board.

Sec. 2. The Executive Committee shall serve as a Committee on Finances, on Legislation, on Public Relations, and on such other matters as the Board of Directors may specifically delegate to it.

#### Article XI. Standing Committees

Section 1. Standing Committees, to be nominated by the President, subject to the approval of the Board of Directors, shall be an Outing Committee, an Editorial Board, a Lodge Committee, and such other committees as may from time to time be desirable.

Sec. 2. The Outing Committee shall consist of three members, at least one of whom shall be a member of the Board of Directors. It shall have supervision over the preparation, management and conduct of the annual outings of the Club and of such special outings as the Committee may arrange for. All such outings shall be conducted on an independent financial basis, and the Club funds shall not be available for such purposes.

Sec. 3. The Editorial Board shall consist of nine members, the Chairman of which shall be the Editor of the *Sierra Club Bulletin*. It shall select the material to be published in the *Sierra Club Bulletin*, and shall exercise general supervision over all publications of the Club not otherwise provided for.

Sec. 4. The Lodge Committee shall consist of five members, at least one of whom shall be a member of the Board of Directors. It shall have supervision of the lodges owned and operated by the Club, make suitable regulations for their use, and, subject to the funds allotted for the purpose, provide for their care and maintenance.

## Article XII. Chapters

Section 1. Members of the Club who reside in the same region may, with the approval of the Board of Directors, form a chapter of the Sierra Club. No chapter shall be approved unless an application signed by at least fifty members of the Club in good standing, all residents of the designated region, shall have been filed with the Board. The application shall state the proposed boundaries of the region and the name chosen by the applicants. If the proposed boundaries include territory already assigned to an existing chapter the application must be accompanied by a waiver duly authorized by said chapter.

Sec. 2. As soon as the formation of a chapter has been approved by the Board of Directors, the Secretary of the Club shall send a notice to all members of the Club who reside in the designated territory inviting them to attend a meeting for the purpose of organizing the chapter, and in said notice shall name three of the members who signed the application as temporary chair, first vice-chairman, and second vice-chairman, respectively.

Sec. 3. At its organization meeting, a chapter shall adopt by-laws and elect an executive committee to manage its affairs. The by-laws of a chapter shall containing nothing which is at variance with the By-laws of the Club. A chapter may not change its names or its boundaries excepting by vote of the Board of Directors of the Club.

Sec. 4. The Board of Directors may suspend or annul a chapter if at any time its membership falls below fifty or if, in the opinion of the Board, such action is for the best interests of the Club; but such action shall not affect the standing of the individual members as members of the Club.

Sec. 5. All members of the Club who reside within the territorial limits of a chapter shall be considered to be members of that chapter and shall be entitled to all of its privileges. No member of the Club shall belong to more than one chapter. Members of the Club who reside in territory in which there is no chapter may, upon written application to the Secretary of the Club, become a member of any chapter provided the application is approved by the executive committee of said chapter, but such membership shall cease if a chapter is formed in the territory in which said member resides.

Sec. 6. No dues shall be assessed or collected by a chapter. Each chapter shall be entitled to receive from the Treasurer of the Club an amount determined by the Board of Directors, no greater than twenty-five per cent (25%) of the amount collected as regular dues from the members of the respective chapter. In determining these amounts each chapter shall be considered separately. Such amounts shall be payable to the treasurers of the respective chapters quarterly as collected. Nothing in this Section shall, however, prevent the Board of Directors from allotting funds to chapters for specific purposes.

Sec. 7. Chapters shall not own real estate; but the Board of Directors may place the management of any of the Club's property in the hands of a chapter. All members of the Club, shall, however, have equal privileges on the Club's property.

Sec. 8. Each chapter is authorized to take independent action in matters within the purposes of the Club which specially concern its own territory; but on matters of general concern no public action shall be taken without the express consent of the Board of Directors.

Sec. 9. Chapters shall not conduct outings of more than ten days' duration without the express consent of the Board of Directors.

Article XIII. Nomination of Directors

Section 1. The Board of Directors shall, at least two months before the annual election, appoint five members of the Club, no one of whom shall be a Director, to constitute a Nominating Committee. It shall be the duty of this committee to nominate a ticket of at least twenty-five candidates for directors for the ensuing year. The name of any member proposed in writing to the committee by any ten members of the Club and the names of any members officially proposed in writing by the executive committee of any chapter shall be included in the ticket. All members of the Club in good standing are eligible for nomination, excepting that any incumbent director who shall have been absent from two consecutive meetings during his term of office without an accepted excuse shall not be eligible. Six weeks before the annual election the Nominating Committee shall file its report with the Secretary of the Club, the names arranged in an order determined by lot. The Secretary shall have printed and mailed, at least four weeks before the annual election, to each member of the Club a ballot containing the names of the nominees in the order presented by the Nominating Committee, together with the place of residence. This ballot shall have blank spaces for the convenient insertion of at least five additional names. Opposite each name and blank space there shall be a space for marking a cross to indicate the voter's choice. Upon each ballot shall be the following words:

"BALLOT FOR BOARD OF DIRECTORS OF SIERRA CLUB  
"Annual Election, Saturday, April (Here insert date of annual election.)  
"Polls close at 12 o'clock noon.  
"Directions for Voting.

"Vote for fifteen candidates by marking a cross opposite the names of the candidates selected. Vote in person at the annual election or mail your ballot; in which case indorse your name on the envelope; otherwise the ballot will not be counted. The election is so conducted by the judges as to keep each vote secret."

With such ballot the Secretary shall mail an envelope, with the following words printed thereon:

"Board of Directors, Sierra Club, (Here insert office address.) San Francisco, California  
"Ballot from ....."

Sec. 2. The Nominating Committee may at its own discretion, or shall at the request of the Board of Directors, prepare a brief statement concerning each nominee, and these statements shall be printed and enclosed with the ballots.

Sec. 3. The Board of Directors shall also appoint from the membership of the Club two alternates, who may be called upon by the chairman of the Nominating Committee as substitutes for members of the Nominating Committee who may not be able to serve.

#### Article XIV. Election of Directors

Section 1. The annual election for Directors shall be held on the second Saturday of April each year, and the voting shall be by ballot. No notice of such election, except that given by the mailing of such ballot, shall be necessary.

Sec. 2. The polls shall close at 12 o'clock noon on the day of the election. A plurality of votes shall elect.

Sec. 3. The Board of Directors shall appoint from the membership of the Club nine Judges of Election to supervise said election, and the Secretary of the Board shall refer to them unopened all the envelopes containing ballots.

Sec. 4. The Judges of Election shall, at the time of the annual election and before opening the envelopes, check off the names of those thus voting, and shall thereupon open and destroy said envelopes and, without examining the ballot, cast said ballot in a box provided therefor. At the close of the election the Judges shall count and report to the President and Secretary in writing the number of votes cast for each candidate and the names of those elected to serve as Directors; and the Secretary shall thereupon notify in writing the members elected.

Sec. 5. The Board of Directors shall also appoint from the membership of the Club a number of alternates, who may be called upon by the Secretary, in the order named, to serve as substitutes for Judges of Election who may be absent on the day of election.

#### Article XV. Removal from Office

Any Director or other officer of the Club may be removed from office for good cause shown, by a three-fourths vote of all ballots cast at a special vote of the Club as provided for in Article XXII.

#### Article XVI. Meetings of the Board of Directors

Meetings of the Board of Directors shall be held when called by the President or by five members of the Board. The Secretary shall mail to each member of the Board a written notice specifying the time and place of meeting at least two days prior thereto. A majority of the Directors shall constitute a quorum and for a Board for the transaction of business.

## Article XVII. Dues

Section 1. The annual dues of all members, excepting as specified elsewhere in these By-laws, shall be four dollars, payable in advance on April first, for the fiscal year ending March thirty-first following.

Sec. 2. The annual dues of members who are under the age of twenty-one years on each April first shall be two dollars.

Sec. 3. The annual dues of members who are in the United States Forest Service, the National Park Service, or the United States Biological Survey, shall be two dollars.

Sec. 4. Each newly elected member shall pay an admission fee of one dollar, payable with the application for membership.

Sec. 5. Newly elected members whose applications are filed between September thirtieth and the following February first shall pay fifty percent as dues for the current year. Newly elected members whose applications are filed on or after February first shall have their dues for the current year remitted but shall pay with their application for membership the annual dues for the ensuing fiscal year.

Sec. 6. On or about April first of each year the Secretary shall send out notices of dues. All members whose dues are unpaid on September thirtieth shall have notice of that fact sent to them; and all those whose dues are unpaid on January thirty-first shall thereupon cease to be members.

Sec. 7. Former members who have been dropped for non-payment of dues may be reinstated at the discretion of the Executive Committee upon payment of an amount in compromise of arrears to be determined by the Executive Committee in each instance.

Sec. 8. The Executive Committee may cancel or remit, in whole or in part, the dues of a member without other record than a written notice to the Secretary, signed by the President or the Vice-President.

Sec. 9. Any person may become a life member upon the payment of fifty dollars at any time after his election to membership, and shall thereafter be exempt from the payment of dues.

Sec. 10. Any person who has donated the sum of one thousand dollars or more to the objects of the Club, shall, upon favorable vote of the Board of Directors, become a patron member of the Club.

Sec. 11. One dollar out of the annual dues of each member shall be considered as subscription to the *Sierra Club Bulletin*. The subscriptions of members not paying dues shall be considered as having been paid for out of other unappropriated income.

## Article XVIII. Permanent Fund

All moneys received for life membership and such other sums as may be received or appropriated by the Board of Directors for permanent investment shall be securely and separately invested as a permanent fund, the income only of which shall be expended.

## Article XIX. Membership

Section 1. All applications for membership shall be made to the Secretary of the Club. The applications for membership shall be accompanied by the written indorsement of a member of the Club in good standing or by written references satisfactory to the Secretary and by the admission fee and dues for the first fiscal year.

Sec. 2. Within thirty days after receiving an application the Secretary shall notify each member of the Executive Committee of the Club of the application and shall also notify the secretary of the executive committee of the chapter concerned. If within thirty days from the date of mailing such notice a written protest is received from any member of the Club the application shall be suspended, and thereafter the applicant may become a member only upon affirmative vote of a majority of the Executive Committee of the Club (which shall be expressed in writing to the Secretary in the interval between meetings) and the affirmative vote of the executive committee of the chapter concerned. In case of rejection the applicant's tender of dues shall be returned and his name shall not again be considered within a year. If no protest is received within the period of thirty days, the applicant shall be admitted to membership.

Sec. 2. Honorary members may be elected by unanimous vote of the Board present at a meeting, for life or for specified terms. Honorary members shall be exempt from dues and from admission fees.

## Article XX. Resignation of Members

Section 1. All resignations must be made in writing addressed to the Board of Directors.

Sec. 2. No resignation of membership shall be accepted or shall take effect until all indebtedness to the Club shall have been paid by the resigning member.

Sec. 3. All interest in and to the property of the Club and privileges of the Club of such resigning members, or of any member ceasing to be such by dismissal or death or from any cause, shall cease and revert to the Club.

## Article XXI. Discipline

Section 1. Any member may be suspended or expelled by a vote of at least nine members of the Board of Directors, but no such vote shall be taken until after the member shall have been furnished with a statement of the charges preferred against him, and shall have been given at least one week's notice of the time when the same will be considered by the Board; and every such member shall have the right to appear before the Board, and be heard in answer to the charges, before final action thereon shall be taken.

Sec. 2. Any chapter, through its executive committee, shall have the right to file charges against any member of the Club and such member shall thereupon be automatically suspended from participation in all activities of the Club until the Directors shall take action upon the charges preferred as hereinbefore provided.

## Article XXII. Ballot by the Club

Whenever the Board of Directors shall decide that any question submitted to it for its decision is of such importance that it should be submitted to a vote of the members of the Club, the Board shall cause to be certified to the Secretary the form in which such question shall be submitted and shall direct him to have such question printed on the regular annual ballot for Directors; or, if it should order a special vote to be taken on the question, the Secretary shall thereupon prepare a special ballot with such question printed thereon, and the mailing of such ballot and the canvass of the vote on such questions shall be conducted in all other respects in the same manner as the annual election of Directors is conducted. A majority vote of all the ballots cast shall decide the question. The Board shall, upon the written request of fifty members of the Club, submit to a vote of the Club such question as they may propose.

## Article XXIII. Construction of By-laws

On all questions as to the construction or meaning of the By-laws and rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club by vote as provided for in the preceding article.

## Article XXIV. Amendment to By-laws

These By-laws are fundamental, and shall not be altered, amended, suspended, or repealed, in whole or in part, except by a two-thirds vote of all the ballots cast at any annual or special election, which ballots shall be so printed as to enable the members voting to express their wish as to the adoption or rejection of any proposed amendment or alternation. Such proposed amendment or alteration must be printed in full, and mailed to each member with his ballot, and shall only be submitted to a vote of the Club when presented in the manner indicated in Article XXII for presenting questions to be voted on.



## By-laws of the Sierra Club [1939]

Adopted: September 30, 1939

### Article I. Name

The name of this corporation shall be the Sierra Club

### Article II. Purposes

The purposes for which this corporation is formed are as follows, to-wit: To explore, enjoy and render accessible the mountain regions of the Pacific Coast; to publish authentic information concerning them; to enlist the support and cooperation of the people and the Government in preserving the forests and other natural features of the Sierra Nevada Mountains; to take, acquire, purchase, hold, sell and convey real and personal property, and to mortgage or pledge the same for the purpose of securing any indebtedness which the corporation may incur, and to make and enter into any and all obligations, contracts, and agreements concerning or relating to the business or affairs of the corporation, or the management its property.

### Article III. Place of Business

The place where the principal business of said corporation is to be transacted is the City and County of San Francisco, State of California.

(The foregoing articles, forming a part of the Articles of Incorporation, can be changed only by amending such articles as provided by law.)

### Article IV. Directors and Officers

Section 1. The government of the Club shall be intrusted to fifteen of its members, to be known as the Board of Directors, who shall elect from their number a President, Vice-President, Secretary, and a Treasurer.

Sec. 2. The Directors shall enter upon their term of office on the first Saturday in May following their election, and shall thereupon elect the officers specified, who shall be the officers of the Club as well as of the Board, and such Directors and Officers shall hold office for one year and until their successors are elected and have qualified.

Sec. 3. The Board of Directors shall be the managing board of the Club, control the election of the members to the Club, control all expenditures and property of the Club, fill vacancies in the Board and its officers, and act for its interests in any way not inconsistent with these By-laws; but shall have no power to subject the Club to any liability beyond the amount of the corporate funds.

## Article V. President

The President shall preside at all meetings of the Club and of the Board of Directors; enforce the By-laws; call such meetings as he is empowered to call; nominate all Standing Committees, of each of which he shall be *ex officio* a member, said nominations to be presented to the Board of Directors for confirmation at the commencement of his term of office; exercise general supervision over the affairs of the Club; have such other powers as ordinarily accompany the office.

## Article VI. Vice-President

During the absence or disability of the President the Vice-President shall act in his place; and in case both President and Vice-President are absent from any meeting, the Secretary shall call the meeting to order, and an acting President be elected by the meeting.

## Article VII. Secretary

The Secretary shall keep an exact record of the proceedings of the Club and of the Board of Directors; have charge of the records of the Club; give notice to the members or the Directors, as the case may be, of meetings of the Club and of the Board; shall receive and receipt for the dues and other moneys belonging to the Club, and deposit the same, in the name of the Club, with the bank or banks designated by the Board of Directors; submit names of persons recommended for membership in the Club as herein provided in Article XIX, Section 2; submit to the members, to be voted on, such questions as may be certified to him by the Board of Directors for that purpose; and annually, and at such other times as may be required, present to the Board of Directors reports upon the membership of the Club and upon its activities.

## Article VIII. Treasurer

The Treasurer shall, under the general supervision of the Board of Directors, have custody of the moneys and investments belonging to the Club; make disbursements and investments of the Club's funds in accordance with regulations prescribed by the Board of Directors; keep proper books of account; and annually, as at such other times as may be required, present to the Board of Directors a report of receipts and disbursements and the financial condition of the Club.

## Article IX. Honorary Officers

Section 1. The Board of Directors may, at its discretion, elect annually, by unanimous vote, an Honorary President, who must be a member of the Club, and who shall have pre-eminently distinguished himself in mountaineering, exploration or research.

Sec. 2. The Board may also elect annually, by unanimous vote, Honorary Vice-Presidents, selected because of conspicuous services rendered in furtherance of the purposes of the Club, or because of some material assistance they may have rendered the Club.

Sec. 3. The Honorary President and the Honorary Vice-President, upon election to the respective offices, shall be *ipso facto* members of the Club and shall have all the privileges of members, but during the terms for which they are elected they shall be exempt from the payment of dues.

#### Article X. Executive Committee

Section 1. An Executive Committee, consisting of the President, the Vice-President, the Secretary, and the Treasurer, each *ex officio*, and one other member of the Board of Directors chosen by the Board, shall have power to act for the Board of Directors in cases of emergency or when it is impracticable to convene the Board.

Sec. 2. The Executive Committee shall serve as a Committee on Finances, on Legislation, on Public Relations, and on such other matters as the Board of Directors may specifically delegate to it.

#### Article XI. Standing Committees

Section 1. The Standing Committees, to be nominated by the President, subject to approval by the Board of Directors, shall be an Outing Committee, an Editorial Board, a Lodge Committee, and such other committees as may from time to time be desirable.

Sec. 2. The Outing Committee shall consist of three or more members, at least one of whom shall be a member of the Board of Directors. It shall have supervision over the preparation, management and conduct of the annual outings of the Club and of such special outings as the Committee may arrange for. The Chairman of this Committee shall be the manager of such Outings. All such outings shall be conducted on an independent financial basis, and the Club funds shall not be available for such purpose.

Sec. 3. The Editorial Board shall consist of nine members, the Chairman of which shall be the Editor of the *Sierra Club Bulletin*. It shall select the material to be published in the *Sierra Club Bulletin*, and shall exercise general supervision over all publications of the Club not otherwise provided for.

Sec. 4. The Lodge Committee shall consist of five members, at least one of whom shall be a member of the Board of Directors. It shall have supervision of the lodges owned and operated by the Club, make suitable regulations for their use, and, subject to the funds allotted for the purpose, provide for their care and maintenance.

## Article XII. Chapters

Section 1. Members of the Club who reside in the same region may, with the approval of the Board of Directors, form a chapter of the Sierra Club. No chapter shall be approved unless an application signed by at least fifty members of the Club in good standing, all residents of the designated region, shall have been filed with the Board. The application shall state the proposed boundaries of the region and the name chosen by the applicants. If the proposed boundaries include territory already assigned to an existing chapter the application must be accompanied by a waiver duly authorized by said chapter.

Sec. 2. As soon as the formation of a chapter has been approved by the Board of Directors, the Secretary of the Club shall send a notice to all members of the Club who reside in the designated territory inviting them to attend a meeting for the purpose of organizing the chapter, and in said notice shall name three of the members who signed the application as temporary chair, first vice-chairman, and second vice-chairman, respectively.

Sec. 3. At its organization meeting, a chapter shall adopt by-laws and elect an executive committee to manage its affairs. The by-laws of a chapter shall containing nothing which is at variance with the By-laws of the Club. A chapter may not change its names or its boundaries excepting by vote of the Board of Directors of the Club.

Sec. 4. The Board of Directors may suspend or annul a chapter if at any time its membership falls below fifty or if, in the opinion of the Board, such action is for the best interests of the Club; but such action shall not affect the standing of the individual members as members of the Club.

Sec. 5. All members of the Club who reside within the territorial limits of a chapter shall be considered to be members of that chapter and shall be entitled to all of its privileges. No member of the Club shall belong to more than one chapter. Members of the Club who reside in territory in which there is no chapter may, upon written application to the Secretary of the Club, become a member of any chapter provided the application is approved by the Executive Committee of said chapter, but such membership shall cease if a chapter is formed in the territory in which said member resides.

Sec. 6. No dues shall be assessed or collected by a chapter. Each chapter shall be entitled to receive from the Treasurer of the Club an amount determined by the Board of Directors, no greater than twenty-five per cent (25%) of the amount collected as regular dues from the members of the respective chapter. In determining these amounts each chapter shall be considered separately. Such amounts shall be payable to the treasurers of the respective chapters quarterly as collected. Nothing in this Section shall, however, prevent the Board of Directors from allotting funds to chapters for specific purposes.

Sec. 7. Chapters shall not own real estate; but the Board of Directors may place the management of any of the Club's property in the hands of a chapter. All members of the Club, shall, however, have equal privileges on the Club's property.

Sec. 8. Each chapter is authorized to take independent action in matters within the purposes of the Club which specially concern its own territory; but on matters of general concern no public action shall be taken without the express consent of the Board of Directors.

Sec. 9. Chapters shall not conduct outings of more than ten days' duration without the express consent of the Board of Directors.

### Article XIII. Nomination of Directors

Section 1. The Board of Directors shall, at least two months before the annual election, appoint five members of the Club, no one of whom shall be a Director, to constitute a Nominating Committee. It shall be the duty of this committee to nominate a ticket of at least twenty-five candidates for directors for the ensuing year. The name of any member proposed in writing to the committee by any ten members of the Club and the names of any members officially proposed in writing by the executive committee of any chapter shall be included in the ticket. All members of the Club in good standing are eligible for nomination, excepting that any incumbent director who shall have been absent from two consecutive meetings during his term of office without an accepted excuse shall not be eligible. Six weeks before the annual election the Nominating Committee shall file its report with the Secretary of the Club, the names arranged in an order determined by lot. The Secretary shall have printed and mailed, at least four weeks before the annual election, to each member of the Club a ballot containing the names of the nominees in the order presented by the Nominating Committee, together with the place of residence. This ballot shall have blank spaces for the convenient insertion of at least five additional names. Opposite each name and blank space there shall be a space for marking a cross to indicate the voter's choice. Upon each ballot shall be the following words:

"BALLOT FOR BOARD OF DIRECTORS OF SIERRA CLUB  
"Annual Election, Saturday, April (Here insert date of annual election.)  
"Polls close at 12 o'clock noon.  
"Directions for Voting.

"Vote for fifteen candidates by marking a cross opposite the names of the candidates selected. Vote in person at the annual election or mail your ballot; in which case indorse your name on the envelope; otherwise the ballot will not be counted. The election is so conducted by the judges as to keep each vote secret."

With such ballot the Secretary shall mail an envelope, with the following words printed thereon:

"Board of Directors, Sierra Club, (Here insert office address.) San Francisco, California  
"Ballot from ....."

Sec. 2. The Nominating Committee may at its own discretion, or shall at the request of the Board of Directors, prepare a brief statement concerning each nominee, and these statements shall be printed and enclosed with the ballots.

Sec. 3. The Board of Directors shall also appoint from the membership of the Club two alternates, who may be called upon by the chairman of the Nominating Committee as substitutes for members of the Nominating Committee who may not be able to serve.

#### Article XIV. Election of Directors

Section 1. The annual election for Directors shall be held on the second Saturday of April each year, and the voting shall be by ballot. No notice of such election, except that given by the mailing of such ballot, shall be necessary.

Sec. 2. The polls shall close at 12 o'clock noon on the day of the election. A plurality of votes shall elect.

Sec. 3. The Board of Directors shall appoint from the membership of the Club nine Judges of Election to supervise said election, and the Secretary of the Board shall refer to them unopened all the envelopes containing ballots.

Sec. 4. The Judges of Election shall, at the time of the annual election and before opening the envelopes, check off the names of those thus voting, and shall thereupon open and destroy said envelopes and, without examining the ballot, cast said ballot in a box provided therefor. At the close of the election the Judges shall count and report to the President and Secretary in writing the number of votes cast for each candidate and the names of those elected to serve as Directors; and the Secretary shall thereupon notify in writing the members elected.

Sec. 5. The Board of Directors shall also appoint from the membership of the Club a number of alternates, who may be called upon by the Secretary, in the order named, to serve as substitutes for Judges of Election who may be absent on the day of election.

#### Article XV. Removal from Office

Any Director or other officer of the Club may be removed from office for good cause shown, by a three-fourths vote of all ballots cast at a special vote of the Club as provided for in Article XXII.

#### Article XVI. Meetings of the Board of Directors

Meetings of the Board of Directors shall be held when called by the President or by five members of the Board. The Secretary shall mail to each member of the Board a written notice specifying the time and place of meeting at least two days prior thereto. A majority of the Directors shall constitute a quorum and form a board for the transaction of business.

## Article XVII. Dues

Section 1. The annual dues of all members, excepting as specified elsewhere in these By-laws, shall be four dollars, payable in advance on April first, for the fiscal year ending March thirty-first following.

Sec. 2. The annual dues of members who are under the age of twenty-one years on each April first shall be two dollars.

Sec. 3. The annual dues of members who are in the United States Forest Service, the National Park Service, or the United States Biological Survey, shall be two dollars.

Sec. 4. Each newly elected member shall pay an admission fee of four dollars, payable with the application for membership.

Sec. 5. Newly elected members whose applications are filed between September thirtieth and the following February first shall pay fifty percent as dues for the current year. Newly elected members whose applications are filed on or after February first shall have their dues for the current year remitted but shall pay with their application for membership the annual dues for the ensuing fiscal year.

Sec. 6. On or about April first of each year the Secretary shall send out notices of dues. All members whose dues are unpaid on June first shall be notified of impending suspension of membership effective June thirtieth, and shall be suspended on that date if not paid before then. Members whose dues are unpaid on October thirty-first shall thereupon cease to be members.

Sec. 7. Former members who have been dropped for non-payment of dues may be reinstated at the discretion of the Executive Committee upon payment of an amount in compromise of arrears to be determined by the Executive Committee in each instance.

Sec. 8. The Executive Committee may cancel or remit, in whole or in part, the dues of a member without other record than a written notice to the Secretary, signed by the President or the Vice-President.

Sec. 9. Any person may become a life member upon the payment of seventy-five dollars at any time after his election to membership, and shall thereafter be exempt from the payment of dues.

Sec. 10. Any person who has donated the sum of one thousand dollars or more to the objects of the Club, shall, upon favorable vote of the Board of Directors, become a patron member of the Club.

Sec. 11. One dollar out of the annual dues of each member shall be considered as subscription to the *Sierra Club Bulletin*. The subscriptions of members not paying dues shall be considered as having been paid for out of other unappropriated income.

#### Article XVIII. Permanent Fund

All moneys received for life membership and such other sums as may be received or appropriated by the Board of Directors for permanent investment shall be securely and separately invested as a permanent fund, the income only of which shall be expended.

#### Article XIX. Membership

Section 1. All applications for membership shall be made to the Secretary of the Club. The applications for membership shall be accompanied by the written indorsement of two members of the Club in good standing, each of whom at the time the application is received shall have been a member for at least one year; or by written references satisfactory to the Secretary. Each application must also be accompanied by the admission fee and dues prescribed in Article XVII.

Sec. 2. Within thirty days after receiving an application the Secretary shall notify each member of the Executive Committee of the Club of the application and shall also notify the secretary of the executive committee of the chapter concerned. If within thirty days from the date of mailing such notice a written protest is received from any member of the Club the application shall be suspended, and thereafter the applicant may become a member only upon affirmative vote of a majority of the Executive Committee of the Club (which shall be expressed in writing to the Secretary in the interval between meetings) and the affirmative vote of the executive committee of the chapter concerned. In case of rejection the applicant's tender of dues shall be returned and his name shall not again be considered within a year. If no protest is received within the period of thirty days, the applicant shall be admitted to membership.

Sec. 3. Honorary members may be elected by unanimous vote of the Board present at a meeting, for life or for specified terms. Honorary members shall be exempt from dues and from admission fees.

#### Article XX. Resignation of Members

Section 1. All resignations must be made in writing addressed to the Board of Directors.

Sec. 2. No resignation of membership shall be accepted or shall take effect until all indebtedness to the Club shall have been paid by the resigning member.

Sec. 3. All interest in and to the property of the Club and privileges of the Club of such resigning members, or of any member ceasing to be such by dismissal or death or from any cause, shall cease and revert to the Club.



## Article XXI. Discipline

Section 1. Any member may be suspended or expelled by a vote of at least nine members of the Board of Directors, but no such vote shall be taken until after the member shall have been furnished with a statement of the charges preferred against him, and shall have been given at least one week's notice of the time when the same will be considered by the Board; and every such member shall have the right to appear before the Board, and be heard in answer to the charges, before final action thereon shall be taken.

Sec. 2. Any chapter, through its executive committee, shall have the right to file charges against any member of the Club and such member shall thereupon be automatically suspended from participation in all activities of the Club until the Directors shall take action upon the charges preferred as hereinbefore provided.

## Article XXII. Ballot by the Club

Whenever the Board of Directors shall decide that any question submitted to it for its decision is of such importance that it should be submitted to a vote of the members of the Club, the Board shall cause to be certified to the Secretary the form in which such question shall be submitted and shall direct him to have such question printed on the regular annual ballot for Directors; or, if it should order a special vote to be taken on the question, the Secretary shall thereupon prepare a special ballot with such question printed thereon, and the mailing of such ballot and the canvass of the vote on such questions shall be conducted in all other respects in the same manner as the annual election of Directors is conducted. A majority vote of all the ballots cast shall decide the question. The Board shall, upon the written request of fifty members of the Club, submit to a vote of the Club such question as they may propose.

## Article XXIII. Construction of By-laws

On all questions as to the construction or meaning of the By-laws and rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club by vote as provided for in the preceding article.

## Article XXIV. Amendment to By-laws

These By-laws are fundamental, and shall not be altered, amended, suspended, or repealed, in whole or in part, except by a two-thirds vote of all the ballots cast at any annual or special election, which ballots shall be so printed as to enable the members voting to express their wish as to the adoption or rejection of any proposed amendment or alternation. Such proposed amendment or alteration must be printed in full, and mailed to each member with his ballot, and shall only be submitted to a vote of the Club when presented in the manner indicated in Article XXII for presenting questions to be voted on.

By-laws of the Sierra Club [1941]

Adopted: April 12, 1941

[The only change in the Bylaws made in 1941 was the adoption of the following additional section to Article XVII.]

Sec. 12. The husband or wife of a member may become a member in full standing upon the payment of the regular admission fee and annual dues of two dollars, such member not to receive the publications and special mailings of the Club.

## By-laws of the Sierra Club [1947]

Adopted: March 1, 1947

### Article I. Name

The name of this corporation shall be the Sierra Club

### Article II. Purposes

The purposes for which this corporation is formed are as follows, to-wit: To explore, enjoy and render accessible the mountain regions of the Pacific Coast; to publish authentic information concerning them; to enlist the support and cooperation of the people and the Government in preserving the forests and other natural features of the Sierra Nevada Mountains; to take, acquire, purchase, hold, sell and convey real and personal property, and to mortgage or pledge the same for the purpose of securing any indebtedness which the corporation may incur, and to make and enter into any and all obligations, contracts, and agreements concerning or relating to the business or affairs of the corporation, or the management its property.

### Article III. Place of Business

The place where the principal business of said corporation is to be transacted is the City and County of San Francisco, State of California.

(The foregoing articles, forming a part of the Articles of Incorporation, can be changed only by amending such articles as provided by law.)

### Article IV. Directors and Officers

Section 1. The government of the Club shall be intrusted to fifteen of its members, to be known as the Board of Directors, who shall elect from their number a President, Vice-President, Secretary, and a Treasurer.

Sec. 2. The Directors shall enter upon their term of office on the first Saturday in May following their election, and shall thereupon elect the officers specified, who shall be the officers of the Club as well as of the Board, and such Directors and Officers shall hold office for one year and until their successors are elected and have qualified.

Sec. 3. The Board of Directors shall be the managing board of the Club, control the election of the members to the Club, control all expenditures and property of the Club, fill vacancies in the Board and its officers, and act for its interests in any way not inconsistent with these By-laws; but shall have no power to subject the Club to any liability beyond the amount of the corporate funds.

## Article V. President

The President shall preside at all meetings of the Club and of the Board of Directors; enforce the By-laws; call such meetings as he is empowered to call; nominate all Standing Committees, of each of which he shall be *ex officio* a member, said nominations to be presented to the Board of Directors for confirmation at the commencement of his term of office; exercise general supervision over the affairs of the Club; have such other powers as ordinarily accompany the office.

## Article VI. Vice-President

During the absence or disability of the President the Vice-President shall act in his place; and in case both President and Vice-President are absent from any meeting, the Secretary shall call the meeting to order, and an acting President be elected by the meeting.

## Article VII. Secretary

The Secretary shall keep an exact record of the proceedings of the Club and of the Board of Directors; have charge of the records of the Club; give notice to the members or the Directors, as the case may be, of meetings of the Club and of the Board; shall receive and receipt for the dues and other moneys belonging to the Club, and deposit the same, in the name of the Club, with the bank or banks designated by the Board of Directors; submit names of persons recommended for membership in the Club as herein provided; submit to the members, to be voted on, such questions as may be certified to him by the Board of Directors for that purpose; and annually, and at such other times as may be required, present to the Board of Directors reports upon the membership of the Club and upon its activities.

## Article VIII. Treasurer

The Treasurer shall, under the general supervision of the Board of Directors, have custody of the moneys and investments belonging to the Club; make disbursements and investments of the Club's funds in accordance with regulations prescribed by the Board of Directors; keep proper books of account; and annually, as at such other times as may be required, present to the Board of Directors a report of receipts and disbursements and the financial condition of the Club.

## Article IX. Honorary Officers

Section 1. The Board of Directors may, at its discretion, elect annually, by unanimous vote, an Honorary President, who must be a member of the Club, and who shall have pre-eminently distinguished himself in mountaineering, exploration or research.

Sec. 2. The Board may also elect annually, by unanimous vote, Honorary Vice-Presidents, selected because of conspicuous services rendered in furtherance of the purposes of the Club, or because of some material assistance they may have rendered the Club.

Sec. 3. The Honorary President and the Honorary Vice-President, upon election to the respective offices, shall be *ipso facto* members of the Club and shall have all the privileges of members, but during the terms for which they are elected they shall be exempt from the payment of dues.

#### Article X. Executive Committee

Section 1. An Executive Committee, consisting of the President, the Vice-President, the Secretary, and the Treasurer, each *ex officio*, and one other member of the Board of Directors chosen by the Board, shall have power to act for the Board of Directors in cases of emergency or when it is impracticable to convene the Board.

Sec. 2. The Executive Committee shall serve as a Committee on Finances, on Legislation, on Public Relations, and on such other matters as the Board of Directors may specifically delegate to it.

#### Article XI. Standing Committees

Section 1. The Outing Committee, Editorial Board, Membership Committee, and Lodge Committee shall be standing committees. The Board of Directors shall have the power to establish additional standing committees, prescribe the number of members of standing committees, which shall not be less than three, provide for ex-officio appointments to all standing committees, and prescribe the powers of such committees not inconsistent with the by-laws. At least one member of each standing committee shall be a director.

Sec. 2. The Outing Committee shall manage and conduct the annual outings of the Club and such special outings as the Committee may arrange for. All such outings shall be conducted on an independent financial basis, and the Club funds shall not be available for such purposes, except as derived from said outings.

Sec. 3. The Editorial Board shall publish the *Sierra Club Bulletin*, and shall exercise supervision over all publications of the Club not otherwise provided for. The Chairman of the Editorial Board shall be the editor of the *Sierra Club Bulletin*.

Sec. 4. The Lodge Committee shall have power to prescribe uniform policies applicable to all lodges and huts of the Sierra Club, and shall have such power of management over such huts and lodges as may be determined by the Board of Directors.

Sec. 5. The Membership Committee shall include the chairman of each chapter Membership Committee ex-officio. It shall establish uniform procedures and policies consistent with the by-laws for the admission of members, and shall have power to act in the name of the Club on all protests and recommendations against the admission of any applicant for membership.

## Article XII. Chapters

Section 1. Members of the Club who reside in the same region may, with the approval of the Board of Directors, form a chapter of the Sierra Club. No chapter shall be approved unless an application signed by at least fifty members of the Club in good standing, all residents of the designated region, shall have been filed with the Board. The application shall state the proposed boundaries of the region and the name chosen by the applicants. If the proposed boundaries include territory already assigned to an existing chapter the application must be accompanied by a waiver duly authorized by said chapter.

Sec. 2. As soon as the formation of a chapter has been approved by the Board of Directors, the Secretary of the Club shall send a notice to all members of the Club who reside in the designated territory inviting them to attend a meeting for the purpose of organizing the chapter, and in said notice shall name three of the members who signed the application as temporary chairman, first vice-chairman, and second vice-chairman, respectively.

Sec. 3. At its organization meeting, a chapter shall adopt by-laws and elect an executive committee to manage its affairs. The by-laws of a chapter shall not contain anything which is at variance with the expressed purposes of the Club or its By-laws, and shall be approved by the Directors before becoming effective. A chapter may not change its names, its boundaries, or its by-laws without the approval of the Directors.

Sec. 4. The Board of Directors may suspend or annul a chapter if at any time its membership falls below fifty or if, in the opinion of the Board, such action is for the best interests of the Club; but such action shall not affect the standing of the individual members as members of the Club. The Board shall not suspend or annul a chapter however, until after written specifications of the ground or grounds upon which the proposed action is to be based shall have been furnished to the principal officer or officers of the chapter involved, and a reasonable opportunity allowed such chapter to present evidence in opposition to the proposed action and affording it a full opportunity to be heard thereon. The affirmative vote of at least nine directors shall be required to carry a motion to annul or suspend a chapter.

Sec. 5. All members of the Club who reside within the territorial limits of a chapter shall be considered to be members of that chapter and shall be entitled to all of its privileges. No member of the Club shall belong to more than one chapter. Members of the Club who reside in territory in which there is no chapter may, upon written application to the Secretary of the Club, become a member of any chapter provided the application is

approved by the executive committee of said chapter, but such membership shall cease if a chapter is formed in the territory in which said member resides.

Sec. 6. No dues shall be assessed or collected by a chapter. Each chapter shall be entitled to receive from the Treasurer of the Club an amount determined by the Board of Directors, no greater than twenty-five per cent (25%) of the amount collected as regular dues from the members of the respective chapter. In determining these amounts each chapter shall be considered separately. Such amounts shall be payable to the treasurers of the respective chapters quarterly as collected. Nothing in this Section shall, however, prevent the Board of Directors from allotting funds to chapters for specific purposes.

Sec. 7. Chapters shall not own real estate; but the Board of Directors may place the management of any of the Club's property in the hands of a chapter. All members of the Club, shall, however, have equal privileges on the Club's property.

Sec. 8. Each chapter is authorized to undertake all such local activities within its own territory as are not inconsistent with the purposes of the Club and are not prohibited by the Board of Directors by a general rule applicable to all chapters. Chapters shall not act on questions of public policy without the consent of the Board of Directors, except to recommend action by the Board of Directors, or to secure from it permission to take such action as the chapter may desire.

Sec. 9. Chapters shall not conduct outings of more than ten days' duration without the express consent of the Board of Directors.

### Article XIII. Nomination of Directors

Section 1. The Board of Directors shall, at least two months before the annual election, appoint five members of the Club, no one of whom shall be a Director, to constitute a Nominating Committee. It shall be the duty of this committee to nominate a ticket of at least twenty-five candidates for directors for the ensuing year. The name of any member proposed in writing to the committee by any fifty members of the Club and the names of any members officially proposed in writing by the executive committee of any chapter shall be included in the ticket. All members of the Club in good standing are eligible for nomination, excepting that any incumbent director who shall have been absent from two consecutive meetings during his term of office without an accepted excuse shall not be eligible. Six weeks before the annual election the Nominating Committee shall file its report with the Secretary of the Club, the names arranged in an order determined by lot. The Secretary shall have printed and mailed, at least four weeks before the annual election, to each member of the Club a ballot containing the names of the nominees in the order presented by the Nominating Committee. This ballot shall have blank spaces for the convenient insertion of at least five additional names. Opposite each name and blank space there shall be a space for marking a cross to indicate the voter's choice. Upon each ballot shall be the following words:

"BALLOT FOR BOARD OF DIRECTORS OF SIERRA CLUB  
"Annual Election, Saturday, April (Here insert date of annual election.)  
"Polls close at 12 o'clock noon.

"Directions for Voting.

"Vote for fifteen candidates by marking a cross opposite the names of the candidates selected. Vote in person at the annual election or mail your ballot; in which case indorse your name on the envelope; otherwise the ballot will not be counted. The election is so conducted by the judges as to keep each vote secret."

With such ballot the Secretary shall mail an envelope, with the following words printed thereon:

"Board of Directors, Sierra Club, (Here insert office address.) San Francisco, California  
"Ballot from ....."

Sec. 2. The Nominating Committee may at its own discretion, or shall at the request of the Board of Directors, prepare a brief statement concerning each nominee, and these statements shall be printed and enclosed with the ballots.

Sec. 3. The Board of Directors shall also appoint from the membership of the Club two alternates, who may be called upon by the chairman of the Nominating Committee as substitutes for members of the Nominating Committee who may not be able to serve.

Article XIV. Election of Directors

Section 1. The annual election for Directors shall be held on the second Saturday of April each year, and the voting shall be by ballot. No notice of such election, except that given by the mailing of such ballot, shall be necessary.

Sec. 2. The polls shall close at 12 o'clock noon on the day of the election. A plurality of votes shall elect.

Sec. 3. The Board of Directors shall appoint from the membership of the Club nine Judges of Election to supervise said election, and the Secretary of the Board shall refer to them unopened all the envelopes containing ballots.

Sec. 4. The Judges of Election shall, at the time of the annual election and before opening the envelopes, check off the names of those thus voting, and shall thereupon open and destroy said envelopes and, without examining the ballot, cast said ballot in a box provided therefor. At the close of the election the Judges shall count and report to the President and Secretary in writing the number of votes cast for each candidate and the names of those elected to serve as Directors; and the Secretary shall thereupon notify in writing the members elected.

Sec. 5. The Board of Directors shall also appoint from the membership of the Club a number of alternates, who may be called upon by the Secretary, in the order named, to serve as substitutes for Judges of Election who may be absent on the day of election.



## Article XV. Removal from Office

Any Director or other officer of the Club may be removed from office for good cause shown, by a three-fourths vote of all ballots cast at a special vote of the Club as provided for in Article XXII.

## Article XVI. Meetings of the Board of Directors

Section 1. Meetings of the Board of Directors shall be held when called by the President or by five members of the Board. The Secretary shall mail to each member of the Board a written notice specifying the time and place of meeting at least two days prior thereto. A majority of the Directors shall constitute a quorum and form a board for the transaction of business.

Sec. 2. All meetings of the Board of Directors or of any Executive Committee or other committee thereof, shall be open to attendance by any members of the Club in good standing, but nothing herein shall prevent the Board of Directors or any such committee, by resolution or other appropriate action, convening in private session for the consideration of any matter which may come before them, but the vote or other final action of such board or committee shall be taken in open session.

## Article XVII. Dues

Section 1. The annual dues of all members excepting as specified elsewhere in these by-laws, shall be six dollars payable in advance on April first, for the fiscal year ending March 31 following.

Sec. 2. The husband or wife of a member may become a member in full standing upon the payment of the regular admission fee and annual dues of one-half of the rate of regular members. Such member shall not receive the publications and special mailings of the Club.

Sec. 3. The annual dues for members who are under the age of twenty-one years on each April 1 or who are in the U. S. Forest Service, the National Park Service and such other departments of the federal government as the Board of Directors may approve shall be one-half of the rate of regular members.

Sec. 4. Each newly elected member shall pay an admission fee of six dollars payable with the application for membership.

Sec. 5. Newly elected members whose applications are filed between September thirtieth and the following February first shall pay fifty percent as dues for the current year. Newly elected members whose applications are filed between on or after February first shall have their dues for the current year remitted but shall pay with their application for membership the annual dues for the ensuing fiscal year.

Sec. 6. On or about April first of each year the Secretary shall send out notices of dues. All members whose dues are unpaid on June first shall be notified of impending suspension of membership effective June thirtieth, and shall be suspended on that date if not paid before then. Members whose dues are unpaid on October thirty-first shall thereupon cease to be members.

Sec. 7. Former members who have been dropped for non-payment of dues may be reinstated at the discretion of the Executive Committee upon payment of an amount in compromise of arrears to be determined by the Executive Committee in each instance.

Sec. 8. The Executive Committee may cancel or remit, in whole or in part, the dues of a member without other record than a written notice to the Secretary signed by the President or the Vice-President.

Sec. 9. Any person may become a life member upon the payment of one hundred dollars at any time after his election to membership, and shall thereafter be exempt from the payment of dues.

Sec. 10. Any person who has donated the sum of one thousand dollars or more to the objects of the Club, shall, upon favorable vote of the Board of Directors, become a patron member of the Club.

Sec. 11. One dollar out of the annual dues of each member shall be considered as subscription to the *Sierra Club Bulletin*. The subscriptions of members not paying dues shall be considered as having been paid for out of other unappropriated income.

#### Article XVIII. Permanent Fund

All moneys received for life membership and such other sums as may be received or appropriated by the Board of Directors for permanent investment shall be securely and separately invested as a permanent fund, the income only of which shall be expended.

#### Article XIX. Membership

Section 1. The membership of the Club shall consist of persons who are interested in advancing the purposes of the Club as stated in its Articles of Incorporation. No one under the age of twelve years shall hereafter be admitted to membership.

Sec. 2. All applications for membership shall be made to the Secretary of the Club at its principal office. Each applications shall be accompanied by the admission fee and dues prescribed in Article XVII. Applications shall be in writing and shall be signed by the applicant, and shall contain a statement that the applicant is aware of the purposes of the Club and desires to support them.

Sec. 3. Each application shall be sponsored by two members of the Club in good standing and over 21 years of age, each of whom at the time the application is received shall have been a member for at least one year, except as hereinafter provided. Each sponsor shall state that he personally knows the applicant and believes him to be of good character and to be interested in supporting the purposes of the Club. The Membership Committee or Membership Committee of any chapter may, however, waive the requirement of one or both sponsors by accepting letters of recommendation from non-members, in which case such committee shall itself assume that obligations of sponsorship.

Sec. 4. Within thirty days after receiving an application, the Secretary shall notify each member of the Membership Committee thereof, and shall refer the same for investigation and recommendation to the Membership Committee of the chapter within whose area the applicant resides, or to the Membership Committee of the Club if the applicant does not reside in a chapter area. The investigating committee shall make its recommendation to the Club Membership Committee within sixty days thereafter, or within such further time as may be allowed by the Committee. Upon receipt of a favorable recommendation from the investigating committee, and provided no protest against admission has been received within sixty days from any member of the Club or any member of the Club Membership Committee, the applicant shall be elected to membership. In all other cases the Club Membership Committee by majority vote shall take action on the application.

Sec. 5. Honorary members may be elected by unanimous vote of the Board present at a meeting, for life or for specified terms. Honorary members shall be exempt from dues and from admission fees.

#### Article XX. Resignation of Members

Section 1. All resignations must be made in writing addressed to the Board of Directors.

Sec. 2. No resignation of membership shall be accepted or shall take effect until all indebtedness to the Club shall have been paid by the resigning member.

Sec. 3. All privileges to use any of the property of the Club and all rights and privileges as a member of the Club of all such resigning members, or of any member ceasing to be such by dismissal, death, or any other cause, shall cease upon the termination of membership.

#### Article XXI. Discipline

Section 1. Any member may be suspended or expelled by a vote of at least nine members of the Board of Directors, but no such vote shall be taken until after the member and the executive committee of the chapter, if any, to which said member belongs, shall have been furnished with a statement of the charges preferred against him, and shall have been given at least one week's notice of the time when the same will be considered by the

Board; and every such member shall have the right to appear before the Board, and be heard in answer to the charges, before final action thereon shall be taken.

Sec. 2. Any chapter, through its executive committee, shall have the right to file charges against any member of the Club and such member shall thereupon be automatically suspended from participation in all activities of the Club until the Directors shall take action upon the charges preferred as hereinbefore provided.

#### Article XXII. Ballot by the Club

Whenever the Board of Directors shall decide that any question submitted to it for its decision is of such importance that it should be submitted to a vote of the members of the Club, the Board shall cause to be certified to the Secretary the form in which such question shall be submitted and shall direct him to have such question printed on the regular ballot for Directors; or, if it should order a special vote to be taken on the question, the Secretary shall thereupon prepare a special ballot with such question printed thereon, and the mailing of such ballot and the canvass of the vote on such questions shall be conducted in all other respects in the same manner as the annual election of Directors is conducted. A majority vote of all the ballots cast shall decide the question. The Board shall, upon the written request of fifty members of the Club, submit to a vote of the Club such question as they may propose.

#### Article XXIII. Construction of By-laws

On all questions as to the construction or meaning of the By-laws and rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club by vote as provided for in the preceding article.

#### Article XXIV. Amendment to By-laws

These By-laws are fundamental, and shall not be altered, amended, suspended, or repealed, in whole or in part, except by a two-thirds vote of all the ballots cast at any annual or special election, which ballots shall be so printed as to enable the members voting to express their wish as to the adoption or rejection of any proposed amendment or alternation. Such proposed amendment or alteration must be printed in full, and mailed to each member with his ballot, and shall only be submitted to a vote of the Club when presented in the manner indicated in Article XXII for presenting questions to be voted on.

## By-laws of the Sierra Club [1951]

Adopted: April 14, 1951

### Article I. Name

The name of this corporation shall be the Sierra Club

### Article II. Purposes

The purposes for which this corporation is formed are as follows: To explore, enjoy, and preserve the Sierra Nevada and other scenic resources of the United States and its forests, waters, wildlife, and wilderness; to undertake to publish scientific, literary, and educational studies concerning them; to educate the people with regard to the national and state forests, parks, monuments, and other natural resources of especial scenic beauty and to enlist public interest and cooperation in protecting them.

### Article III. Place of Business

The place where the principal business of said corporation is to be transacted is the City and County of San Francisco, State of California.

(The foregoing articles, forming a part of the Articles of Incorporation, can be changed only by amending such articles as provided by law.)

### Article IV. Directors and Officers

Section 1. The government of the Club shall be intrusted to fifteen of its members, to be known as the Board of Directors, who shall elect from their number a President, a Vice-President, a Secretary, and a Treasurer.

Sec. 2. The Directors shall enter upon their term of office on the first Saturday in May following their election, and shall thereupon elect the officers specified, who shall be the officers of the Club as well as of the Board, and such Directors and Officers shall hold office for one year and until their successors are elected and have qualified.

Sec. 3. The Board of Directors shall be the managing board of the Club, control the election of the members to the Club, control all expenditures and property of the Club, fill vacancies in the Board and its officers, and act for its interests in any way not inconsistent with these By-laws; but shall have no power to subject the Club to any liability beyond the amount of the corporate funds.

## Article V. President

The President shall preside at all meetings of the Club and of the Board of Directors; enforce the By-laws; call such meetings as he is empowered to call; nominate all Standing Committees, of each of which he shall be *ex officio* a member, said nominations to be presented to the Board of Directors for confirmation at the commencement of his term of office; exercise general supervision over the affairs of the Club; have such other powers as ordinarily accompany the office.

## Article VI. Vice-President

During the absence or disability of the President the Vice-President shall act in his place; and in case both President and Vice-President are absent from any meeting, the Secretary shall call the meeting to order, and an acting President be elected by the meeting.

## Article VII. Secretary

The Secretary shall keep an exact record of the proceedings of the Club and of the Board of Directors; have charge of the records of the Club; give notice to the members or the Directors, as the case may be, of meetings of the Club and of the Board; shall receive and receipt for the dues and other moneys belonging to the Club, and deposit the same, in the name of the Club, with the bank or banks designated by the Board of Directors; submit names of persons recommended for membership in the Club as hereinafter provided; submit to the members, to be voted on, such questions as may be certified to him by the Board of Directors for that purpose; and annually, and at such other times as may be required, present to the Board of Directors reports upon the membership of the Club and upon its activities.

## Article VIII. Treasurer

The Treasurer shall, under the general supervision of the Board of Directors, have custody of the moneys and investments belonging to the Club; make disbursements and investments of the Club's funds in accordance with regulations prescribed by the Board of Directors; keep proper books of account; and annually, and at such other times as may be required, submit to the Board of Directors a report of receipts and disbursements and the financial condition of the Club.

## Article IX. Honorary Officers

Section 1. The Board of Directors may, at its discretion, elect annually, by unanimous vote, an Honorary President, who must be a member of the Club, and who shall have pre-eminently distinguished himself in mountaineering, exploration or research.

Sec. 2. The Board may also elect annually, by unanimous vote, Honorary Vice-Presidents, selected because of conspicuous services rendered in furtherance of the purposes of the Club, or because of some material assistance they may have rendered the Club.

Sec. 3. The Honorary President and the Honorary Vice-President, upon election to the respective offices, shall be *ipso facto* members of the Club and shall have all the privileges of members, but during the terms for which they are elected they shall be exempt from the payment of dues.

#### Article X. Executive Committee

Section 1. An Executive Committee, consisting of the President, the Vice-President, the Secretary, and the Treasurer, each *ex officio*, and one other member of the Board of Directors chosen by the Board, shall have power to act for the Board of Directors in cases of emergency or when it is impracticable to convene the Board.

Sec. 2. The Executive Committee shall serve as a Committee on Finances, on Legislation, on Public Relations, and on such other matters as the Board of Directors may specifically delegate to it.

#### Article XI. Standing Committees

Section 1. The Outing Committee, Editorial Board, Membership Committee, and Lodge Committee shall be standing committees. The Board of Directors shall have the power to establish additional standing committees, prescribe the number of members of standing committees, which shall not be less than three, provide for ex-officio appointments to all standing committees, and prescribe the powers of such committees not inconsistent with the by-laws. At least one member of each standing committee shall be a director.

Sec. 2. The Outing Committee shall manage and conduct the annual outings of the Club and such special outings as the Committee may arrange for. All such outings shall be conducted on an independent financial basis, and the Club funds shall not be available for such purposes, except as derived from said outings.

Sec. 3. The Editorial Board shall publish the *Sierra Club Bulletin*, and shall exercise supervision over all publications of the Club not otherwise provided for. The Chairman of the Editorial Board shall be the editor of the *Sierra Club Bulletin*.

Sec. 4. The Lodge Committee shall have power to prescribe uniform policies applicable to all lodges and huts of the Sierra Club, and shall have such power of management over such huts and lodges as may be determined by the Board of Directors.

Sec. 5. The Membership Committee shall include the chairman of each chapter Membership Committee ex-officio. It shall establish uniform procedures and policies consistent with the by-laws for the admission of members, and shall have power to act in the name of the Club on all protests and recommendations against the admission of any applicant for membership.

## Article XII. Chapters

Section 1. Members of the Club who reside in the same region may, with the approval of the Board of Directors, form a chapter of the Sierra Club. No chapter shall be approved unless an application signed by at least fifty members of the Club in good standing, all residents of the designated region, shall have been filed with the Board. The application shall state the proposed boundaries of the region and the name chosen by the applicants. If the proposed boundaries include territory already assigned to an existing chapter the application must be accompanied by a waiver duly authorized by said chapter.

Sec. 2. As soon as the formation of a chapter has been approved by the Board of Directors, the Secretary of the Club shall send a notice to all members of the Club who reside in the designated territory inviting them to attend a meeting for the purpose of organizing the chapter, and in said notice shall name three of the members who signed the application as temporary chair, first vice-chairman, and second vice-chairman, respectively.

Sec. 3. At its organization meeting, a chapter shall adopt by-laws and elect an executive committee to manage its affairs. The by-laws of a chapter shall not contain anything which is at variance with the expressed purposes of the Club or its By-laws, and shall be approved by the Directors before becoming effective. A chapter may not change its names, its boundaries, or its by-laws without the approval of the Directors.

Sec. 4. The Board of Directors may suspend or annul a chapter if at any time its membership falls below fifty or if, in the opinion of the Board, such action is for the best interests of the Club; but such action shall not affect the standing of the individual members as members of the Club. The Board shall not suspend or annul a chapter however, until after written specifications of the ground or grounds upon which the proposed action is to be based shall have been furnished to the principal officer or officers of the chapter involved, and a reasonable opportunity allowed such chapter to present evidence in opposition to the proposed action and affording it a full opportunity to be heard thereon. The affirmative vote of at least nine directors shall be required to carry a motion to annul or suspend a chapter.

Sec. 5. All members of the Club who reside within the territorial limits of a chapter shall be considered to be members of that chapter and shall be entitled to all of its privileges. No member of the Club shall belong to more than one chapter. Members of the Club who reside in territory in which there is no chapter may, upon written application to the Secretary of the Club, become a member of any chapter provided the application is



approved by the executive committee of said chapter, but such membership shall cease if a chapter is formed in the territory in which said member resides.

Sec. 6. No dues shall be assessed or collected by a chapter. Each chapter shall be entitled to receive from the Treasurer of the Club an amount determined by the Board of Directors, no greater than twenty-five per cent (25%) of the amount collected as regular dues from the members of the respective chapter. In determining these amounts each chapter shall be considered separately. Such amounts shall be payable to the treasurers of the respective chapters quarterly as collected. Nothing in this Section shall, however, prevent the Board of Directors from allotting funds to chapters for specific purposes.

Sec. 7. Chapters may not own real estate; but the Board of Directors may place the management of any of the Club's property in the hands of a chapter. All members of the Club, shall, however, have equal privileges on the Club's property.

Sec. 8. Each chapter is authorized to undertake all such local activities within its own territory as are not inconsistent with the purposes of the Club and are not prohibited by the Board of Directors by a general rule applicable to all chapters. Chapters shall not act on questions of public policy without the consent of the Board of Directors, except to recommend action by the Board of Directors, or to secure from it permission to take such action as the chapter may desire.

Sec. 9. Chapters shall not conduct outings of more than ten days' duration without the express consent of the Board of Directors.

### Article XIII. Nomination of Directors

Section 1. The Board of Directors shall, at least two months before the annual election, provide for the appointment of five members of the Club, no one of whom shall be a Director, to constitute a Nominating Committee; and two members of the Club as alternates. It shall be the duty of this committee to nominate at least twenty-five candidates for Directors for the ensuing year. The name of any member proposed in writing to the committee by any fifty members of the Club and the names of any members officially proposed in writing by the executive committee of any chapter shall be included in the ticket. All members of the Club in good standing are eligible for nomination. Six weeks before the annual election the Nominating Committee shall file its report with the Secretary of the Club, the names arranged in an order determined by lot. A ballot containing the names of the nominees in the order presented by the Nominating Committee shall be printed and mailed to each member of the Club at least four weeks before the date of election. This ballot shall have two blank spaces for convenient insertion of additional names.

Sec. 2. The Nominating Committee may at its own discretion, or shall at the request of the Board of Directors, prepare a brief statement concerning each nominee, and these statements shall be printed and enclosed with the ballots.

#### Article XIV. Election of Directors

Section 1. The annual election for Directors shall be held on the second Saturday of April of each year, and the voting shall be by secret ballot. The polls shall close at 12 o'clock noon on the day of election. A plurality of votes shall elect.

Sec. 3. The Board of Directors shall provide for the appointment from the membership of the Club nine Judges of Election, and a number of alternates, to supervise said election, and it shall be their duty to count the ballots and tabulate the results and report to the President and Secretary in writing the number of votes cast for each candidate and the names of those elected to serve as Directors. The Secretary shall thereupon notify in writing the members elected.

#### Article XV. Removal from Office

Any Director or other officer of the Club may be removed from office for good cause shown, by a three-fourths vote of all ballots cast at a special vote of the Club as provided for in Article XXII.

#### Article XVI. Meetings of the Board of Directors

Section 1. Meetings of the Board of Directors shall be held when called by the President or by five members of the Board. The Secretary shall mail to each member of the Board a written notice specifying the time and place of meeting at least two days prior thereto. A majority of the Directors shall constitute a quorum and for a board for the transaction of business.

Sec. 2. All meetings of the Board of Directors or of any Executive Committee or other committee thereof, shall be open to attendance by any members of the Club in good standing, but nothing herein shall prevent the Board of Directors or any such committee, by resolution or other appropriate action, convening in private session for the consideration of any matter which may come before them, but the vote or other final action of such board or committee shall be taken in open session.

#### Article XVII. Dues

Section 1. The annual dues of all members excepting as specified elsewhere in these by-laws, shall be six dollars payable in advance on April first, for the fiscal year ending March 31 following.

Sec. 2. The husband or wife of a member may become a member in full standing upon the payment of the regular admission fee and annual dues of one-half of the rate of regular members. Such member shall not receive the publications and special mailings of the Club.

Sec. 3. The annual dues for members who are under the age of twenty-one years on each April 1 or who are in the U. S. Forest Service, the National Park Service and such other departments of the federal government as the Board of Directors may approve shall be one-half of the rate of regular members.

Sec. 4. Each newly elected member shall pay an admission fee of six dollars payable with the application for membership.

Sec. 5. Newly elected members whose applications are filed between April first and August thirty-first shall pay the annual dues for the current fiscal year. Newly elected members whose applications are filed between September first and December thirty-first shall pay fifty percent as dues for the current fiscal year. Newly elected members whose applications are filed between January and March thirty-first shall pay the annual dues for the ensuing fiscal year.

Sec. 6. On or about April first of each year the Secretary shall send out notices of dues. All members whose dues are unpaid on June first shall be notified of impending suspension of membership effective June thirtieth, and shall be suspended on that date if not paid before then. Members whose dues are unpaid on October thirty-first shall thereupon cease to be members.

Sec. 7. Former members who have been dropped for non-payment of dues may be reinstated at the discretion of the Executive Committee upon payment of an amount in compromise of arrears to be determined by the Executive Committee in each instance.

Sec. 8. The Executive Committee may cancel or remit, in whole or in part, the dues of a member without other record than a written notice to the Secretary signed by the President or the Vice-President.

Sec. 9. Any person may become a life member upon the payment of one hundred dollars at any time after his election to membership, and shall thereafter be exempt from the payment of dues.

Sec. 10. Any person who has donated the sum of one thousand dollars or more to the objects of the Club, shall, upon favorable vote of the Board of Directors, become a patron member of the Club.

Sec. 11. One dollar out of the annual dues of each member shall be considered as subscription to the *Sierra Club Bulletin*. The subscriptions of members not paying dues shall be considered as having been paid for out of other unappropriated income.

#### Article XVIII. Permanent Fund

All moneys received for life membership and such other sums as may be received or appropriated by the Board of Directors for permanent investment shall be securely and separately invested as a permanent fund, the income only of which shall be expended.

## Article XIX. Membership

Section 1. The membership of the Club shall consist of persons who are interested in advancing the purposes of the Club as stated in its Articles of Incorporation. No one under the age of twelve years shall hereafter be admitted to membership.

Sec. 2. All applications for membership shall be made to the Secretary of the Club at its principal office. Each applications shall be accompanied by the admission fee and dues prescribed in Article XVII. Applications shall be in writing and shall be signed by the applicant, and shall contain a statement that the applicant is aware of the purposes of the Club and desires to support them.

Sec. 3. Each application shall be sponsored by two members of the Club in good standing and over 21 years of age, each of whom at the time the application is received shall have been a member for at least one year, except as hereinafter provided. Each sponsor shall state that he personally knows the applicant and believes him to be of good character and to be interested in supporting the purposes of the Club. The Membership Committee or Membership Committee of any chapter may, however, waive the requirement of one or both sponsors by accepting letters of recommendation from non-members, in which case such committee shall itself assume the obligations of sponsorship.

Sec. 4. Within thirty days after receiving an application, the Secretary shall notify each member of the Membership Committee thereof, and shall refer the same for investigation and recommendation to the Membership Committee of the chapter within whose area the applicant resides, or to the Membership Committee of the Club if the applicant does no reside in a chapter area. The investigating committee shall make its recommendation to the Club Membership Committee within sixty days thereafter, or within such further time as may be allowed by the Committee. Upon receipt of a favorable recommendation from the investigating committee, and provided no protest against admission has been received within sixty days from any member of the Club or any member of the Club Membership Committee, the applicant shall be elected to membership. In all other cases the Club Membership Committee by majority vote shall take action on the application.

Sec. 5. Honorary members may be elected by unanimous vote of the Board present at a meeting, for life or for specified terms. Honorary members shall be exempt from dues and from admission fees.

## Article XX. Resignation of Members

Section 1. All resignations must be made in writing addressed to the Board of Directors.

Sec. 2. No resignation of membership shall be accepted or shall take effect until all indebtedness to the Club shall have been paid by the resigning member.

Sec. 3. All privileges to use any of the property of the Club and all rights and privileges as a member of the Club of all such resigning members, or of any member ceasing to be such by dismissal, death, or any other cause, shall cease upon the termination of membership.

#### Article XXI. Discipline

Section 1. Any member may be suspended or expelled by a vote of at least nine members of the Board of Directors, but no such vote shall be taken until after the member and the executive committee of the chapter, if any, to which said member belongs, shall have been furnished with a statement of the charges preferred against him, and shall have been given at least one week's notice of the time when the same will be considered by the Board; and every such member shall have the right to appear before the Board, and be heard in answer to the charges, before final action thereon shall be taken.

Sec. 2. Any chapter, through its executive committee, shall have the right to file charges against any member of the Club and such member shall thereupon be automatically suspended from participation in all activities of the Club until the Directors shall take action upon the charges preferred as hereinbefore provided.

#### Article XXII. Ballot by the Club

Whenever the Board of Directors shall decide that any question submitted to it for its decision is of such importance that it should be submitted to a vote of the members of the Club, the Board shall cause to be certified to the Secretary the form in which such question shall be submitted and shall direct him to have such question printed on the regular annual ballot for Directors; or, if it should order a special vote to be taken on the question, the Secretary shall thereupon prepare a special ballot with such question printed thereon, and the mailing of such ballot and the canvass of the vote on such questions shall be conducted in all other respects in the same manner as the annual election of Directors is conducted. A majority vote of all the ballots cast shall decide the question. The Board shall, upon the written request of fifty members of the Club, submit to a vote of the Club such question as they may propose.

#### Article XXIII. Construction of By-laws

On all questions as to the construction or meaning of the By-laws and rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club by vote as provided for in the preceding article.

#### Article XXIV. Amendment to By-laws

These By-laws are fundamental, and shall not be altered, amended, suspended, or repealed, in whole or in part, except by a two-thirds vote of all the ballots cast at any annual or special election, which ballots shall be so printed as to enable the members voting to express their wish as to the adoption or rejection of any proposed amendment or

alternation. Such proposed amendment or alteration must be printed in full, and mailed to each member with his ballot, and shall only be submitted to a vote of the Club when presented in the manner indicated in Article XXII for presenting questions to be voted on.

## By-laws of the Sierra Club [1956]

Adopted: April 14, 1956

### Article I. Name

The name of this corporation shall be the Sierra Club

### Article II. Purposes

The purposes for which this corporation is formed are as follows: To explore, enjoy, and preserve the Sierra Nevada and other scenic resources of the United States and its forests, waters, wildlife, and wilderness; to undertake to publish scientific, literary, and educational studies concerning them; to educate the people with regard to the national and state forests, parks, monuments, and other natural resources of especial scenic beauty and to enlist public interest and cooperation in protecting them.

### Article III. Place of Business

The place where the principal business of said corporation is to be transacted is the City and County of San Francisco, State of California.

(The foregoing articles, forming a part of the Articles of Incorporation, can be changed only by amending such articles as provided by law.)

### Article IV. Directors and Officers

Section 1. The government of the Club shall be intrusted to fifteen of its members, to be known as the Board of Directors, who shall elect from their number a President, a Vice-President, a Secretary, and a Treasurer.

Sec. 2. The Directors shall enter upon their term of office on the first Saturday in May following their election, and shall thereupon elect the officers specified, who shall be the officers of the Club as well as of the Board, and such Directors and Officers shall hold office for one year and until their successors are elected and have qualified.

At the first meeting of the Board of Directors following the election of Directors in year 1956, the Directors elected in that year shall determine by lot the terms for which each of the Directors is elected as follows:

Five Directors for a term of one year.

Five Directors for a term of two years.

Five Directors for a term of three years.

Upon expiration of such terms of office each Director shall be elected for a term of three years and five Directors shall be elected at each annual election.

Sec. 3. The Board of Directors shall be the managing board of the Club, control the election of the members to the Club, control all expenditures and property of the Club, fill vacancies in the Board and its officers, and act for its interests in any way not inconsistent with these By-laws; but shall have no power to subject the Club to any liability beyond the amount of the corporate funds.

#### Article V. President

The President shall preside at all meetings of the Club and of the Board of Directors; enforce the By-laws; call such meetings as he is empowered to call; nominate all Standing Committees, of each of which he shall be *ex officio* a member, said nominations to be presented to the Board of Directors for confirmation at the commencement of his term of office; exercise general supervision over the affairs of the Club; have such other powers as ordinarily accompany the office.

#### Article VI. Vice-President

During the absence or disability of the President the Vice-President shall act in his place; and in case both President and Vice-President are absent from any meeting, the Secretary shall call the meeting to order, and an acting President be elected by the meeting.

#### Article VII. Secretary

The Secretary shall keep an exact record of the proceedings of the Club and of the Board of Directors; have charge of the records of the Club; give notice to the members or the Directors, as the case may be, of meetings of the Club and of the Board; shall receive and receipt for the dues and other moneys belonging to the Club, and deposit the same, in the name of the Club, with the bank or banks designated by the Board of Directors; submit names of persons recommended for membership in the Club as hereinafter provided; submit to the members, to be voted on, such questions as may be certified to him by the Board of Directors for that purpose; and annually, and at such other times as may be required, present to the Board of Directors reports upon the membership of the Club and upon its activities.

#### Article VIII. Treasurer

The Treasurer shall, under the general supervision of the Board of Directors, have custody of the moneys and investments belonging to the Club; make disbursements and investments of the Club's funds in accordance with regulations prescribed by the Board of Directors; keep proper books of account; and annually, and at such other times as may be required, submit to the Board of Directors a report of receipts and disbursements and the financial condition of the Club.



## Article IX. Honorary Officers

Section 1. The Board of Directors may, at its discretion, elect annually, by unanimous vote, an Honorary President, who must be a member of the Club, and who shall have pre-eminently distinguished himself in mountaineering, exploration or research.

Sec. 2. The Board may also elect annually, by unanimous vote, Honorary Vice-Presidents, selected because of conspicuous services rendered in furtherance of the purposes of the Club, or because of some material assistance they may have rendered the Club.

Sec. 3. The Honorary President and the Honorary Vice-President, upon election to the respective offices, shall be *ipso facto* members of the Club and shall have all the privileges of members, but during the terms for which they are elected they shall be exempt from the payment of dues.

## Article X(a). Executive Committee

Section 1. An Executive Committee, consisting of the President, the Vice-President, the Secretary, and the Treasurer, each *ex officio*, and one other member of the Board of Directors chosen by the Board, shall have power to act for the Board of Directors in cases of emergency or when it is impracticable to convene the Board.

Sec. 2. The Executive Committee shall serve as a Committee on Finances, on Legislation, on Public Relations, and on such other matters as the Board of Directors may specifically delegate to it.

## Article X(b). Sierra Club Council

Section 1. The Sierra Club Council is hereby established. Its membership shall consist of

(a) One representative appointed by each of the following committees: Conservation, Editorial, Lodges and Lands, Membership, Mountaineering, Outing, Winter Sports, and such other committees as may be authorized by the Board of Directors to appoint a representative.

(b) One representative appointed by the executive committee of each chapter.

Each representative shall serve at the will of the appointing committee. Each such committee is authorized to appoint an alternate representative to serve in the absence of its representative.

Sec. 2. No Director shall be eligible to serve as a member of the Council.

Sec. 3. The Council shall have power to elect a chairman and other officers of the Council and subject to control by the Board of Directors as the statutory governing body of the Club, shall have power to recommend to the Board of Directors or appropriate committee on any matter affecting the Club, to act upon matters delegated to it by the Board of Directors, and to establish its rules of procedure.

#### Article XI. Standing Committees

Section 1. The Outing Committee, Editorial Board, Membership Committee, and Lodge Committee shall be standing committees. The Board of Directors shall have the power to establish additional standing committees, prescribe the number of members of standing committees, which shall not be less than three, provide for ex-officio appointments to all standing committees, and prescribe the powers of such committees not inconsistent with the by-laws. At least one member of each standing committee shall be a director.

Sec. 2. The Outing Committee shall manage and conduct the annual outings of the Club and such special outings as the Committee may arrange for. All such outings shall be conducted on an independent financial basis, and the Club funds shall not be available for such purposes, except as derived from said outings.

Sec. 3. The Editorial Board shall publish the *Sierra Club Bulletin*, and shall exercise supervision over all publications of the Club not otherwise provided for. The Chairman of the Editorial Board shall be the editor of the *Sierra Club Bulletin*.

Sec. 4. The Lodge Committee shall have power to prescribe uniform policies applicable to all lodges and huts of the Sierra Club, and shall have such power of management over such huts and lodges as may be determined by the Board of Directors.

Sec. 5. The Membership Committee shall include the chairman of each chapter Membership Committee ex-officio. It shall establish uniform procedures and policies consistent with the by-laws for the admission of members, and shall have power to act in the name of the Club on all protests and recommendations against the admission of any applicant for membership.

#### Article XII. Chapters

Section 1. Members of the Club who reside in the same region may, with the approval of the Board of Directors, form a chapter of the Sierra Club. No chapter shall be approved unless an application signed by at least fifty members of the Club in good standing, all residents of the designated region, shall have been filed with the Board. The application shall state the proposed boundaries of the region and the name chosen by the applicants. If the proposed boundaries include territory already assigned to an existing chapter the application must be accompanied by a waiver duly authorized by said chapter.

Sec. 2. As soon as the formation of a chapter has been approved by the Board of Directors, the Secretary of the Club shall send a notice to all members of the Club who reside in the designated territory inviting them to attend a meeting for the purpose of organizing the chapter, and in said notice shall name three of the members who signed the application as temporary chair, first vice-chairman, and second vice-chairman, respectively.

Sec. 3. At its organization meeting, a chapter shall adopt by-laws and elect an executive committee to manage its affairs. The by-laws of a chapter shall not contain anything which is at variance with the expressed purposes of the Club or its By-laws, and shall be approved by the Directors before becoming effective. A chapter may not change its names, its boundaries, or its by-laws without the approval of the Directors.

Sec. 4. The Board of Directors may suspend or annul a chapter if at any time its membership falls below fifty or if, in the opinion of the Board, such action is for the best interests of the Club; but such action shall not affect the standing of the individual members as members of the Club. The Board shall not suspend or annul a chapter however, until after written specifications of the ground or grounds upon which the proposed action is to be based shall have been furnished to the principal officer or officers of the chapter involved, and a reasonable opportunity allowed such chapter to present evidence in opposition to the proposed action and affording it a full opportunity to be heard thereon. The affirmative vote of at least nine directors shall be required to carry a motion to annul or suspend a chapter.

Sec. 5. All members of the Club who reside within the territorial limits of a chapter shall be considered to be members of that chapter and shall be entitled to all of its privileges. No member of the Club shall belong to more than one chapter. Members of the Club who reside in territory in which there is no chapter may, upon written application to the Secretary of the Club, become a member of any chapter provided the application is approved by the executive committee of said chapter, but such membership shall cease if a chapter is formed in the territory in which said member resides.

Sec. 6. No dues shall be assessed or collected by a chapter. Each chapter shall be entitled to receive from the Treasurer of the Club an amount determined by the Board of Directors, no greater than twenty-five per cent (25%) of the amount collected as regular dues from the members of the respective chapter. In determining these amounts each chapter shall be considered separately. Such amounts shall be payable to the treasurers of the respective chapters quarterly as collected. Nothing in this Section shall, however, prevent the Board of Directors from allotting funds to chapters for specific purposes.

Sec. 7. Chapters may not own real estate; but the Board of Directors may place the management of any of the Club's property in the hands of a chapter. All members of the Club, shall, however, have equal privileges on the Club's property.

Sec. 8. Each chapter is authorized to undertake all such local activities within its own territory as are not inconsistent with the purposes of the Club and are not prohibited by the Board of Directors by a general rule applicable to all chapters. Chapters shall not act on questions of public policy without the consent of the Board of Directors, except to recommend action by the Board of Directors, or to secure from it permission to take such action as the chapter may desire.

Sec. 9. Chapters shall not conduct outings of more than ten days' duration without the express consent of the Board of Directors.

#### Article XIII. Nomination of Directors

Section 1. The Board of Directors shall, at least two months before the annual election, provide for the appointment of five members of the Club, no one of whom shall be a Director, to constitute a Nominating Committee; and two members of the Club as alternates. It shall be the duty of this committee to nominate for Directors for the ensuing year at least seven candidates. The name of any member proposed in writing to the committee by any fifty members of the Club shall be added to the ticket. All members of the Club in good standing are eligible for nomination. Six weeks before the annual election the Nominating Committee shall file its report with the Secretary of the Club, the names arranged in an order determined by lot. A ballot containing the names of the nominees in the order presented by the Nominating Committee shall be printed and mailed to each member of the Club at least four weeks before the date of election. This ballot shall have two blank spaces for convenient insertion of additional names.

Sec. 2. The Nominating Committee may at its own discretion, or shall at the request of the Board of Directors, prepare a brief statement concerning each nominee, and these statements shall be printed and enclosed with the ballots.

#### Article XIV. Election of Directors

Section 1. The annual election for Directors shall be held on the second Saturday of April of each year, and the voting shall be by secret ballot. The polls shall close at 12 o'clock noon on the day of election. A plurality of votes shall elect.

Sec. 3. The Board of Directors shall provide for the appointment from the membership of the Club nine Judges of Election, and a number of alternates, to supervise said election, and it shall be their duty to count the ballots and tabulate the results and report to the President and Secretary in writing the number of votes cast for each candidate and the names of those elected to serve as Directors. The Secretary shall thereupon notify in writing the members elected.

## Article XV. Removal from Office

Any Director or other officer of the Club may be removed from office for good cause shown, by a three-fourths vote of all ballots cast at a special vote of the Club as provided for in Article XXII.

## Article XVI. Meetings of the Board of Directors

Section 1. Meetings of the Board of Directors shall be held when called by the President or by five members of the Board. The Secretary shall mail to each member of the Board a written notice specifying the time and place of meeting at least two days prior thereto. A majority of the Directors shall constitute a quorum and for a board for the transaction of business.

Sec. 2. All meetings of the Board of Directors or of any Executive Committee or other committee thereof, shall be open to attendance by any members of the Club in good standing, but nothing herein shall prevent the Board of Directors or any such committee, by resolution or other appropriate action, convening in private session for the consideration of any matter which may come before them, but the vote or other final action of such board or committee shall be taken in open session.

## Article XVII. Dues

Section 1. The annual dues of all members excepting as specified elsewhere in these by-laws, shall be six dollars payable in advance on April first, for the fiscal year ending March 31 following.

Sec. 2. The husband or wife of a member may become a member in full standing upon the payment of the regular admission fee and annual dues of one-half of the rate of regular members. Such member shall not receive the publications and special mailings of the Club.

Sec. 3. The annual dues for members who are under the age of twenty-one years on each April 1 or who are in the U. S. Forest Service, the National Park Service and such other departments of the federal government as the Board of Directors may approve shall be one-half of the rate of regular members.

Sec. 4. Each newly elected member shall pay an admission fee of six dollars payable with the application for membership.

Sec. 5. Newly elected members whose applications are filed between April first and August thirty-first shall pay the annual dues for the current fiscal year. Newly elected members whose applications are filed between September first and December thirty-first shall pay fifty percent as dues for the current fiscal year. Newly elected members whose applications are filed between January and March thirty-first shall pay the annual dues for the ensuing fiscal year.

Sec. 6. On or about April first of each year the Secretary shall send out notices of dues. All members whose dues are unpaid on June first shall be notified of impending suspension of membership effective June thirtieth, and shall be suspended on that date if not paid before then. Members whose dues are unpaid on October thirty-first shall thereupon cease to be members.

Sec. 7. Former members who have been dropped for non-payment of dues may be reinstated at the discretion of the Executive Committee upon payment of an amount in compromise of arrears to be determined by the Executive Committee in each instance.

Sec. 8. The Executive Committee may cancel or remit, in whole or in part, the dues of a member without other record than a written notice to the Secretary signed by the President or the Vice-President.

Sec. 9. Any person may become a life member upon the payment of one hundred dollars at any time after his election to membership, and shall thereafter be exempt from the payment of dues.

Sec. 10. Any person who has donated the sum of one thousand dollars or more to the objects of the Club, shall, upon favorable vote of the Board of Directors, become a patron member of the Club.

Sec. 11. One dollar out of the annual dues of each member shall be considered as subscription to the *Sierra Club Bulletin*. The subscriptions of members not paying dues shall be considered as having been paid for out of other unappropriated income.

#### Article XVIII. Permanent Fund

All moneys received for life membership and such other sums as may be received or appropriated by the Board of Directors for permanent investment shall be securely and separately invested as a permanent fund, the income only of which shall be expended.

#### Article XIX. Membership

Section 1. The membership of the Club shall consist of persons who are interested in advancing the purposes of the Club as stated in its Articles of Incorporation. No one under the age of twelve years shall hereafter be admitted to membership.

Sec. 2. All applications for membership shall be made to the Secretary of the Club at its principal office. Each applications shall be accompanied by the admission fee and dues prescribed in Article XVII. Applications shall be in writing and shall be signed by the applicant, and shall contain a statement that the applicant is aware of the purposes of the Club and desires to support them.

Sec. 3. Each application shall be sponsored by two members of the Club in good standing and over 21 years of age, each of whom at the time the application is received shall have been a member for at least one year, except as hereinafter provided. Each sponsor shall state that he personally knows the applicant and believes him to be of good character and to be interested in supporting the purposes of the Club. The Membership Committee or Membership Committee of any chapter may, however, waive the requirement of one or both sponsors by accepting letters of recommendation from non-members, in which case such committee shall itself assume the obligations of sponsorship.

Sec. 4. Within thirty days after receiving an application, the Secretary shall notify each member of the Membership Committee thereof, and shall refer the same for investigation and recommendation to the Membership Committee of the chapter within whose area the applicant resides, or to the Membership Committee of the Club if the applicant does not reside in a chapter area. The investigating committee shall make its recommendation to the Club Membership Committee within sixty days thereafter, or within such further time as may be allowed by the Committee. Upon receipt of a favorable recommendation from the investigating committee, and provided no protest against admission has been received within sixty days from any member of the Club or any member of the Club Membership Committee, the applicant shall be elected to membership. In all other cases the Club Membership Committee by majority vote shall take action on the application.

Sec. 5. Honorary members may be elected by unanimous vote of the Board present at a meeting, for life or for specified terms. Honorary members shall be exempt from dues and from admission fees.

#### Article XX. Resignation of Members

Section 1. All resignations must be made in writing addressed to the Board of Directors.

Sec. 2. No resignation of membership shall be accepted or shall take effect until all indebtedness to the Club shall have been paid by the resigning member.

Sec. 3. All privileges to use any of the property of the Club and all rights and privileges as a member of the Club of all such resigning members, or of any member ceasing to be such by dismissal, death, or any other cause, shall cease upon the termination of membership.

#### Article XXI. Discipline

Section 1. Any member may be suspended or expelled by a vote of at least nine members of the Board of Directors, but no such vote shall be taken until after the member and the executive committee of the chapter, if any, to which said member belongs, shall have been furnished with a statement of the charges preferred against him, and shall have been given at least one week's notice of the time when the same will be considered by the

Board; and every such member shall have the right to appear before the Board, and be heard in answer to the charges, before final action thereon shall be taken.

Sec. 2. Any chapter, through its executive committee, shall have the right to file charges against any member of the Club and such member shall thereupon be automatically suspended from participation in all activities of the Club until the Directors shall take action upon the charges preferred as hereinbefore provided.

#### Article XXII. Ballot by the Club

Whenever the Board of Directors shall decide that any question submitted to it for its decision is of such importance that it should be submitted to a vote of the members of the Club, the Board shall cause to be certified to the Secretary the form in which such question shall be submitted and shall direct him to have such question printed on the regular annual ballot for Directors; or, if it should order a special vote to be taken on the question, the Secretary shall thereupon prepare a special ballot with such question printed thereon, and the mailing of such ballot and the canvass of the vote on such questions shall be conducted in all other respects in the same manner as the annual election of Directors is conducted. A majority vote of all the ballots cast shall decide the question. The Board shall, upon the written request of fifty members of the Club, submit to a vote of the Club such question as they may propose.

#### Article XXIII. Construction of By-laws

On all questions as to the construction or meaning of the By-laws and rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club by vote as provided for in the preceding article.

#### Article XXIV. Amendment to By-laws

These By-laws are fundamental, and shall not be altered, amended, suspended, or repealed, in whole or in part, except by a two-thirds vote of all the ballots cast at any annual or special election, which ballots shall be so printed as to enable the members voting to express their wish as to the adoption or rejection of any proposed amendment or alternation. Such proposed amendment or alteration must be printed in full, and mailed to each member with his ballot, and shall only be submitted to a vote of the Club when presented in the manner indicated in Article XXII for presenting questions to be voted on.



## By-laws of the Sierra Club [1959]

Adopted: April 11, 1959

### Article I. Name

The name of this corporation shall be the Sierra Club

### Article II. Purposes

The purposes for which this corporation is formed are as follows: To explore, enjoy, and preserve the Sierra Nevada and other scenic resources of the United States and its forests, waters, wildlife, and wilderness; to undertake and to publish scientific, literary, and educational studies concerning them; to educate the people with regard to the national and state forests, parks, monuments, and other natural resources of especial scenic beauty and to enlist public interest and cooperation in protecting them.

### Article III. Place of Business

The place where the principal business of said corporation is to be transacted is the City and County of San Francisco, State of California.

(The foregoing articles, forming a part of the Articles of Incorporation, can be changed only by amending such articles as provided by law.)

### Article IV. Directors and Officers

Section 1. The government of the Club shall be entrusted to fifteen of its members to be known as the Board of Directors who shall elect from their number a President and Vice-President and who shall elect from the Club membership a Secretary and a Treasurer, who, if not members of the Board, shall become *ex officio* members.

Sec. 2. The Directors shall enter upon their term of office on the first Saturday in May following their election and shall thereupon elect the officers specified, who shall be the officers of the Club as well as of the Board, and such Officers shall hold office for one year and until their successors are elected and have qualified.  
Each Director shall be elected for a term of three (3) years and five (5) Directors shall be elected by the membership at each annual election.

Sec. 3. The Board of Directors shall be the managing board of the Club, control the election of the members to the Club, control all expenditures and property of the Club, fill vacancies in the Board and its officers, and act for its interests in any way not inconsistent with these By-laws; but shall have no power to subject the Club to any liability beyond the amount of the corporate funds.

## Article V. President

The President shall preside at all meetings of the Club and of the Board of Directors; enforce the By-laws; call such meetings as he is empowered to call; nominate all Standing Committees, of each of which he shall be *ex officio* a member, said nominations to be presented to the Board of Directors for confirmation at the commencement of his term of office; exercise general supervision over the affairs of the Club; have such other powers as ordinarily accompany the office.

## Article VI. Vice-President

During the absence or disability of the President the Vice-President shall act in his place; and in case both President and Vice-President are absent from any meeting, the Secretary shall call the meeting to order, and an acting President be elected by the meeting.

## Article VII. Secretary

The Secretary shall keep an exact record of the proceedings of the Club and of the Board of Directors; have charge of the records of the Club; give notice to the members or the Directors, as the case may be, of meetings of the Club and of the Board; shall receive and receipt for the dues and other moneys belonging to the Club, and deposit the same, in the name of the Club, with the bank or banks designated by the Board of Directors; submit names of persons recommended for membership in the Club as hereinafter provided; submit to the members, to be voted on, such questions as may be certified to him by the Board of Directors for that purpose; and annually, and at such other times as may be required, present to the Board of Directors reports upon the membership of the Club and upon its activities.

## Article VIII. Treasurer

The Treasurer shall, under the general supervision of the Board of Directors, have custody of the moneys and investments belonging to the Club; make disbursements and investments of the Club's funds in accordance with regulations prescribed by the Board of Directors; keep proper books of account; and annually, and at such other times as may be required, submit to the Board of Directors a report of receipts and disbursements and the financial condition of the Club.

## Article IX. Honorary Officers

Section 1. The Board of Directors may, at its discretion, elect annually by unanimous vote an Honorary President who shall have preeminently distinguished himself in furthering the purposes of the Club.

Sec. 2. The Board may also elect annually, by unanimous vote, Honorary Vice-Presidents, selected because of conspicuous services rendered in furtherance of the purposes of the Club, or because of some material assistance they may have rendered the Club.

Sec. 3. The Honorary President and the Honorary Vice-President, upon election to the respective offices, shall be *ipso facto* members of the Club and shall have all the privileges of members, but during the terms for which they are elected they shall be exempt from the payment of dues.

#### Article X(a). Executive Committee

Section 1. An Executive Committee, consisting of the President, the Vice-President, and three other members of the Board of Directors chosen by the Board, shall have power to act for the Board of Directors in case of emergency or when it is impracticable to convene the Board.

Sec. 2. The Executive Committee shall serve as a Committee on Finances, on Legislation, on Public Relations, and on such other matters as the Board of Directors may specifically delegate to it.

#### Article X(b). Sierra Club Council

Section 1. The Sierra Club Council shall be composed as follows: (a) one representative appointed by each committee authorized by the Board of Directors to appoint a representative; (b) one representative appointed by the executive committee of each chapter.

Each representative shall serve at the will of the appointing committee and each such committee is authorized to appoint an alternate representative to serve in the absence of its representative.

Sec. 2. No Director shall be eligible to serve as a member of the Council.

Sec. 3. The Council shall have power to recommend to the Board of Directors or appropriate committee on any matter affecting the Club and to act upon matters delegated to it by the Board of Directors.

Sec. 4. The Council shall have power to elect a chairman and other officers and to establish its own rules of procedure.

#### Article XI. Standing Committees

The Board of Directors may create and appoint such standing or special and advisory committees as it may from time to time deem necessary for the promotion and proper conduct of the objectives of the Club. All members of the Club shall be eligible to membership upon all committees so created.

## Article XII. Chapters

Section 1. Members of the Club who reside in the same region may, with the approval of the Board of Directors, form a chapter of the Sierra Club. No chapter shall be approved unless an application signed by at least fifty members of the Club in good standing, all residents of the designated region, shall have been filed with the Board. The application shall state the proposed boundaries of the region and the name chosen by the applicants. If the proposed boundaries include territory already assigned to an existing chapter the application must be accompanied by a waiver duly authorized by said chapter.

Sec. 2. As soon as the formation of a chapter has been approved by the Board of Directors, the Secretary of the Club shall send a notice to all members of the Club who reside in the designated territory inviting them to attend a meeting for the purpose of organizing the chapter, and in said notice shall name three of the members who signed the application as temporary chairman, first vice-chairman, and second vice-chairman, respectively.

Sec. 3. At its organization meeting, a chapter shall adopt by-laws and elect an executive committee to manage its affairs. The by-laws of a chapter shall not contain anything which is at variance with the expressed purposes of the Club or its By-laws, and shall be approved by the Directors before becoming effective. A chapter may not change its names, its boundaries, or its by-laws without the approval of the Directors.

Sec. 4. The Board of Directors may suspend or annul a chapter if at any time its membership falls below fifty or if, in the opinion of the Board, such action is for the best interests of the Club; but such action shall not affect the standing of the individual members as members of the Club. The Board shall not suspend or annul a chapter however, until after written specifications of the ground or grounds upon which the proposed action is to be based shall have been furnished to the principal officer or officers of the chapter involved, and a reasonable opportunity allowed such chapter to present evidence in opposition to the proposed action and affording it a full opportunity to be heard thereon. The affirmative vote of at least nine directors shall be required to carry a motion to annul or suspend a chapter.

Sec. 5. Any member of the Club who resides within the territorial limits of a chapter shall be considered to be a member of that chapter and shall be entitled to all its privileges. No member of the Club shall belong to more than one chapter. Any member of the Club who (a) resides in territory in which there is no chapter, or (b) resides within the boundaries of one chapter but desires membership in another chapter, may, upon written application to the Secretary of the Club, become a member of the chapter of his choice.

Sec. 6. No dues shall be assessed or collected by a chapter. Each chapter shall be entitled to receive from the Treasurer of the Club an amount determined by the Board of Directors, no greater than twenty-five per cent (25%) of the amount collected as regular dues from the members of the respective chapter. In determining these amounts each chapter shall be considered separately. Such amounts shall be payable to the treasurers of the respective chapters quarterly as collected. Nothing in this Section shall, however, prevent the Board of Directors from allotting funds to chapters for specific purposes.

Sec. 7. Chapters may not own real estate; but the Board of Directors may place the management of any of the Club's property in the hands of a chapter. All members of the Club, shall, however, have equal privileges on the Club's property.

Sec. 8. Each chapter is authorized to undertake all such local activities within its own territory as are not inconsistent with the purposes of the Club and are not prohibited by the Board of Directors by a general rule applicable to all chapters. Chapters shall not act on questions of public policy without the consent of the Board of Directors, except to recommend action by the Board of Directors, or to secure from it permission to take such action as the chapter may desire.

Sec. 9. Chapters shall not conduct outings of more than ten days' duration without the express consent of the Board of Directors.

#### Article XIII. Nomination of Directors

Section 1. The Board of Directors shall, at least two months before the annual election, provide for the appointment of five members of the Club, no one of whom shall be a Director, to constitute a Nominating Committee; and two members of the Club as alternates. It shall be the duty of this committee to nominate for Directors for the ensuing year at least seven candidates. The name of any member proposed in writing to the committee by any fifty members of the Club shall be added to the ticket. All members of the Club in good standing are eligible for nomination. Six weeks before the annual election the Nominating Committee shall file its report with the Secretary of the Club, the names arranged in an order determined by lot. A ballot containing the names of the nominees in the order presented by the Nominating Committee shall be printed and mailed to each member of the Club at least four weeks before the date of election. This ballot shall have two blank spaces for convenient insertion of additional names.

Sec. 2. The Nominating Committee may at its own discretion, or shall at the request of the Board of Directors, prepare a brief statement concerning each nominee, and these statements shall be printed and enclosed with the ballots.

#### Article XIV. Election of Directors

Section 1. The annual election for Directors shall be held on the second Saturday of April of each year, and the voting shall be by secret ballot. The polls shall close at 12 o'clock noon on the day of election. A plurality of votes shall elect.

Sec. 3. The Board of Directors shall provide for the appointment from the membership of the Club nine Judges of Election, and a number of alternates, to supervise said election, and it shall be their duty to count the ballots and tabulate the results and report to the President and Secretary in writing the number of votes cast for each candidate and the names of those elected to serve as Directors. The Secretary shall thereupon notify in writing the members elected.

#### Article XV. Removal from Office

Any Director or other officer of the Club may be removed from office for good cause shown, by a three-fourths vote of all ballots cast at a special vote of the Club as provided for in Article XXII.

#### Article XVI. Meetings of the Board of Directors

Section 1. Meetings of the Board of Directors shall be held when called by the President or by five members of the Board. The Secretary shall mail to each member of the Board a written notice specifying the time and place of meeting at least two days prior thereto. A majority of the Directors shall constitute a quorum and for a board for the transaction of business.

Sec. 2. All meetings of the Board of Directors or of any Executive Committee or other committee thereof, shall be open to attendance by any members of the Club in good standing, but nothing herein shall prevent the Board of Directors or any such committee, by resolution or other appropriate action, convening in private session for the consideration of any matter which may come before them, but the vote or other final action of such board or committee shall be taken in open session.

#### Article XVII. Dues

Section 1. The annual dues of all members excepting as specified elsewhere in these by-laws, shall be six dollars payable in advance on April first, for the fiscal year ending March 31 following.

Sec. 2. The husband or wife of a member may become a member in full standing upon the payment of the regular admission fee and annual dues of one-half of the rate of regular members. Such member shall not receive the publications and special mailings of the Club.

Sec. 3. The annual dues for members who are under the age of 21 years on each April 1 shall be one-half of the rate of regular members.

Sec. 4. The Board of Directors shall establish an admission fee.

Sec. 5. Newly elected members whose applications are filed between April first and August thirty-first shall pay the annual dues for the current fiscal year. Newly elected members whose applications are filed between September first and December thirty-first shall pay fifty percent as dues for the current fiscal year. Newly elected members whose applications are filed between January and March thirty-first shall pay the annual dues for the ensuing fiscal year.

Sec. 6. On or about April first of each year the Secretary shall send out notices of dues. All members whose dues are unpaid on June first shall be notified of impending suspension of membership effective June thirtieth, and shall be suspended on that date if not paid before then. Members whose dues are unpaid on October thirty-first shall thereupon cease to be members.

Sec. 7. Former members who have been dropped for non-payment of dues may be reinstated at the discretion of the Executive Committee.

Sec. 8. The Executive Committee may cancel or remit, in whole or in part, the dues of a member without other record than a written notice to the Secretary signed by the President or the Vice-President.

Sec. 9. Any member or applicant may become a life member, or a member of any other classification established by the Board of Directors, upon payment of a fee set by the Board; said fee shall not be less than dues for regular members, except as otherwise provided in these By-laws.

Sec. 10. One dollar out of the annual dues of each member shall be considered as subscription to the *Sierra Club Bulletin*. The subscriptions of members not paying dues shall be considered as having been paid for out of other unappropriated income.

#### Article XVIII. Permanent Fund

All moneys received for life membership and such other sums as may be received or appropriated by the Board of Directors for permanent investment shall be securely and separately invested as a permanent fund, the income only of which shall be expended.

#### Article XIX. Membership

Section 1. The membership of the Club shall consist of persons twelve years of age or over who are interested in advancing the purposes of the Club.

Sec. 2. All applications for membership shall be made to the Secretary of the Club at its principal office. Each applications shall be accompanied by the admission fee and dues prescribed in Article XVII. Applications shall be in writing and shall be signed by the applicant, and shall contain a statement that the applicant is aware of the purposes of the Club and desires to support them.

Sec. 3. Each applicant shall be sponsored by one member of the Club in good standing and more than 21 years of age who has been a member for at least one year.

Sec. 4. Within fifteen days after receiving an application, the Secretary of the Club shall notify the Membership Committee thereof and the membership committee of the chapter within whose area the applicant resides. If no protest is received by the Club Membership Committee within thirty days thereafter the applicant shall be elected to membership; provided, however, that the Board of Directors is empowered to extend the time within which protests may be filed. In all other cases the Club Membership Committee, by majority vote, shall take action on the application.

Sec. 5. Honorary members may be elected by unanimous vote of the Board present at a meeting, for life or for specified terms. Honorary members shall be exempt from dues and from admission fees.

#### Article XX. Resignation of Members

Section 1. All resignations must be made in writing addressed to the Board of Directors.

Sec. 2. No resignation of membership shall be accepted or shall take effect until all indebtedness to the Club shall have been paid by the resigning member.

Sec. 3. All privileges to use any of the property of the Club and all rights and privileges as a member of the Club of all such resigning members, or of any member ceasing to be such by dismissal, death, or any other cause, shall cease upon the termination of membership.

#### Article XXI. Discipline

Section 1. Any member may be suspended or expelled by a vote of at least nine members of the Board of Directors, but no such vote shall be taken until after the member and the executive committee of the chapter, if any, to which said member belongs, shall have been furnished with a statement of the charges preferred against him, and shall have been given at least one week's notice of the time when the same will be considered by the Board; and every such member shall have the right to appear before the Board, and be heard in answer to the charges, before final action thereon shall be taken.

Sec. 2. Any chapter, through its executive committee, shall have the right to file charges against any member of the Club and such member shall thereupon be automatically suspended from participation in all activities of the Club until the Directors shall take action upon the charges preferred as hereinbefore provided.



#### Article XXII. Ballot by the Club

Whenever the Board of Directors shall decide that any question submitted to it for its decision is of such importance that it should be submitted to a vote of the members of the Club, the Board shall cause to be certified to the Secretary the form in which such question shall be submitted and shall direct him to have such question printed on the regular ballot for Directors; or, if it should order a special vote to be taken on the question, the Secretary shall thereupon prepare a special ballot with such question printed thereon, and the mailing of such ballot and the canvass of the vote on such questions shall be conducted in all other respects in the same manner as the annual election of Directors is conducted. A majority vote of all the ballots cast shall decide the question. The Board shall, upon the written request of fifty members of the Club, submit to a vote of the Club such question as they may propose.

#### Article XXIII. Construction of By-laws

On all questions as to the construction or meaning of the By-laws and rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club by vote as provided for in the preceding article.

#### Article XXIV. Amendment to By-laws

These By-laws are fundamental, and shall not be altered, amended, suspended, or repealed, in whole or in part, except by a two-thirds vote of all the ballots cast at any annual or special election, which ballots shall be so printed as to enable the members voting to express their wish as to the adoption or rejection of any proposed amendment or alternation. Such proposed amendment or alteration must be printed in full, and mailed to each member with his ballot, and shall only be submitted to a vote of the Club when presented in the manner indicated in Article XXII for presenting questions to be voted on.

By-laws of the Sierra Club [1968]

Adopted April 13, 1968

The only change adopted in 1968 was to amend Article XIII. Nomination of Directors, Section 1, to change the number of signatures required to add a name to the ballot. This section then read as follows in full:

Section 1. The Board of Directors shall, at least two months before the annual election, provide for the appointment of five members of the Club, no one of whom shall be a Director, to constitute a Nominating Committee; and two members of the Club as alternates. It shall be the duty of this committee to nominate for Directors for the ensuing year at least seven candidates. The name of any member proposed in writing to the committee by a number of members of the Club equal to at least one percent of the number of ballots cast at the immediately preceding annual election shall be added to the ticket. All members of the Club in good standing are eligible for nomination. Six weeks before the annual election the Nominating Committee shall file its report with the Secretary of the Club, the names arranged in an order determined by lot. A ballot containing the names of the nominees in the order presented by the Nominating Committee shall be printed and mailed to each member of the Club at least four weeks before the date of election. This ballot shall have two blank spaces for convenient insertion of additional names.

## By-laws of the Sierra Club [1971]

Adopted: April 10, 1971

### Article I. Name

The name of this corporation shall be the Sierra Club

### Article II. Purposes

The purposes for which this corporation is formed are as follows: To protect and conserve the natural resources of the Sierra Nevada, the United States and the World; to undertake and publish scientific and educational studies concerning all aspects of man's environment and the natural ecosystems of the World; and to educate the people of the United States and the World to the need to preserve and restore the quality of that environment and the integrity of those ecosystems.

### Article III. Place of Business

The place where the principal business of said corporation is to be transacted is the City and County of San Francisco, State of California.

(The foregoing articles, forming a part of the Articles of Incorporation, can be changed only by amending such articles as provided by law.)

### Article IV. Directors and Officers

Section 1. The government of the Club shall be entrusted to fifteen of its members to be known as the Board of Directors who shall elect from their number a President and Vice-President and who shall elect from the Club membership a Secretary and a Treasurer, who, if not members of the Board, shall become *ex officio* members.

Sec. 2. The Directors shall enter upon their term of office on the first Saturday in May following their election and shall thereupon elect the officers specified, who shall be the officers of the Club as well as of the Board, and such Officers shall hold office for one year and until their successors are elected and have qualified.

Each Director shall be elected for a term of three (3) years and five (5) Directors shall be elected by the membership at each annual election. A Director may serve an unlimited number of terms provided that a minimum of one year's absence from the Board of Directors occurs after any two consecutive terms.

Sec. 3. The Board of Directors shall be the managing board of the Club, control the election of the members to the Club, control all expenditures and property of the Club, fill vacancies in the Board and its officers, and act for its interests in any way not inconsistent with these By-laws; but shall have no power to subject the Club to any liability beyond the amount of the corporate funds.

#### Article V. President

The President shall preside at all meetings of the Club and of the Board of Directors; enforce the By-laws; call such meetings as he is empowered to call; nominate all Standing Committees, of each of which he shall be *ex officio* a member, said nominations to be presented to the Board of Directors for confirmation at the commencement of his term of office; exercise general supervision over the affairs of the Club; have such other powers as ordinarily accompany the office.

#### Article VI. Vice-President

During the absence or disability of the President the Vice-President shall act in his place; and in case both President and Vice-President are absent from any meeting, the Secretary shall call the meeting to order, and an acting President be elected by the meeting.

#### Article VII. Secretary

The Secretary shall keep an exact record of the proceedings of the Club and of the Board of Directors; have charge of the records of the Club; give notice to the members or the Directors, as the case may be, of meetings of the Club and of the Board; shall receive and receipt for the dues and other moneys belonging to the Club, and deposit the same, in the name of the Club, with the bank or banks designated by the Board of Directors; submit names of persons recommended for membership in the Club as herein provided; submit to the members, to be voted on, such questions as may be certified to him by the Board of Directors for that purpose; and annually, and at such other times as may be required, present to the Board of Directors reports upon the membership of the Club and upon its activities.

#### Article VIII. Treasurer

The Treasurer shall, under the general supervision of the Board of Directors, have custody of the moneys and investments belonging to the Club; make disbursements and investments of the Club's funds in accordance with regulations prescribed by the Board of Directors; keep proper books of account; and annually, and at such other times as may be required, submit to the Board of Directors a report of receipts and disbursements and the financial condition of the Club.

## Article IX. Honorary Officers

Section 1. The Board of Directors may, at its discretion, elect annually by unanimous vote an Honorary President who shall have preeminently distinguished himself in furthering the purposes of the Club.

Sec. 2. The Board may also elect annually, by unanimous vote, Honorary Vice-Presidents, selected because of conspicuous services rendered in furtherance of the purpose of the Club, or because of some material assistance they may have rendered the Club.

Sec. 3. The Honorary President and the Honorary Vice-President, upon election to the respective offices, shall be *ipso facto* members of the Club and shall have all the privileges of members, but during the terms for which they are elected they shall be exempt from the payment of dues.

## Article X(a). Executive Committee

Section 1. An Executive Committee, consisting of the President, the Vice-President, and three other members of the Board of Directors chosen by the Board, shall have power to act for the Board of Directors in case of emergency or when it is impracticable to convene the Board.

Sec. 2. The Executive Committee shall serve as a Committee on Finances, on Legislation, on Public Relations, and on such other matters as the Board of Directors may specifically delegate to it.

## Article X(b). Sierra Club Council

Section 1. The Sierra Club Council shall be composed as follows: (a) one representative appointed by each committee authorized by the Board of Directors to appoint a representative; (b) one representative appointed by the executive committee of each chapter.

Each representative shall serve at the will of the appointing committee and each such committee is authorized to appoint an alternate representative to serve in the absence of its representative.

Sec. 2. No Director shall be eligible to serve as a member of the Council.

Sec. 3. The Council shall have power to recommend to the Board of Directors or appropriate committee on any matter affecting the Club and to act upon matters delegated to it by the Board of Directors.

Sec. 4. The Council shall have power to elect a chairman and other officers and to establish its own rules of procedure.

## Article XI. Standing Committees

The Board of Directors may create and appoint such standing or special and advisory committees as it may from time to time deem necessary for the promotion and proper conduct of the objectives of the Club. All members of the Club shall be eligible to membership upon all committees so created.

## Article XII. Chapters

Section 1. Members of the Club who reside in the same region may, with the approval of the Board of Directors, form a chapter of the Sierra Club. No chapter shall be approved unless an application signed by at least fifty members of the Club in good standing, all residents of the designated region, shall have been filed with the Board. The application shall state the proposed boundaries of the region and the name chosen by the applicants. If the proposed boundaries include territory already assigned to an existing chapter the application must be accompanied by a waiver duly authorized by said chapter.

Sec. 2. As soon as the formation of a chapter has been approved by the Board of Directors, the Secretary of the Club shall send a notice to all members of the Club who reside in the designated territory inviting them to attend a meeting for the purpose of organizing the chapter, and in said notice shall name three of the members who signed the application as temporary chair, first vice-chairman, and second vice-chairman, respectively.

Sec. 3. At its organization meeting, a chapter shall adopt by-laws and elect an executive committee to manage its affairs. The by-laws of a chapter shall not contain anything which is at variance with the expressed purposes of the Club or its By-laws, and shall be approved by the Directors before becoming effective. A chapter may not change its names, its boundaries, or its by-laws without the approval of the Directors.

Sec. 4. The Board of Directors may suspend or annul a chapter if at any time its membership falls below fifty or if, in the opinion of the Board, such action is for the best interests of the Club; but such action shall not affect the standing of the individual members as members of the Club. The Board shall not suspend or annul a chapter however, until after written specifications of the ground or grounds upon which the proposed action is to be based shall have been furnished to the principal officer or officers of the chapter involved, and a reasonable opportunity allowed such chapter to present evidence in opposition to the proposed action and affording it a full opportunity to be heard thereon. The affirmative vote of at least nine directors shall be required to carry a motion to annul or suspend a chapter.

Sec. 5. Any member of the Club who resides within the territorial limits of a chapter shall be considered to be a member of that chapter and shall be entitled to all its privileges. No member of the Club shall belong to more than one chapter. Any member of the Club who (a) resides in territory in which there is no chapter, or (b) resides within the boundaries of one chapter but desires membership in another chapter, may, upon

written application to the Secretary of the Club, become a member of the chapter of his choice.

Sec. 6. No dues shall be assessed or collected by a chapter. Each chapter shall be entitled to receive from the Treasurer of the Club an amount determined by the Board of Directors, no greater than twenty-five per cent (25%) of the amount collected as regular dues from the members of the respective chapter. In determining these amounts each chapter shall be considered separately. Such amounts shall be payable to the treasurers of the respective chapters quarterly as collected. Nothing in this Section shall, however, prevent the Board of Directors from allotting funds to chapters for specific purposes.

Sec. 7. Chapters may not own real estate; but the Board of Directors may place the management of any of the Club's property in the hands of a chapter. All members of the Club, shall, however, have equal privileges on the Club's property.

Sec. 8. Each chapter is authorized to undertake all such local activities within its own territory as are not inconsistent with the purposes of the Club and are not prohibited by the Board of Directors by a general rule applicable to all chapters. Chapters shall not act on questions of public policy without the consent of the Board of Directors, except to recommend action by the Board of Directors, or to secure from it permission to take such action as the chapter may desire.

Sec. 9. Chapters shall not conduct outings of more than ten days' duration without the express consent of the Board of Directors.

### Article XIII. Nomination of Directors

Section 1. The Board of Directors shall, at least two months before the annual election, provide for the appointment of five members of the Club, no one of whom shall be a Director, to constitute a Nominating Committee; and two members of the Club as alternates. It shall be the duty of this committee to nominate for Directors for the ensuing year at least seven candidates. The name of any member proposed in writing to the committee by any fifty members of the Club shall be added to the ticket. All members of the Club in good standing are eligible for nomination. Six weeks before the annual election the Nominating Committee shall file its report with the Secretary of the Club, the names arranged in an order determined by lot. A ballot containing the names of the nominees in the order presented by the Nominating Committee shall be printed and mailed to each member of the Club at least four weeks before the date of election. This ballot shall have two blank spaces for convenient insertion of additional names.

Sec. 2. The Nominating Committee may at its own discretion, or shall at the request of the Board of Directors, prepare a brief statement concerning each nominee, and these statements shall be printed and enclosed with the ballots.

#### Article XIV. Election of Directors

Section 1. The annual election for Directors shall be held on the second Saturday of April of each year, and the voting shall be by secret ballot. The polls shall close at 12 o'clock noon on the day of election. A plurality of votes shall elect.

Sec. 2. The Board of Directors shall provide for the appointment from the membership of the Club nine Judges of Election, and a number of alternates, to supervise said election, and it shall be their duty to count the ballots and tabulate the results and report to the President and Secretary in writing the number of votes cast for each candidate and the names of those elected to serve as Directors. The Secretary shall thereupon notify in writing the members elected.

#### Article XV. Removal from Office

Any Director or other officer of the Club may be removed from office for good cause shown, by a three-fourths vote of all ballots cast at a special vote of the Club as provided for in Article XXII.

#### Article XVI. Meetings of the Board of Directors

Section 1. Meetings of the Board of Directors shall be held when called by the President or by five members of the Board. The Secretary shall mail to each member of the Board a written notice specifying the time and place of meeting at least two days prior thereto. A majority of the Directors shall constitute a quorum and for a board for the transaction of business.

Sec. 2. All meetings of the Board of Directors or of any Executive Committee or other committee thereof, shall be open to attendance by any members of the Club in good standing, but nothing herein shall prevent the Board of Directors or any such committee, by resolution or other appropriate action, convening in private session for the consideration of any matter which may come before them, but the vote or other final action of such board or committee shall be taken in open session.

[Article XVII (Annual Dues) was repealed and some of its provisions incorporated as part of the amended Article XIX.]

#### Article XVIII. Permanent Fund

All moneys received for life membership and such other sums as may be received or appropriated by the Board of Directors for permanent investment shall be securely and separately invested as a permanent fund, the income only of which shall be expended.



## Article XIX. Membership

Section 1. Any citizen of the United States or of any other country interested in advancing the purposes of the Sierra Club may become a member. There is no limitation on the number of members or memberships authorized.

Sec. 2. The membership shall be classified as follows:

- (a) Regular – all persons not otherwise classified.
- (b) Spouse – the spouse of a member with another classification.
- (c) Student – any person between the ages of fifteen and twenty-three years, inclusive, regularly enrolled in a fulltime course of study at an educational institution.
- (d) Junior – any person under fifteen years of age.
- (e) Senior – a person over the age of sixty years who requests such classification.
- (f) Special – any special class of membership created by the Board of Directors, such as Honorary, Life or Institutional memberships.

Sec. 3. Admission fees and annual dues for each class of membership shall be set by the Board of Directors. The Board of Directors may exempt any class or any member from admission fees or dues. No change in the dues for Regular members shall be effective until approved by the membership.

Sec. 4. Membership shall be by written application subject to the Secretary of the Club at its principal office accompanied by an admission fee and dues as appropriate to the class of membership. The application shall contain such information as the Secretary may reasonably require.

Sec. 5. The Secretary annually shall issue each member a card evidencing membership.

Sec. 6. Membership shall terminate upon the death, resignation or expulsion of a member, or for non-payment of the annual dues after the grace period, if any, established by the Board of Directors. No members shall have any property right by virtue of membership and a membership may not be transferred.

Sec. 7. All members, except junior members, shall have one vote on any issue presented to the membership, which vote may be in person, by mail ballot, or by proxy, as prescribed by the Board of Directors.

Sec. 8. A proportion of the annual dues of each member shall be considered as a subscription price to the *Sierra Club Bulletin* and appropriate regional, chapter and group publications. The amount to be so considered shall be set by the Board of Directors.

[Article XX (Resignation of Members) was repealed, resignation being provided for as part of the amended Article XIX.]

## Article XXI. Discipline

Section 1. Any member may be suspended or expelled by a vote of at least nine members of the Board of Directors, but no such vote shall be taken until after the member and the executive committee of the chapter, if any, to which said member belongs, shall have been furnished with a statement of the charges preferred against him, and shall have been given at least one week's notice of the time when the same will be considered by the Board; and every such member shall have the right to appear before the Board, and be heard in answer to the charges, before final action thereon shall be taken.

Sec. 2. Any chapter, through its executive committee, shall have the right to file charges against any member of the Club and such member shall thereupon be automatically suspended from participation in all activities of the Club until the Directors shall take action upon the charges preferred as hereinbefore provided.

## Article XXII. Ballot by the Club

Whenever the Board of Directors shall decide that any question submitted to it for its decision is of such importance that it should be submitted to a vote of the members of the Club, the Board shall cause to be certified to the Secretary the form in which such question shall be submitted and shall direct him to have such question printed on the regular annual ballot for Directors; or, if it should order a special vote to be taken on the question, the Secretary shall thereupon prepare a special ballot with such question printed thereon, and the mailing of such ballot and the canvass of the vote on such questions shall be conducted in all other respects in the same manner as the annual election of Directors is conducted. A majority vote of all the ballots cast shall decide the question. The Board shall, upon the written request of fifty members of the Club, submit to a vote of the Club such question as they may propose.

## Article XXIII. Construction of By-laws

On all questions as to the construction or meaning of the By-laws and rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club by vote as provided for in the preceding article.

## Article XXIV. Amendment to By-laws

Section 1. The membership hereby establishes the Sierra Club Council as its policymaking committee to represent and act for the members in the amendment of the Articles of Incorporation of the Club, from time to time. Such powers shall be exercised on behalf of the members in addition to any other duties of the Council. Any change in the Articles shall require a two-thirds vote or written consent of the members of the Sierra Club Council, as well as the vote or consent of the Board of Directors, required by law. Only members of the Club shall serve on the Sierra Club Council.

Sec. 2. These Bylaws are fundamental, and shall not be altered, amended, suspended, or repealed, in whole or in part, except by a two-thirds vote of all the ballots cast on a given measure at any annual or special election, which ballots shall be so printed as to enable the members voting to express their wish as to the adoption or rejection of any proposed amendment or alternation. Such proposed amendment or alteration must be printed in full, and mailed to each member with his ballot, and shall only be submitted to a vote of the Club when presented in the manner indicated in Article XXII for presenting questions to be voted on.

[At this same election, the members voted to increase the dues for regular members to \$15, with \$7.50 for spouses, under Article XVII. That article was simultaneously repealed, leaving the new dues rates in place. Subsequent dues increases up to 1999 were done by a membership vote, without the need to amend the Bylaws.]

Bylaws of the Sierra Club [1975]

Adopted: April 12, 1975

The only change adopted in 1975 was to amend Article XIX. MEMBERSHIP, Section 2(c) to change the definition of a Student member:

Student – any person 15 years of age or over regularly enrolled in a full-time course of study at an educational institution.

## Bylaws of the Sierra Club [1977]

Adopted: April 9, 1977

### Bylaw 1. Name

The name of this corporation shall be the Sierra Club

### Bylaw 2. Purposes

The purposes for which this corporation is formed are as follows: To protect and conserve the natural resources of the Sierra Nevada, the United States and the World; to undertake and publish scientific and educational studies concerning all aspects of man's environment and the natural ecosystems of the World; and to educate the people of the United States and the World to the need to preserve and restore the quality of that environment and the integrity of those ecosystems.

### Bylaw 3. Place of Business

The place where the principal business of said corporation is to be transacted is the City and County of San Francisco, State of California.

(The foregoing articles, forming a part of the Articles of Incorporation, can be changed only by amending such articles as provided by law.)

### Bylaw 4. Directors and Officers

(a) The government of the Club shall be entrusted to fifteen of its members to be known as the Board of Directors who shall elect from their number a President and Vice-President and who shall elect from the Club membership a Secretary and a Treasurer, who, if not members of the Board, shall become *ex officio* members.

(b) The Directors shall enter upon their term of office on the first Saturday in May following their election and shall thereupon elect the officers specified, who shall be the officers of the Club as well as of the Board, and such Officers shall hold office for one year and until their successors are elected and have qualified.

Each Director shall be elected for a term of three (3) years and five (5) Directors shall be elected by the membership at each annual election. A Director may serve an unlimited number of terms provided that a minimum of one year's absence from the Board of Directors occurs after any two consecutive terms.

(c) The Board of Directors shall be the managing board of the Club, control the election of the members to the Club, control all expenditures and property of the Club, fill vacancies in the Board and its officers, and act for its interests in any way not inconsistent with these By-laws; but shall have no power to subject the Club to any liability beyond the amount of the corporate funds.

#### Bylaw 5. President

The President shall preside at all meetings of the Club and of the Board of Directors; enforce the By-laws; call such meetings as he is empowered to call; nominate all Standing Committees, of each of which he shall be *ex officio* a member, said nominations to be presented to the Board of Directors for confirmation at the commencement of his term of office; exercise general supervision over the affairs of the Club; have such other powers as ordinarily accompany the office.

#### Bylaw 6. Vice-President

During the absence or disability of the President the Vice-President shall act in his place; and in case both President and Vice-President are absent from any meeting, the Secretary shall call the meeting to order, and an acting President be elected by the meeting.

#### Bylaw 7. Secretary

The Secretary shall keep an exact record of the proceedings of the Club and of the Board of Directors; have charge of the records of the Club; give notice to the members or the Directors, as the case may be, of meetings of the Club and of the Board; shall receive and receipt for the dues and other moneys belonging to the Club, and deposit the same, in the name of the Club, with the bank or banks designated by the Board of Directors; submit to the members, to be voted on, such questions as may be certified to him by the Board of Directors for that purpose; and annually, and at such other times as may be required, present to the Board of Directors reports upon the membership of the Club and upon its activities.

#### Bylaw 8. Treasurer

The Treasurer shall, under the general supervision of the Board of Directors, have custody of the moneys and investments belonging to the Club; make disbursements and investments of the Club's funds in accordance with regulations prescribed by the Board of Directors; keep proper books of account; and annually, and at such other times as may be required, submit to the Board of Directors a report of receipts and disbursements and the financial condition of the Club.

#### Bylaw 9. Honorary Officers

(a) The Board of Directors may, at its discretion, elect annually by unanimous vote an Honorary President who shall have preeminently distinguished himself in furthering the purposes of the Club.

(b) The Board may also elect annually, by unanimous vote, Honorary Vice-Presidents, selected because of conspicuous services rendered in furtherance of the purposes of the Club, or because of some material assistance they may have rendered the Club.

(c) The Honorary President and the Honorary Vice-Presidents, upon election to the respective offices, shall be *ipso facto* members of the Club and shall have all the privileges of members, but during the terms for which they are elected they shall be exempt from the payment of dues.

#### Bylaw 10. Executive Committee

An Executive Committee, consisting of the President, the Vice-President, and three other members of the Board of Directors chosen by the Board shall have the power to act for the Board of Directors on such matters as the Board of Directors may delegate to it.

#### Bylaw 11. Sierra Club Council

Section 1. The Sierra Club Council shall be composed as follows: (a) one representative appointed by each committee authorized by the Board of Directors to appoint a representative; (b) one representative appointed by the executive committee of each chapter.

Each representative shall serve at the will of the appointing committee and each such committee is authorized to appoint an alternate representative to serve in the absence of its representative.

Sec. 2. No Director shall be eligible to serve as a member of the Council.

Sec. 3. The Council shall have power to recommend to the Board of Directors or appropriate committee on any matter affecting the Club and to act upon matters delegated to it by the Board of Directors.

Sec. 4. The Council shall have power to elect a chairman and other officers and to establish its own rules of procedure.

#### Bylaw 12. Standing Committees

The Board of Directors may create and appoint such standing or special and advisory committees as it may from time to time deem necessary for the promotion and proper conduct of the objectives of the Club. All members of the Club shall be eligible to membership upon all committees so created.

#### Bylaw 13. Chapters

Section 1. Members of the Club who reside in the same region may, with the approval of the Board of Directors, form a chapter of the Sierra Club. No chapter shall be approved unless an application signed by at least fifty members of the Club in good standing, all residents of the designated region, shall have been filed with the Board. The application shall state the proposed boundaries of the region and the name chosen by the applicants.

If the proposed boundaries include territory already assigned to an existing chapter the application must be accompanied by a waiver duly authorized by said chapter.

Sec. 2. As soon as the formation of a chapter has been approved by the Board of Directors, the Secretary of the Club shall send a notice to all members of the Club who reside in the designated territory inviting them to attend a meeting for the purpose of organizing the chapter, and in said notice shall name three of the members who signed the application as temporary chairman, first vice-chairman, and second vice-chairman, respectively.

Sec. 3. At its organization meeting, a chapter shall adopt by-laws and elect an executive committee to manage its affairs. The by-laws of a chapter shall not contain anything which is at variance with the expressed purposes of the Club or its By-laws, and shall be approved by the Directors before becoming effective. A chapter may not change its names, its boundaries, or its by-laws without the approval of the Directors.

Sec. 4. The Board of Directors may suspend or annul a chapter if at any time its membership falls below fifty or if, in the opinion of the Board, such action is for the best interests of the Club; but such action shall not affect the standing of the individual members as members of the Club. The Board shall not suspend or annul a chapter however, until after written specifications of the ground or grounds upon which the proposed action is to be based shall have been furnished to the principal officer or officers of the chapter involved, and a reasonable opportunity allowed such chapter to present evidence in opposition to the proposed action and affording it a full opportunity to be heard thereon. The affirmative vote of at least nine directors shall be required to carry a motion to annul or suspend a chapter.

Sec. 5. Any member of the Club who resides within the territorial limits of a chapter shall be considered to be a member of that chapter and shall be entitled to all its privileges. No member of the Club shall belong to more than one chapter. Any member of the Club who (a) resides in territory in which there is no chapter, or (b) resides within the boundaries of one chapter but desires membership in another chapter, may, upon written application to the Secretary of the Club, become a member of the chapter of his choice.

Sec. 6. No dues shall be assessed or collected by a chapter. Each chapter shall be entitled to receive from the Treasurer of the Club an amount determined by the Board of Directors, no greater than twenty-five per cent (25%) of the amount collected as regular dues from the members of the respective chapter. In determining these amounts each chapter shall be considered separately. Such amounts shall be payable to the treasurers of the respective chapters quarterly as collected. Nothing in this Section shall, however, prevent the Board of Directors from allotting funds to chapters for specific purposes.

Sec. 7. Chapters may not own real estate; but the Board of Directors may place the management of any of the Club's property in the hands of a chapter. All members of the Club, shall, however, have equal privileges on the Club's property.



Sec. 8. Each chapter is authorized to undertake all such local activities within its own territory as are not inconsistent with the purposes of the Club and are not prohibited by the Board of Directors by a general rule applicable to all chapters. Chapters shall not act on questions of public policy without the consent of the Board of Directors, except to recommend action by the Board of Directors, or to secure from it permission to take such action as the chapter may desire.

Sec. 9. Chapters shall not conduct outings of more than ten days' duration without the express consent of the Board of Directors.

#### Bylaw 14. Nomination of Directors

(a) The Board of Directors shall, at least six months before the annual election, provide for the appointment of five members of the Club, no one of whom shall be a Director, to constitute a Nominating Committee; and two members of the Club as alternates. It shall be the duty of this committee to nominate for Directors for the ensuing year at least seven candidates. The name of any member proposed in writing to the committee by a number of the members of the Club equal to at least one percent of the number of ballots cast at the immediately preceding annual election shall be added to the ticket. All members of the Club in good standing are eligible for nomination. Six weeks before the annual election the Nominating Committee shall file its report with the Secretary of the Club, the names arranged in an order determined by lot. A ballot containing the names of the nominees in the order presented by the Nominating Committee shall be printed and mailed to each member of the Club at least four weeks before the date of election. This ballot shall have two blank spaces for convenient insertion of additional names.

(b) The ballot shall be accompanied by a statement of each of the nominees. The form of the statement shall be established by the Nominating Committee, which shall decide any questions as to compliance.

#### Bylaw 15. Election of Directors

Section 1. The annual election for Directors shall be held on the second Saturday of April of each year, and the voting shall be by secret ballot. The polls shall close at 12 o'clock noon on the day of election. A plurality of votes shall elect.

Sec. 2. The Board of Directors shall provide for the appointment from the membership of the Club nine Judges of Election, and a number of alternates, to supervise said election, and it shall be their duty to count the ballots and tabulate the results and report to the President and Secretary in writing the number of votes cast for each candidate and the names of those elected to serve as Directors. The Secretary shall thereupon notify in writing the members elected.

## Bylaw 16. Removal from Office

Any Director or other officer of the Club may be removed from office for good cause shown, by a three-fourths vote of all ballots cast at a special vote of the Club as provided for in Bylaw XXII.

## Bylaw 17. Meetings of the Board of Directors

Section 1. Meetings of the Board of Directors shall be held when called by the President or by five members of the Board. The Secretary shall mail to each member of the Board a written notice specifying the time and place of meeting at least two days prior thereto. A majority of the Directors shall constitute a quorum and for a board for the transaction of business.

Sec. 2. All meetings of the Board of Directors or of any Executive Committee or other committee thereof, shall be open to attendance by any members of the Club in good standing, but nothing herein shall prevent the Board of Directors or any such committee, by resolution or other appropriate action, convening in private session for the consideration of any matter which may come before them, but the vote or other final action of such board or committee shall be taken in open session.

## Bylaw 18. Permanent Fund

All moneys received for life membership and such other sums as may be received or appropriated by the Board of Directors for permanent investment shall be securely and separately invested as a permanent fund, the income only of which shall be expended.

## Bylaw 19. Membership

(a) Any citizen of the United States or of any other country interested in advancing the purposes of the Sierra Club may become a member. There is no limitation on the number of members or memberships authorized.

(b) The membership shall be classified as follows:

- (1) Regular – all persons not otherwise classified.
- (2) Spouse – the spouse of a member.
- (3) Student – any person fifteen years of age or over, regularly enrolled in a full time course of study at an educational institution.
- (4) Junior – any person under fifteen years of age.
- (5) Senior – an person over the age of sixty years who requests such classification.
- (6) Special – any special class of membership created by the Board of Directors, such as Honorary, Life or Institutional memberships.

(c) Annual dues for each class of membership shall be set by the Board of Directors. The Board of Directors may exempt any class or any member from admission fees or dues. No change in the dues for Regular members shall be effective until approved by the membership.

(d) Membership shall be by written application submitted to the Secretary of the Club at its principal office accompanied by dues appropriate to the class of membership. The application shall contain such information as the Secretary may reasonably require.

(e) The Secretary annually shall issue each member a card evidencing membership.

(f) Membership shall terminate upon the death, resignation or expulsion of a member, or for non-payment of the annual dues after the grace period, if any, established by the Board of Directors. No members shall have any property right by virtue of membership and a membership may not be transferred.

(g) All members, except junior members, shall have one vote on any issue presented to the membership, which vote may be in person, by mail ballot, or by proxy, as prescribed by the Board of Directors.

(h) A portion of the annual dues of each member shall be considered as a subscription price to the *Sierra Club Bulletin* and appropriate regional, chapter and group publications. The amount so considered shall be set by the Board of Directors.

#### Bylaw 20. Discipline

Section 1. Any member may be suspended or expelled by a vote of at least nine members of the Board of Directors, but no such vote shall be taken until after the member and the executive committee of the chapter, if any, to which said member belongs, shall have been furnished with a statement of the charges preferred against him, and shall have been given at least one week's notice of the time when the same will be considered by the Board; and every such member shall have the right to appear before the Board, and be heard in answer to the charges, before final action thereon shall be taken.

Sec. 2. Any chapter, through its executive committee, shall have the right to file charges against any member of the Club and such member shall thereupon be automatically suspended from participation in all activities of the Club until the Directors shall take action upon the charges preferred as hereinbefore provided.

#### Bylaw 21. Ballot by the Club

Whenever the Board of Directors shall decide that any question submitted to it for its decision is of such importance that it should be submitted to a vote of the members of the Club, the Board shall cause to be certified to the Secretary the form in which such question shall be submitted and shall direct him to have such question printed on the regular ballot for Directors; or, if it should order a special vote to be taken on the

question, the Secretary shall thereupon prepare a special ballot with such question printed thereon, and the mailing of such ballot and the canvass of the vote on such questions shall be conducted in all other respects in the same manner as the annual election of Directors is conducted. A majority vote of all the ballots cast shall decide the question. The Board shall, upon the written request of a number of members of the Club equal to at least one percent of the number of ballots cast at the immediately preceding election, submit to a vote such question as they may propose.

#### Bylaw 22. Construction of By-laws

On all questions as to the construction or meaning of the By-laws and rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club by vote as provided for in the preceding article.

#### Bylaw 23. Amendment to Articles of Incorporation

The membership hereby establishes the Sierra Club Council as its policymaking committee to represent and act for the members in the amendment of the Articles of Incorporation of the Club, from time to time. Such powers shall be exercised on behalf of the members in addition to any other duties of the Council. Any change in the Articles shall require a two-thirds vote or written consent of the members of the Sierra Club Council, as well as the vote or consent of the Board of Directors, required by law. Only members of the Club shall serve on the Sierra Club Council.

#### Bylaw 24. Amendment to Bylaws

These Bylaws are fundamental, and shall not be altered, amended, suspended, or repealed, in whole or in part, except by a vote of the Board of Directors confirmed by a two-thirds vote of all the ballots cast on a given measure at any annual or special election, which ballots shall be so printed as to enable the members voting to express their wish as to the adoption or rejection of any proposed amendment or alternation. Such proposed amendment or alteration must be printed in full, accompanied by a statement presenting arguments pro and con, and mailed to each member with his ballot, and shall only be submitted to a vote of the Club when presented in the manner indicated in Bylaw 21.

(None of the amendments proposed in 1978 were passed.)

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Bylaws of the Sierra Club [1979]

Adopted: April 14, 1979

The only change adopted among the three proposed in 1979 was to change Bylaw 4(c) to comply with California State law to read as follows:

The activities and affairs of the Club shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors in accordance with the Club's Articles of Incorporation and these Bylaws.

## Bylaws of the Sierra Club [1981]

[Numbers in brackets added in this version are cross-references to relevant portions of California Non-Profit Corporation law.]

Adopted: April 11, 1981

### Bylaw 1: Name

1.1. The name of this corporation shall be the Sierra Club.

### Bylaw 2: Purposes

2.1. The Sierra Club is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes. [5130]

2.2. The purposes of the Sierra Club are

To explore, enjoy, and protect the wild places of the Earth; to practice and promote the responsible use of the Earth's ecosystems and resources; to educate and enlist humanity to protect and restore the quality of the natural and human environment; and to use all lawful means to carry out these objectives.

### Bylaw 3: Principal Office

3.1. The principal office of the Sierra Club shall be fixed and located at such place as the Board of Directors shall determine. The Board is granted full power and authority to change the principal office from one location to another.

### Bylaw 4: Membership

#### Section 1: Classification, Application, and Dues

4.1. Any person interested in advancing the purposes of the Sierra Club may become a member. There is no limitation on the number of members or memberships authorized. [5310]

4.2. There shall be several classes of membership: Regular, Life, and such other special classes as the Board of Directors may establish. The Board may discontinue any membership class it previously established; any member in a discontinued class shall be transferred to another class with equivalent privileges and without increase in dues until that member's next membership anniversary. [5330]

4.3. Membership shall be granted upon written application, submitted in the form and manner specified by the Secretary of the Club. The application shall be accompanied by such dues or fees as have been set for the class of membership for which application is made. The application shall contain such information as the Secretary may reasonably require.

4.4. The annual dues for each class of membership shall be set by the Board of Directors. The Board may exempt any class or any member from dues. No change in the dues for Regular members shall be effective until it is approved by a vote of the membership as described in Bylaw 11.

4.5. A portion of the annual dues from each membership shall be specified by the Board of Directors as a subscription price to the *Sierra Club Bulletin* and appropriate regional, chapter, and local group publications.

4.6. No member may transfer to another person a membership or any right arising therefrom. Membership shall terminate upon the death or resignation of the person or persons holding the membership or for nonpayment of the annual dues after the grace period, if any, set by the Board. No member shall have any property right by virtue of membership. [5320, 5340]

#### Section 2: Meetings and Voting.

4.7. Chapter delegates to the Sierra Club Council are designated to represent the membership as delegates to an annual meeting of the Club for the purpose of discussing the activities and operation of the Club and making recommendations to the Board of Directors. This meeting shall be held in conjunction with the annual meeting of the Board or at such other time and place as are designated by the Board. The Secretary of the Club shall provide for notice of this meeting to be sent to all delegates and alternates at least 30 days in advance of the meeting. [5152, 5510-5512]

4.8. All actions requiring a vote of the membership shall be decided by written ballot as provided for in Bylaw 5, Section 2, and Bylaw 11. A quorum for any ballot or for any meeting of the members shall be five percent (5%) of the membership on the date of record set by the Board of Directors in accordance with law. Each person who is a member on the date of record shall be eligible to vote and shall have one vote on any issue presented to the membership except as provided in Paragraph 5.7. Voting by proxy shall not be permitted. [5512, 5513, 5610, 5611, 5613]

#### Section 3: Liabilities of Members

4.9. Members, as such, shall not be personally liable for any debts, liabilities, or obligations of the Club, and any and all creditors shall look only to the assets of the Club for payment. [5350]

## Bylaw 5: Board of Directors

### Section 1: Number and Powers of Directors

5.1. Subject to the powers of the members as provided by law or these Bylaws, the activities and affairs of the Club shall be conducted and all corporate powers shall be exercised by or under the direction of a Board of Directors of fifteen (15) members of the Club. A majority of the Directors then in office, but not less than three (3), shall constitute a quorum for the transaction of business by the Board. The Board may delegate management of the activities of the Club to any person or persons or committee, however composed, provided that the activities and affairs of the Club shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. [5151, 5210, 5211]

### Section 2: Nomination, Election, and Term of Office

5.2. The Board shall provide for the appointment, at least six months before the annual election, of seven members of the Club, none of whom shall then be a Director, to constitute a Nominating Committee. This committee shall nominate at least seven candidates for election as Directors for the ensuing term. [5521]

5.3. Members of the Club comprising one-twentieth of one percent (1/20% or 0.0005) of the membership, but not less than 100 or more than 500, may also nominate one or more candidates for Director by a petition signed within eleven (11) months preceding the next election and delivered to the principal office of the Club by the date set for the close of nominations. [5521]

5.4. All nominees must be members of the Club in good standing and must agree to accept the nomination. Nominations shall be closed on December 30, or such later date as is fifteen (15) weeks preceding the date set for counting the ballots. The Nominating Committee shall request the nominees individually to submit a statement on behalf of their candidacy no later than two (2) weeks after the close of nominations. The committee shall then file the nominations and statements with the Secretary, with the nominations arranged in an order determined by lot. The form of the statement shall be established by the Nominating Committee, which shall decide on any questions of compliance with any standards that the committee may establish with respect to such form. [5522]

5.5. The Board shall appoint from the membership of the Club three (3) Inspectors of Election and a number of alternates, who shall supervise the election, oversee the counting of ballots, tabulate the results, and report to the President and the Secretary in writing the number of votes for each candidate and the names of those elected to serve as Directors. No Director or nominee may serve as an Inspector of Election or alternate. [5615]



5.6. At least four (4) weeks before the date set for counting the ballots, a ballot containing the names of the nominees, in the order presented by the Nominating Committee, shall be mailed to each member of the Club eligible to vote. This ballot shall have at least two blank spaces for the insertion of additional names by the voter. The ballot shall be accompanied by the statement of each nominee. If no statement has been received from a nominee, it shall be so indicated, but the nominee's name shall remain on the ballot. [5513]

5.7. Each voter shall be allowed to vote for up to five (5) candidates; a voter may not cumulate votes for any candidate. Ballots shall be returned to the principal office of the Club or to such other place as is designated by the Inspectors of Election. Ballots shall be counted on the second Saturday of April or on such later date, which shall be no later than June 1, as is set by the Board of Directors. No ballot shall be counted if received later than 12:00 o'clock noon on the date set for counting the ballots. The five (5) candidates receiving the highest number of votes shall be elected. Upon receipt of the report of the Inspectors of Election, the Secretary shall notify in writing the members elected. [5616]

5.8. Each Director shall be elected for a term of three (3) years. A Director may serve for an unlimited number of terms, providing that a minimum period of one year's absence from the Board shall occur after any two (2) consecutive full three-year terms. The Directors shall enter upon their term of office at the annual meeting of the Board of Directors and shall hold office until their successors have been elected and qualified. [5220]

5.9. A vacancy on the Board shall occur on the death, incapacity, resignation, or removal of any Director, or otherwise as provided by law. A majority of the remaining Directors or Director then in office may elect any member in good standing to fill any vacancy for the remainder of the term, except as restricted by Paragraph 5.8. [5220, 5224]

5.10. Any Director or other officer of the Club may be removed from office by a majority vote of all ballots cast in a special ballot of the Club, called by a petition signed by five percent (5%) of the members and conducted as provided in Paragraph 11.3. The petition shall individually name each Director or officer whose removal is being requested. Any Director who misses three (3) consecutive meetings of the Board of Directors may be removed from office by vote of the remaining Directors. [5221, 5222, 5510]

### Section 3: Meetings

5.11. The Board of Directors shall hold its annual meeting for the purpose of electing officers, appointing the members of the Executive Committee, and transacting such other business as may come before it at the principal office of the Club on the first Saturday in May, or at such other place and on such other date after the new Directors are elected and qualified as are set by the Board, but in no case shall the date be later than sixty (60) days following the election. [5211]

5.12. Regular meetings of the Board of Directors may be set by the Board. Special meetings of the Board for any purpose or purposes may be called at any time by the President or by any five (5) Directors. [5211]

5.13. The Secretary shall provide for notice of the time and place of each meeting of the Board of Directors and each meeting of the Executive Committee. Such notice shall be sent by first class mail to each Director at least two (2) weeks in advance of the meeting or communicated in person, by phone, or by telegram at least one (1) week in advance of the meeting. Notice of any regular meeting may be dispensed with by the Board if the time and place of the meeting are set at a previous meeting of the Board. [5015, 5211]

5.14. All meetings of the Board of Directors or of any executive committee or of any committee thereof shall be open to attendance by any member of the Club in good standing, but nothing herein shall prevent the Board or any committee from convening in private session for the consideration of any matter; provided, however, the vote or final action shall be taken in open session.

#### Section 4: Executive Committee and Committees of the Board of Directors

5.15. The Board of Directors, by a majority vote of its members, shall annually appoint the members of an Executive Committee, consisting of the President, Vice President, and three (3) other Directors, and may establish and appoint such other committees of at least two (2) Directors as it deems appropriate. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. These committees shall have the power and authority to act for the Board on such matters as the Board may delegate, except as prohibited by law or these Bylaws. By majority vote of its members, the Board may at any time revoke any or all of the authority so granted. The committees shall keep regular minutes of their proceedings and report the same from time to time as the Board may require. A majority of the members of each committee shall constitute a quorum for the transaction of business by that committee. [5212]

#### Bylaw 6: Officers

6.1. The officers of the Club shall be a President, Vice President, Secretary, and Treasurer (Chief Financial Officer), elected annually by the Board of Directors, an Executive Director, appointed by the Board, and such other officers as the Board may annually appoint or authorize the President or Executive Committee to appoint. When the duties do not conflict, a person, other than the President, may hold more than one office. Officers other than the President, Vice President, Secretary, and Treasurer need not be Directors. The Board may, by unanimous vote, elect annually an Honorary President and Honorary Vice Presidents, who shall become members of the Club exempt from payment of dues. All officers shall serve at the pleasure of the Board and other appointing authority, if any, subject, however, to the rights of any officer under a contract of employment. [5213]

6.2. The President shall preside at all meetings of the Club, the Board of Directors, and the Executive Committee. The President shall exercise general supervision over the affairs of the Club and shall have such other powers and duties as are prescribed by law, by these Bylaws, or by the Board.

6.3. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and in so acting shall have all the powers of the President. The Vice President shall have such other duties as may be prescribed from time to time by the Board of Directors.

6.4. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and shall discharge such other duties as pertain to the office or are prescribed by law, by these Bylaws, or by the Board. In the absence of both the President and Vice President from any meeting, the Secretary shall call the meeting to order, and an acting president shall be elected by the meeting.

6.5. The Treasurer shall be the Chief Financial Officer of the Club and shall have such powers and duties as are prescribed by law, by these Bylaws, or by the Board. [5213]

6.6. The Executive Director shall be selected by and accountable to the Board of Directors. The Executive Director shall be the general manager and chief executive officer of the Club, subject to the supervision of the President and the Board. The Executive Director shall be responsible for the employment and direction of staff to advance the objectives of the Club in coordination with the activities of the members, shall report from time to time to the Board on the activities of the Club and its financial condition, and shall have such other duties as are prescribed from time to time by the Board. [5213]

#### Bylaw 7: Sierra Club Council

7.1. The Sierra Club Council shall be composed of one delegate from each chapter and one delegate from each committee authorized by the Board of Directors to appoint a delegate. Chapter delegates and alternates either shall be appointed by the executive committee of the chapter from among the elected members of that committee or shall be elected directly by the membership of the chapter, as specified in the chapter's bylaws. Committee delegates and alternates shall be appointed by the committee from its membership. The alternate delegate shall serve in the absence of the delegate. Each delegate and alternate shall serve at the will of the appointing body and must be a member of the Club in good standing.

7.2. No Director shall be eligible to serve as a member of the Council.

7.3. The Council may make recommendations to the Board or any appropriate committee on any matter affecting the Club and may act upon matters delegated to it by the Board or these Bylaws.

7.4. The Council shall elect its own officers and establish its own rules of procedure.

#### Bylaw 8: Chapters

8.1. Members of the Club who reside in the same region may, with the approval of the Board, form a chapter of the Sierra Club. No chapter shall be approved unless an application has been filed with the Board. The application shall be signed by at least fifty (50) members of the Club in good standing who are residents of the designated region. The application shall state the proposed boundaries and name chosen by the applicants for the chapter.

8.2. As soon as the formation of a chapter has been approved by the Board, the Secretary of the Club shall send a notice to all members of the Club who reside in the designated territory announcing the action of the Board and setting the schedule for election of the first executive committee of the chapter and for adoption of bylaws. The notice shall name three of the members who signed the application as temporary officers.

8.3. The election of an executive committee to manage the affairs of the chapter and the adoption of bylaws shall be carried out through procedures established by the Sierra Club Council. The bylaws of a chapter shall not contain anything that is at variance with the expressed purposes of the Club or with these Bylaws and shall be approved as specified by the Board before becoming effective. A chapter may not change its name, its boundaries, or its bylaws without approval as specified by the Board.

8.4. The Board may, by affirmative vote of at least nine (9) Directors, suspend or annul a chapter if, in the judgment of the Board, such action is in the best interest of the Club. Such action shall not affect the standing of the individual members as members of the Club. The Board shall not suspend or annul a chapter until the following conditions are met: (1) written specification of the ground or grounds upon which the proposed action is to be based shall have been furnished to the members of the chapter involved and to the officers of the Sierra Club Council; (2) a reasonable opportunity shall have been provided for members of the chapter to present evidence in opposition to the proposed action with a full opportunity to be heard thereon; and (3) the advice of the Sierra Club Council on the proposed action shall have been received.

8.5. Any member of the Club who resides within the territorial limits of a chapter shall be considered to be a member of that chapter and shall be entitled to its privileges. No member shall belong to more than one chapter. Any member may, upon written application to the principal office of the Club, become a member of the chapter of the member's choice.

8.6. No dues shall be assessed or collected by a chapter; however, consistent with the policies of the Board, chapters may conduct fundraising and other activities which require members, as well as others, to pay a fee in order to participate. Each chapter shall be entitled to receive from the Club a portion of the dues collected from the membership, such amount to be determined in a manner specified by the Board of Directors. Such

amounts shall be payable to the treasurers of the chapters quarterly as collected. Nothing in this section shall prevent the Board from allotting additional funds to chapters for specific purposes.

8.7. A chapter cannot borrow money or own real estate. The Board may, however, place the management of any of the Club's property in the hands of a chapter. All members of the Club shall have equal privileges on such property.

8.8. Each chapter is authorized to undertake such activities as are consistent with the purposes of the Club and are not prohibited by the Board by a general rule applicable alike to all chapters. Chapters shall act on questions of public policy only in pursuance of policies of the Board of Directors or in a manner consistent with them.

#### Bylaw 9: Committees

9.1. The Board of Directors may provide for the establishment and appointment of such standing or special advisory committees as it deems necessary and appropriate to advance the purposes of the Club. All members of the Club shall be eligible for membership upon all committees so established.

9.2. Regional committees, made up of delegates from two or more adjacent chapters, may be established by the Board of Directors and shall have such authority to act on matters within their respective regions as is delegated to them by the Board.

#### Bylaw 10: Endowment Fund

10.1. All moneys received for life memberships, and such other funds as may be received or appropriated by the Board of Directors for permanent investment, shall be separately and securely invested as an Endowment Fund, of which only the income may be appropriated for expenditure; provided, however, the Fund may be used as collateral to borrow money for limited periods of time to advance the purposes of the Club when such a policy is approved by a majority of the Board. [5240]

#### Bylaw 11: Ballots of the Club

11.1. Whenever the Board of Directors or the President shall decide that any question is of such importance that it should be submitted to a vote of the membership of the Club, or whenever such a vote is required by law or these Bylaws, the Board shall certify to the Secretary the form in which such question shall be submitted to the membership. [5510, 5513]

11.2. Except as provided in Bylaw 5.10, whenever a number of members of the Club equal at least to two percent (2%) of the number of ballots cast at the immediately preceding annual election for Directors shall request in writing that a resolution be adopted by the Club, the Board may adopt the resolution by majority vote, unless the petition specifically requests a vote of the membership or such a vote is required by law

or these Bylaws; if the resolution is not so adopted, the Board shall certify it to the Secretary for a vote of the members. The Board shall specify the procedure for the initiation and circulation of such petitions, including approval of the wording to assure that it is properly framed.

11.3. The Secretary shall have the question or questions, certified according to Paragraph 11.1 or 11.2 above, printed for mailing at the next annual balloting of members for the election of Directors or at such special vote of the members as the Board or President shall request. A written petition submitting a resolution must be delivered to the principal office of the Club by the date set by the Board of Directors in order for it to be qualified for presentation on the annual ballot. The ballot shall be printed so as to enable the members to express approval or disapproval of each resolution. The mailing of the ballot and the counting of the votes shall be conducted in the same manner as for the election of Directors (Bylaw 5, Section 2). The ballot shall be accompanied by a statement setting forth arguments for and against the question and stating the number of approvals necessary to pass the measure submitted. [5513]

11.4. A majority of all the ballots cast on each question shall decide the question except as otherwise provided in these Bylaws, provided that such votes represent at least a majority of the votes required for a quorum. [5512, 5513]

#### Bylaw 12: Construction of Bylaws

12.1. On all questions as to the construction or meaning of these Bylaws and the rules of the Club, the decision of the Board of Directors shall be final, unless rescinded by the Club by a vote as provided for in Bylaw 11.

#### Bylaw 13: Amendments to Bylaws

13.1. These Bylaws are fundamental and shall not be added to, amended, or repealed except by a resolution approved by the Board of Directors and approved by the affirmative votes of two-thirds (2/3) of the members voting on a given matter or group of related matters as specified in Paragraph 11.3, provided that such affirmative votes represent at least two-thirds (2/3) of the votes required for a quorum. The approval of the members may be before or after the approval by the Board. When permitted by law, however, the Board may, by affirmative vote of two-thirds (2/3) of the Directors and with the concurrence of the Sierra Club Council, amend the Bylaws to conform to law. [5150]

13.2. Bylaws 1 and 2 cannot be amended without concurrent amendment of the corresponding Articles of Incorporation, as provided by law. [5810-5812]

Bylaws of the Sierra Club [1999]

Adopted: April 28, 1999

The only change adopted in 1999 was the deletion of the final sentence in Bylaw 4.4, as follows:

4.4. The annual dues for each class of membership shall be set by the Board of Directors. The Board may exempt any class or any member from dues. ~~No change in the dues for Regular members shall be effective until it is approved by a vote of the membership as described in Bylaw 11.~~

Bylaws of the Sierra Club [2005]

Adopted: April 25, 2005

Two changes in the Bylaws concerning Club elections were adopted, as follows:

(1) The requirement for write-in candidates was deleted:

5.6. At least four (4) weeks before the date set for counting the ballots, a ballot containing the names of the nominees, in the order presented by the Nominating Committee, shall be mailed to each member of the Club eligible to vote. ~~This ballot shall have at least two blank spaces for the insertion of additional names by the voter. ...~~

(2) A requirement that candidates for Director be Club members for at least a year was added:

Bylaw 5.4. All nominees must be members of the Club in good standing, must have been members of the Club in good standing continuously for one year prior to the date set for the close of nominations, and must agree to accept the nomination. Nominations shall be closed on December 30, or such later date as is fifteen (15) weeks preceding the date set for counting the ballots. ...