

# **Changes Approved Angeles Chapter Executive Committee, December 13, 2015**

Angeles Chapter Executive Committee Approved JULY 27, 2003  
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## **ORANGE COUNTY SIERRANS SECTION BYLAWS**

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### **1: ORGANIZATION**

1.1 Name. The name of this Sierra Club unit is the Orange County Sierrans Section (OCSS) of the Angeles Chapter of the Sierra Club (Club).

1.2 Establishment. This Section is established by action of the Executive Committee of the Angeles Chapter (Chapter ExCom), and is governed by these Bylaws, consistent with the provisions of the Bylaws and Standing Rules of the Club, the Bylaws of the Chapter, by applicable law, and by policies and directives of the Board of Directors (Board). This Section is an integral part of the Sierra Club and the Chapter and is not a separate legal entity.

1.3 Purpose. The purpose of this Section is to create interest in and encourage participation in the Sierra Club by scheduling a variety of outdoor activities, promoting Club facilities and supporting the basic purposes of the Club and its functions. The Section is authorized to undertake activities that are consistent with the purposes of the Club and which are not prohibited by the Chapter or by the Board by a general rule applicable alike to all chapters. The Section shall act on questions of public policy only in pursuance of Chapter and Board policies and/or in a manner consistent with them.

### **2: MEMBERSHIP**

2.1 Members. Section members shall Club members of record who subscribe to the section newsletter, the Orange Peal.

Only Section members may vote or hold elected Section office. Only Sierra Club members in good standing may act on behalf of the Section.

2.2 Powers of Members. By voting in annual or special elections, members shall elect and may recall members of the MC.

2.3 Election Petitions. The members may petition for a special election by obtaining signatures from fifty (50) or more Section members. Petitions shall state separately each issue to be decided. If the issue is the recall of Section MC members, candidates who shall take office if the recall is successful may be nominated in the same petition.

2.4 Membership Meetings. There shall be at least six General Meetings per year. Upon petition by 30 members, the MC shall call a general meeting with at least 14 days written notice to the

members stating time and place to consider subjects specified in the petition. No binding action may be taken at a membership meeting, but resolutions addressed to any Club entity may be adopted. The quorum for a membership meeting shall be 20 Section members.

### **3: SECTION MANAGEMENT COMMITTEE**

3.1 Number. Subject to the powers of the members as provided by these Bylaws, the management of the affairs and activities of the Section shall be in the hands of a Section Management Committee (MC) of six Section members elected by the members of the Section, and the previous Section Chairperson. If the prior Chair is unwilling or unable to serve on the MC, a seventh MC member will be elected.

3.2 Term of Office. Except for the chairperson (who serves as Vice Chair the following year), the term of office for members of the MC shall be one year. The members shall hold office until their successors are installed. Members elected to the Section MC shall take office at the January MC meeting. No member shall serve as Chairperson for more than one (1) consecutive term. No member shall serve as Vice Chairperson, Secretary or Treasurer for more than two (2) consecutive terms.

3.3 Powers. Only the Section MC or those specifically authorized by it or its designees shall act in the name of the Section. The MC shall have the authority to make rules and regulations for carrying out the provisions of these Bylaws. If any appeal arises concerning any act or decision of the MC, the Chapter Executive Committee (ExCom) shall have the power to determine the procedures to be followed. Section actions must be consistent with Club purposes and policies and directives of the Chapter ExCom and the Board or its designees.

The Section MC may call meetings of the Section membership at large with at least 14 days written notice to the membership stating time, place, and subjects to be considered. Notices shall be published via all functional announcement services including section newsletter and website.

The MC may call and conduct special elections in accordance with these Bylaws.

The MC may establish and dissolve committees as provided in these Bylaws.

The MC may appoint and remove Section officers, representatives, and committee members at any time, and may fill vacancies in its elected membership.

3.4 Responsibilities. The Section MC shall assure that the activities and services provided for the benefit of the members by the Section and its committees and other entities comply and are consistent with these Bylaws and any Section Standing Rules, policies and directives of the Chapter or the Board or its designees, the Bylaws and Standing Rules of the Club, and applicable law. Such activities may include but are not limited to financial management, membership services, production of publications, and conservation, outings and political programs. Authority may be delegated to carry out such activities, but the Section MC shall retain overall responsibility and control.

3.5 Vacancies. The Section MC shall have the power to fill a vacancy in any elected or appointed office. A vacancy in an elected position shall be filled for the remainder of the unexpired term by vote of the remaining MC members.

3.6 Officers. The Section MC shall elect from its members the following officers, who shall also be Section officers: a Chair, Vice Chair, Secretary and Treasurer. The Chair may appoint any other Section officers it considers necessary, from within its membership or from those who subscribe to the newsletter. All such officers shall be Section members.

At the discretion of the MC, offices may be combined, provided there are at least two distinct officers.

Notice of the officers and appointees of the Section shall be provided to Chapter headquarters annually upon selection, or as required by the Board or its designees.

The MC may instruct representatives and alternates to chapter committees before such committees meet. Representatives or alternates shall report to the Section MC after each such meeting.

3.7 Open Meetings. All meetings of the MC and its committees shall be open to attendance by all, but the MC or its committees may convene in private session for the consideration of any sensitive matter, provided that any vote or final action is taken in open session.

3.8 Committees. The MC may establish and dissolve standing and special committees for such objectives as it may set. Subject to MC approval, the Section Chair shall appoint committee members.

Any Sierra Club member, and newsletter subscriber may serve in any non-elected office, the Elections and Nominating Committees excepted. The Section Chair, or another MC member designated by the Chair, may be designated as a voting member of each committee, except the Nominating and Election committees. Standing committees shall be appointed at least annually.

Except for the Nominating and Election committees, the MC may add, remove, or replace members of any committee at any time. The MC may fill vacancies on the Nominating and Election Committees. Committee chairs and members shall serve through the period of the present board while Special Committees continue until their job is done.

The terms of committee chairs and members shall expire at the same time as the term of the MC. The incoming MC shall appoint the members of each standing or special committee.

3.9 Quorum. A quorum for MC meetings shall be a simple majority of its members. A MC member shall be considered present at a meeting if able to participate fully and simultaneously by means approved by the MC.

3.10 Management Committee Meetings. The MC shall hold regularly scheduled meetings at least eight times a year. The times and places shall be communicated in advance to all Section members.

3.11 Special Meetings. MC business may, if necessary, be conducted at a Special Meeting. A Special Meeting may be called by the Chair or any two MC members with at least 48 hours notice by personal or electronic means, unless all MC members waive this notice requirement.

3.12 Absences. Any MC member who has three unexcused (by the chair) absences from regularly scheduled meetings over any continuous twelve-month period will be removed from the MC, with the approval of the MC.

#### **4: NOMINATIONS AND ELECTIONS**

4.1 Annual Election. An Annual Election of MC members shall be held at the Annual Business Meeting, a regular membership meeting in November of each year. This election and any special elections shall be conducted by secret written ballot mailed to all Section members of record at least three weeks before the closing date of the election, and shall be conducted in such a manner as to ensure facility of voting and tabulation, and secrecy of ballot. The ballot shall allow each voter to vote for as many candidates as there are positions to be filled. A voter may not cumulate votes for any candidate. Mail-in ballots will be counted prior to the Annual Business Meeting. Members may cast their ballot in person at the November Annual Business Meeting and the results will be announced during the meeting.

The MC shall specify the calendar dates and deadlines for appointing the Nominating Committee (NomCom), production of eligible voter lists, receipt of names for consideration by the NomCom, receipt of ballot issue petitions, the NomCom report of names of nominees, receipt of candidate petitions, appointment of the Election Committee, printing and mailing dates for ballots allowing at least three weeks for return of the ballots, receipt of returned ballots, and the date, time and place for counting ballots. The MC shall provide written notice of this schedule and of the opportunity to nominate candidates by petition to all Section members.

4.2 Nominating Committee. A Nominating Committee (NomCom) of at least three Section members shall be appointed annually by the MC not later than four months before the designated closing date of the election. Members of the NomCom shall be neither MC members nor nominees. Sufficient opportunity shall be given for Section members to submit names for consideration by the NomCom. The NomCom shall attempt to nominate at least two more candidates than the number of MC members to be elected, and shall report the nominees' names to the MC at least two weeks before the deadline for submission of nomination petitions and three weeks before the scheduled mailing of the ballots. The NomCom shall present the slate to the members at the October General Meeting. Nominees shall be Section members who give their consent. If the NomCom chooses not to nominate a willing candidate, the NomCom shall promptly inform that candidate of the opportunity to seek nomination by petition.

4.3 Nominations From The Floor. Nominations from the floor may be made at the General Meeting preceding the November Annual Business Meetings provided the nominees have stated to the NomCom that they will serve if elected.

4.4 Election Committee. An Election Committee of at least three Section members, none of who is a MC member, shall be appointed annually by the MC prior to the scheduled date of mailing of ballots. No candidates may serve on the Election Committee. The Election Committee shall cause the ballots to be prepared and mailed, and shall count the returned ballots. Challenges of the conduct of candidates or their campaigns shall be referred to the Election Committee. Decisions of the Election Committee may be appealed to the MC.

4.5 Mailing Ballots. Ballots shall be mailed to all Section members of record according to the voter list obtained prior to the election.

4.6 Return of Ballots. Ballots shall be returned to the Election Committee as directed in the ballot instructions, either by mail or in person at the Annual Business Meeting. Return of a minimum number of valid ballots shall not be required for the validity of an annual or special election.

4.7 Counting Ballots. The Election Committee shall count the ballots on the closing date of the election, or as soon as practical after the closing date of the election. The candidates or their authorized representatives shall be permitted to be present. The candidates receiving the highest number of votes shall be elected. Any tie shall be resolved immediately, first by a recount, then if necessary by lot at the ballot counting. The Election Committee shall report the results immediately to the Secretary. The Secretary shall immediately notify the candidates, the MC, membership and other interested parties, and shall report the results to the MC by its next meeting. The ballots, and the nomination petitions shall be retained until their destruction is directed by the MC.

## **5: FUNCTION AND SERVICES**

5.1 Functions. The Section shall provide the functions and services authorized by the Board, its designees, the Chapter ExCom, and the Section MC.

5.2 Activities. The Section MC shall manage activities programs in cooperation with any section committees that conduct such activities. Such management shall include, but is not limited to the establishment of codes of conduct appropriate to each type of activity, provisions for approval and

publication of notices, training and certification of leaders, establishing job descriptions and screening of participants, compliance with insurance restrictions and other Club policies, handling of reservations and fees, restricting group size and environmental impact, and investigation of incidents and complaints. All activities shall be sanctioned in advance.

5.3 Conservation Program. The Section Conservation Program shall further the conservation objectives and priorities of the Club, assist in international, national, and regional Club actions, and provide for the development and execution of specific conservation strategies and action programs authorized by the ExCom.

The program shall be coordinated with other Club entities. Section leaders shall not, in the name of the section, make a statement or take a position that is contrary to, or misrepresentative of, a policy or position established by the Chapter ExCom, Board of Directors, the duly authorized chapter, group, committee or other Club entity, or the Club membership through referendum, nor shall Club leaders or staff members mention their Sierra Club affiliation if they, in their own names, make a statement or take a position contrary to, or misrepresentative of, established policy.

Conservation actions may not include civil disobedience. No chapter, group, section, nor other Club entity shall encourage, request or direct any person to violate the law.

5.4 Membership Program. The Membership Program shall maintain membership records, process applications, assist in efforts to recruit and retain members, and be responsible for recruiting and welcoming members and encouraging them to participate in Club and Section activities.

## **6: FINANCES**

6.1 Receiving and Expending Funds. The Section may receive funds from Club entities and may receive contributions directly. Because section membership is optional, the Section may assess dues from its members and also charge for activities and a section newsletter, as permitted by the Chapter ExCom. Expenditures shall be consistent with all rules, policies and directives of the Board and its designees.

6.2 Fundraising and Fees for Outings and Activities.

Consistent with rules, policies and directives of the Chapter ExCom and the Board or its designees, the Section may conduct fundraising and other activities, including outings that require members and others to pay a fee to participate.

Such fees may include both direct and indirect costs and provide for operating reserves. Announcements of fundraising events shall indicate the intended use of the proceeds.

6.3 Authority Over Deposited Funds. The Section MC shall have authority over all funds deposited in accounts in the name of the Section and its entities. Every bank, savings, or investment account must have on the signature list for that account at least three signatures, including the signature of two Section MC officers.

6.4 Requirement to Deposit. Unless otherwise specified by the Section MC or its designees, all monies received by Section entities shall be deposited promptly in an account bearing the name of the entity, the Section, and of the Sierra Club.

6.5 Delegation of Authority. The MC may delegate financial authority to Section entities. The Section shall retain responsibility and control. Section entities must provide satisfactory accounting at least monthly to the Section Treasurer or Bookkeeper, including all reports required to satisfy Club requirements and applicable laws.

6.6 Prohibitions. The Section and its entities may not borrow money, own real estate, or contribute from its general funds to political campaigns, candidates or their parties.

6.7 Fiscal Year. The fiscal year of the Section shall coincide with that of the Club.

6.8 Books and Reports. The Section Treasurer shall keep proper books of account, and shall report balances, revenues, and expenses of the Section and its entities to the MC at least quarterly, and to the Chapter Treasurer or designee at the end of the fiscal year. The Section Treasurer shall either file, or provide the Club Treasurer with timely information and funds required to file, all reports and returns required to satisfy Club requirements and applicable laws. The MC may choose to hire a professional bookkeeper to keep accurate and up-to-date records.

6.9 Review. As soon as practicable after the close of the fiscal year, the MC shall cause a review to be made of the books, including those of all Section entities. The results of the review shall be submitted to the MC for their approval.

## **7: CONSTRUCTION AND AMENDMENT**

7.1 Interpretation of Bylaws. All questions as to the construction or meaning of these Bylaws are first to be referred to the Section MC for decision. Appeals from such decisions may be taken to the appropriate level, as established by rules of the Chapter ExCom and the Board of Directors. The decision of the highest appeal entity that chooses to act shall be final. All procedures not prescribed by the Bylaws and Standing Rules of the Club, the Angeles Chapter, these Bylaws, or the Standing Rules of the Section, shall be governed by the current edition of Robert's Rules of Order, newly revised.

7.2 Amendment. These Bylaws are fundamental and shall not be added to, amended or repealed except by a majority of the voting members of the Section MC and a two-thirds vote of all ballots cast in an Annual or Special Election. After proposed bylaw changes have been approved by the Section MC, and before they are submitted to a vote of Section members, they shall be submitted to the Chapter ExCom or its designees and the Board or its designees for review and approval.

If an amendment expands the size of the MC, but the annual election was held for fewer members, the MC may appoint members or hold a special election to fill the new positions. If the amendment reduces the size of the MC, the elected members receiving the most votes shall serve.

Approval by vote of the members is not required for amendments needed to keep these Bylaws consistent with changes in the Club Bylaws, directives of the Board or its designees, or to correct inconsequential errors or omissions. Such amendments shall require only a majority vote of the MC.

A current copy of these Bylaws shall be filed with the Secretary of the Chapter.

7.3 Approval, Signatures and Effective Date. These bylaws and any amended versions shall be approved, signed and dated by officers acting on behalf of the MC, and filed with the Secretary of the Chapter.

These bylaws as amended shall take effect the day after notification of affirmative majority vote by the Chapter ExCom and filing with the Secretary of the Chapter, whichever is later. The signed original shall be returned to the Section.

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Chapter Executive Committee Approved July 27, 2003

\*2.1 Amendment approved by Membership September 12, 2005

\* 2.1 Amendment approved by Angeles Chapter Excom June 26, 2005

