

Article I. NAME

The name of this organization shall be the Sierra Singles Section of the Loma Prieta Chapter of the Sierra Club (here in after called the Section).

Article II. PURPOSE

The purpose of the Section shall be to promote the enjoyment and preservation of our scenic and environmental resources by single adults. All activities and functions of the Section must be consistent with the purposes of the Sierra Club.

Article III. MEMBERSHIP

The membership of this Section shall consist of those members of the Sierra Club who are current subscribers to the Section newsletter, hereinafter referred to as Section Members. Membership is not dependent upon a subscriber's age, marital status, or place of residence.

Article IV. ORGANIZATION

The Section is an integral part of the Sierra Club and the Loma Prieta Chapter (hereinafter called the Chapter). It is governed by their Bylaws as supplemented by these Bylaws, as amended. The Executive Committee of the Section (hereinafter called the EXCOM) shall be responsible to the Chapter Executive Committee for the effective operation of the Section and shall interpret these Bylaws as required. All questions as to the meaning of these Bylaws and matters not addressed by these Bylaws are to be referred to the EXCOM, then the Chapter. The Section shall be administered by the EXCOM elected by the members of the Section or appointed in accordance with these Bylaws. Other committees, activity coordinators and leaders may be appointed by the EXCOM.

Part A. EXCOM

The EXCOM shall be composed of at least three and up to eleven elected members. The specific number for a particular term shall be defined by the EXCOM prior to the election for that term. The minimum three officers are the Chair, Secretary, and Treasurer. The Chair of the previous EXCOM is automatically seated as a member of the current EXCOM for one year, in addition to the newly elected members, and has full voting rights. Additional roles of Membership Coordinator, Conservation Coordinator, Activity Coordinator, and Newsletter Editor may be served by EXCOM members or by other volunteers not serving on the EXCOM. All officers shall be single members of the Section. Decisions of the EXCOM shall be by majority vote unless otherwise specified in the Bylaws and are binding on all Section members.

The powers of the EXCOM shall include: (1) Coordinate, conduct and publish in a periodic newsletter activities to further the purposes of the Section. The Newsletter Editor is authorized to approve, reject or modify, whether or not materially, all newsletter submissions, subject to review and approval by the Chair, and final appeal to the EXCOM. All rejections or material modifications shall be discussed at the following EXCOM meeting, to which the posting leader shall be specifically invited. The EXCOM may overrule the decision on future rejections of like items. (2) Set, enforce, and maintain a record of policies to ensure that actions of the Section are consistent with the objectives and standards of the Section, the Chapter, and the Sierra Club. Those policies are included in these Bylaws by reference. (3) Control and disburse funds of the Section in a businesslike manner. All funds shall be committed by the EXCOM to purposes consistent with the objectives of the Section. (4) Set, enforce and maintain qualification procedures for event leaders. (5) Such other actions as are necessary for the efficient operation of the Section.

The EXCOM shall ensure a proper review process regarding complaints of inappropriate

activity. It may, by a majority vote, prohibit any person, whether a Member or not, from permanently or temporarily participating in any or all Section events or receiving its newsletter. Causes for such action include, but are not limited to, persons whose actions are disruptive to the operations or activities of the Section, endanger their or others safety, are contrary to the goals of the Sierra Club or Section, are offensive to others, or are contrary to common sense or the norms of society. Upon receiving a written complaint, the EXCOM, or its delegate(s), shall interview the parties, diligently review the matter, attempt problem resolution and make recommendations to the EXCOM. The EXCOM shall assure that the subject person is informed of the complaint and has an opportunity to be fully heard in response. The EXCOM may refer the matter to the Chapter as appropriate.

The general responsibilities of the officers are:

Chair: Shall call and preside at meetings of the EXCOM; attend meetings of the Chapter Activities Committee or other meetings of the Chapter Executive Committee as required; and such other duties as may be necessary.

Membership Coordinator: Shall process requests for Section membership or newsletter subscriptions, maintain lists of members and subscribers and pass received funds along to the Section treasurer.

Secretary: Shall record and distribute minutes of EXCOM meetings and conduct and manage all external correspondence of the EXCOM. In addition, the Secretary shall be authorized to execute any agreement or document on behalf of the EXCOM provided that the EXCOM has duly authorized it and further provided that the agreement or document does not specifically require execution by the EXCOM Chair.

Treasurer: Shall maintain finances in accordance with Article VI of these Bylaws.

Newsletter Editor: Shall monitor announcements of activities submitted by leaders, verify that appropriate Section policies are followed; and oversee editing and publishing of the Section newsletter. Review the qualifications of leaders of scheduled activities and ensure that a qualified leader attends any activity led by a new or inexperienced leader.

The EXCOM shall maintain a description of the duties of all its positions, including those above. It may allocate, change, add or delete duties among the officers as needed to fulfill its duties. An officer may be removed from office for failure to comply with the policies of the Section or for failure to perform the duties of that office or disrupting operation of the Section. Removal shall require a two-thirds vote of the EXCOM other than that officer. Absence by an EXCOM officer at more than two consecutive regularly scheduled meetings, without prior approval by the EXCOM, or the marriage of an officer, shall constitute a resignation from that office. The voting rights of an officer may be suspended and/or a recall election for that position initiated by petition of 5% of the membership. An officer may resign in writing to the EXCOM at any time. Vacancies in existing EXCOM positions may be filled with members appointed by the EXCOM to serve the remainder of the term.

Part B. Activity Coordinators

The Chair, with EXCOM approval, may appoint and remove any qualified leader as an Activity Coordinator for a specific type of activity. An Activity Coordinator, under the direction of the Chair, maintains the quality of the events under the Coordinator's responsibility, including the qualification and approval of new leaders, settling minor problems that Members may have with leaders, and promoting leaders' skills. Each Activity Coordinator reviews activity financial reports submitted by event leaders for

conformance to Section policies if questioned in writing by a participant.

Part C. Activity Leaders

Each scheduled activity of the Section shall have a designated leader, who must be a Section Member and single, and must meet the leadership requirements established by the EXCOM. Leaders shall represent the interests of the Section, the Chapter and the Sierra Club on their activities. Leaders choose and plan the events for which they are qualified. Any written complaint made by a member regarding a leader must be reviewed by the EXCOM or its delegates, and the EXCOM may suspend or terminate a Member's leadership status following such a review. Activities announced in the Section newsletter shall be considered official Sierra Club activities, except those specifically identified otherwise. A leader may bar a person from an event who may endanger their or others' safety, may be disruptive, may be unqualified for the event, or for any other reason.

Article V. ELECTIONS

Elections shall be held in 2014, 2015, and every two years thereafter (e.g. 2017, 2019, 2021, etc.) such that ballots are collected in the fourth quarter of that year. Beginning with the 2015 election, the entire EXCOM is elected for a two-year term. The Chair shall appoint an Election Committee of at least two Members at least 3 months prior to the deadline for collecting ballots. No candidate for election shall serve on the Election Committee. The Election Committee shall control all aspects of the election process. It shall prepare detailed election procedures and recommend policies and changes for EXCOM approval.

The Election Committee shall place a notice in the Section newsletter at least 2 months prior to the deadline for collecting ballots, announcing the election and nomination rules, soliciting names of qualified candidates and outlining the process for nomination by petition. The Election Committee shall nominate willing candidates for each elected position and oversee preparation of the election material, which shall be distributed with the Section newsletter no less than 2 weeks, and no more than 6 weeks prior to the deadline for collecting ballots, and shall include all candidates as well as instructions for voting. The Election Committee may disqualify candidates for violation of election rules.

Candidates shall be nominated for the EXCOM at large, and those with the largest number of votes shall be declared elected such that the number of required EXCOM positions are filled. Ties shall be resolved by lot. The EXCOM, at its first meeting following the election, shall elect its officers by majority vote from among its elected members.

Candidates must be single.

Members not nominated by the Election Committee may be nominated by petition of at least five Section Members. Petitions for nomination must be delivered to the Election Committee at least 1 week prior to the publication of ballots.

Voting shall be by secret ballot. Members may vote for as many candidates as there are positions to be filled. Members may not vote more than once for a particular candidate. Ballots shall be returned unopened to the Election Committee within one week of the voting deadline.

The incumbents shall remain in office until their respective successors have been elected and installed.

Special elections may be held at the discretion of the EXCOM or upon petition of 5% of the membership. Special elections shall be announced at least two calendar months prior to the deadline for counting ballots.

Article VI. FINANCES

The EXCOM is responsible to collect, expend and protect funds of the Section in a businesslike manner consistent with the goals of the Section, Chapter and the Sierra Club. Revenue sources, including newsletter subscriptions and ads, fund-raising and other events and Chapter and/or Sierra Club fund-sharing, shall be sufficient to independently fund all normal Section operating expenses, equipment purchases, donations, cash reserves and other expenditures as approved by the EXCOM. The EXCOM shall approve and maintain financial policies to be followed by the Treasurer, EXCOM, committees and leaders.

The Treasurer shall keep proper books of accounts and report the financial condition of the Section quarterly, annually and at other times as required by the EXCOM and/or Chapter. The membership shall receive a summary financial report at least annually in the newsletter. The Treasurer shall ensure proper controls and reporting are in place for cash management and expenditure, equipment, bank statements, reserve requirements, budgeting, fund-raising, and financial aspects of activities. Subscription fees may be waived for EXCOM officers and other members as approved by the EXCOM to reward effort to benefit the Section. The EXCOM may review or audit the financial aspects of events.

Article VII. MEETINGS

The EXCOM shall meet not less than once each quarter to review and steward the operation of the Section. Additional meetings may be scheduled by the Chair or a majority of the EXCOM. Meetings shall be announced in the newsletter, except meetings called in an emergency or in consideration of sensitive issues.

An emergency meeting is one convened to discuss time-sensitive matters such that the delay entailed by the requirement to publish a meeting notice in advance would pose material risks to the safety, health, financial, organizational or other business interests of the Section or its members. Actions taken at emergency meetings must be by majority vote of a quorum.

Meetings shall be open. However, the EXCOM may retire to executive session for any reason, where non-EXCOM members do not attend for any or all of a meeting, if it determines, by a two-thirds vote of its members in attendance, that the subject under consideration is best discussed in that format. Actions taken at unannounced meetings or in executive sessions must be reported at the succeeding EXCOM meeting except that actions on matters deemed by an EXCOM majority to be "sensitive" may be kept confidential.

A quorum of the EXCOM shall consist of a majority of its members and shall be required for the transaction of business. A written proxy from an EXCOM member on a specific issue shall be counted in the vote and quorum.

Article VIII. AMENDMENTS

Amendments to these Bylaws may be proposed in writing to the EXCOM by Section members. If approved by the EXCOM, the proposed amendments must be ratified by the Chapter Executive Committee. After acceptance by the Chapter, the proposed amendments shall be submitted for approval by a majority of the Section members voting.

Approval by the Section EXCOM is not required when the proposed amendment is supported by a written petition bearing the signatures of 5% of Section Members. In that case, the EXCOM shall submit the amendments directly to the Chapter Executive Committee and, if approved, to the Section's Members for final approval. Approval by membership vote is not required for amendments needed to remain consistent with changes in Club and/or Chapter Bylaws or to correct inconsequential errors or

omissions. Such amendments require a two-thirds vote of the EXCOM and ratification by the Chapter.