

BYLAWS & STANDING RULES OF THE SIERRA CLUB

[The current Bylaws are given *in bold Italics*. They were amended and approved by the membership, April 11, 1981; the numbers in brackets -- for example, [5130] -- at the end of a Bylaws paragraph reference the relevant sections of the California Nonprofit Corporation Law. Standing Rules are indicated by SR and are in regular type indented.]

SR. 0-1-1: Procedures

These Standing Rules elaborate and supplement the operating policies of the Sierra Club Bylaws. Standing Rules shall be adopted, amended, or repealed by resolution of the Board of Directors. Whenever circumstances permit, the proposed resolution shall be circulated at least one month in advance to all Directors and to all members of the Sierra Club Council.

Adopted 11/21-22/81

Bylaw 1: NAME

1.1. The name of this corporation shall be the SIERRA CLUB.

SR. 1-1-1: Name

The Sierra Club, incorporated in the state of California as a Nonprofit Public Benefit Corporation, is the only legally recognized corporate entity of the Club in the United States. All Club chapters, groups, committees, and task forces are subunits of the Sierra Club and cannot enter into legal actions without the permission of the Board of Directors or those to whom the Board has delegated authority to grant such permission.

Adopted 11/20-21/82; amended 09/19-20/03

SR. 1-1-2: Name

The names Sierra Club and Sierran, and the Club's logo are registered trademarks. Permission to use them must be obtained from the Board of Directors or as directed by it. Permission to use the name and logo on newsletters, stationery, and informational literature is hereby granted to Sierra Club chapters, groups, and national and regional committees and task forces.

The official design of the Sierra Club seal shall be the version designed in 1998 by John Bielenberg, depicting a *Sequoiadendron giganteum* and Half Dome with a mountain peak in the background, and with an elliptical border. The words "Sierra Club" and "Founded 1892" are underneath in Trajan type. An official reference copy of this design shall be maintained by the Executive Director at the Principal Office of the Club. Only this design may be used as the Sierra Club logo. No modifications of this logo or other designs shall be used in place of the above logo without specific approval of the Board of Directors or its designee.

The Board of Directors delegates to the Executive Committee approvals of any variations in the text components of the logo that may be required by Club operating entities.

Adopted 11/20-21/82; amended 02/2/86, 02/19-20/94, 07/18/98, 01/20-21/99, 05/18/02

SR. 1-1-3: Use of Name

No Sierra Club member or employee shall give permission for her/his membership or position in the Club to be used in any manner, including "for identification purposes only," on the letterhead or in any other official publications or documents of any other organization unless such use has been expressly approved by the Club unit to which the member or employee is primarily responsible.

Adopted 12/2/84

SR. 1-1-5: Use of Name and/or Logo

The Board of Directors delegates to the Executive Director or his designee the authority to approve the use of the Sierra Club name and/or logo on items for sale or distribution by Sierra Club subunits under the conditions that the items (1) will not be sold by third parties or resellers of any kind, but will only be sold directly to end users such as Club members and other individuals, and (2) may not also have any logos or names of commercial enterprises. However, the Executive Director or his designee may approve the use of the name and/or logo on items for sale and distribution as described above that also have the name(s) and/or logo(s) of local environmentally appropriate businesses supporting or cosponsoring Club activities. Appropriateness of the item and aesthetics may be considered in the approval evaluation.

Approved 05/7-8/94; amended 11/16-16/02

SR. 1-1-6: Defense of Name

If the Sierra Club is criticized or attacked in the public media on any issue, including, but not restricted to ballot issues or procedures, the Board or its designees are free to respond fully and publicly, addressing any point raised. Any Board-authorized communications in response may utilize Club funds and any internal communication media or system, including electronic mail.

Adopted 02/19-20/94

SR. 1-1-7: Representing the Sierra Club

No Sierra Club member, present or former leader, or member of the staff shall make a statement or take a public position in the name of the Sierra Club that is contrary to, or creates a misimpression of a policy or position established by the Board of Directors, the duly authorized chapter, group, committee or other Club entity, or the Club membership through referendum. When speaking or taking a public position on their own behalf, or on the behalf of organizations other than the Club, persons currently associated with the Club shall avoid giving the impression that they are representing the Club and endeavor to correct any misimpression in this regard.

Adopted 03/01-02/97; amended 11/14-15/98

1-1-8: Trademark Policy

“Sierran” is a registered trademark of the Sierra Club applied to its environmental publications and sub-organizations. The Club name and trademarks are the property of the Club, not of individual members. The use of “Sierran” by informal groups of Club members (“caucuses”) is a privilege and may only be used to participate in the Club’s internal, democratic decision-making processes, through such media as Club newsletters and internal websites.

Use of the name “Sierran” for internal deliberations must be conducted in a manner that does not misrepresent the status of a caucus, is clearly for the exclusive purpose of participating in the Club’s internal policy process, and does not violate Club rules.

A caucus may not use the word “Sierran” in an external communication (e.g., press release, testimony before public bodies, letter to the editor of non-Club publications, mass mailing or e-mailing outside the Club’s membership, or publicly available website).

A violation of this policy may result in revocation of the privilege to use the trademark by any member or caucus directly involved in the violation. The Board delegates responsibility to ensure compliance with this policy to the Organizational Effectiveness Governance Committee.

Adopted as a policy 11/16-18/01; amended, made a SR 09/19-20/03

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.

SR. 2-1-1: Civil Disobedience

1. The Sierra Club will not encourage, request or direct any person to violate the law. No chapter, group, or other entity of the Club shall encourage, request or direct any person to violate the law.

2. The Club recognizes that it cannot control the private actions of its members, and in particular cannot prevent its members from engaging in acts of civil disobedience. However, no member of the Sierra Club is authorized to use, display, or invoke the Club's name or logo (including the name of any group, chapter or other entity of the Club) in connection with committing, or encouraging, requesting or directing any other person to commit, any violation of the law.

3. The Club recognizes that some of its members have become closely identified with the Club in the minds of the public. The mere involvement of such members, either individually or collectively, in an act of civil disobedience or other violation of law, without any effort on their part to use, display, or invoke the Club's name, or logo in connection with that act, shall not be deemed a violation of this policy. Members shall take all reasonable precautions to avoid confusion over whether the Club is involved in such acts.

4. If an act or acts of civil disobedience or other violation of the law have taken place, the Club or any group, chapter or other entity of the Club may publish a factually accurate report thereof, regardless of whether any member of the Club participated in such acts, so long as the report does not approve of such acts or advocate similar acts, and so long as the report does not refer to the Sierra Club affiliation of any person involved in such acts.

Resolution of 11/15/92; amended and adopted as a SR. 05/2/93

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.

SR. 3-1-1: Principal Office

Effective June 10, 1996, the principal office of the Sierra Club shall be located at 85 Second St., San Francisco, CA -- 94105-3441. The authorized agent for the service of process shall be the Assistant Secretary of the Club who is an employee of the Club at the above address.

Adopted 11/21-22/81; amended 02/1-2/86, 05/18-19/96

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.

SR. 4-1-1: Membership

The classes of membership in the Sierra Club and their respective dues are as follows:

<u>Class</u>	<u>Individual Dues</u>	<u>Joint Dues*</u>
Regular	\$39	\$49
Supporting	75	100
Contributing	150	175
Life	1,000**	1,250**
Spouse of Life Member*	24	---
Student	24	32
Senior (60 yrs. or older)	24	32
Limited Income	24	32

*Two persons residing at the same address and receiving one set of mailings, except both receive ballots.

**One-time fee.

Adopted 11/21-22/81; amended 11/15-16/86, 02/21-22/98, 09/26-27/98, 07/17/99, 07/22/00

SR.4-1-2: Club Membership Requirement for Leadership Positions

In order for a person to hold any volunteer leadership position at any level of the Club – including membership on a national committee, Regional Conservation Committee, Sierra Club Council, or chapter, group or section committee – that person must be a member of the Sierra Club. No individual shall be added to the Club's leadership roster until he or she has become a member of record.

Adopted 09/18-19/93

SR. 4-1-3: Philosophy of Service and Stewardship

To achieve its mission, the Sierra Club has organized persons of shared environmental concerns into a powerful and effective force for protecting the natural environment. As a grassroots-based organization, we rely on individuals for our resources, talent, and energy. Our members are our most important assets.

We are the Sierra Club. We are members helping other members. We trust and respect members and acknowledge their full range of contributions.

Good Stewardship is:

- * providing members with a supportive environment that allows them to determine their relationship with the Club.
- * facilitating each member's involvement in the organization at the level the member desires.
- * entailing the wise and careful use of the member's time, energy, and resources.
- * providing Club members with the materials, information, expertise, and other resources that will strengthen their relationship with the organization.
- * creating the foundation that makes it possible for the Club to fulfill its mission now – and in the future.

Adopted 09/16-17/95

SR. 4-1-4: Rights of Members

In accordance with California Nonprofit Public Benefit Corporation Code section 5057, the only membership rights of members of the Sierra Club are the rights specifically provided by the Articles, Bylaws, and the California Nonprofit Corporation Code. All other privileges or opportunities granted to members of the Sierra Club under its Standing Rules, policies, or the bylaws or rules of Club subentities are not rights of membership in the Sierra Club for purposes of Code section 5057.

Adopted 07/20/02

BYLAW 4 (Cont.)

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]

SR. 4-2-1: Meetings

Any member in good standing shall be entitled to attend any open meeting of the Club, of the Board of Directors, or of any committee or other subordinate unit of the Club, except as provided in Bylaw 5, paragraph 5.14, and Standing Rule 5-3-1. When so ordered by the President or the chairperson of the meeting or by resolution of the meeting body, attendance by members of the public at any meeting may be restricted without affecting the authority of the actions taken at the meeting.

Adopted 11/20-21/82

SR. 4-2-2: Meetings – Rules of Order

All meetings of the Club, the Board of Directors, and the Executive Committee of the Board shall be conducted according to Robert's Rules of Order, Revised, or such other rules of order as are adopted by the meeting and are consistent with the Bylaws of the Club and these Standing Rules.

Adopted 11/20-21/82

SR. 4-2-3: Meetings – Smoking

There shall be no smoking indoors at meetings of the Club, the Board of Directors, or the Executive Committee of the Board.

Adopted 11/20-21/82

SR. 4-2-4: Access to Club Meetings and Activities to the Disabled

A. Meeting Facilities. All meetings of the national Sierra Club, its chapters, groups, committees, task forces and subcommittees, will be held in locations which fully meet the physical requirements for access by the mobility impaired. The only exceptions will be:

1. Committee, task force or executive committee meetings which are confidential or for other Club-business related reasons are not open to people outside the committee or task force. Obviously, a member participant of the committee or task force must be accommodated with access to the meeting.
2. Meetings which are called for an emergency situation with only 5 days or less advance notice. Effort should be made to find an accessible location first, but if this is not possible, then an emergency meeting may be held in a location that may not be fully accessible.
3. Communities where there are no accessible public meeting facilities available that would not place a financial burden on the entity. In this event, a location may be used that meets the specific accessibility needs of members who might attend, but may not fully meet all requirements for public facilities.

B. Club Events and Activities. All general membership events, and events which are sponsored or co-sponsored by any entity of the Club, will be held in facilities that are fully accessible to disabled people. The only exception will be an activity which involves natural, rather than human-made, barriers. An example might be a Club-sponsored hike. However, anyone who is safely able to participate in the activity will be permitted to do so. If a Club employee or volunteer works on an event which uses the Club's name, even if funded or sponsored by another organization, the same rules for accessibility will apply.

C. Sierra Club Offices. Upon the expiration of existing leases, all national, chapter and group offices will be located in fully accessible facilities. This may mean either negotiating with the landlord of an existing space to make these changes, or relocating the office. No lease should be renewed unless the space meets all accessibility requirements for public facilities. Prior to the expiration of any existing lease, chapter, groups and national offices should discuss any low-cost measures that might easily be taken to make the facility more accessible.

D. Communications. The new policies will become effective for all Club entities on June 1, 1994. Between now and June 1, if a meeting or event will not be held in a fully accessible location, chapters and groups should publish this information in their newsletter along with the notice of the meeting. Information of who to contact (name, address and telephone number) in the event that a member plans to attend the meeting, but needs accommodation in order to have access, should also be included in the notice. Any member who requires accommodation may contact the designated person up to two days before the meeting, and the two people should work out any special arrangements that may be necessary. This may include moving the meeting to another site or changing the scheduled date, if necessary.

After June 1, 1994, each chapter must appoint an individual to be responsible for accessibility requirements and responses to members' questions and concerns for the chapter. This person should become familiar with accessibility requirements, and be generally sensitive to the issues.

Adopted 05/7-8/94

SR. 4-3-1: Voting by Members

All Club members of record on January 31 shall be sent ballots for the annual election of Directors, as provided in the Bylaws, paragraphs 4.8 and 5.6. Each individual member shall be sent one ballot; joint memberships shall receive two ballots.

Adopted 11/21-22/81

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]

SR. 5-1-1: Director Indemnification

The Club shall, to the maximum extent permitted by California Nonprofit Public Benefit Corporation law, indemnify its Directors and officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, arising by reason or fact that any such person is or was in officer or Director of the Club, and shall advance to such officer or Director expenses in preparing for or defending any such action or proceeding to the maximum extent permitted by law. For purposes of this section, a "Director" or "officer" of the Club shall mean any person who is a Director or officer of the Club, or is serving at the request of the Club as a Director or officer of another corporation or enterprise. The Board of Directors may, in its discretion, provide by resolution for the indemnification of, or advancement of expenses to, other corporate "agents," as that term is used in Section 5238(a) of the California Nonprofit Public Benefit Corporation law, and may likewise refuse to provide for indemnification or advancement of expenses except to the extent any such indemnification is mandatory thereunder or under Section 2802 of the Labor Code of the State of California.

The Club shall, to the extent practicable and permitted by California Nonprofit Public Benefit Corporation Law, maintain insurance on behalf of its Directors and officers against any expenses, judgments, fines, settlements and other amounts actually and reasonable incurred by such Directors and officers in their capacity as such as a result of any threatened lawsuit, pending or completed action or proceeding, whether civil, criminal, administrative or investigative.

Adopted 05/2-3/87

SR. 5-1-2: Sierra Club Assets

National, chapter, group, and other recognized Club entities are authorized to use assets that are made available to them for delivery of current programs, including coalition building, fundraising, and administrative activities necessary to carry out the mission and achieve the goals of the Sierra Club. However, it is within the exclusive powers of the Board of Directors to restrict, lien, hypothecate, lend, encumber, transfer to foundations, trusts or other third parties without consideration, the assets of the Sierra Club. This does not contravene restrictions imposed by donors.

Adopted as a policy 09/26-27/98; amended and adopted as a Standing Rule 02/20-21/2000

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]

SR. 5-2-1: Close of Nominations

The close of nominations shall occur on the second Wednesday in January.

Adopted 09/26-27/98

SR. 5-2-2: Nominating Committee

The President shall appoint the members of the Nominating Committee, subject to confirmation by the Executive Committee, as follows: four members shall be appointed in even numbered years, and three members shall be appointed in odd numbered years. All members shall be appointed to two-year terms. At least one year's absence from the Committee shall occur before a member is eligible for reappointment. The President shall annually designate one of the continuing members as chairman of the Committee. All appointments shall be made and confirmed by March 31. The President shall actively solicit names and consult with the officers of the Sierra Club Council and the Regional Vice Presidents in making the appointments. All Club entities and members are encouraged to submit names for consideration for appointment to the Committee.

Adopted 11/20-21/82

SR. 5-2-3: Nominations

The Nominating Committee shall actively solicit names for consideration as nominees from all Club units and Club leaders early in the nomination process.

At appropriate times during the nominating and election process, the Nominating Committee, in cooperation with the Chief Inspector of the Election, shall distribute to appropriate chapter and group leaders and editors memos in which the following matters are discussed:

- (1) the nature of the nominating process and the criteria used;
- (2) the availability of the petition process and a description of the procedures;
- (3) a statement of the Standing Rule on Promotion of Candidates;
- (4) a plea for orderly process in elections, asking that members vote for the candidates that in their opinion would best serve the overall interests of the Club and its members.

The Secretary is authorized to include items (1) and (4), above, in an introduction to the candidates' statements distributed with the ballot, so long as no reference is made to any individual candidate or groups of candidates other than all candidates nominated by the Nominating Committee as a class.

If any issues are also on the ballot, these materials should cover the rules about electioneering about them as well (SR. 11-1-2).

Adopted 11/20-21/82; amended 12/10-11/92, 09/19-20/03

Bylaw 5 (cont.)

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]

SR. 5-2-4: Nominations -- Petitions

The date of record for the purpose of determining the number of signatures required on such petitions is June 30th. A signer must be a member of the Club in good standing for at least 60 days.

Adopted 11/21-22/81; amended 09/26-27/98, 11/14-15/98

SR. 5-2-5: Nominations – Petitions

1. Circulation of Petitions. Before petitions are circulated by members for their own nomination or that of another member to the Board of Directors, the Secretary must be notified in writing by mail, fax or e-mail of each proposed nominee, in care of the Executive Office in San Francisco, by noon Pacific time on the last business day in November. The written consent of each proposed nominee must be received before petitions for them are circulated.

2. Petitioners and Candidates. Persons for whom nomination petitions are being circulated shall be called "petitioners." Petitioners become "candidates" and "nominees" after the Secretary certifies that their petitions meet the requirements of the Bylaws and Standing Rules. The provisions of Standing Rule 5-2-1 to 5-2-9 apply equally to petitioners and nominees (candidates).

3. Requirements. Petitions must use the signature forms created by the Executive Office or full-sized copies thereof, but the top may carry a short promotional paragraph about the candidate, the back may be used for biographical material, and the bottom may specify mailing directly to the Executive Office or some other place. Separate, single-sided forms must be used for each candidate. Each signature must be accompanied by a legible printed name, the date of signing, and the membership number and/or address of the signer. No signature dated earlier than 11 months before the date of the election, dated before a candidate has notified the Secretary of their candidacy, or any undated signature will be counted. Signed petitions shall be delivered in original or facsimile but not e-mail to the Executive Office by noon Pacific time on the date set for the close of nominations. Acceptance by a regulated carrier that commits to delivery by the deadline shall constitute timely delivery, provided that actual delivery does not occur more than one day late.

4. Retention. Petitions shall be retained by the Executive Office for 4 months after the close of nominations.

Adopted 11/20-21/82; amended 02/1-2/86, 11/11-12/89, 09/21-22/96, 09/26-27/98,
11/14-15/98, 11/13-14/99, 11/16-18/01, 09/19-20/03

SR. 5-2-6: Promotion of Candidates

Candidates for Director shall be provided reasonable opportunity to solicit votes and promote their views, and members shall have reasonable opportunity to exchange views freely.

1. Candidate Statements. A statement from each nominee shall be distributed with the ballot mailed to each member. Statements and photographs, if they are to be included in the ballot materials, shall be delivered to the Club's Executive Office by noon Pacific time on a date set by the Nominating Committee, not more than two weeks after the close of nominations.

a. The Nominating Committee shall prescribe the form of the statements, including the number of words and of paragraphs or indentations, the use of bullets or other printer's marks and specific information (for example, length of membership, offices held and other experience in the Club) that the committee may require of all candidates. Candidates must submit with their statements evidence that each listed endorser has agreed to be so listed.

b. Candidate statements shall be reviewed for length, form and significant errors of fact by a Ballot Statement Review Committee. The committee shall consist of three Club members who are neither Directors, candidates for Director, nor members of the Nominating Committee, appointed annually and jointly by the Nominating Committee and Board of Directors or its Executive Committee. No change in a statement shall be made without the nominee's specific consent, except to conform to the prescribed format (no wording changes) or to delete any words beyond the limit if the candidate does not make the statement conform to the form and/or limit within 5 days of a request. If a candidate, on request of the committee, refuses to remove significant errors of fact (but not differences of opinion) from the statement, the Secretary, at the request of the committee, shall cause a correction or note to be published in the ballot materials, subject to an appeal to the Inspectors. An asterisk or other mark in the candidate's statement may be included to make the correction clear.

2. Articles. Articles and messages by or about individual candidates, unless routine, shall not be published in *SIERRA*, Club newsletters, web pages or other Club publications between the closing of nominations and the date set for counting the ballots, unless all candidates have the same opportunity, with adequate notice to them, through the Club's Executive Office. An article or message is "about" a nominee or petition candidate if it either (a) mentions the fact that the member is a candidate or (b) has as its principal focus the candidate, as opposed to an incidental reference. An article or message is "routine" if it (a) does not mention the fact that the author or subject is a candidate, (b) does not mention the election, (c) relates to the candidate's performance of duties in an elected or appointed Sierra Club capacity, (d) is timely for Club purposes, and (e) is sent or published only to members who would normally receive similar articles or messages.

3. Use of Club Resources.

a. Without authorization of the Board of Directors, no Club funds or other resources, including those of chapters, groups and other entities, shall be used to support or oppose any candidate for Director, including activity related to circulation of petitions, unless all candidates (or petitioners) are given the same opportunity, with adequate notice to them. Resources include official publications and other forums, such as newsletters and web pages. Chapters and groups are encouraged to give publicity to elections on an impartial basis, through publications and meetings, but may not endorse or promote individual nominees. If any Club entity (chapter, group, RCC, etc.) distributes information about any candidate, it shall offer every other candidate the same amount of space with equal prominence in or with the same material, with adequate notice to the candidates.

b. Candidates and members may prepare and distribute materials about candidates, but not at Club expense. No Club publication, including chapter and group newsletters, web pages and electronic bulletin board systems, shall carry advertising for or against a candidate.

4. Forums & Discussion Lists. Under rules issued by the Organizational Effectiveness Governance Committee, the Club may have a forum for Director candidates to answer selected questions screened by a designated coordinator. Germane discussion of Board candidates (for example, discussing forestry aspects of a candidacy on a forestry list) may take place on any other Club discussion list, subject to the usual rules of the list and unless barred by the sponsor/owner of the list. The rules may limit the length and frequency of messages from a discussant. The poster of a message about a candidate shall send a copy of the message to the candidate.

5. Meetings. Candidates or their proxies may speak to groups of Club members about their candidacy at regularly scheduled meetings and outings as long as no additional Club funds are spent. Candidates or proxies who travel to meetings at Club expense may not discuss their candidacy on the floor of the meeting other than a

brief announcement that the member is a candidate. Club entities may hold scheduled candidate forums provided that all candidates are given adequate notice and an opportunity to participate.

6. Mailings.

a. A candidate or his or her supporters may freely mail or ship materials to promote his or her candidacy and to discuss Club issues to persons on an individual's own list or on published Club lists. A candidate who mails or ships to 200 or more persons substantially identical pieces over 5 days or less or who consents to or participates in such a mailing shall give notice within 5 days of the mailing, including the number of pieces, to other candidates through the Club Executive Office and furnish a sample.

b. No Club entity shall provide its mailing list or labels or allow a Club bulk mail permit to be used to promote or oppose candidates for Director. However, candidate may buy member mailing labels from the national Club office, under these procedures:

(1) Requests for Club labels, addressed to the Executive Office, shall include a copy of the material to be mailed, the name of the candidate or candidates authorizing the mailing, and the zip codes and other selection criteria to be used. Candidates may request mailing labels until 40 days before the date set for counting the ballots. If any candidate requests labels, any other candidate may request labels until 30 days before the date set for counting. At least 5 days before the labels are provided, all candidates shall be notified of a request for labels, including the zip codes or other selection criteria requested, and given a copy of the material to be mailed.

(2) The material shall be reviewed by Executive Office staff to ensure that it is reasonably related to the promotion of the candidate.

(3) Candidates receiving labels shall pay for them at the Club's nonprofit organization rate. They shall use, at their own expense, a mailing house approved by the Executive Office.

(4) A request for labels for a mailing involving more than one candidate shall be approved in writing, in original, fax or e-mail, by all candidates involved. A member may order labels for a candidate with authorization of the candidate submitted to the Executive Office in writing or by fax or e-mail.

(5) Club entities may not order labels for candidates.

c. Any entity or person paying for at least 5% of the cost of a mailing using Club labels shall be considered as making the mailing.

7. Candidate Websites. Individual candidates or groups of candidates may have their own promotional websites. To avoid any misunderstanding, the opening page of any such site must say "This site is not sponsored or supported by the Sierra Club."

8. Contributions and Expenditures. The Club's interests are best served if there is a reasonable parity between candidates' ability to campaign. Accordingly large expenditures by any one candidate or group of candidates are discouraged.

a. A candidate may accept contributions only from individuals and may use contributions only from members to mail pieces using Club labels.

b. No candidate shall spend more than \$2,000 during an election cycle, beginning with the close of nominations, in support of his or her candidacy, for promotional materials, mailing, telephone calls, travel and other purposes. When giving their consent to nomination to the Nominating Committee or before circulating petitions for nomination, candidates shall inform the Secretary in care of the Executive Office in writing (by mail, fax or e-mail) whether they accept this limit and, if so, sign the following pledge. Whether the candidate has accepted the limit and signed the pledge shall be reported on nominating petitions, in the ballot materials and on all mailings and other promotional materials prepared or distributed by candidates or on their behalf.

Sierra Club Campaign Finance Pledge For Candidates

I, _____ (name), will adhere to a \$2,000 spending limit for my campaign and will solicit or accept funds for my campaign only from individuals.

Signed:

Date:

c. Expenditures in support of a candidate with the candidate's consent or participation shall count against the candidate's limit. If more than one candidate is involved, the expenditure shall count against each consenting or coordinating candidate's limit proportionately.

9. Records and Reporting.

a. For six months after the election, candidates shall keep records of (1) contributions aggregating \$100 or more from one person, including identity (name, address and telephone number) of the contributor, date, amount of contribution and aggregate amount of that person's contributions, and (2) expenditures of \$100 or

more, including recipient, amount, date and purpose. A candidate shall provide this information to the Inspectors of Election within (a) 5 days of receipt of a request for the information by e-mail, fax or delivery (add three days for mail) within 60 days before or 30 days after the date set for counting the ballots; or (b) 10 days at other times.

b. Candidates shall report the aggregate amount of contributions and expenditures 45 days before the date set for counting the ballots and 15 days after that date. Individual contributions and expenditures of \$100 or more, including the identity of the contributor or recipient, shall be reported to the Executive Office within 10 days of receipt and 15 days before and after the date set for counting the ballots (but not more than once). The reports shall be available for inspection and copying by any member.

Adopted 09/10-11/83; amended 09/13-14/86, 11/11-12/89, 09/18-19/93, 09/24-25/94,
11/18-19/95, 09/21-22/96, 11/15-16/97, 09/26-27/98, 11/14-15/98, 11/13-14/99,
11/16-18/01, 09/19-20/03

SR. 5-2-7: Eligibility of Employees for Nomination

Sierra Club employees are ineligible for nomination as Director. Former employees shall remain ineligible for a period of two years after the last date of their employment. Former temporary employees who have worked for the Club less than six months in the previous two years shall be eligible for nomination as a Director three months after their last day of employment. Persons who are paid by the Club as independent contractors or consultants rather than employees are not subject to the two-year period of ineligibility, but may not continue the financial relationship with the Club after being nominated either by the Nominating Committee or by petition.

Adopted 11/20-21/82; amended 11/15-16/97

SR. 5-2-8: Ballot Information

The introductory material that accompanies the candidates' statements for the election of Directors shall indicate whether the candidate was nominated by the Nominating Committee or by petition. There shall also be indication after each candidate's statement and/or under each candidate's photograph, as well as on the ballot, as to whether the candidate was nominated by the Nominating Committee or by petition.

Adopted 11/20-21/82; amended 11/11-12/89

SR. 5-2-9: Complaints, Appeals, Remedies & Sanctions

1. Complaints and Appeals. A candidate or candidate petitioner, ballot issue petitioner, position coordinator, staff member or member may complain to the Inspectors of Election about a violation of these rules by any person or entity, or the Inspectors may consider a potential violation on their own[, once the election process has begun. The election process will normally be considered underway when the Nominating Committee has made its report to the Board, or when a petitioner for Director has notified the Secretary of an intention to circulate petitions. The election process for ballot issues shall normally be considered underway when the Secretary has approved a resolution and petition for circulation. To guarantee review, a complaint must be received within 10 days of an alleged action affecting a person or entity, but the Inspectors may entertain an appeal made later. The Inspectors may also make advisory rulings before a proposed action is taken. Decisions shall be based on the Club's Bylaws and Standing Rules, in conformance with California law, to ensure a fair election.

2. Remedies and Sanctions. The Inspectors may require a Club entity or member to remedy any violation of the Bylaws or Standing Rules covering elections, including (a) an expenditure to remedy the violation to ensure a fair election or (b) repayment to the Club of the value of any resources used. For a serious violation, the Board of Directors may remove a candidate from the ballot, declare a candidate ineligible to take office or suspend or remove a member from any Club office or position.

3. Appeals to Board. A party aggrieved by any decision of the Inspectors may appeal to the Board by filing with the Secretary in care of the Executive Office within 5 days of notice of the Inspectors' decision, or afterwards if good cause for the delay is shown. The Board may entertain appeals at its discretion.

Adopted 11/18-19/95, 11/14-15/98, 09/19-20/03

Bylaw 5 (cont.)
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.

SR. 5-3-1: Board Meeting Procedures

If an emergency special meeting of the Board of Directors is held under the waiver of notice provisions of Section 5211 of the California Corporations Code, a reasonable attempt shall be made to contact all Directors in advance, even if they cannot be present, to inform them of the purpose of the meeting.

Directors may participate in any meeting of the Board through use of conference telephone or similar communications equipment, so long as all members participating in the meeting can hear one another. Such participation constitutes presence in person at the meeting.

These provisions shall also apply to the Executive Committee and any other committees of the Board.

Adopted 11/20-21/82

Bylaw 5 (cont.)
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]

SR. 5-4-1: Executive Committee Membership; Fifth Officer

The Executive Committee shall consist of the President and Vice President, as required by Bylaw 5.15, the Secretary, the Treasurer, and a Fifth Officer. The Fifth Officer's primary responsibility shall be to provide central coordination for the Governance Committees, to include the scheduling of the appointment of their chairs and members, their periodic reports to the Board of Directors, and their evaluation.

Adopted 09/19-20/03

SR. 5-4-2: Executive Committee

Pursuant to Bylaw 5, paragraph 5.5, the Board of Directors hereby delegates to the Executive Committee the authority:

- a. to act for the Board of Directors in case of emergency, or when it is impracticable to convene the entire Board;
- b. to supervise conservation-related legal actions to be filed in the name of the Sierra Club, and to exercise supervisory authority over the Litigation Committee, as set forth in SR.9-1-3.
- c. to conduct regular performance evaluations for and to set the salary of the Executive Director, with the appointment of the Executive Director reserved to the full Board;
- d. to approve the President's appointments of members of committees that report directly to the Board, including: Nominating, Ballot Statement Review, and Advancement, with the memberships of the Governance Committees, Investment Committee, and Inspectors of the Election being reserved for the full Board;
- e. to approve recipients of national volunteer Club awards as specified in Standing Rule 14-1-1;
- f. to appoint the auditors for the annual audit of the Club's financial records;
- g. to assist the President in planning and evaluating Board meetings, working sessions, and retreats;
- h. to remove members from leadership positions or from the Club, under the limited circumstances provided in Standing Rule 15-1-2; and
- i. to approve variations in the logo text, as specified in Standing Rule 1-1-2.

Adopted 09/10-11/83; amended 09/24-25/94, 02/22/02; 05/16-17/03, 09/19-20/03

SR. 5-4-3: Investment Committee

The Board of Directors hereby establishes the Investment Committee as a permanent committee of the Board. The committee shall be composed of the Treasurer as chairman, the President, and a third Director, to be elected by the full Board. The Executive Director and Administrator of the Club shall serve as advisors. The Investment Committee shall have authority to direct the investment of Sierra Club funds according to the general investment policies adopted by the Board of Directors (SR. 10-1-2). The Investment Committee shall report to the full Board twice each year on its actions, on the state of the investment portfolios, and on any recommendations for action by the Board. The committee shall have no budget for its operations.

Adopted 02/4-5/84

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]

SR. 6-1-1: Use of Officer Titles

In order to protect their distinctiveness and stature, the following titles, when used to designate any officer or staff member of the Sierra Club, may be used only as designated in the Bylaws or with the approval of the Board of Directors; no subunit of the Club may use these titles:

President, Honorary President, Vice President, Honorary Vice President, Vice President for [function or region], Regional Vice President, Director, Executive Director, Chairman of the Sierra Club, Director of [department], Conservation Director

Adopted 09/26-27/87

SR. 6-1-3: Regional Vice Presidents

There shall be several Regional Vice Presidents of the Sierra Club, one for each region for which a Regional Conservation Committee has been established. Each Regional Conservation Committee Chair is designated a Regional Vice President.

Adopted 11/21-22/81; amended 02/22/02

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.

SR. 7-1-1: Sierra Club Council -- Membership

The Sierra Student Coalition is authorized to appoint a delegate to the Sierra Club Council.

Adopted 11/21-22/81; amended 09/24-25/94, 05/18/02

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.

SR.8-1-1: Chapter Subentities

Chapters may create and dissolve subentities to carry out the purposes of the Club, including but not limited to groups, sections, and committees.

1. Groups

(a) Where established by chapters, groups are fundamental organizing units of the Club, responsible to the Club and their chapters for acting in furtherance of Club policies and rules, and to their members for providing effective opportunities for local participation in carrying out the Club's mission.

(b) Chapter members residing in a contiguous area may petition the chapter executive committee to form a group, subject to chapter approval of the formation and chapter and Club approval of the group's bylaws. No member shall belong to more than one chapter and group. Chapters are not required to establish groups in any particular area of their jurisdiction.

(c) The election of an executive committee to manage the affairs of a group and the adoption of bylaws shall be carried out through procedures established by the Council of Club Leaders. The bylaws of a group shall not contain anything that is at variance with the expressed purposes of the Club or with the Club or chapter bylaws, and shall be approved as specified by the Board before becoming effective. Each group shall have at least one voting representative on the chapter executive committee.

(d) Groups must meet the following minimum standards:

- (1) Have a fully functioning executive committee, which holds regular meetings, keeps minutes and holds regular elections.
- (2) Meet standards for fiduciary responsibility and adhere to Club policies.
- (3) Offer a range of current opportunities for member participation.

- (4) Engage in one or more active conservation campaigns.
- (5) Communicate regularly with group members.
- (6) Build Club visibility in the group's community.

2. Sections – Chapter or group members interested in special activities consistent with Club purposes may petition the chapter or group executive committee to form sections, subject to chapter or group approval of section operating procedures or bylaws.

3. Chapter subentities may be dissolved according to procedures established by the Council of Club Leaders.

Adopted 05/19-20/01; amended 07/20/02

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.

SR. 9-1-1: Governance Committees

The Board of Directors establishes the following standing committees to assist it in conducting the affairs and activities of the Club:

- Communication and Education Governance Committee
- Conservation Governance Committee
- Finance Governance Committee
- Organizational Effectiveness Governance Committee
- Outdoor Activities Governance Committee
- Training Governance Committee

The Governance Committees shall serve as the Board of Director's principal focus in their areas of concern, providing oversight, policy development, volunteer management, and program development. They shall provide recommendations to the Board of Directors on issues affecting the Board's responsibilities. They shall (a) assist the Board to establish policy and direction, (b) extend the reach of the Board in implementation and member participation, and (c) serve as an interface between the Board of Directors and staff, volunteer leaders and other Sierra Club members. Each Governance Committee shall work collaboratively with the lead staff in their area of focus.

These Governance Committees shall have authority to implement policies of the Board of Directors and to recommend action to the Board. The committees shall ensure that appropriate projects, committees, resource working groups, task forces, and/or networks are established and funded to assist in the operations of the Sierra Club. Within its delegated area, each committee shall have the authority to establish (and sunset), charge, and appoint the chairs and members of any entities or operations needed to fulfill its charge. The committee shall have the flexibility to shift resources among subunits and programs during the fiscal year, as needs or circumstances change.

Adopted 09/24-25/94; amended 02/17-18/01, 11/16-18/01, 09/19-20/03

SR. 9-1-2. Standing Committees – Procedures

Except as specified elsewhere by the Bylaws or Standing Rules, members of Governance Committees shall be appointed by the Board, and members of Standing Committees shall be appointed by the President, subject to confirmation by the Board. The criteria and opportunity for membership shall be advertised as broadly as practicable using the Club's electronic network and other means that allow economic, timely outreach to the general membership. The criteria for committee membership shall be developed in consultation with current committee members.

Governance Committees are defined in Standing Rule 9-1-1, and are given specific but broad charges in the Club's organization. Standing Committees are those entities created under the direction of the Board, with

the expectation that their duration is not limited. It is intended that this rule shall apply to both types of entity, except as otherwise specified by Board Standing Rule or resolution.

Terms of office for voting members of such committees shall be two years, with the possibility of reappointment for an additional two terms, for a maximum of six continuous years. Additional terms of office shall not occur without a one-year break in membership.

Nothing shall preclude the committee from appointing non-voting corresponding or advisory members when special skill or knowledge is required.

The chairs of Governance and Standing Committees shall be appointed by the President in consultation with the committee involved. These appointments shall be subject to Board approval, and chairs should usually be selected from the committee's members.

Governance and Standing Committees may delegate portions of their charge to subcommittees of their own creation and oversight. Such subcommittees, which may be termed "committees," shall have specific charges adopted by the relevant Governance or Standing Committee and shall have their membership selected by the appointing committee after the establishment of criteria and the broad advertisement to the Club membership of opportunities to serve. Terms of appointment shall be for two years, with possible reappointment for an additional two terms. Chairs shall usually be selected from and in consultation with their membership and shall serve terms of one year, with the possibility of two additional terms. Such committees shall be subject to regular review as to performance and relevance, and may be established with provisions governing their duration.

Nothing in this SR should be seen as hindering the Board, at its discretion, from setting other rules for membership and service on any committee on a case-by-case basis. Governance Committees under this SR may establish variations for their subunits when the situation warrants, provided that the variation conforms to the goals of this Standing Rule and do not constitute a significant deviation from it. Such exemptions shall be subject to approval by the Board.

Adopted 05/7-8/83; amended 02/17-18/01

SR.9-1-3: Litigation Committee

The Board delegates to the Litigation Committee the authority to approve and oversee conservation-related legal actions, subject to supervision, including reversal, by the Board or the Executive Committee. The Litigation Committee shall be composed of seven members appointed by the President and confirmed by the Executive Committee. The Litigation Committee shall adopt approval procedures for Club participation in formal legal actions, including lawsuits, formal administrative proceedings, and settlements, and shall recommend for adoptions by the Board procedures permitting Club subunits and Club staff of the Sierra Club to initiate informal legal actions.

Adopted 09/19-20/03

SR. 9-3-6: Organizational Effectiveness Governance Committee

A -- Membership: The Sierra Club Council shall nominate and elect at least half of the members of the Organizational Effectiveness Governance Committee.

Adopted 09/24-25/94

B(1) Oversight over Chapters and Chapters Submits: Pursuant to Club Bylaws 5.1 and 8.3, the Board delegates to the Organizational Effectiveness Governance Committee the following authority over chapters and chapter subunits: (a) to establish and change procedures for elections; (b) to establish and change procedures for the adoption of new bylaws and changes to bylaws; (c) to require that specific provisions be included in or deleted from bylaws; (d) to require revision or replacement of bylaws; and (e) to change names and boundaries provided, however, that the Committee shall override the bylaw provisions of any chapters or chapter subunits only when the Committee determines that extraordinary circumstances exist that make such action necessary or desirable in order to preserve the best interests of the Club as a whole, and only after notifying the Board of Directors of its intent to do so.

B(2) Chapters and Chapter Subunit Elections: In any instance when the Organizational Effectiveness Governance Committee determines that an election held by any chapter or chapter subunit should be rerun because of irregularities in its conduct, the Organizational Effectiveness Governance Committee shall have the authority to suspend, for the duration of the rerun election, any chapter or chapter subunit bylaw or standing rule that might conflict with the fair and expeditious conduct of the rerun election. Suspensions authorized by this paragraph do not require prior notification of the Board of Directors.

Adopted 05/2/93; amended 09/24-25/94, 02/24-25/96

SR. 9-3-7: Delegation of Boycotts Review

Proposed boycotts shall be considered by the Conservation Governance Committee, and by any entity or persons to whom it delegates this task. However, final approval shall require action by the Board of Directors or Board Executive Committee.

Adopted 11/18-19/95

SR. 9-3-8. Canadian Participation in Committees

Pursuant to the License (3.B.3) and Operating (6.C.2) agreements with the Sierra Club of/du Canada, Sierra Club of/du Canada may appoint one voting member to each subentity of the Conservation Governance Committee, including Regional Conservation Committees, that deals with issues of concern in or to Sierra Club of/du Canada. Unless otherwise agreed, by the relevant Sierra Club entity, the cost of attendance and participation of this representative shall be paid by the Sierra Club of/du Canada.

Adopted 05/16-17/03

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]

SR. 10-1-1: Sierra Club Life Membership Fund Management

1. The Sierra Club Life Membership Fund investments and distributions shall be made in accordance with the National Sierra Club Program Investment Policies as adopted from time to time by the Finance Governance Committee.

2. Moneys received for the Sierra Club Life Membership Fund, including Life Membership payments, shall be placed in segregated accounts of the Sierra Club Life Membership Fund as soon as possible, but no later than forty-five (45) days after the end of the month in which they are received.

3. Monthly accounts for the Sierra Club Life Membership Fund shall be maintained. Transactions such as interest earned or received, dividends received, and any capital gains or losses on investments shall be recorded so that they are compliant with the Financial Accounting Standards Board requirements. Accounts shall show transfers into and withdrawals from the Sierra Club Life Membership Fund, and the current net value of the assets of the Sierra Club Life Membership Fund.

4. The assets of the Sierra Club Life Membership Fund may be pledged as security for bank lines of credit. Lines of credit so collateralized will be free from borrowing for at least 30 consecutive days in each calendar year. Additionally, the assets of the Sierra Club Life Membership Fund may be pledged as security for bank loans other than lines of credit. The Board of Directors may approve a waiver of this 30-day requirement for a specified period of time on the recommendation of the Executive Director.

Adopted 11/19-20/83; amended 07/18/92, 05/13-14/95, 09/26-27/98

SR: 10-1-2: Donor-Directed Endowments

The Board of Directors endorses the following principles for donor-directed endowments:

1. Total Return Policy: Sierra Club employs a total return concept for the investment of donor-directed endowments and for the determination of spendable income. This concept recognizes traditional yield (dividends and interest), plus or minus realized and unrealized gains or losses, in determining the total return earned during any particular period.
2. Donor-Directed Endowment as Permanent Asset: Donor-directed endowments shall be accounted for in two different asset groups; the corpus or historical gift will be reflected as permanent assets, while the investment return that is derived from corpus and maintained as endowment will be accounted for as a separate asset class depending on the donor's restrictions. Sufficient investment returns shall accumulate in the endowment to compensate for inflation. The different asset groups may be combined for investment purposes.
3. Invasion Prohibition: Under no circumstances should expenditures reduce the value of the endowment fund below its historic gift value.
4. Preserving Real Value: Management of a donor-directed endowment shall allow for growth in the fund to compensate for inflation, and provide ongoing support for the Sierra Club's continued effort to protect and preserve the environment.
5. Expenditure Policy: Expenditures from donor-directed endowments shall be made in quarterly payments based on an annual rate of 5% of the value of the combined endowment fund (i.e., historic gift value plus accumulated investment returns), and shall be computed for each ensuing fiscal quarter by using the average balance of the combined endowment fund over the previous twelve quarters. This policy is intended to maintain the real value of the endowment fund over time net of inflation. The payout rate established for the donor-directed endowment fund shall be subject to annual review by the Sierra Club's Board of Directors. Un-appropriated investment returns shall remain as unrestricted or temporarily restricted assets and shall be reinvested with the donor-directed endowment funds.
6. Investment Policy: Donor-directed endowments shall be invested in accordance with the California Uniform Management of Institutional Funds Act, subsequent state or federal laws governing endowments, and the National Sierra Club Program Investment Policies as adopted from time to time by the Finance Governance Committee. The overall investment policy for donor-directed endowments is intended to maintain the real value of endowment funds over time net of inflation.

Adopted 09/26-27/98

SR. 10-1-3: Bequest Policy

1. Unrestricted planned gifts received during any fiscal year will be used for current operating activities, with the exception of individual "large" bequests.
2. Individual "large" bequests are those of \$1 million or greater. Large bequest receipts shall be placed in segregated accounts. The segregated accounts are to be administered for the benefit of Board-directed priorities. Distributions from these segregated accounts are to extend over a three- to five-year period. Possible Board priorities may include funding a conservation initiative or attainment of a specific financial goal, such as the restoration of working capital.
3. Both national and chapter portions of large bequests shall be administered through segregated accounts, as specified above, for the duration and purposes set by the Board or its designee.

Adopted 09/26-27/87; amended 05/22-23/99

S.R. 10-2-1: Bank, Savings, and Investments Accounts

Sierra Club chapter subentities within the United States having any bank, savings or investment account, must have on that account the signature of an officer, generally the treasurer or chair, of that chapter.

Adopted 03/01-02/97; amended 09/20-21/97

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]

SR. 11-1-1: Petitions on Ballot Issues

1. Issues Under Consideration for Petitions

Club resources, such as chapter and group newsletters or websites, may cover issues that might be the subject of future petitions. Newsletter editors and website managers, if they are aware that a petition drive is contemplated, shall make every effort to ensure balanced coverage of such topics by featuring alternative views. Such coverage shall ensure that draft issue petitions that have not been approved by the Secretary are not confused with any that have been so approved.

2. Content of Resolution. A resolution presented by petition (a) may seek to amend the Bylaws, contingent on approval by the Board, pursuant to Bylaw 13.1, (b) if it seeks to change policy, shall be restricted to a single subject and may not restate existing policy except to show how the proposed policy differs and (c) if it proposes to amend the Bylaws, shall follow the form of the Bylaws.

3. Contents and Form of Petition. The petition shall contain the full wording of the resolution, as approved by the Secretary, at the top. Existing policy that would be changed by a resolution shall be stated or summarized in the petition, to show the change. Bylaws that would be amended shall be set forth in the petition. The petition shall also state whether the petitioners accept the expenditure limit and have signed the pledge provided for in SR. 11-1-2B10. Petitions must use the signature forms created by the Executive Office or full-sized copies thereof. The back of the petition may be used for additional background material, and the bottom may specify mailing directly to the Executive Office or some other place.

4. Petitioners. The petition shall designate between one and three members as lead petitioners, including name, address and membership number, which shall appear on each copy of the petition circulated.

5. Approval. The petition shall be submitted to the Secretary at the Executive Office of the Club before being circulated. The Secretary shall respond within 30 days, either (a) approving the resolution and petition, (b) disapproving the resolution as violating this Standing Rule, or (c) recommending changes (i) to make the form of the resolution or petition conform to Club rules, (ii) to clarify the meaning of the resolution, or (iii) to

compose the resolution properly without changing its intent. If the petitioner(s) and the Secretary disagree about whether the resolution and/or petition conforms to this paragraph or disagree about the wording of the resolution, the two sides shall mutually select a third party to decide the issue and determine the wording.

6. Signatures and Use of Club Resources in Circulating Petitions. Each signature on a petition shall be accompanied by the date of signing and the membership number and/or address of the signer. A signer must be a member of the Club in good standing for at least 60 days and must have signed within six months of the date of submission of the signed petition. No Club resources may be used for the circulation or solicitation of signatures of approved petitions, except that newsletters and websites may carry a brief news item to inform readers that a petition question has been approved for circulation, the text of that question, and contact information for the lead petitioner. If and when an opposing position to the proposed question emerges, newsletters and websites should also provide similar contact information.

7. Submission of Petitions. Petitions proposing a resolution for adoption by the Board of Directors or the membership of the Club may be submitted at any time. Signed petitions shall be submitted to the Executive Office. Petitions that may require a vote of the membership shall be delivered in original or facsimile but not e-mail to the Secretary in care of the Club's Executive Office by noon Pacific time on the last business day four weeks before the last regular meeting of the Board before the closing date for nominations for Director to assure qualification to the annual ballot. Acceptance by a regulated carrier that commits to delivery by the deadline shall constitute timely delivery, provided that actual delivery occurs not more than one day late. Petitions proposing a Bylaw amendment or challenging an action of the Board of Directors in the six months immediately preceding the date of submission shall be automatically certified to the ballot if submitted with the proper number of signatures by the closing date for nominations for Director; in this case, the Secretary shall poll the Directors for their recommendations on the resolution and shall report the results of the poll in the statement accompanying the ballot.

8. Retention. Petitions shall be retained by the Executive Office for 4 months after the close of nominations.

SR. 11-1-2: Promotion of Positions on Ballot Issues

Coordinators must submit with all statements evidence that any listed endorsers have agreed to be so listed.

A. Ballot Statements

1. Coordinators. One statement each in support of and in opposition to each ballot question shall be distributed with the ballot mailed to each member. The petitioners shall designate, in writing (by letter, fax or e-mail) to the Secretary in care of the Executive Office, a position coordinator to be responsible for overseeing the preparation and submission of the statement in favor of the ballot issue. After consultation with potential opponents of the ballot issue, the Secretary shall designate a position coordinator to be responsible for overseeing the preparation and submission of the statement opposing the ballot issue. No coordinator shall be a candidate for the Board in the same election. If no statement supporting or opposing a ballot question is received by the deadline provided in these rules, the Secretary shall inform the Chief Inspector of Election and President, and then the President, or the President's delegee, will prepare a statement that provides a summary of arguments supporting or opposing the question, identifies the preparer, and indicates that no other statement was received.

2. Requirements.

a. Each position statement, pro and con, shall have a maximum of 400 words, including the names and affiliations of the signers. No candidate for Director shall be shown as a signer of this or of either of the statements provided for in SR. 11-1-2b.

b. The Secretary shall prescribe the form of the statements, considering such issues of form as are set forth in SR. 5-2-6.1a. The Secretary shall review each statement for form and significant errors of fact. No change in a statement shall be made without the coordinator's specific consent, except to conform to the prescribed format (no wording changes) or to delete any words beyond the limit if the coordinator does not make the statement conform to the form and/or limit within 5 days of a request. If a coordinator refuses to remove significant errors of fact (but not differences of opinion), the Secretary shall cause a correction to be published in the ballot materials, with an asterisk or other mark in the position statement as may be necessary to make the correction clear.

3. Deadline. The deadline for receipt of statements for or against ballot issues that would change Club policy at the Sierra Club Executive Office in original, facsimile or e-mail shall be noon Pacific time on the last business day on or before the Friday after the last regular meeting of the Board before the close of nominations, unless the Board has put an alternative question on the same subject on the ballot, in which case the deadline shall be noon Pacific time on the last business day on or before the fourth Friday after this meeting. The deadline for statements for or against proposed amendments to the Bylaws or resolutions challenging an action of the Board in the six months immediately preceding the date of submission shall be noon Pacific time on the last business day on or before the third Friday after certification of the issue to the ballot.

If a ballot question is initiated by the Board of Directors at its last regular meeting before the close of nominations, the deadline for receipt of statements for or against it is noon Pacific time on the third Friday following that Board meeting.

B. Promotion of Positions (Electioneering)

1. SIERRA Statements. If time and space permit, the promoters of each position shall be allocated equal space in an issue of *SIERRA* that is distributed in advance of the election to expand the arguments presented in the ballot statements. The names and principal identifications of the signers of the statement shall be included in the space allotment. Excepting questions of legality (libel, fraud, etc.), *SIERRA* shall not exercise editorial control over the material submitted. The Executive Director shall determine the appropriateness of timing and amount of space available. Due to time and space limitations, there shall be no exchange of statements and no rebuttals of the opposing statement except as arranged by the two coordinators between themselves.

2. Statements for Newsletters. Additional statements of no more than 750 words, including the names and principal identifications of the signers, expanding on the ballot statements may be submitted to the Executive Office in original, facsimile, or e-mail by noon Pacific time on the last business day on or before the third Friday after the last regular meeting of the Board before the closing date for nominations, unless the Board has put an alternative question on the same subject on the ballot, in which case the deadline shall be noon Pacific time on the last business day on or before the fifth Friday after this meeting.

a. These statements shall be distributed to the editors of all Club newsletters of record in the volunteer leadership file. Due to time and space limitations, there shall be no exchange of statements and no rebuttals of the opposing statement except as arranged by the position coordinators.

b. Newsletters and other Club publications, including web pages, may publish these or any other official statements, including the *SIERRA* statements, if they publish the statements on both sides. They may also publish matched opinion pieces on both sides of approximately equal length written for this purpose, by their local members or by others.

3. Editorial Positions. Editorial positions taken in chapter and group newsletters on ballot questions must represent the position of the respective chapter or group executive committee as adopted in a regular or special meeting.

4. Letters to the Editor. Letters to the editor on ballot questions, if any are published, shall, as a whole, reflect a balance of positions on the issue insofar as possible. Letters must be signed.

5. Advertising. No advertising may be accepted promoting a position on a ballot issue in a Club newsletter.

6. Web Page Links. Any mention in a Club publication, including a web page, of, or link to, a web page formally designated by one side of a ballot issue must be matched by a corresponding mention of or link to a page designated by the other side of a ballot issue, unless the other side has not responded with a web page address to a request for it from the publisher of the reference or the Club Secretary or webmaster.

7. Use of Club Resources. Without authorization of the Board of Directors, no Club funds or other resources, such as official publications and other forums or means of communication, including newsletters and web pages, and including those of chapters, groups and other entities, shall be used in support of or opposition to any ballot issue, unless both sides have the same opportunity.

8. Mailing Lists. No person, group, or Club entity shall have access to, use, or release any portion of a Club membership list, other than a published leader list, for fundraising or communicating with the membership on a ballot issue beyond the means provided above, except that candidates using Club labels pursuant to Standing Rule 5-2-6.7 may also promote or oppose a ballot issue in a mailing promoting their candidacy.

9. Forum. Under rules issued by the Organizational Effectiveness Governance Committee, the Club may have a forum for discussion of each ballot issue or each set of alternative ballot issues. The rules may limit the length and frequency of messages from a discussant.

10. Contributions and Expenditures.

a. A petitioner or position coordinator may accept contributions only from individuals and may use contributions only from members to mail pieces using Club labels, should they be provided by the Club.

b. No petitioner or position coordinator shall spend more than \$5,000 during an election cycle, beginning with the certification of the issue to the ballot, in support of or opposition to a ballot issue, for promotional materials, mailing, telephone calls, travel and other purposes. Before circulating petitions for ballot issues, petitioners shall inform the Secretary in care of the Executive Office in writing (by mail, fax or e-mail) whether they accept this limit and, if so, sign the following pledge. Coordinators, within 5 days of appointment, shall do the same. Whether the petitioners and coordinators have accepted the limit and signed the pledge shall be reported on the petitions, in the ballot materials and on all mailings and other promotional materials prepared or distributed by the petitioners or coordinators.

Sierra Club Fair Campaign Ethics Pledge For Ballot Issue Coordinators & Petitioners

I, _____ (name), will adhere to a \$5,000 spending limit for the campaign and will solicit or accept funds for the ballot campaign only from individuals.

Signed:

Date:

c. Expenditures in support of or opposition to an issue with the petitioners' or coordinator's consent or participation shall count against that side's limit. If a substantial portion of a candidate mailing is devoted to one side of a ballot issue with such consent or participation, the expenditure shall count against the limits for both the candidate and that side of the ballot issue.

d. The provisions of SR 5-2-6.6c apply to mailings about ballot issues or any other subject.

11. Records and Reporting.

a. For six months after the election, petitioners and position coordinators shall keep records of (1) contributions aggregating \$100 or more from one person, including identity (name, address and telephone number) of the contributor, date, amount of contribution and aggregate amount of that person's contributions, and (2) expenditures over \$100, including recipient, amount, date and purpose. A coordinator shall provide this information to the Inspectors of election within (a) 5 days of receipt of a request for the information by e-mail, fax or delivery (add three days for mail) within 60 days before or 30 days after the date set for counting the ballots; or (b) 10 days at other times.

b. Coordinators shall report the aggregate amount of contributions and expenditures 45 days before the date set for counting the ballots and 15 days after that date. Individual contributions and expenditures of \$100 or more, including the identity of the contributor or recipient, shall be reported to the Executive Office within 10 days of receipt and within 15 days before the date set for counting the ballots. The reports shall be available for inspection and copying by any member.

C. General

While the Sierra Club cannot restrict campaigning that does not require Club resources, extensive expenditures of human and financial resources in such campaigning are not ordinarily in the best interests of the Club and are discouraged.

Adopted 05/2-3/81 & 09/13-14/86; amended 09/20-21/97, 09/26-27/98, 11/14-15/98, 11/13-14/99, 11/16-18/01, 09/19-20/03

SR. 11-3-1: Structure of the Ballot and Ballot Materials: The Secretary shall prepare the ballot and accompanying materials relating to ballot questions in a manner that clearly presents the question or questions posed and, if changes or amendments to existing policy or procedures are proposed, the current provision(s), or a summary thereof, shall also be stated for comparison. If more than one alternative to existing policy is proposed, members shall be given a choice among them and a "none-of-the-above" option. The ballot shall state that this option would preserve existing policy. Any ballot issue must receive a majority of the votes cast

to prevail, provided that a quorum votes on the issue. The ballot pamphlet and ballot itself shall make clear the recommendation of the Board of Directors, if any is made, on any ballot measure.

Adopted 12/10-11/94; amended 11/14-15/98, 11/16-18/01

SR. 11-3-2: Complaints, Appeals, Remedies & Sanctions: The provisions of SR 5-2-9 apply to ballot issues.

Adopted 11/14-15/98

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]

SR. 14-1-1: Honors and Awards

The following awards and honors may be given by the Sierra Club. The year in which the award was established is given following the name of the award. Recipients of the award or honor are approved as indicated in parentheses following the description.

1. JOHN MUIR AWARD (1961). The Sierra Club's highest award. Honors a distinguished record of leadership in national conservation causes such as to continue John Muir's work of preservation and establishment of parks and wildernesses. John Muir Award winners shall be considered Honorary Life Members. (Executive Committee of the Board of Directors; awarded annually.)

2. WILLIAM E. COLBY AWARD (1966). The Sierra Club's highest award for service to the Club itself. Honors an outstanding record of leadership, dedication, and service to the Sierra Club as typified by Will Colby. (Executive Committee of the Board of Directors; awarded annually.)

3. EDGAR WAYBURN AWARD (1979). Honors outstanding distinguished service to the cause of conservation and the environment by a public official. (Executive Committee of the Board of Directors; awarded annually.)

4. WILLIAM O. DOUGLAS AWARD (1980). Honors legal and judicial service of the highest merit on behalf of the environment. (Executive Committee of the Board of Directors; awarded annually.)

5. RAYMOND J. SHERWIN INTERNATIONAL AWARD (1982). Honors extraordinary volunteer service toward international conservation and the maintenance of global protection of what John Muir called "this grand show eternal." (Executive Committee of the Board of Directors upon recommendation of the Honors and Awards Committee; the International Committee shall nominate candidates and submit the names to the Honors and Awards Committee; awarded no more frequently than annually.)

6. EARTHCARE AWARD (1975). Honors an individual, organization, or agency distinguished by making a unique contribution to international environmental protection and conservation. The award may be cosponsored in any given year by one or more environmental organizations sharing the same goals and interests as the Sierra Club. (Executive Committee of the Board of Directors upon recommendation of the Honors and Awards Committee; the International Committee shall nominate candidates and propose any appropriate cosponsors and submit the names to the Honors and Awards Committee; awarded "from time to time.")

7. ANSEL ADAMS AWARD FOR CONSERVATION PHOTOGRAPHY (1971). Honors superlative photography that has been used to further conservation causes. (Executive Committee of the Board of Directors upon recommendation of the Honors and Awards Committee; awarded annually.)
8. WALTER A. STARR AWARD (1970). Honors the continuing active work and support of the Club by a former Director. (Executive Committee of the Board of Directors; awarded annually.)
9. DISTINGUISHED SERVICE/ACHIEVEMENT AWARDS (1971). Awarded to persons who are or have been in public service. Distinguished Service is for strong and consistent commitment to conservation over a considerable period of time. Distinguished Achievement is for some particular action of singular importance to conservation. (Executive Committee of the Board of Directors upon recommendation of the Honors and Awards Committee; one or more, usually no more than three, are awarded annually.)
10. SPECIAL SERVICE/ACHIEVEMENT AWARDS (1966). Awarded to an individual Sierra Club member or to a Club group, chapter, or committee or to a combination of these. Special Service is for strong and consistent commitment to conservation or the Club over an extended period of time. Special Achievement is for some particular action, campaign, or effort of singular importance to conservation or the Club. (Executive Committee of the Board of Directors upon recommendation of the Honors and Awards Committee; approximately three awards are presented annually.)
11. HONORARY LIFE MEMBER (1892). Recognizes distinguished service to the cause of conservation or to the Club. Honorary Life Members shall be exempt from the payment of membership dues or fees. (Unanimous vote of the Board of Directors; no limit on number or frequency.)
12. FRANCIS P. FARQUHAR MOUNTAINEERING AWARD (1970). Honors an individual's contribution to mountaineering and enhancement of the Sierra Club's prestige in this field. (Mountaineering Committee; awarded annually.)
13. OLIVER KEHRLEIN AWARD (1969). Honors an individual who has done outstanding work in the Sierra Club's or a chapter's outings program or who has performed exceptionally well in a difficult situation on a Club outing. (Outing Committee; awarded annually.)
14. DENNY AND IDA WILCHER AWARD (1980). Recognizes Sierra Club chapters and groups for outstanding work in either membership development or fundraising. Recipient entity receives an award of approximately \$3,000 from the Denny and Ida Wilcher Fund. (Executive Committee of the Board of Directors upon recommendation of the Honors and Awards Committee; the Honors and Awards Committee receives recommendations from the Denny and Ida Wilcher Awards Committee appointed by the Organizational Effectiveness Governance Committee; awarded annually.)
15. SUSAN E. MILLER AWARD (1977) and CHAPTER SERVICE AWARDS (1977). Honors exceptional contributions by individual Sierra Club members to chapters in organization or management. (Organizational Effectiveness Governance Committee; up to three Susan Miller Awards annually, other nominees may receive Chapter Service Awards.)
16. DAVID R. BROWER ENVIRONMENTAL JOURNALISM AWARD (1989). Recognizes an outstanding journalist in the area of environmental reporting, for contributing to a better public understanding of environmental issues. (Communication and Education Governance Committee.)
17. CHICO MENDES AWARD (1989). Recognizes individuals or non-governmental organizations, outside the United States who have exhibited extraordinary courage and leadership, at the grassroots level, in the universal struggle to protect the environment. (Executive Committee of the Board of Directors upon recommendation of the Honors and Awards Committee; the International Committee shall nominate candidates and submit the names to the Honors and Awards Committee; awarded no more frequently than annually.)
18. CERTIFICATES OF APPRECIATION, CITATIONS, COMMENDATIONS (1970). Recognize those who seldom receive Club-wide acclaim, but whose efforts have been beneficial to the entire membership. (Honors and Awards Committee; awards are made as appropriate.)

19. RICHARD M. LEONARD AWARD (1994). To honor an outstanding record of leadership, dedication, and service to the cause of conservation and the Sierra Club through the work of The Sierra Club Foundation as typified by Dick Leonard. (Executive Committees of the Sierra Club and the Sierra Club Foundation; no more frequently than annually.)

20. JOSEPH BARBOSA EARTH FUND AWARD (1998). To honor Club members under the age of 30 who are making a difference in protecting the environment. (Executive Committee of the Sierra Club; awarded no more frequently than annually.)

21. ONE-CLUB AWARD (1999). Honors Club members at any level who have used outings as a way to protect or improve public lands, instill an interest in conservation, increase Club membership, or increase awareness of the Sierra Club.

22. ELECTRONIC COMMUNICATIONS AWARD (1999). Honors best web page or other use of electronic communications.

23. ENVIRONMENTAL ALLIANCE AWARD (2000). Honors Sierra Club members who have helped further environmental goals through collaboration or coalitions with other, non-Sierra Club constituencies.

Adopted 05/7-8/83; amended 02/19-20/94, 09/24-25/94, #20 added in 1998, #s21-22 added in 1999; #1 modified 09/23-24/2000; #23 added 11/18-19/00, named 02/17-18/01

SR. 14-1-2: Honors and Awards – Policy

Generally, no employee of the Sierra Club is eligible for an award; exceptions require the approval of the Executive Committee of the Board of Directors. Awards to national political figures and to members of Congress require careful scrutiny and must be approved by the Executive Committee.

Adopted 05/7-8/83

SR. 14-1-3: Local Awards

Regional Conservation Committees, chapters, and groups are authorized and encouraged to establish and present awards at their appropriate levels.

Adopted 05/7-8/83

SR. 15-1-1: Standards of Conduct

I. Affirmative Standards of Conduct

Serving in a position of leadership is a privilege that can be lost either by ignoring the duty of loyalty expected of all Club leaders or by violating the following standards of conduct.

Sierra Club leaders have an obligation to meet these standards, and to hold other leaders accountable to them as well, in all interactions with others, including in person, in writing, on email, or on the phone.

- (1) Communicate and work together with common courtesy and collegial respect; disagree without being disagreeable.
- (2) Create a welcoming environment for new members and volunteers; avoid cliquishness, and language or behavior that offends others.
- (3) Always represent the Club and its mission in a positive and professional manner in all entities and at all levels; keep disagreements within the Club.
- (4) Accurately present the Sierra Club's policies and positions when communicating on behalf of the Club; don't use a Club leadership role or title to advance personal views that are not the Club's position.
- (5) Respect your obligation to the Club's members; use member lists and information about members for Club purposes only.
- (6) Use Club resources wisely and in keeping with the fiduciary responsibility of all leaders.
- (7) Foster an open democratic decision-making process; respect decisions once they are made.
- (8) Within the Club praise publicly, criticize privately and tactfully.

(9) Respect the policies and procedures that have been established by and for volunteer participants engaged in specific Sierra Club activities; when in doubt, ask.

II. Policy Disputes

When there is a dispute regarding interpretation, application or disregard for Sierra Club bylaws, policies, guidelines or other governing procedures, volunteer leaders should seek clarification from the relevant staff entity, for referral or appeal if necessary to a Governance Committee or its designee. No volunteer leader should act in violation of a policy interpretation that has been provided by the appropriate national staff or a higher volunteer level of the Club. If the leader believes the interpretation is incorrect, he or she should appeal or seek clarification from a GovCom, but shall not act in violation of the interpretation they have received.

III. Decision-Making Disputes

All Club leaders involved in a contentious decision-making process are nevertheless expected to behave according to these Standards of Conduct. This includes decisions regarding priorities for action, strategies and tactics, and the allocation of resources where differences of opinion can be heated.

All disputes between grassroots entities and volunteers at the chapter and group level should be resolved at the most local level possible. If these disputes cannot be resolved locally, the OEGC or its designee shall provide assistance to chapter and group entities and volunteers, as appropriate, to resolve disputes.

Authority is delegated to the OEGC to develop, implement and adapt, as needed, guidelines for resolving disputes over Standards of Conduct.

IV. Disruptive Personal Behavior

Chapter, group, section and committee chairs and executive committees have an obligation to deal quickly and decisively with disruptive personal behavior that is disrespectful of others personally, disrespectful of agreed-upon decisions or disrespectful of Club policies. All disputes over personal behavior that may violate standards of conduct should be resolved at the most local level, and informally whenever possible, according to the guidelines established by the OEGC.

Formal actions to remove, suspend or bar volunteers from elected leadership positions or participation in certain activities should only be undertaken when an individual's personal behavior is clearly disruptive, repeatedly violates standards of conduct, impairs the work of the Club, or constitutes serious misconduct as defined below.

V. Serious Misconduct

The Board President, Vice President and the Chair of the OEGC, or their acting designee, together have authority to immediately suspend a volunteer from participation in specific Club activities or from an elected or appointed leadership position (excepting members of the Board of Directors) for serious misconduct.

Any action to suspend a volunteer for serious misconduct must be based on a fair assessment (clear documentation, multiple reports, and direct communication with the person involved) that creates strong reason to believe that serious misconduct occurred.

In cases of suspension of elected leaders, the Breach of Leadership Trust (BoLT) process or the process for resolving conflicts between volunteers and staff must be used to determine whether the suspension should be reversed, extended for a specific period of time, or made permanent. One of these processes must be initiated within three weeks of a suspension. Note: If an individual's misconduct is so serious that it is referred to the police or legal counsel for action, these processes need not be followed.

Chapter, group or committee chairs, or any Club member who believes that a volunteer has engaged in serious misconduct as defined below can request an immediate suspension of that volunteer from an elected or appointed leadership position.

The following actions constitute serious misconduct:

- (1) Physical or sexual assault or violent threats toward others, including bringing firearms to Club offices, meetings or events.
- (2) Embezzling funds or misdirecting Club funds, membership lists or other assets for activities not authorized by the responsible entity.
- (3) Use of racial slurs or other derogatory language regarding gender, ethnic or national origin, religion, age, sexual orientation, or disability.
- (4) Fraud, libel, defamation or illegal activity of any kind in the conduct of Sierra Club business.
- (5) Illegal or unethical professional conduct outside the Sierra Club if that misconduct could significantly damage the Club, its staff, its members or its assets.
- (6) Harassment, threats or any action directed toward Sierra Club employees that violate Club employment policies or are covered by law.

IV. Board Discretion

These procedures shall not deprive the Board of Directors, at any point in the process, from taking such actions as it may deem necessary or advisable for the best interests of the Sierra Club.

Earlier version adopted as a policy 03/17-18/90; this version adopted as a SR 11/15-16/02

SR. 15-1-2. Removal of Members from Leadership or from the Club

(1) The Board Executive Committee (ExCom), by a 5-0 vote, or if such a vote is not received, the Board of Directors (BOD), by a majority vote, may remove a Club member from any or all elective or appointive positions, or from the Club, for actions that:

- (a) repeatedly violate the Club's Affirmative Standards of Conduct as set forth in SR 15-1-1;
- (b) have significantly disrupted or impaired, or will significantly disrupt or impair, the work of the Club if the actions continue; or
- (c) constitute Serious Misconduct as set forth in SR 15-1-1.

(2) Any Club leader, member or entity may initiate a request to remove a member from leadership or from the Club by submitting such a request to the chair of the Organizational Effectiveness Governance Committee (OEGC). The request must include all of the following:

- (a) A statement describing prior efforts made to resolve the matter at the group or chapter level. The OEGC will be unlikely to take up a request for discipline unless an effort was first made to resolve this matter locally.
- (b) Contact information and leadership position, if any, of the member or entity submitting the request for removal.
- (c) Contact information and leadership position, if any, of the member who is the subject of the request for removal.
- (d) A description of the specific incidents in which the member has acted in violation of the Club's Standards of Conduct or otherwise warrants removal.
- (e) Contact information for any individuals involved or with knowledge of the incidents referred to in the request for removal.

(3) Upon receipt of a request for removal of a member, the OEGC chair shall have discretion to determine whether the matter appears to be premature, of an insignificant nature, merely a personal grievance, or possessing some other circumstance that should be dealt with more appropriately by other means. The OEGC chair shall not be obligated to take any action on such requests other than to inform those who have requested such action of that determination. The OEGC chair shall report to the OEGC and to the Club President all matters disposed of under this section. The OEGC chair may delegate the duties under this section to one or more OEGC members.

(4) If the OEGC chair determines that action may be warranted, the matter must be referred to the full OEGC. Written notice must be sent promptly to the member in question by certified mail, and to any entity(ies) of which the member is a leader, setting forth (a) the fact that action has been requested, (b) the members(s), leader(s) or entity(ies) making the request, (c) the incidents described in the request, and (d) to whom and by when the member should submit his or her written response, which shall be at least 21 days after the date the notice is confirmed as delivered.

(5) Upon receipt of the member's response, or the expiration of the time for such response, the OEGC shall either: (a) refer the matter with a recommendation for action directly to the Club President, who can, at his or her discretion, bring it either to the Executive Committee or directly to the full Board, or (b) designate an individual or individuals unconnected to the particulars of the request to conduct an investigation, to be completed within 90 days of such assignment (or such longer or shorter time as the OEGC may specify). If such individuals are designated, the individuals will be charged with ascertaining and reporting whether any facts reported in the request for removal are in dispute, and if there are additional facts that are relevant. The individuals will report to the OEGC the findings of their investigation.

After the OEGC has considered the findings of the individuals, and any timely response received from the member named in the request, it shall refer the matter with a recommendation for action directly to the Club President, who can, at his or her discretion, bring it either to the BOD or ExCom. Any member of the Board of Directors may require that the matter be considered by the full Board.

(6) The OEGC's recommendation, including what form of removal is appropriate, if relevant, must be communicated in writing to the member by certified mail, and to the entity(ies) for which the member serves in a leadership role, if applicable. The member shall be allowed at least 10 additional days after the date the letter is mailed to respond to the Board before the Board or Board ExCom takes any final action.

(7) Any final decision by the Board or its Executive Committee to remove a member from a leadership position or from the Club, and the reasons for that decision, shall be communicated in writing within 10 days to the member, and to the leader, member or entity initiating the request.

(8) The BOD or ExCom has broad discretion to determine the appropriate form of removal for the member, including removal of the member from Club leadership positions, barring the member from future leadership positions or removal as a Club member. Neither the Board Executive Committee nor the Board, however, has the authority under this Rule to remove a member of the Board of Directors.

(9) Should the member miss any deadline for response, the requirement to consider that response shall be deemed to be met.

(10) These procedures are not intended to impair any necessary and authorized action by the Board of Directors, the OEGC or any Club official required by any emergency or urgent matter apparently in violation of Club policy that threatens the effectiveness and best interests of the Club.

Adopted as a policy 03/1-2/97; amended and adopted as a Standing Rule 10/15-16/97; amended 11/16-18/01; amended 02/22/03

SR. 15-2-1: Sexual Harassment

Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature when submission to such conduct is made explicitly or implicitly a condition for employment or advancement, when such conduct has the effect of substantially interfering with an individual's professional performance, or when such conduct creates an intimidating, hostile or offensive employment environment.

Sexual harassment in the workplace is a form of sex discrimination and is illegal.

The Sierra Club Board of Directors reiterates its opposition to sexual harassment in the work environment, including in all national, regional, chapter, and group offices.

In addition, the Sierra Club Board of Directors opposes unwelcome sexual advances, unwelcome requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature at Sierra Club sanctioned events, such as Sierra Club outings or Sierra Club meetings.

Sexual harassment can be grounds for involuntary termination of Sierra Club employees and termination of membership of Sierra Club members and volunteers.

Process for review of complaints:

An employee who believes that he/she has been sexually harassed should immediately contact the Sierra Club's Director of Human Resources.

Any Sierra Club member or volunteer who believes that he/she has been sexually harassed at a Sierra Club sanctioned event, such as a Sierra Club outing or Sierra Club meeting, should contact the chair of the sponsoring Sierra Club entity, e.g. chair of the group, chapter or RCC, who will initiate the investigation process. In instances where the member or volunteer might not feel comfortable with that chair, e.g. chair may be a friend of the alleged harasser, the member or volunteer should contact the chair of the Organizational Effectiveness Governance Committee.

The investigating entity may take appropriate action depending upon the findings, and may recommend to the Board of Directors termination of membership of the alleged harasser following a review of all the facts.

Sexual harassment complaints are to be treated seriously and confidentially by the appropriate Sierra Club staff or volunteer leader.

Adopted 03/15/92; amended 09/24-25/94

[Guidelines for investigating complaints are available from the Sierra Club Department of Human Resources and the Sierra Club Office of Volunteer and Activist Services.]

SR. 16-1-1: Conflict of Interest

1. Preamble. Every person elected or appointed to a position of authority in an organization has a duty of loyalty to, and must act in the interests of, that organization. A conflict of interest is a situation that exists when someone's loyalty may be divided between the first organization and a second person or organization. No one should be faulted merely because a conflict of interest situation exists. A problem arises only when someone takes action related to the conflict. A person in a conflict of interest situation may act appropriately by respecting his/her duty of loyalty, or may act inappropriately by violating it. It is the action -- the behavior -- that is or is not appropriate.

2. General Policy. As part of their duty of loyalty to the Sierra Club, volunteers and staff have an obligation and responsibility (1) to disclose any conflict or potential conflict of interest on any issue promptly as such conflict arises, (2) to abstain from participation in FINAL deliberations and decisions concerning that issue, and (3) to abstain from public comment upon that issue.

3. Definition. A conflict of interest situation exists when the interests or concerns of any volunteer or staff member, or said person's immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with the interests or concerns of the Sierra Club. Volunteers and staff should be keenly sensitive to any interpretation of their actions which could create the appearance of a conflict of interest situation, and should seek to avoid any such appearance.

4. Applicability. This policy applies to all volunteers, including volunteer leaders who are authorized to vote in the decision of any Club entity at the group, chapter, committee or national level, to all volunteers who are authorized to speak on behalf of the Sierra Club, and to all staff, including staff of chapters, groups or committees, and including all independent contractors.

5. Existence of a Conflict of Interest Situation. When there is a doubt as to whether a conflict of interest situation exists, the matter shall be resolved by a vote of the authorized voting members of the Club entity involved, excluding the person concerning whose situation the doubt has arisen or, in the case of any staff member, by the Executive Director. The Board of Directors is the final arbiter on all matters involving conflict of interest situations.

6. Obligation to Disclose. Disclosure shall be to the Club entity (group or chapter executive committee, internal or issue committee, or Board of Directors or other national entity) most directly involved or, in the case of staff, to the Executive Director. At least annually, or at the time the situation arises, all volunteer leaders and staff shall disclose any conflict of interest situation. At least annually, all volunteer leaders and staff members shall disclose any direct or indirect benefits that they are receiving or will receive as a result of agreements between the Sierra Club and any outside party. However, existence of a minor interest in pension fund investments and third party-managed funds shall not constitute a conflict of interest.

7. Obligation to Abstain from Deliberations. When any such conflict of interest situation is relevant to a matter requiring action by any Club entity within which, or over which, the person concerned has any authority, decision-making role, or voice, the interested person shall call it to the attention of that entity and shall retire from the room in which the Club entity is meeting and shall not participate in the final deliberations regarding the matter. However, that person has the right to, and should, upon request, provide the Club entity with any and all relevant information they may have concerning the matter.

8. Obligation to Abstain from Decision. In any conflict of interest situation, the person concerned shall not vote or otherwise participate in any decision concerning that matter.

9. Documentation. The minutes of the meeting of the Club entity shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final deliberation or vote and did not vote.

10. Obligation to Abstain from Public Statement. No volunteer or staff member shall make any public statement, as a Sierra Club spokesperson, on any issue (internal or external) regarding which they may have a possible conflict of interest. All volunteers and staff shall refrain from public comment, as a Sierra Club spokesperson, about conflict of interest issues except as authorized by the President.

11. Notice and Review of Policy. A copy of this conflict of interest policy shall be furnished to each volunteer leader and staff member who is presently serving the Sierra Club, or who may hereafter become associated with it. This policy shall be reviewed annually as a part of a meeting of each Club entity for the information and guidance of volunteer leaders, and any new volunteer leaders shall be advised of the policy upon undertaking the duties of their office. This policy shall be prominently included in the employment manual for all existing and new staff members.

Adopted 11/10-11/90