

**SIERRA PEAKS SECTION
ANGELES CHAPTER
SIERRA CLUB**

BYLAWS

APPROVED:

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For the Sierra Peaks Section

DATE: February 9, 2016

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DATE: February 10, 2016

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DATE: February 28, 2016

BYLAWS - SIERRA PEAKS SECTION SIERRA CLUB, ANGELES CHAPTER

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Bylaw 1: Organization and Membership

Section 1: Organization

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

1.2. Name. The name of this Section is the Sierra Peaks Section of the Angeles Chapter of the Sierra Club.

1.3. Purposes. The purposes of the Section are to foster among its membership an interest in exploring and preserving the peaks of the Sierra Nevada Range, to develop and expand interest and activity of the Sierra Club membership in the Sierra Nevada; to promote weekend knapsack and other trips and mountain climbs in the Sierra Nevada, and to cultivate close comradeship among hikers and mountaineers; to aid in the conservation and preservation of the wilderness areas of the Sierra, the maintenance of good trails and clean campsites; and the dissemination of the general knowledge concerning the range – while supporting the purpose of the Sierra Club, as stated in its Bylaws.

Section 2: Membership

1.4. Requirements. The members of this Section shall be those members of the Sierra Club in good standing who:

- (a) Subscribe to the Section newsletter
- (b) Climb any six mountains on the Peaks List maintained by the Section.
- (c) Make application for membership in writing to the Secretary stating peaks climbed and dates and giving Sierra Club membership number.

1.4.1. Classes of Membership.

Members retain their membership by

- (a) Maintaining their membership in the Sierra Club.
- (b) Subscribing to the Section newsletter. Subscription fees are due on January 1 of each year and are delinquent on March 31 of each year.

1.4.2. Honorary Members. Any member of the Sierra Club who has performed outstanding service for the Section may be designated an Honorary Member by majority vote of the Management Committee and a majority vote of all ballots cast at the annual election.

1.5. Meetings. Business, Membership and Special meetings of the Section membership at large may be called, with appropriate notice to the membership stating time, place, and purpose by the Section Management Committee and shall be called with similar notice upon petition to the Section Management Committee signed by fifteen (15) or more members of the Section for a meeting to consider specified subjects. If the Chair and Vice-Chair of the Section are both absent at a business, membership or special meeting, the Secretary, Treasurer or Fifth Officer, in that order shall preside. In the event of the absence of all Management Committee members, the members present shall elect a temporary Chair.

No binding action may be taken at a special meeting of the Section, but resolutions by majority vote may be adopted and addressed to the Management committee of the Section, the Executive Committee of the Angeles Chapter or the Board of Directors of the Sierra Club. A meeting may also direct the management committee to conduct a referendum (election) by ballot of the entire membership of the section on a specific issue.

1.6. Elections. The membership of the Section shall choose members of the Section Management Committee in an annual election. In addition, special elections or referendums on any subject within the province of the Section may be held either by direction of the Section Management Committee, the Chapter Executive Committee, Board of Directors, or a meeting of the Section membership, and shall be held upon petition to the Section Management Committee signed by five percent (5%) or more of the members of the

Section. The direction or petition shall state the issue to be voted upon in proper form for ballot. A quorum for any special election shall be ten percent (10%) of the membership of the Section. A majority vote (more than half the vote) of those voting is required to establish Section policy. However, if the issue is the removal of an elected member of the Management Committee, a majority vote of at least two-thirds of those voting is required; if a member is so removed, the resulting vacancy for the remainder of the unexpired term is to be filled within three months in a special election utilizing the same procedures as for the annual election of members of the Management Committee. Whenever possible, and if a delay of not more than two additional months is entailed, special elections should be held in conjunction with the annual election.

Bylaw 2: Management Committee

Section 1: Number and Powers

2.1. Members. Subject to the powers of the members as provided by these Bylaws, the management of the affairs and activities of the Section shall be in the hands of a Management Committee of five (5) members, elected by the members of the Section for a term of one year. Members elected to the Committee shall take office at the annual banquet/meeting held during December or January. They shall hold office until their successors have been elected and installed.

2.2. Vacancies. A vacancy in an elected position on the Management Committee shall be filled for the remainder of the unexpired term by vote of the remaining members of the Management Committee, except when the vacancy results from recall in a special election. Preference shall be given to those members who were candidates for the Management Committee at the last annual general election.

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

Section 2: Nominations and Elections

2.4. Election of Management Committee. An election to choose members of the management committee shall be held annually in the fourth quarter of the calendar year, with a closing date for receipt of ballots specified by the Management Committee. The annual election, as well as all special elections, shall be conducted by electronic or written ballot mailed to all members at least three weeks before the closing date of the election, and shall be conducted in such a manner as to insure facility of voting and secrecy of ballot.

2.5. Nominating Committee. A Nominating Committee of at least three active members of the Section shall be appointed not later than three months before the designated closing date of the annual election. No member of the Management Committee may serve on the Nominating Committee. Sufficient opportunity shall be given for Members of the Section to submit names, including their own, for consideration by the Nominating Committee. Notice of this action and the opportunity to nominate candidates by petition shall be given in the Section newsletter, Section List Serv and the Section Website.

2.6. Candidates. The Nominating Committee shall nominate at least two (2) more candidates than the number of members of the Management Committee to be elected, and shall report their names to the Chair of the Management Committee at least four weeks in advance of the scheduled mailing of ballots. Nominees shall be active members of the Section in good standing, who give their consent.

2.6.1. Petition Candidates. The name of any active member of the Section proposed in writing by ten (10) members of the Section and who gives consent, shall also be included on the ballot, provided that the petition is received by the Chair of the Management Committee at least ten (10) days in advance of the scheduled mailing of ballots. Notice of the opportunity to nominate candidates by petition shall be given in the Section newsletter, Section List Serv and the Section Website.

2.7. Elections Committee. An Elections committee of at least three members of the Section shall be appointed by the Management Committee prior to the scheduled date of mailing of ballots. No nominees may serve on the Elections Committee. Under the direction of the Election Committee, the Secretary shall cause the ballots to be prepared and mailed as scheduled. The ballot should allow each voter to vote for as many candidates as there are positions to be filled; a voter may not cast more than one vote for any candidate.

2.8. Counting Ballots. The Elections Committee shall determine the validity of ballots. The ballot must be prepared by an active member and be received prior to the date established by the Management Committee in Section 2.4 above. The Elections Committee will count the ballots, and on the closing date of the election, or as soon as practical thereafter and report immediately to the Management Committee. The five candidates receiving the highest number of votes shall be elected. Any tie shall be resolved by lot, in the presence of the candidates or their authorized representatives. The Elections Committee shall report the results at the annual banquet/meeting held during December or January. The ballots shall be sealed and retained for at least sixty (60) days, or until their destruction is directed by the Management Committee.

Section 3: Meetings

2.9. Meetings Schedule. The Management Committee shall hold meetings at times and places it specifies; these times and places should be announced in advance to members of the Section at membership meetings of the Section and in the Section Newsletter Section List Serv and the Section Website. Special meetings of the Management Committee may be called by the Chair, or any three members of the Committee, but only on at least one week's notice, unless all members waive this notice requirement. Due notice of the special meetings and the scheduling of regular meetings must be given to all members of the Management Committee.

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

2.11. Quorum. A quorum, a majority of the members of the Management Committee in office, is required for the transaction of business. However, an absentee ballot from a member delivered to the Chair in writing or by telephone or e-mail on a specific issue shall be counted, in the vote and quorum provided that either a full discussion of the issue has occurred at a previous meeting or the arguments pro and con have been included with the call for the meeting. Business of the Management Committee shall normally be conducted at a business meeting.

A quorum of the committee may act without a formal meeting only when quick action is necessary and there is insufficient time to arrange a well-attended special meeting, or if prior authorization to so deal with a specified issue has been given in a meeting, provided in either case that a determined and documented effort has been made to contact all members of the Committee. Any such action must be reported to all members of the Committee and reaffirmed at the next regular meeting of the Committee.

The Management Committee may act on routine matters, such as approval of trip write-ups for publication, via e-mail communication provided all members approve the action. Any such action must be documented in the minutes of the next Management Committee meeting.

2.12. Temporary Chair. In the absence of the Chair and the Vice Chair the members of the committee present shall elect a temporary Chair from their number.

2.13. Absences. The unexcused absence of a member from three consecutive regularly scheduled meetings of the committee will be considered a resignation if so decided by a vote of at least two-thirds of the remaining members of the Executive Committee.

Bylaw 3: Officers

Section 1: Offices

3.1. Offices. Following the annual election, the newly-elected Management Committee may meet at any time but not later than two weeks after the annual banquet/meeting held during December or January and shall to elect from its membership the following officers, who shall also be officers of the Section: a Chair, a Vice-Chair, a Secretary, a Treasurer, and an Alternate Officer. Notice of the officers and appointees of the Section shall be provided to the Chapter Executive Committee or its designees by the end of January.

The officers so elected shall serve until their successors have qualified. No member shall hold office on the Management Committee for more than five years, consecutive. The duties of the officers shall be those customary for their respective offices.

Section 2: Duties

3.2. Duties of the Management Committee are:

- (a) **Chair:** The Chair shall preside at the meetings of the Section and of the Management Committee; shall administer these Bylaws; shall call and provide notice of meetings of the Section and Management Committee as required; shall make reports on the activities and financial status of the Section as required by the Chapter Executive Committee; and shall, with the advice of the Management committee, appoint committees to plan and carry on the activities of the Section.
- (b) **Vice-Chair:** During the absence or disability of the Chair, the Vice-Chair shall act in place of the Chair.
- (c) **Secretary:** The Secretary shall keep minutes of the meetings of the Section and of the Management Committee; shall have custody of records, shall maintain records of member's accomplishments including emblem, list completion status and offices held; shall maintain a listing of policies of the Management Committee; and shall have a copy of these bylaws and those of the Angeles Chapter available for inspection at all meetings of the Section and of the Management Committee. Periodically, the Secretary shall transfer records to the section Archive.
- (d) **Treasurer:** Under the general supervision of the Management Committee, the Treasurer shall have the custody of the funds, and keep an accurate record thereof; shall make disbursements when authorized to do so by the Management Committee or Chair; shall prepare a financial statement, itemizing receipts, disbursements, and financial position, to be submitted quarterly (or upon request) to the Section Management Committee and the Chapter Executive Committee; shall maintain all records for a complete and satisfactory audit and shall collect and disburse all funds for special events. Any officer may collect funds which will then be turned over to the Treasurer.
- (e) **Alternate Officer:** The Alternate Officer shall be responsible for tasks as assigned by the Chair. The Alternate Officer has full voting privileges as a member of the Management Committee.

3.3. Changes. The Committee shall have the power to change its officers and to fill a vacancy in any office.

Bylaw 4: Committees

Section 1: Creation

4.1. Creation of Committees. The Management Committee shall appoint standing and special committees for such objectives as it may designate consistent with the purposes of the Club, Chapter and Section. Members of a committee shall be appointed by the Section Chair from among the active members of the Section and be approved by the Management Committee, and shall serve until discharged. Committee Chairs shall be designated by the Section Chair at the time the committee is appointed. The Chair of the Section or another member of the Management Committee shall be an ex-officio member of each Committee (except the Nominating and Elections Committees) with the right to vote. The titles and functions of the committees the Management Committee may establish from time to time are set out in Section 4.0 of the Polices and Procedures document approved by the Section Management Committee on xx-xx-xxxx. The committees established by the Management Committee may include but are not limited to the following titles: Conservation, Membership, Safety, Outings, Mountain Records, Peaks List, Publications, Archives, Program, Banquet and Merchandise.

Except for the Nominating and Elections Committees all committees of the Section serve at the discretion of the Management Committee and the Chair or Management Committee may at any time add members to a committee, recall or replace any of its members. All committee's terms shall expire with the terms of the office of the Management Committee making the appointment.

Section 2: Reporting

4.2. Reporting. The Chairperson of each committee shall regularly report to or consult with the Section Chair and the Management Committee. Each committee shall submit an annual report to the Management Committee. Each committee (except the Nominating and Elections Committees) shall consult with any corresponding Chapter committees.

Bylaw 5: Finances

Section 1: Sources

5.1. Receiving Funds. The Section may receive funds from the Chapter in a manner specified by the Chapter Executive Committee, but the section itself may not assess or collect dues from its members. The Section may receive contributions directly but, since it is an entity of the Club, its expenditures of such contributions shall be consistent with any policy and instructions of the Board of Directors.

5.2. Fundraising. Consistent with the policies of and limitations specified by the Board of Directors and the Chapter, the Section may conduct fund-raising and other activities, which require members, as well as others, to pay a fee in order to participate. Sections are not allowed to raise money through direct mail appeals. Voluntary contributions may be accepted, however, to pay for supplies, equipment, decorations, prizes, refreshments, and to meet other incidental expenses.

5.3. Outings. Section outings shall be conducted on an independent financial basis, except insofar as they are used as a net fundraising activity, as authorized by the Management Committee in accord with the Board of Directors and Chapter Council policy. Section funds shall not be available for outings, except insofar as they are derived from outings; however, the Management Committee may authorize the Treasurer to make advances for the purpose of outings.

Section 2: Authority

5.4. Bank Accounts. The Management Committee shall have authority to open bank accounts and to regulate withdrawals. Bank accounts shall be in the name of the Section, and shall include the words "Angeles Chapter of the Sierra Club", and shall be under the jurisdiction and responsibility of the Treasurer of the Section, who shall at least annually report the status of such accounts to the Section Management Committee and the Chapter Treasurer. Access to the account(s) shall be by the Treasurer and the Chair. All Section funds shall be accountable to the Chapter.

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

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

5.7. Prohibitions. Neither the Section or any entity thereof shall have the authority to borrow money or own real estate.

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

5.9. Books and Reports. The Treasurer shall keep proper books of account, and annually, and at such other times as may be required by the Management Committee or Chair, submit a report of revenues and expenses and the financial position of the Section. The Treasurer shall report to the Executive Committee the financial position of the Section at least once in each quarter.

An annual report of the Treasury shall be submitted to the Management Committee and to the Chapter Treasurer.

Bylaw 6: Construction and Amendment

6.1. Interpretation of Bylaws. All questions as to the construction or interpretation of these Bylaws are first to be referred to the Section Management Committee for decision. Appeals from such a decision may be taken to the Chapter Executive Committee.

All procedures not prescribed by these Bylaws or the Bylaws of the Chapter or Club shall be governed by Roberts' Rules of Order, revised.

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

In the event that a change in the bylaws of the Club or Chapter results in a conflict with a provision of these bylaws, any conflicting provisions of these bylaws shall be suspended, and the Management Committee shall replace it with a temporary rule until the members have agreed to an appropriate revision in a regular or special election.

In the event that these Bylaws are changed by any method as indicated in paragraph 6.2 above, notification to the membership shall be made in the next issue of the Section Newsletter by the Section Secretary.