

Latest Revision: August 3, 2024

## **BYLAWS & STANDING RULES OF SIERRA CLUB**

[The current Bylaws are given **in boldface** flush left. 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. Adopted/amended dates are indicated after each Standing Rule with one exception; on September 9, 2021, references to “the Club” in all Standing Rules were updated to “Sierra Club.”]

### SR. 0.1.1: Purpose

These Standing Rules relate to the Sierra Club Bylaws. The only membership rights of Sierra Club members are the rights specifically provided by the Articles, Bylaws and the Corporation Law. Standing Rules shall be adopted, amended, or repealed by resolution of the Board. As applied to Sierra Club employees, Sierra Club’s employment policies supersede these Standing Rules in the event of any inconsistencies between them and these Standing Rules.

Adopted 11/21-22/81; amended 05/19-20/06,

### 02/24/07 SR. 0.1.2: Defined Terms

As used in these Standing Rules, the following terms are defined as follows:

“Board” shall mean the Board of Directors of Sierra Club.

“Club” shall mean Sierra Club.

“Sierra Club Council” shall mean Sierra Club’s Council of Club Leaders.

“Corporation Law” shall mean the California Nonprofit Public Benefit Corporation law.

“Executive Committee” shall mean the Executive Committee of the Board.

Adopted 05/19-20/06; revised 05/16/08

## **Bylaw 1: NAME**

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

#### SR. 1.1.1: One Corporation

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

Adopted 11/20-21/82; amended 09/19-20/03, 05/19-20/06, 02/24/07,

05/16/08

## **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. 2.2.1: Non-violent Civil Disobedience

The Board recognizes the usefulness of non-violent civil disobedience in promoting social change. The Board reserves the right and has established a process to review and approve proposed acts of non-violent civil disobedience in the name of Sierra Club. In doing so, the Board has interpreted the provisions of Sierra Club's Articles of Incorporation and Bylaw 2.2 relating to "all lawful means" as not prohibiting Sierra Club from engaging in limited non-violent civil disobedience as contemplated by this Standing Rule and the associated policy and application. No Sierra Club entity, leader or staff member may conduct civil disobedience in the name of Sierra Club without express Board approval.

(a) Risking arrest is a personal decision. Sierra Club will not direct any person to violate the law.

(b) Sierra 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 Sierra Club is authorized to use, display, or invoke Sierra Club's name or logo (including the name of any chapter, group, or other entity of Sierra Club) in connection with committing any violation of the law, unless the act of civil disobedience has been approved by the Board of Directors.

(c) If there is a coalition event such as a march, rally, protest etc. that is peaceful and lawful, but where a subset of the participants plan to participate in an act of civil disobedience in association with the event; Sierra Club may endorse, organize support for, and participate in the event, but it may not use Sierra Club resources to promote participation specifically in the civil disobedience activity without the express approval of the Board of Directors.

Resolution of 11/15/92; amended and adopted as a SR. 05/2/93; amended 05/19-20/06, 02/24/07; amended 11/16/13; amended 2/25/17.

#### SR. 2.2.2: Representing Sierra Club

(a) 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 Sierra Club that is contrary to, or creates a misimpression of a policy or position established by the Board, the duly authorized chapter, group, committee or other Sierra Club entity, or Sierra Club membership through referendum. When speaking or taking a public position on their own behalf, or on the behalf of organizations other than Sierra Club, members shall avoid giving the impression that they are representing Sierra Club and endeavor to correct any misimpression in this regard.

Adopted 03/01-02/97; amended 11/14-15/98, 05/19-20/06, 02/24/07

(b) No Sierra Club member shall give permission for her/his membership or position in Sierra 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 relevant Sierra Club unit.

Adopted 12/2/84; amended 05/19-20/06,

#### 02/24/07 SR. 2.2.3: Defense of Name

If 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 Sierra Club funds and any internal communication media or system, including electronic mail.

Adopted 02/19-20/94; amended

#### 05/19-20/06 SR. 2.2.4: Sierra Club Assets

National, chapter, group, and other Sierra 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 Sierra Club. However, it is within the exclusive powers of the Board to restrict, lien, hypothecate, lend, encumber, transfer to foundations, trusts or other third parties without consideration, the assets of Sierra Club. This exclusive Board power does not annul restrictions imposed by donors.

Adopted as a policy 09/26-27/98; amended and adopted as a Standing Rule 02/20-21/2000; amended 05/19-20/06, 02/24/07

#### SR. 2.2.5: Conflicts of Interest

(a) 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.

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

(c) Definition.

(i) A conflict of interest situation exists when any volunteer or staff member, or said person's immediate family, or any party, group or organization to which said person has allegiance, has a direct or indirect financial or other material interest in a proposed contract, transaction, or arrangement with Sierra Club, or in a policy or position of in Sierra Club.

(ii) An interest in holding an elected or appointed Sierra Club volunteer leadership position does not constitute or create the appearance of a conflict of interest. A person seeking appointment or election to such a position may properly deliberate and vote on the setting of rules of general application for the appointment or election process, endorsements for the position, and on the appointment or election itself.

(iii) Sierra Club volunteer leaders are responsible for self-identifying those individuals that the volunteer considers to be "immediate family members" in this policy.

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

(e) Existence of a Conflict of Interest Situation.

(i) 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 Sierra Club entity involved, with the person concerning whose situation the doubt has arisen present, but not voting 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.

(ii) When there is disagreement on whether a conflict of interest exists, the Sierra Club entity involved in the decision making process resolves that question by a separate vote on each matter and each individual who is argued to have a conflict. If more than one individual is argued to have a factually indistinguishable conflict of interest, the Sierra Club entity may resolve the question by a single vote on whether a conflict exists as to all such individuals. A conflict of interest will be found to exist only if a majority of the members of the Sierra Club entity who were present at the meeting when the disagreement arose votes that such a conflict exists.

(f) **Obligation to Disclose.** Disclosure shall be to the Sierra Club entity (group or chapter executive committee, internal or issue committee, or Board 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 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.

(g) **Obligation to Abstain from Deliberations.** When any such conflict of interest situation is relevant to a matter requiring action by any Sierra Club entity within which, or over which, the person concerned has any authority, decisionmaking role, or voice, the interested person shall call it to the attention of that entity and shall retire from the room in which the Sierra 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 Sierra Club entity with any and all relevant information they may have concerning the matter. Final deliberation means a discussion on the merits of a matter pending by motion before a Sierra Club entity.

(h) **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.

(i) **Documentation.** The minutes of the meeting of the Sierra 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.

(j) **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.

(k) 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 Sierra Club, or who may hereafter become associated with it. This policy shall be reviewed annually as a part of a meeting of each Sierra 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.

[Notes: This Standing Rule does not apply to concerns arising from attendance and participation at meetings by Sierra Club members who are not voting members of the Sierra Club entity at issue. For information on that topic, see Bylaw 5.14 and chapter and group bylaws regarding open meetings. For Guidelines in the implementation of this policy, see Board Policies document.]

Adopted 11/10-11/90, amended 11/19-20/04, 05/19-20/06, 05/16/09

#### SR. 2.2.6: Standards of Conduct

Sierra Club seeks to be an equitable and just place to work and volunteer. In addition to our overall mission of advancing bold environmental policy, all of our actions should explicitly seek to promote equity and justice both internally and externally. All Sierra Club activity should be rooted in equity and justice, to build a Sierra Club that is inclusive, diverse in culture and lived experience, and respectful of our members and the communities in which we work. Volunteers and members have the responsibility to abide by these standards and to hold others accountable for their conduct.

##### (a) Affirmative Standards of Conduct

(i) Serving as a volunteer or in an appointed or elected position of leadership is a privilege that can be lost by not acting in the best interest of Sierra Club or by violating the following affirmative standards of conduct.

(ii) Sierra Club volunteers are responsible and will be held accountable to meet the following affirmative standards of conduct, and to hold other leaders and volunteers accountable to them as well, in all Sierra Club interactions with others, including in person, in writing, using digital tools, or on the phone.

(A) Communicate and work together toward shared interest with common courtesy, solidarity, mutuality, and respect; work across difference and disagreement.

(B) Create a welcoming and inclusive environment for new members,

visitors, guests, staff, and volunteers. Avoid cliquishness, behavior that fosters an “insider” vs. “outsider” culture, and language (including humor) or behavior that is harmful, toxic, or offensive. Seek to welcome and engage people who reflect the diversity of the community.

- (C) Always represent Sierra Club and its mission in a positive and proficient manner, keep disagreements within Sierra Club, and limit the impacts any internal disagreements may have on external partners and allies.
- (D) Accurately present Sierra Club’s policies and positions when communicating on behalf of Sierra Club; don’t use a Sierra Club leadership role or title to advance personal views that are not consistent with Sierra Club’s positions and policies.
- (E) Respect Sierra Club members’ confidentiality; use member lists and information about members for Sierra Club purposes only.
- (F) Use Sierra Club resources wisely and in keeping with the fiduciary responsibility of all volunteers.
- (G) Foster an open democratic decision-making process; respect decisions once they are made. Wherever possible, seek opportunities to create amicable clarity about decision-making, sharing strategies, and resource distribution.
- (H) When speaking of other Sierra Club volunteers praise publicly, criticize privately and tactfully.
- (I) Encourage robust dialogue and debate and seek to resolve differences with other Sierra Club volunteers, avoiding factionalism and/or behavior that exacerbates or prolongs conflict.
- (J) Respect the policies and procedures that have been established by and for members and volunteers engaged in specific Sierra Club activities; when in doubt, ask.
- (K) Show and hold respect for colleagues at all levels; demonstrate humility, empathy, and patience; and hold oneself and others accountable for collaborating with internal and external parties in a just and inclusive manner.
- (L) Foster a work and volunteer atmosphere that promotes equal opportunities and prohibits discriminatory practices, including prohibited discrimination, harassment, and bullying.

(b) Misconduct

The following actions constitute misconduct:

*Behavioral misconduct:*

- (i) Any behavior that constitutes inappropriate behavior pursuant to Sierra Club's Equal Opportunity Policy.
- (ii) Physical or sexual assault or violent threats toward others.
- (iii) Use of slurs, epithets, threats, intimidation, negative stereotyping or other derogatory language regarding – but not limited to – gender identity, gender expression, race, ethnic or national origin, class/economic status, education, color, ancestry, medical condition, religion, age, veteran and military status, sexual orientation, or physical or mental ability, and all protected statuses as defined by the laws of the State of California, where Sierra Club is incorporated, and applicable federal law.
- (iv) Action or behavior that denigrates, threatens, bullies, shows hostility or aversion towards, or seeks to exclude an individual or group from participation based on the above characteristics.
- (v) Harassment, unwelcome conduct, threats or any action directed toward Sierra Club employees or volunteers that violate Sierra Club policies or are covered by law.

*Other misconduct:*

- (vi) Embezzling, misdirecting, or misusing Sierra Club funds, membership lists, confidential information, or other assets for activities not authorized by the entity responsible for following Sierra Club policy and guidelines.
  - (vii) Fraud, libel, defamation, illegal, specious claims or unethical activity of any kind in the conduct of Sierra Club business.
  - (viii) Illegal or unethical conduct outside Sierra Club if that misconduct could significantly damage Sierra Club, its staff, its members, its reputation, or its assets.
- (c) Resolving Disputes and Violations (other than Personal Disruptive Behavior)
- (i) Policy Disputes. When there is a dispute regarding interpretation, application, or disregard for Sierra Club Bylaws, Standing Rules, policies, guidelines, or other governing procedures, leaders should seek clarification from the relevant entity, for referral or appeal if necessary to the appropriate Board Advisory Committee or the Executive Committee. No leader should act in violation of a policy interpretation that has been provided by the



appropriate entity. If the leader believes the interpretation is incorrect, they should appeal or seek clarification from the appropriate Board Advisory Committee or the Executive Committee, but shall not act in violation of the interpretation the volunteer has received.

(ii) Decision-Making Disputes

- (A) All Sierra Club volunteers 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.
- (B) All decision-making disputes among volunteers (that do not involve “Disruptive Personal Behavior” as described below) should be resolved at the most local level possible, whenever possible. Disputants may make use of such dispute-resolution assistance or services as Sierra Club may make available.
- (C) Authority is delegated to the Board Volunteer Leadership & Activism Advisory Committee to develop and adopt, as needed, guidelines for resolving disputes over these Standards of Conduct (that do not involve “Disruptive Personal Behavior” as described below). In the event of a threat of litigation relating to any of these matters, the involved entity should notify the Office of Chapter Support and the Office of General Counsel.
- (D) Board Discretion. The procedures listed in this document shall not deprive the Board, at any point in the process, from taking such actions as it may deem necessary or advisable for the best interests of Sierra Club.

- (iii) Disputes Regarding Financial, Legal, or Other Public Violations. Any allegations or concerns that regard violations of the affirmative standards of conduct or actions constituting misconduct as defined in subsections (b)(vi)-(viii), and that do not involve “Disruptive Personal Behavior” (as defined below) or allegations of illegal activity (which shall be reported pursuant to (c)(iv)), shall be handled according to this provision. For these matters, volunteers have an obligation to resolve violations quickly and decisively. These disputes should be resolved at the most local level, subject in each case to Sierra Club's legal obligations to respond to and potentially report such misconduct. Each volunteer has the responsibility to uphold the affirmative standards of conduct. The entity chair, lead, co-lead of the relevant Sierra Club entity has an additional obligation to deal quickly and decisively with suspected violations. Misconduct under

these subsections may also warrant the removal, suspension or barring of the member from leadership positions or participation in certain activities, consistent with local Bylaws and subject to Standing Rule 5.10.2.

- (iv) **Illegal Activity.** Alleged illegal activity shall be reported immediately to the Office of General Counsel. The Office of General Counsel is authorized to take any actions needed to report and address illegal activity.

(d) **Resolving Behavioral Misconduct Concerns**

- (i) **Dealing with Disruptive Personal Behavior.** Any allegations or concerns that a volunteer or employee has engaged in conduct or behavior that (a) constitutes misconduct under subsections b(i)-(v); (b) has the purpose or effect of creating a humiliating, insulting, threatening, offensive, abusive, or intimidating environment; and/or (c) otherwise interferes with or regularly or significantly interrupts or disrupts a stakeholder's ability to do their work on behalf of the organization ("Disruptive Personal Behavior") must be immediately reported to Sierra Club's People, Culture, and Equity Department (the "People Department"). Until the People Department has been established, all references to the People Department shall be deemed to refer to the Human Resources Department. Because of Sierra Club's legal obligations and values, volunteers should not attempt to handle Disruptive Personal Behavior at a local level or otherwise attempt to investigate or resolve the matter at a local level. Instead, the Resolutions Team, as described more fully in 5.10.2, shall oversee investigations and determine resolutions. Sierra Club will ensure that trained professionals will investigate and respond to each situation appropriately and in accordance with the organization's policies for handling all such concerns.

- (ii) **Mandatory Reporters.** The obligation to report Disruptive Personal Behavior immediately to the People Department is a mandatory obligation for Chapter Leadership and other Volunteer Leaders of the relevant Sierra Club entity. Volunteer Leaders have an affirmative duty to report conduct or incidents they see, hear, or become aware of indirectly. This reporting obligation applies at all times, even if the Volunteer Leader already intervened, believes they can or have dealt with the situation, believes the situation was isolated or a misunderstanding, or otherwise doubts the severity of the issue.

(iii) **Authority of the Resolutions Team**

The Panel has permanently delegated to the Resolutions Team the authority to oversee investigations and determine resolutions applicable to individuals pursuant to (d)(i), subject to the guidelines herein, in Bylaw 8.4, and in Standing Rule 5.10.2.

(A) Interim Interventions. In matters involving allegations of Disruptive Personal Behavior, where the conduct or consequences in question are of a serious-enough nature and/or the alleged victim(s) specifically request(s) it, the Resolutions Team will determine whether and to what degree temporary interim modifications or interventions may be merited. The Resolutions Team will be guided by the principle of ensuring that the opportunities of any alleged victim(s) are not negatively affected or otherwise interrupted during the pendency of an investigation. If appropriate, the Resolutions Team may temporarily and immediately: (1) suspend an elected leader from one or more of their positions or from their participation in specific Sierra Club activities; (2) restrict any member from their participation in specific Sierra Club activities; and/or (3) assign other temporary modifications or interim interventions. Interim interventions will apply only while the investigation is pending. In the event that multiple chapter or group Executive Committee leaders are temporarily suspended, leaving that entity unable or at risk of not establishing a quorum to carry out its business, the Resolutions Team shall notify the Vice President for Chapters, Groups and Volunteers pursuant to the Board's Chapter Governance Continuity Guidance to enable temporary members from that Chapter to be appointed to that Executive Committee for the duration of the interim intervention. The authority of the Resolutions Team is restricted by the fact that the Panel may only limit Director participation to the extent allowed by law and the organization's Articles and Bylaws.

(B) Assignment of Corrective Actions.

1. Termination of Membership. If, after an investigation, the Resolutions Team determines that termination of membership is the appropriate corrective action, the Panel will review that determination and approve it or remand it back to the Resolutions Team for further process in accordance with the process for Termination of Membership (Standing Rule 5.10.2) prior to that corrective action being communicated to the volunteer in question.
2. Revocation of Privileges. Where the Resolutions Team assigns permanent revocation of privileges (whether revocation of leadership role or revocation of access to a particular group or type of function), the Member receiving that corrective action has a right to appeal that corrective action in accordance with the process for Revocation of Privileges (Standing Rule 5.10.2).
3. Other Corrective Actions. Where the Resolutions Team determines the appropriate corrective action is something less than Termination of Membership or permanent Revocation of Privileges, their decision following the investigation will be final and binding.

- (C) Clarification of Powers. An individual or entity that believes the Resolutions Team has exceeded its powers may appeal to the Panel identified in Standing Rule 5.10.2(a). The Panel is limited to determining whether or not the Resolutions Team had the power to act as it did, and is not authorized to evaluate or review the underlying investigation except as otherwise provided in these Standing Rules.
- (iv) Investigations of Directors, Executive Director, or Resolutions Team members
- (A) The Executive Committee will oversee investigations regarding concerns or allegations that a Director, the Executive Director, or a member of the Resolutions Team or the Panel have engaged in Misconduct, or other behavior subject to mandatory reporting under subsection (d)(i) above.
- (B) The Executive Committee will carry out such investigations in accordance with the policies and procedures the organization follows for complaints regarding other individuals. The Executive Committee will seek the written advice on investigation process design from the Head of the People Department and the General Counsel, unless such individual(s) are implicated. The Executive Committee will seek the assistance and advice of external investigators if appropriate and will require external investigators to abide by the same guidelines utilized in other investigations; and may request additional information, support, or recommendations from the Head of the People Department and the General Counsel as appropriate.
- (C) The Executive Committee will share with the full Board (excluding any Director who is the subject of any recommended corrective action or resolution or are the subject of any alleged misconduct) the written advice from the external investigator on corrective actions and resolutions, along with the Executive Committee's recommendation. The Board (excluding any Director(s) who is the subject of any recommended corrective action or resolution or are the subject of any alleged misconduct) will make a final determination on appropriate corrective actions and resolutions, provided that this rule applies to Directors only to the extent allowed by law and Sierra Club's Articles and Bylaws, including Bylaw 5.10.
- (D) Individuals raising concerns can, in addition to other reporting options, raise concerns under this subsection directly to the Executive Committee of the Board.
- (e) Immediate removal and suspension of appointed leaders and volunteers. Sierra Club entity leadership or the Panel may remove and/or suspend officers, representatives and committee members of their respective entities from appointed leadership positions in matters not governed by subsection (d)(i) above.

- (f) Removal of membership privileges. Only the Executive Director, Sierra Club Board President and the Volunteer Leadership and Activism Advisory Committee Chair (i.e., the Panel) together can finalize the termination of a membership. See Standing Rule 5.10.2 Termination of Membership, Suspension of Member Privileges and Other Corrective Actions and Interventions.

Earlier version adopted as a policy 03/17-18/90; this version adopted as a SR 11/15-16/02; amended 09/10-11/04, 05/19-20/06, 02/24/07, 05/16/08, 11/20/10, 9/14/19, 9/11/21, 1/20/22, 9/10/22.

### **Bylaw 3: PRINCIPAL OFFICE**

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

### **Bylaw 4: MEMBERSHIP**

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

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

##### SR. 4.1.1: Rights of Members

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

Adopted 07/20/02, 05/19-20/06,

##### 02/24/07 SR 4.1.2: Access to Membership List

(a) A Sierra Club voting member in good standing may request access to the names and postal addresses of Sierra Club members for a purpose reasonably related to that member's interest as a Sierra Club member. All requests must: (i) be made in writing; (ii) include the Sierra Club member's name, address and, if known, Sierra Club membership number; (iii) be directed to the Sierra Club Secretary, care of the Executive Office; (iv) specify the entire list or that portion of it, based solely on criteria discernable from postal address and/or voting rights, being requested; and (v) clearly state the purpose for which access is requested. To

assist in showing that the request is made for a purpose reasonably related to the member's interest as a Sierra Club voting member, a copy of the material to be mailed may be submitted with the request. In any event, a copy of the material must be sent to the Executive Office at the time it is mailed to Sierra Club members.

(b) Access to the membership list will be provided through a Sierra Club-approved mailing house for one-time use. Sierra Club will charge a fee for its cost of compiling and supplying the requested list to the mailing house. All other costs associated with the mailing, including printing and mailing house fees, are the sole responsibility of the Sierra Club voting member and should be arranged with and paid directly to the mailing house. [6330]

Adopted 11/19-20/04, 05/19-20/06, 02/24/07

**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]**

#### SR 4.2.1: Membership Classes

(a) In addition to the Regular and Life membership classes established in Bylaw 4.2, the Board of Directors establishes (i) an Introductory (Affiliate) class of membership and (ii) an Action class of membership. The Regular and Life membership classes are referred to collectively throughout these Standing Rules and in other Sierra Club documents as voting members or the voting membership classes. Regular and Introductory (Affiliate) classes are further categorized as Standard, Supporting, Contributing, Student, Senior (60 years or older), or Limited Income. The Action class of membership is referred to throughout these Standing Rules as Action Member(s). Each of the voting membership and Introductory classes may also be further categorized as a joint membership for two persons residing at the same address.

(b) The dues for each class and category of membership shall be set by the Board annually in adopting the Sierra Club operating budget or more frequently by separate resolution; provided, however, that no dues shall be required as a condition of affiliation with the Club as an Action Member.

(c) A person qualifies to become a Life Member upon written application and payment of the dues set for the Life membership class. A person qualifies to become a Regular Member upon written application, payment of the prescribed dues, and demonstration of an interest in advancing the purposes of Sierra Club by having been affiliated with Sierra Club as an Introductory (Affiliate)

Member.

(d) An Introductory (Affiliate) Member shall have all the rights, privileges, preferences, restrictions and conditions of Sierra Club membership under its articles, bylaws, standing rules, and policies, except that Introductory (Affiliate) Members shall not be entitled to vote on Sierra Club matters put to the national vote of members. An Introductory (Affiliate) Member is not a "member" of Sierra Club as defined in the Corporation Law section 5056. Once Sierra Club has accepted an Introductory (Affiliate) Member's renewal of Sierra Club membership, that person shall become a Regular Member.

(e) Subsections (c) and (d) of this Standing Rule shall be effective for all persons who join Sierra Club after February 1, 2006.

Adopted 11/21-22/81; amended 11/15-16/86, 02/21-22/98,  
09/26-27/98, 07/17/99, 07/22/00, 11/19-20/05, 05/19-20/06

(f) A person qualifies to become an Action Member upon (i) written or oral application or (ii) written or oral acceptance of Club invitation to become an Action Member. Action Members must provide the Club with an email address, text number or another form of electronic communication as a condition of membership. If the Club is unable to communicate with an Action Member through their provided form of electronic communication, they will no longer be considered an Action Member. An Action Member must affirm their Club membership at least annually. Action class membership expires automatically without such annual affirmation.

(g) An Action Member is not a "member" of the Club as defined in Corporation Law section 5056.

(i) An Action member shall not be entitled to seek election to the Sierra Club Board of Directors, nor shall an Action Member attend any meeting of the Board or any committee consisting solely of members of the Board.

(ii) An Action member shall not seek or hold any elected or appointed volunteer leadership position at any level of Sierra Club, including any position on a Sierra Club national committee, club council, chapter, group, section committee, or any other Sierra Club governing body.

(iii) An Action Member shall only have the right to vote on a Policy Advisory Slate held subject to Standing Rule 4.2.2. An Action Member shall have no right to vote on any other matter or in any other Sierra Club election. Action Members shall not vote

on Club matters put to the national vote of members other than a Policy Advisory Slate. An Action member shall not be sent ballots or vote in the annual election of the Board of Directors.

(iv) An Action member shall not have access to or use any published Sierra Club member lists, including the Leader Directory. An Action member shall not be sent ballots or vote in the annual election of the Board of Directors. Action Members shall not be entitled to receive the Sierra Club Bulletin.

#### SR 4.2.2 Policy Slate

- (a) At least once every two (2) years, the Board of Directors shall refer to the Action membership one or more questions regarding the Club's policies or priorities for the upcoming calendar year. The results of this Policy Slate shall be binding on the Board of Directors.
- (b) At each Policy Slate, the Action membership shall be given the opportunity to vote on one or more questions regarding the Club's policies or priorities. The Board of Directors shall, in its sole discretion, determine the Club policies or priorities to be selected on the Policy Slate, the number of policies or priorities to be presented, the number of policies or priorities that may be selected on each member's ballot, and all other aspects of ballot wording and design.
- (c) Policy Slate may be conducted by electronic mail, telephone or text-messaging, or any other means that allows Action Members to cast an individual ballot that cannot be shared or duplicated.

**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.**

SR.4.3.1: Sierra Club Membership Requirement for Leadership Positions In order for a person to hold any elected or appointed volunteer leadership position at any level of Sierra Club – including membership on a national committee, Sierra Club Council, or chapter, group or section committee – that person must be a Sierra Club voting member. No individual shall be added to Sierra Club's leadership roster until he or she has become a voting member of record.

Adopted 09/18-19/93; amended 05/19-20/06, 02/24/07

SR.4.3.2: The Board affirms the essential and central role of volunteer leadership and volunteer power within Sierra Club's model of organizing and movement-building and our impact in the world.

Adopted 08/03/24



**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.**

**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]**

### SR. 4.7.1: Meetings

Voting members may attend any meeting of the Board or of any committee thereof (i.e., any committee consisting solely of Board members), except as provided in Bylaw 5, paragraph 5.14, and Standing Rule 5.13.1. Voting members may attend meetings of the Sierra Club Council, chapters and groups, except as provided by their respective bylaws. All other subunits of Sierra Club may, but are not required to, allow voting members to attend their meetings. When so ordered by the President or the chair of the meeting or by resolution of the meeting body, attendance by the general public at any meeting may be restricted without affecting the authority of the actions taken at the meeting.

Adopted 11/20-21/82, 05/19-20/06,

### 02/24/07 SR. 4.7.2: Meetings – Rules of Order

Meetings of the Board and the Executive Committee 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 Sierra Club, these Standing Rules, and the Corporation Law.

Adopted 11/20-21/82; amended 05/19-20/06,

#### 02/24/07 SR. 4.7.3: Votes by Electronic Mail

Sierra Club entities may conduct votes by electronic mail, if the minimum requirements listed below are met. As used in this Standing Rule, “Sierra Club entity(ies)” means the Sierra Club Council, chapters, groups and all other Sierra Club subunits, but not the Board itself or any committees thereof (i.e., any committee consisting solely of Board members). Minimum requirements for electronic mail votes are:

- (a) the Sierra Club entity has authorized voting by electronic mail in advance; (b) voting members of the Sierra Club entity all receive the same information, including each member’s vote. Identification of member’s votes may be withheld in the case of officer and delegate appointments. In those instances, two people not involved in the vote should receive and count the votes;
- (c) a date and time is set for the start and end of each electronic mail vote; (d) a member may change his or her vote at any time prior to the final date and time set for the end of each electronic vote;
- (e) only a discrete main motion may be voted on by electronic mail; (f) no motion is approved by less than a majority of the current voting members of the entity, excluding vacancies; and
- (g) votes by electronic mail are recorded in the minutes of the next regular meeting.

Adopted 02/24/07; amended 07/19/07; amended 08/17/2017

#### SR. 4.7.4: Meetings – No Smoking

There shall be no smoking indoors at meetings of Sierra Club.

Adopted 11/20-21/82; amended 05/19-20/06, 02/24/07

#### SR. 4.7.5: Access to Sierra Club Meetings and Activities to the Disabled

(a) Meeting Facilities. All meetings of Sierra Club, including the Board, chapters, groups, committees, task forces and subcommittees, will be held in locations that fully meet the physical requirements for access by the mobility impaired. The only exceptions will be:

(i) Meetings that are confidential or for other Sierra Club-business related reasons are not open to people outside the meeting. However, all member participants of that meeting must be accommodated with access.

(ii) Meetings which are called for an emergency situation with only five days or less advance notice. In any event, an effort should be made to find an accessible location first, but if one cannot be found, then an emergency meeting may be held in a location that may not be fully accessible.

(iii) 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) Sierra Club Events and Activities. All general membership events, events sponsored or cosponsored by any Sierra Club entity, and events where a Sierra Club employee or member works and that use Sierra Club's name will be held in facilities that are fully accessible to disabled people. The only exception will be an activity that involves natural, rather than human-made, barriers, such as a Sierra Club-sponsored hike. However, anyone who is safely able to participate in the activity will be permitted to do so.

(c) Sierra Club Offices. Upon the expiration of existing leases, all Sierra Club offices will be located in fully accessible facilities. No lease should be renewed unless the space meets all accessibility requirements for public facilities. Adopted 05/7-8/94; amended 05/19-20/06, 02/24/07

**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]**

SR. 4.8.1: Voting by Members

All Regular and Life 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 and Standing Rule 4.2.1. Each such individual member shall be sent one ballot; joint memberships shall receive two ballots.

Adopted 11/21-22/81; amended 05/19-20/06, 02/24/07

### **Section 3: Liabilities of Members**

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

## **Bylaw 5: BOARD OF DIRECTORS**

### **Section 1: Number and Powers of Directors**

**5.1. Subject to the powers of the members as provided by law or these Bylaws, the activities and affairs of the Club shall be conducted and all corporate powers shall be exercised by or under the direction of a Board of Directors of fifteen (15) members of the Club. A majority of the Directors then in office, but not less than**

**three (3), shall constitute a quorum for the transaction of business by the Board. The Board may delegate management of the activities of the Club to any person or persons or committee, however composed, provided that the activities and affairs of the Club shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. [5151, 5210, 5211]**

SR. 5.1.1: Indemnification and Insurance

(a) Sierra Club shall, to the maximum extent permitted by the 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 an officer or Director of Sierra 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 Sierra Club shall mean any person who is a Director or officer of Sierra Club, or is serving at the request of Sierra Club as a Director or officer of another corporation or enterprise. The Board 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 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.

(b) Sierra Club shall, to the extent practicable and permitted by the 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; amended 05/19-20/06, 02/24/07

**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 Appointments

The President shall appoint the members of the Nominating Committee, subject to confirmation by the Executive Committee. Terms of appointment will be for three years, with yearly appointments made on a 3-2-2 rotation. A member seeking appointment to a full term, who has already served a full term, must be absent from the committee for at least one year before that member is eligible for reappointment. The president shall annually designate one of the continuing members as chair of the committee.

Adopted 11/20-21/82; amended 05/19-20/06, 02/24/07, 11/21/09, 1/18/2018, 4/16/2020.

#### SR. 5.2.3: Eligibility of Employees and Former 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 Sierra 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 Sierra 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 Sierra Club after being nominated either by the Nominating Committee or by petition. The periods of ineligibility set forth in this rule shall end on date set for the close of nominations. Notwithstanding the provisions of this Standing Rule, and for the avoidance of doubt, compensation of any member of the Executive Committee, as an employee or otherwise, shall be permitted, subject to the approval, in each instance, of the terms of such compensation by the Board or the Executive Committee (as its designee), and such compensation shall not render such Executive Committee member ineligible for subsequent nomination as Director.

Adopted 11/20-21/82; amended 11/15-16/97, 05/19-20/06, 2/24/07, 11/21-22/2014, 9/12/15, 11/16/19, 1/21/21, 5/22/21

#### SR. 5.2.4: Background Checks

All candidates for the Board of Directors shall be required to undergo a background check in accordance with Sierra Club policy.

Adopted 10/17/2019

#### **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]**

### SR. 5.3.1: Nominations – Petitions

(a) Before petitions are circulated for nomination of a Director, the Secretary must be notified of each proposed nominee in writing by mail, fax or e-mail, in care of the Executive Office at Sierra Club Headquarters, 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.

(b) All Regular and Life members of record on April 30 shall be counted for determining the number of signatures required on a petition to nominate a candidate for Director. On the date the petition is signed, the signer must have been a member of Sierra Club in any membership class for at least 60 days.

(c) Members 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 Rules 5.2.1 through 5.6.2 apply equally to petitioners and nominees (candidates).

(d) 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 petitioner, the back may be used for biographical material, and the bottom may specify mailing directly to the Executive Office or some other place. Separate forms must be used for each petitioner. 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 petitioner has notified the Secretary of their candidacy, or any undated signature will be counted. Signed petitions shall be delivered in original, facsimile, or by electronic transmission capable of being printed in clearly legible tangible form 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.

(e) Petitions shall be retained by the Executive Office for four 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,  
05/19-20/06, 1/18/2018

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

**the date set for counting the ballots. 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]**

SR. 5.4.1: One-Year Requirement

Nominees must have been voting members of Sierra Club continuously for one year prior to the date set for the close of nominations.

Adopted February 24,

2007 SR 5.4.2: Background

Checks

All candidates for the Board of Directors shall be required to undergo a background check in accordance with Sierra Club policy.

Adopted October 17, 2019

**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. 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]**

SR. 5.6.1: Promotion of Candidates

(a) General Matters. (i) 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.

(ii) As used in this Standing Rule, “Sierra Club entity(ies)” means any chapter, group, section, committee or other body operating under the authority of the Board, but not the Board itself.

(iii) Without authorization of the Board by resolution or except as provided in the

Bylaws and these Standing Rules, no Sierra Club funds or other resources, including those of Sierra Club entities, shall be used to support or oppose any candidate for Director, including activities related to circulation of petitions. Resources include official publications and other forums, such as newsletters and web pages, but do not include the Sierra Club President, even if he or she receives a stipend.

(iv) Any Sierra Club entity may expend Sierra Club funds to carry out its designated duties in connection with the election. Any Sierra Club entity may expend Sierra Club funds to publicize the election, its timing, or to urge members to exercise their right to vote, or to inform members about the election procedures and rules, but no expenditure made under this subsection shall mention or provide support for or opposition to any candidate or group of candidates in the election.

(b) Candidate Statements. (i) A statement from each nominee shall be distributed with the ballot mailed to each Regular or Life member. Statements and photographs, if they are to be included in the ballot materials, shall be delivered to Sierra 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.

(ii) 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 Sierra 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.

(iii) Candidate statements shall be reviewed for length, form and significant errors of fact about Sierra Club by a Ballot Statement Review Committee (BSRC). The committee shall consist of at least four Sierra Club members and any number of alternates who are neither Directors, candidates for Director, nor members of the Nominating Committee, appointed jointly by the Nominating Committee and Board of Directors. Recruitment for the BSRC shall happen in the summer prior to the election and during the annual meeting in September. BSRC members shall be confirmed by October. Each term of the BSRC shall last three years, with a second three-year term a possibility. A year off must be taken before re-appointment for a third term. Terms shall be staggered. Alternates will participate in the BSRC orientation and may be pulled in to assist with the committee's workload if there are more than seven Board candidates and/or a committee member is unable to serve. The Board Secretary, or their designee, will work with the chair of the BSRC to provide oversight and guidance. The BSRC will choose its own Chair. This chairperson will coordinate the work of the committee and serve as its primary point of contact, including communication with the Chief Inspector of Election, the Board Secretary, and/or staff. No change in a statement shall be made without the nominee's specific consent, except to



conform to the prescribed format (no substantive wording changes) or to delete any words beyond the limit. If the candidate does not make the statement conform to the prescribed format and/or word limit within five days of a request, the committee shall change the statement to do so. If a candidate, on request of the committee, refuses to remove significant errors of fact (but not differences of opinion) about Sierra Club or any candidate 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.

(iv) 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.

(c) Articles. (i) No articles or messages by or about individual candidates shall be published in *SIERRA*, Sierra Club newsletters, web pages, or other Sierra Club publications between the close of nominations and the date set for counting Sierra Club ballots, except (A) for routine articles or messages (defined below), or (B) if all candidates are given at least seven days written notice, through the Sierra Club's Executive Office, to submit an article or message of equal length to be published with equal prominence in the same publication.

(ii) An article or message is "about" a nominee or petition candidate if it either mentions the fact that the member is a candidate or has as its principal focus the candidate, as opposed to an incidental reference. An article or message is not "about a candidate" if it merely discusses Sierra Club's elections, the functioning of the Board, or issues presented by the election without mentioning the names of any individual candidate or expressly advocating that members vote for or against any identifiable subset of candidates. 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 Sierra Club purposes, and (E) is sent or published only to members who would normally receive similar articles or messages. Periodic reports by the Sierra Club President to leaders and activists are routine even if the President is a candidate for reelection, so long as these reports do not mention the Sierra Club election.

(iii) 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:

(A) the nature of the nominating process and the criteria used; (B) the availability of the petition process and a description of the procedures; (C) a statement of this

Standing Rule on Promotion of Candidates; (D) 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 Sierra Club and its members.

The Secretary is authorized to include items (A) and (D), 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. 11.2.2).

(d) Advertising. No Sierra Club publication, including chapter and group newsletters, web pages and electronic bulletin board systems, shall carry advertising for or against a candidate.

(e) Forums & Discussion Lists. (i) Sierra Club may have a forum for Director candidates to answer questions selected by a Forum Questions Committee appointed by the Volunteer Leadership Advisory Committee. This committee shall consist of three representatives of the Council of Club Leaders and three other members. Germane discussion of Board candidates (for example, discussing forestry aspects of a candidacy on a forestry list) may take place on any other Sierra 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.

(ii) Under the rules issued by Inspectors of the Election, Sierra Club may have a Sierra Club-sponsored election information website to provide links to election-related sites of the candidates' choosing.

(f) Meetings. Candidates or their proxies may speak to groups of Sierra Club members about their candidacy at regularly scheduled meetings and outings as long as no additional Sierra Club funds are spent. Candidates or proxies who travel to meetings at Sierra Club expense may not discuss their candidacy on the floor of the meeting other than a brief announcement that the member is a candidate. Sierra Club entities may hold scheduled candidate forums provided that all candidates are given adequate notice and an opportunity to participate.

(g) Chapter Endorsements. Chapters, but not groups or other Sierra Club entities, may vote to recommend one or more candidates in the election to the Board. Such a chapter recommendation must be adopted in a regular or special meeting

by a two-thirds majority of the number of executive committee members of the chapter then in office. All candidates shall be given reasonable notice of any meeting at which such a recommendation is to be considered and provided an opportunity to make written materials relevant to their candidacy available at the

meeting, at no cost to the chapter, for consideration by the executive committee. Chapters and groups may expend Sierra Club funds to communicate such a recommendation by the publication of the following statement in the newsletters and websites of the chapter and its own groups. “The [insert chapter name] recommends a vote for [insert names of supported candidates] in the upcoming election for Sierra Club’s Board of Directors.”

(h) Mailings. (i) A member’s request for access to the membership list to communicate with other Sierra Club members about candidates in a Sierra Club election is a purpose reasonably related to that member’s interest as a Sierra Club member. [see SR 4.1.2]. A copy of such communication and a description of the members to which it was sent must be sent to each candidate in the election and to the Executive Office at the time it is first sent to Sierra Club members.

(ii) The Executive Office will notify all candidates in the Sierra Club election of requests when all required information and fees are received (“Valid Requests”). Valid Requests for access to the membership list to communicate about candidates in a Sierra Club election must be received at least 40 days before the date set for counting the ballots in that Sierra Club election. If any such Valid Request is received, other such Valid Requests may be made until 30 days before the date set for counting ballots in that same Sierra Club election.

(iii) A Sierra Club voting member in good standing may use published Sierra Club lists, including the Leader Directory, to communicate with Sierra Club leaders about Sierra Club elections. However, e-mail addresses and telephone numbers from the Leader Directory may not be used by a Sierra Club member for fundraising of any kind.

(i) 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 Sierra Club.”

(j) Records and Reporting. (i) For six months after the election, candidates shall keep records of (A) contributions aggregating \$100 or more from one person (including such contributions from the candidate), which records shall include the identity (name, address and telephone number) of the contributor, date, amount of contribution, and aggregate number of that person's contributions, and (B) expenditures of \$100 or more, including recipient, amount, date and purpose.

(ii) Each candidate shall report this information to the Inspectors of Election

and

to the Executive Office (A) 40 days before the date set for the counting the ballots and (B) within five days of receipt of a request for the information from the Inspectors of Election or the Executive Office. 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, 11/19-20/04,  
07/16/05, 11/19-20/05, 05/19-20/06, 11/19/06, 02/24/07, 09/29/07,  
05/16/08, 10/16/08, 09/25/10, 10/20/11, 8/18/22

#### SR. 5.6.2: Complaints, Appeals, Remedies & Sanctions

(a) Complaints. Once the election process has begun, any Sierra Club member may complain to the Inspectors of Election about a violation of these Standing Rules, the Bylaws or applicable law governing the conduct of Sierra Club's annual election by any person or entity, or the Inspectors may consider a potential violation on their own. The election process will begin at the following time (i) for elections to the Board, 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, whichever occurs sooner; or (ii) for ballot issues 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 violation, but the Inspectors may entertain a complaint made later. Except for complaints received within five days of an alleged violation or about the vote counting process, no new complaints will be considered if made later than five days after the date set for counting the ballots. The Inspectors may also make advisory rulings before a proposed action is taken. Decisions shall be based on Sierra Club's Bylaws and Standing Rules, in conformance with California law, to ensure a fair election.

(b) Remedies and Sanctions. The Inspectors may take such action as may be proper to conduct the election or vote with fairness to all members, including, but not limited to requiring a Sierra Club entity or member to remedy any violation through (i) an expenditure to remedy the violation or (ii) repayment to Sierra Club of the value of any resources used.

#### (c) Content and Availability of Rulings

(i) Written rulings of the Inspectors on complaints must state the reason(s) for the ruling, including summaries of written documents relied on by the Inspectors to support the ruling. These written rulings will be made available to the complainant and on Sierra Club's extranet as soon as practicable, accompanied on the Sierra Club extranet by the complaint leading to such ruling, if received by the Inspectors in writing.

(ii) In their discretion, the Inspectors also may make available on the Sierra Club's

extranet other written documents related to their ruling or may make such documents available to the complainant prior to their ruling, except those documents designated as attorney work-product or privileged. This subsection (ii) shall not be the basis for any complaint or appeal to the Board.

(d) Appeals to Board

(i). A party aggrieved by any decision of the Inspectors may appeal to the Board by filing a written statement setting forth the basis of the appeal delivered by ordinary mail, email, or fax transmission to the Secretary in care of the Executive Office, with a copy to the Inspectors, within five days of notice from the Inspectors to the complainant of the Inspectors' decision, or afterwards if good cause for the delay is shown. The Board may entertain appeals at its discretion, but must decide all appeals it elects to consider within 20 days following the date set for counting the ballots. Board decisions on appeals will be transmitted in writing to the appellant and the Inspectors by the Secretary as soon as practicable.

(ii) If the Board entertains an appeal and finds that the Inspectors have erred as to the meaning of the Bylaws or Standing Rules, the Board shall state the proper meaning and remand the ruling to the Inspectors for reconsideration. If the Board entertains an appeal and finds credible and sufficient evidence that the Inspectors have erred as to a material fact supporting the ruling, the Board shall remand the ruling to the Inspectors for further investigation and reconsideration. If the Board entertains an appeal and finds that the Inspectors have not so erred, it shall affirm the ruling.

(iii) If a Director is alleged to have committed an election violation, the Director may remain present during the deliberations and the vote on an appeal from a ruling of the Inspectors about the alleged violation, but the Director shall not vote on whether to entertain the appeal or on its merits. Directors also shall not vote on an appeal involving a transaction between the Director and Sierra Club in which the Director has a material financial interest. No vote on an appeal is the act of the Board unless a majority of the Board members who are present at the meeting vote to take such action.

(e) Certification of Election. Unless an appeal of a decision made by the Inspectors is pending before the Board, the Inspectors may certify the election results and officially report them to the Secretary at the end of the fifth day after the date set for counting of the ballots. If an appeal of a decision made by the Inspectors is pending before the Board, the Inspectors may certify the election results and officially report them to the Secretary promptly after the Board declines to hear the appeal or the Board decides the appeal, or at the end of the twentieth day after the date set for counting of the ballots.

Adopted 11/18-19/95, 11/14-15/98, 09/19-20/03,  
11/19-20/04 05/19-20/06

**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. 5.10.1: Removal – Petitions

All Regular and Life members of record on April 30 shall be counted for determining the number of signatures required on a petition to call a vote to remove any Director or other officer of Sierra Club. On the date the petition is signed, the signer must have been a member of Sierra Club in any membership class for at least 60 days.

Adopted 02/24/07

SR. 5.10.2: Termination of Membership, Suspension of Member Privileges and Other Corrective Actions and Interventions

(a) Delegations. The Board has an obligation to protect Sierra Club from harm, ensure

a safe and productive working environment for members and staff, and foster a Sierra Club in which people want to participate in its mission. To assist in fulfilling this obligation, the Board delegates the authority for: (i) termination of Sierra Club membership to the Executive Director, Sierra Club President, and chair of the Board Volunteer Leadership Advisory Committee (“the Panel”); and (ii) suspension of member privileges, including the privilege of serving in elected or appointed Sierra Club leadership positions, to the Resolutions Team, which shall be staffed by the senior-most person in the People Department, or their delegee, the senior-most person in the Office of General Counsel, or their delegee, and one or more other senior employees appointed by the Executive Director. Delegations of this role shall only be made to individuals with seniority in their respective departments who have been trained on and are experienced with Sierra Club’s Standards of Conduct and Equal Opportunity Policy, the Sierra Club Bylaws and Standing Rules, and the resolution of matters in accordance with the applicable policies and delegation of authority of the Resolutions Team. The Board of Directors shall be promptly informed in writing regarding any changes to the composition of the Resolutions Team. This delegation does not impair the authority of the Board or any Sierra Club officer to take action required in an emergency, by law, or under the Sierra Club Bylaws and Standing Rules.

- (b) Process for Assessing Disruptive Personal Behavior. Subject to Standing Rule 2.2.6(d)(i), allegations regarding Disruptive Personal Behavior will be investigated by the People Department, the Office of General Counsel, or contractors under the direction of the Resolutions Team; and assessments of appropriate interventions and corrective actions will be handled by the Resolutions Team. Where the Resolutions Team determines that the necessary and appropriate corrective action is the full termination of membership, that determination must first be reviewed and approved by the Panel. The Panel shall assess the Resolutions Team’s reason(s) for recommendation of termination of membership and their certification that the investigation and resolution process followed the organization’s policies. If the Panel is satisfied with the Resolutions Team’s responses, then it shall approve the revocation of membership. If the Panel is not satisfied, it shall seek the advice of counsel and then remand the determination to the Resolutions Team for further information or process, so long as such requests in remand are consistent with and not violative of the organization’s policies. Where the Resolutions Team determines that the scope of problems revealed in an investigation are of sufficient severity or persistence, it may recommend that the chapter or group be held accountable subject to the provisions of Bylaw 8.4. Where the Resolutions Team determines that a permanent revocation of privileges (whether revocation of leadership role or revocation of access to a particular group or type of function) is appropriate, then the member may request review by the Panel before that revocation is effectuated. Where the Resolutions Team determines that the necessary and appropriate corrective action is less than the termination of membership or permanent revocation of privileges, their decision shall be final and binding.

(c) Process for Assessing Policy, Decision-Making, or Other Disputes.

(i) Any Sierra Club member may request to terminate a membership or suspend a member's privileges for Policy, Decision-Making or Other Disputes by submitting such a request to Sierra Club's Executive Director. The reasons for the request must be that the actions of the member:

(A) constitute Other Misconduct as defined by Standing Rule 2.2.6(v)-(viii);

(B) significantly undermine the work of volunteers or staff by repeatedly creating a public misimpression about Sierra Club, its positions or policies; and/or (C) have significantly disrupted or impaired the work of Sierra Club, or will significantly disrupt or impair it if the actions continue.

(ii) Requests under this section should include a description of the ways in which Sierra Club is, or may be, harmed by the actions of the member; contact information for individuals who have been affected by the actions of the member and who have information relevant to the request; and a statement, if applicable, describing prior efforts to resolve these concerns.

(iii) Upon receipt of a request, the Executive Director, President and chair of the Board Volunteer Leadership Advisory Committee (i.e. the Panel) have the discretion to determine that the request 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. They shall not be obligated to take any further action on such requests other than to inform those who have requested such action of that determination. Should the Panel determine that the matter predominantly involves Personal Disruptive Behavior as defined in Standing Rule 2.2.6(d), the Panel shall refer the matter to the People Department.

(iv) If the Panel determines that the request may warrant action, they will inform the member and those who have requested the investigation of that determination. The Executive Director, working with staff, shall then conduct an investigation, including contact with the member who is the subject of the request and with others who have knowledge about the situation. The results of that investigation must be presented to the Panel, and all Panel members must reach consensus on appropriate action, if any.

(v) If they agree to take action, the Panel will notify the member in writing of this decision, the reasons for it, and the effective date of the action. The action will become effective 15 days after notice is given by registered mail, or other method reasonably calculated to provide actual notice, sent to the last address of the member shown on Sierra Club's records. Copies of this notice must be sent to the chair of the member's chapter and group, to the leader, member or entity initiating the request, the chairs of any other affected entities, if known, and to the Board. This notice shall inform the member that the termination of membership or suspension of member privileges may be appealed in writing to the Volunteer Leadership Advisory Committee, c/o Sierra Club Executive



Office, 2101 Webster Street, Suite 1300, Oakland, CA 94612, sent not less than 5 days before the effective date of the decision.

(d) Appeals for Corrective Actions Assigned by the Panel in Policy, Decision-Making, or Other Disputes. The Volunteer Leadership Advisory Committee shall review all timely appeals from members related to matters under subsection (c) above and decide whether to overturn the Panel's decision or let it stand. Pending review of such an appeal, suspension of member privileges becomes effective as per the notice; termination of membership becomes effective only upon Volunteer Leadership Advisory Committee action to let the decision stand.

(e) Actions Involving Directors. This rule, and the rules cited herein, applies to Directors only to the extent allowed by law and the organization's Articles and Bylaws.

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, 05/20-21/05, 05/19-20/06, 06/15/06, 02/24/07, 05/16/08, 11/20/10, 1/18/2018, 9/11/21, 5/21/22

#### **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]**

#### **SR. 5.13.1: Board Meeting Procedures**

(a) If an emergency special meeting of the Board is held under the waiver of notice provisions of Section 5211 of the Corporation Law, 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.

(b) 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 and the requirements of Corporation Law are met. Such participation constitutes presence in person at the meeting. Members may attend such meetings by using equipment located at the principal office of Sierra Club.

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

Adopted 11/20-21/82; amended 05/19-20/06, 02/24/07

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

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

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

##### SR. 5.15.1: Executive Committee Membership

(a) The Executive Committee consists of the President; the Vice President for Conservation; the Vice President for Chapters, Groups, and Volunteers; the Secretary; and the Treasurer. Wherever the Bylaws refer to a single Vice President, they will be understood to refer to the Vice President for Conservation.

(b) Pursuant to Bylaw 5, paragraph 5.15, the Board hereby delegates to the Executive Committee the authority:

- (i) to act for the Board in case of emergency, or when it is impracticable to convene the entire Board;
- (ii) to supervise conservation-related legal actions to be filed in the name of Sierra

Club, and to exercise supervisory authority over the Litigation Committee. (iii) 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;

(iv) to approve the President's appointments of members of committees that report directly to the Board, including: Nominating, Ballot Statement Review, and Advancement Committees, with the memberships of the Board Advisory Committees, Investment Committee, and Inspectors of the Election being reserved for the full Board;

(v) to approve recipients of national volunteer Sierra Club awards;

(vi) to appoint the auditors for the annual audit of Sierra Club's financial records;

(vii) to assist the President in planning and evaluating Board meetings, working sessions, and retreats;

(viii) to remove members from leadership positions or from Sierra Club, under the limited circumstances provided in these Standing Rules;

(ix) to approve variations in Sierra Club's logo text; and

(x) to exercise the Board's discretion with respect to indemnification and advancement of defense costs to other corporate "agents" as provided in SR. 5.1.1.

Adopted 09/10-11/83; amended 09/24-25/94, 02/22/02; 05/16-17/03,  
09/19-20/03, 05/19-20/06, 02/24/07, 05/16/08, 5/22/21

## **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]**

### SR. 6.1.2: 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 Sierra Club, may be used only as designated in the Bylaws or with the approval of the Board; no subunit of Sierra Club may use these titles:

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

Vice President for Conservation, Vice President for Chapters, Groups, and Volunteers.

Adopted 09/26-27/87; amended 05/19-20/06, 5/22/21

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

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

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

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

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

#### **Bylaw 7: SIERRA CLUB COUNCIL**

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

SR. 7.1.1: Sierra Club Council

The Sierra Student Coalition and the Chapter Chairs Representatives are authorized to appoint a delegate to the Sierra Club Council.

Adopted 11/21-22/81; amended 09/24-25/94, 05/18/02, 05/19-20/06,  
06/20/19

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

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

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

**Bylaw 8: CHAPTERS**

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

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

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

SR. 8.3.1: Chapter Subentities

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

(a) Groups

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

(ii) 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 Sierra 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.

(iii) 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 Sierra Club Council. The bylaws of a group shall not contain anything that is at variance with the expressed purposes of Sierra Club or with Sierra 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.

(iv) Groups must meet the following minimum standards:

(A) Have a fully functioning executive committee, which holds regular meetings, keeps minutes and holds regular elections.

(B) Meet standards for fiduciary responsibility and adhere to Sierra Club policies.

(C) Offer a range of current opportunities for member participation.

(D) Engage in one or more active conservation campaigns.

(E) Communicate regularly with group members.

(F) Build Sierra Club visibility in the group's community.

(b) Sections – Chapter or group members interested in special activities consistent with Sierra 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.

(c) Chapter subentities may be dissolved according to procedures established by the Sierra Club Council.

Adopted 05/19-20/01; amended 07/20/02, 05/19-20/06

S.R. 8.3.2: Consistent with Sierra Club policies and priorities as set by the Board of Directors or its designees, chapter executive committees and other chapter committees, groups, and sub-entities established by chapter executive committees pursuant to approved chapter bylaws and standing rules shall have the authority, in close partnership with Sierra Club staff, to approve chapter budgets, set priorities, and establish positions on conservation issues within their chapter boundaries.

Adopted 08/03/24

**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.**

S.R. 8.6.1: 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, 05/19-20/06

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

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

**Bylaw 9: COMMITTEES**

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

SR. 9.1.1: Litigation Committee

The Litigation Committee has 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 Sierra Club participation in formal legal actions, including lawsuits, formal administrative proceedings, and settlements, and shall recommend for adoptions by the Board procedures permitting Sierra Club subunits and Sierra Club staff to initiate informal legal actions.

Adopted 09/19-20/03; amended 11/19-20/04, 05/19-20/06

SR. 9.1.2: Investment Committee

The Investment Committee is composed of the Treasurer as chair, the President, a third Director to be elected by the full Board, and the Chair of the Investment Advisory Committee. The Chief Financial Executive and the Investment Advisory Committee shall serve as advisors to the Investment Committee. The Investment Committee shall have authority to direct the investment of Sierra Club funds according to the general investment policies adopted from time to time by

the Board. The Investment Committee shall report at least annually to the Executive Committee on the state of Sierra Club's investment portfolios.

Adopted 02/4-5/84; amended 05/19-20/06, 02/24/07, 09/29/07,  
05/16/08

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

**Bylaw 10: ENDOWMENT FUND**

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



## **Bylaw 11: BALLOTS OF THE CLUB**

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

**11.2. Except as provided in Bylaw 5.10, whenever a number of members of the Club equal at least to two percent (2%) of the number of ballots cast at the immediately preceding annual election for Directors shall request in writing that a resolution be adopted by the Club, the Board may adopt the resolution by majority vote, unless the petition specifically requests a vote of the membership or such a vote is required by law or these Bylaws; if the resolution is not so adopted, the Board shall certify it to the Secretary for a vote of the members. The Board shall specify the procedure for the initiation and circulation of such petitions, including approval of the wording to assure that it is properly framed.**

### SR. 11.2.1: Petitions on Ballot Issues

(a) Issues Under Consideration for Petitions. Sierra 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.

(b) Content of Resolution. A resolution presented by petition (i) may seek to amend the Bylaws, contingent on approval by the Board, pursuant to Bylaw 13.1, (ii) 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 (iii) if it proposes to amend the Bylaws, shall follow the form of the Bylaws.

(c) Contents and Form of Petition. The petition shall contain the full wording of the resolution, as approved by the Secretary, at the top. Bylaws that would be amended shall be set forth in the petition. Existing policy, programs or priorities that would be changed by a resolution shall be stated or summarized in the petition, to show the change. 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.

(d) 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.

(e) Approval. The petition shall be submitted to the Secretary at the Executive Office of Sierra Club before being circulated. The Secretary shall respond within 20 days, either (i) approving the resolution and petition, (ii) disapproving the resolution as violating this Standing Rule, Sierra Club Bylaws, or law, or (iii) recommending changes (A) to make the form of the resolution or petition conform to Sierra Club rules, (B) to clarify the meaning of the resolution, or (C) to compose the resolution properly without changing its intent.

(f) Signatures and Use of Sierra 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. On the date the petition is signed, the signer must have been a member of Sierra Club in any membership class for at least 60 days and must have signed the petition within six months of the date of its submission. Without authorization of the Board, or except as provided for in the Bylaws or these Standing Rules, no Sierra Club funds or other resources, including those of Sierra Club entities, shall be used for the circulation or solicitation of signatures on 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.

(g) Submission of Petitions. Petitions proposing a resolution for adoption by the Board of Directors or the membership of Sierra 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, facsimile, or by electronic transmission capable of being printed in clearly legible tangible form to the Secretary in care of Sierra 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.

(h) Retention. Petitions shall be retained by the Executive Office for one month after counting of the ballots.

SR. 11.2.2: 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, if any is made, on any ballot measure.

Adopted 12/10-11/94; amended 11/14-15/98, 11/16-18/01, 05/19-20/06,  
02/24/07, 02/27/10

SR. 11.2.3: Complaints, Appeals, Remedies & Sanctions: The provisions of Standing Rule 5.6.2 apply to ballot issues.

Adopted 11/14-15/98, 05/19-20/06

**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]**

SR. 11.3.1: Promotion of Positions on Ballot Issues

(a) Ballot Statements

(i) Coordinators.

One statement each in support of and in opposition to each ballot issue 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. To identify position coordinators for any other required opposing or supporting statements, the Secretary shall consult with potential opponents or supporters of the ballot issue and designate position coordinators to be responsible for overseeing the preparation and submission of these statements. 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.

(ii) Requirements.

(A) Each position statement, pro and con, shall have a maximum of 400 words, including the names and affiliations of the signers. Coordinators must submit with all statements evidence that any listed endorsers have agreed to be so listed. No candidate for Director shall be shown as a signer of this or of either of the statements provided for in subsection (b) of this Standing Rule.

(B) The Secretary shall prescribe the form of the statements, considering such issues of form as are set forth in subsection (b) of Standing Rule 5.6.1. The Secretary shall review each statement for form and significant errors of fact about Sierra Club or the resolution. No change in a statement shall be made without the coordinator's specific consent, except to conform to the prescribed format (no substantive wording changes) or to delete any words beyond the limit. If the coordinator does not make the statement conform to the prescribed format and/or word limit within five days of a request, the Secretary shall change the statement to do so. If a coordinator refuses to remove significant errors of fact (but not differences of opinion) about Sierra Club or the resolution, 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.

(C) Deadline. The deadline for receipt of statements for or against ballot issues 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. If a ballot question is initiated by the Board 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)

(i) 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.

(ii) 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 Sierra 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 Sierra 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.

(iii) E ditorial 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.

(iv) 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.

(v) Advertising. No advertising may be accepted promoting a position on a ballot issue in a Sierra Club newsletter.

(vi) Web Page Links. Any mention in a Sierra 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 Sierra Club Secretary or webmaster.

(vii) Use of Sierra Club Resources. Without authorization of the Board of Directors, no Sierra 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.

(viii) Mailing Lists.

(A) A voting member's request for access to the membership list to communicate with other Sierra Club members about a ballot issue in a Sierra Club election is a purpose reasonably related to that member's interest as a Sierra Club member.

(B) The Executive Office will notify the position coordinators in the Sierra Club election of requests when all required information and fees are received ("Valid Requests"). Valid Requests for access to the membership list to communicate about a ballot issue in a Sierra Club election must be received at least 40 days before the date set for counting the ballots in that Sierra Club election. If any such Valid Request is received, other such Valid Requests may be made until 30 days before the date set for counting ballots in that same Sierra Club election.

(C) Leader Directory. A Sierra Club voting member in good standing may use published Sierra Club lists, including the Leader Directory, to communicate with Sierra Club leaders about Sierra Club elections. However, e-mail addresses and telephone numbers from the Leader Directory may not be used by a Sierra Club member for fundraising of any kind.

(ix) Forum.

(A) Under rules issued by the Inspectors of the Election, Sierra 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.

(B) The Inspectors of the Election may issue rules for a ballot question information website to provide links to election-related sites of the position coordinators' choosing.

(x) Records and Reporting.

(A) For six months after the election, petitioners and position coordinators shall keep records of 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 expenditures over \$100, including recipient, amount, date and purpose. A coordinator shall provide this information to the Inspectors of election within (1) five 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 (2) 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.

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, 11/19-20/04, 07/16/05, 05/19-20/06, 05/16/08

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

#### **Bylaw 12: CONSTRUCTION OF BYLAWS**

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

#### **Bylaw 13: AMENDMENTS TO BYLAWS**

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

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