



Tennessee Chapter

Chapter Bylaws

<u>Approved</u>	<u>Date</u>	<u>By</u>	<u>Title</u>
Chapter Executive Committee	<u>June 9, 2001</u>	<u>Clark Buchner</u>	<u>Chapter Chair</u>
Sierra Club Bylaws and Standing Rules Committee	<u>Sept. 9, 2001</u>	<u>Owen Maloy</u>	<u>Chair</u>
Filed by the Office of Volunteer and Activist Services	<u>Sept. 18, 2001</u>	<u>K. Williams</u>	<u>Chapter Outreach Coordinator</u>

Note:

This electronic version has been edited to match the original hard-copy document. The original was signed by the persons listed above. E.D. 08/13/2003

Revised 2004:

3.1 Number of at-large delegates increased from 4 to 7. Number to be elected each year increased to up to 4, and no less than 3. Approved by Tennessee Chapter ExCom 07/07/2004. Approved by TN Chapter membership 09/24/2004.

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1. Organization

- 1.1 **Name.** The name of this Sierra Club unit is the Tennessee Chapter of the Sierra Club (Club).
- 1.2 **Establishment.** This Chapter is established by action of the Board of Directors of the Club (Board), and is governed by these Bylaws, consistent with the provisions of the Bylaws and Standing Rules of the Club, by applicable law, and by the policies and directives of the Board. This Chapter is an integral part of the Sierra Club and is not a separate legal entity.
- 1.3 **Purpose.** The purpose of this Chapter is to foster within its territorial limits the purposes of the Club. The chapter is authorized to undertake activities that are consistent with the purposes of the Club and are not prohibited by the Board by a general rule applicable alike to all chapters. The Chapter shall act on questions of public policy only in pursuance of Board policies or in a manner consistent with them.
- 1.4 **Boundaries.** The territorial boundaries of this Chapter shall be as specified from time to time by the Board, with due consideration of the wishes of Club members residing therein.

2. Membership

- 2.1 **Members.** Chapter members shall be those Club members of record who reside within the Chapter boundaries, except as otherwise provided in the Club Bylaws. Only Chapter members in good standing may vote or hold Chapter office. Only Sierra Club members in good standing may act on behalf of the Chapter.
- 2.2 **Powers of Members.** By voting in annual or special elections, members shall elect and may recall members of the Chapter Executive Committee (ExCom) other than group representatives, and may determine Chapter policy. Through petition, members may require the ExCom to call membership meetings.
- 2.3 **Membership Meetings.** Upon petition by ten percent (10%) of the members, the ExCom shall call a membership meeting with at least 15 days written notice to the members stating time and place to consider subjects specified in the petition. No binding action may be taken at a membership meeting, but resolutions addressed to any Club entity may be adopted. The quorum for a membership meeting shall be ten percent (10%) of the Chapter members.
- 2.4 **Election Petitions.** The members may petition for a special election by obtaining signatures from twenty percent (20%) or more of the Chapter's membership. Petitions shall state separately each issue to be decided. If the issue is the recall of ExCom members, candidates who shall take office if the recall is successful may be nominated in the same petition.

3. Executive Committee (ExCom)

- 3.1 **Number.** Subject to the powers of the members as provided by these Bylaws, the management of the affairs and activities of the Chapter shall be in the hands of an ExCom of seven members elected by the Chapter membership for terms of two years, three representatives from each Chapter group selected according to the group's bylaws, and the Council Delegate ex-officio, with vote. Group representatives may vote and hold any office except Council Delegate or Alternate. Groups may designate alternates who may vote in the absence of the representative.

In any election, up to four members may be elected for full terms, as long as the size of the ExCom does not increase as a result and no fewer than three terms will expire in any future year. When filling vacancies in unexpired terms by election, longer terms shall be awarded to candidates with more votes. The candidates who win the higher numbers of votes shall receive any available full terms and the others shall receive the unexpired remainders of the vacated terms.

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Members elected shall take office at the start of the first meeting of the year. If not otherwise members of the ExCom, the Secretary and Treasurer shall serve as non-voting members.

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

The ExCom may call meetings of the Chapter membership at large with 15 days written notice to all Chapter members stating time, place, and subjects to be considered. Notices shall be published in a Chapter newsletter or other publication provided to all members.

The ExCom may call and conduct special elections in accordance with these bylaws.

The ExCom may establish and dissolve groups, sections, and committees as provided in these Bylaws.

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

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

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

- 3.5 **Officers.** The ExCom shall elect from its members the following officers, who shall also be Chapter officers: a Chair, a Vice-Chair, and at its option, a Secretary and a Treasurer. The ExCom may appoint from outside its membership any other Chapter officers it considers necessary, including the Secretary and Treasurer. All such officers shall be Chapter members.

At the discretion of the ExCom, offices may be combined, provided there are at least two distinct officers. Assistants to these officers may be designated from among Chapter members.

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

- 3.6 **Representatives.** The ExCom shall elect from among its members elected by the entire Chapter membership a Chapter Delegate and Alternate to the Sierra Club Council. The term of the Delegate shall be 2 years. The Council Delegate shall be a voting ExCom member for the duration of the appointed term as Council Delegate.

The ExCom shall appoint Chapter members as delegates and alternates to the Regional Conservation Committees (RCCs) assigned by the Board or its designees, as provided in the relevant RCC Bylaws. The RCC delegates and alternates shall serve as ex-officio ExCom members, without vote, if not already members.

The ExCom may instruct delegates and alternates before each Council or RCC meeting. Delegates or alternates shall report to the ExCom after each Council or RCC meeting.

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- 3.7 **ExCom Committees.** The ExCom may appoint the members of a Steering Committee, consisting of the Chair, Vice Chair, and three other ExCom members, and may establish and appoint such other committees of at least two ExCom members as it deems appropriate. The ExCom may appoint one or more ExCom members 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 ExCom on such matters as the ExCom may delegate, except as prohibited by law or these Bylaws. By majority vote of its members, the ExCom 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 ExCom may require. A majority of the members of each committee shall constitute a quorum for the transaction of business by that committee.
- 3.8 **Chapter Committees.** The ExCom may establish and dissolve standing and special committees for such objectives as it may set. Subject to ExCom approval, the Chapter Chair shall appoint committee members from among Chapter members. The Chapter Chair, or another ExCom member designated by the Chair, may be designated as a voting member of each committee, except the Nominating and Election committees. Standing committees shall be appointed annually. Except for the Nominating and Election Committees, the ExCom may add, remove, or replace members of any committee at any time. The ExCom may fill vacancies on the Nominating and Election Committees.
- 3.9 **Open Meetings.** All meetings of the ExCom and its committees shall be open to attendance by any Club member, but the ExCom or its committees may convene in private session for the consideration of any sensitive matter, provided that any vote or final action is taken in open session.
- 3.10 **Quorum.** A quorum for ExCom meetings shall be a simple majority of its voting members. An ExCom member shall be considered present at a meeting if able to participate fully and simultaneously by means approved by the ExCom.
- Any group that does not send a designated representative to any three regularly scheduled meetings over a twelve-month period need not be counted towards the quorum. A group's status in the quorum shall be restored by a designated group representative's attendance at a regularly scheduled ExCom meeting.
- 3.11 **ExCom Meetings.** The ExCom shall hold regularly scheduled meetings at least 4 times per year at times and places communicated in advance to all Chapter members.
- 3.12 **Special Meetings.** ExCom business may, if necessary, be conducted at a Special Meeting. A Special Meeting may be called by the Chair or any 3 ExCom members with at least one week's notice, unless all ExCom members waive this notice requirement.
- 3.13 **Emergency Meetings.** A quorum of the ExCom may act in an emergency only when the Chair determines that quick action is necessary and there is insufficient time to arrange a Special Meeting, or if prior authorization to so deal with a specified issue has been given in a meeting, provided in either case that a determined and documented effort has been made to contact all ExCom members. Any such action must be reported promptly to all ExCom members and reported and placed in the minutes of its next meeting.
- 3.14 **Absences.** Except for group representatives, any ExCom member who misses three regularly scheduled meetings over any continuous twelve-month period may be removed from the ExCom by a two-thirds vote of the other ExCom members. The ExCom shall decide whether to remove a member at any regularly scheduled meeting following the third missed meeting.

4. Nominations and Elections

- 4.1 **Annual Election.** An Annual Election shall be held in the fourth quarter of each year to choose ExCom members. This election and any special elections shall be conducted by secret written ballot mailed to all Chapter members of record at least four weeks before the closing date of the election and shall be conducted in such a manner as to ensure facility of voting and tabulation and secrecy of ballot. The ballot

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shall allow each voter to vote for as many candidates as there are positions to be filled. A voter may not cumulate votes for any candidate.

The ExCom shall specify the calendar dates and deadlines for appointing the Nominating Committee (NomCom), producing the list of eligible voters, receiving names for consideration by the NomCom, receiving ballot issue petitions, receiving the NomCom report of names of nominees, receiving of candidate petitions, appointment of the Election Committee, printing and mailing dates for ballots allowing at least four weeks for return of the ballots, receiving of returned ballots, and the date, time and place for counting ballots.

The ExCom shall provide written notice of this schedule and of the opportunity to nominate candidates by petition to all Chapter members.

- 4.2 **Nominating Committee.** A Nominating Committee (NomCom) of at least three Chapter members, at least one not an ExCom member, none of whom may be a candidate, shall be appointed annually by the ExCom not later than four months before the designated closing date of the election. Sufficient opportunity shall be given for Chapter members to submit names for consideration by the NomCom. The NomCom shall attempt to nominate at least two more candidates than the number of ExCom members to be elected, and shall report the nominees' names to the ExCom at least two weeks before the deadline for submission of nomination petitions and five weeks before the scheduled mailing of the ballots. Nominees shall be Chapter members who give their consent. If the NomCom chooses not to nominate a willing candidate, the NomCom shall promptly inform that candidate of the opportunity to seek nomination by petition.
- 4.3 **Petition Candidates.** The name of any Chapter member proposed in writing by at least 15 Chapter members prior to the deadline for submission of petitions, and who gives consent, shall also be included on the ballot. The nomination petitions shall be retained until the ballots are destroyed.
- 4.4 **Election Committee.** An Election Committee of at least three Chapter members, at least one not an ExCom member, shall be appointed annually by the ExCom prior to the scheduled date of mailing of ballots. No candidates may serve on the Election Committee. The Election Committee shall cause the ballots to be prepared and mailed, and shall count the returned ballots. Challenges of the conduct of candidates or their campaigns shall be referred to the Election Committee. Decisions of the Election Committee may be appealed to the ExCom.
- 4.5 **Mailing Ballots.** Ballots shall be mailed to all Chapter members of record according to the voter list obtained prior to the election.
- 4.6 **Return of Ballots.** Ballots shall be returned to the Election Committee as directed in the ballot instructions. Return of a minimum number of valid ballots shall not be required for the validity of an annual or special election.
- 4.7 **Counting Ballots.** The Election Committee shall count the ballots on the closing date of the election, or as soon as practical after the closing date of the election. The candidates or their authorized representatives shall be permitted to be present. The candidates receiving the highest number of votes shall be elected. Any tie shall be resolved immediately, first by a recount, then if necessary by lot at the ballot counting. The Election Committee shall report the results immediately to the Secretary. The Secretary shall immediately notify the candidates, the ExCom membership and other interested parties, and shall report the results to the ExCom at its next meeting. The ballots and nomination petitions shall be retained until their destruction is directed by the ExCom.

5. Functions and Services

- 5.1 **Functions.** The Chapter shall provide functions and services required by the Board, its designees, or the Chapter members. The ExCom shall define from time to time the methods and procedures by which these functions and services shall be delivered.

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- 5.2 **Publications.** The ExCom shall arrange for Chapter publications to be distributed regularly by print or electronic means to all Chapter members, giving notice and reporting proceedings of the ExCom, Chapter meetings, elections and other news, including announcements of social events and outings.
- 5.3 **Conservation Program.** The Chapter Conservation Program shall further the conservation objectives and priorities of the Club within Chapter boundaries, assist in international, national and regional Club actions, and provide for the development and execution of specific conservation strategies and action programs authorized by the ExCom.

The ExCom shall appoint a Conservation Chair who shall provide a point of contact for the public and other Club leaders, and assist the ExCom in conservation planning, budget decisions, resolving conflicts, training, and implementation of the Conservation Program.

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

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

- 5.4 **Membership Program.** The ExCom shall provide for a membership program that keeps a copy of the roster of current members, assists in efforts to recruit and retain members, and is responsible for recruiting and welcoming members and encouraging them to participate in Club and Chapter activities.
- 5.5 **Outings and Activities.** The Chapter ExCom shall manage any outings and activities programs in cooperation with Chapter entities that conduct such outings and activities. Such management shall include but is not limited to the establishment of codes of conduct appropriate to each type of activity, provisions for approval and publication of notices, training and certification of leaders, screening of participants, compliance with insurance restrictions and other Club policies, handling of reservations and fees, restricting group size and environmental impact, and investigation of incidents and complaints. All outings and activities shall be sanctioned in advance.

6. Groups and Sections

- 6.1 **Groups.** With ExCom approval, Chapter members residing in a contiguous Chapter area may form a group, subject to Chapter and Club approval of group bylaws. A group shall elect its own executive committee by secret written ballot provided to all group members.
- 6.2 **Sections.** With ExCom approval, Chapter members interested in special activities consistent with Club purposes, or other appropriate subsets of Chapter members, may form sections, subject to approval of section operating procedures. Because section membership is optional, sections may assess dues and also charge for activities, as permitted by the Chapter ExCom..
- 6.3 **Suspension and Dissolution.** By 2/3 vote the Chapter ExCom members present at a regular or special meeting may suspend or dissolve a group or section, if, in the judgment of the ExCom, 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 or Chapter. Suspension or dissolution shall only take place after written specification of the grounds for the proposed action are furnished to the members of the group or section affected and to the Board or its designees. At the same ExCom meeting, Chapter members shall have an opportunity to comment on the proposed action.

Upon dissolution, all remaining assets of the dissolved group or section shall revert to the Chapter.

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As an alternative to dissolution, the Chapter ExCom may require new elections to be held for group or section office.

7. Finances

7.1 **Receiving and Expending Funds.** The Chapter may receive funds from Club entities and may receive contributions directly. The Chapter may not assess or collect dues from its members, or charge additional fees for Chapter publications distributed to all Chapter members. Expenditures shall be consistent with all rules, policies and directives of the Board and its designees.

7.2 **Fundraising and Fees for Outings and Activities.** Consistent with rules, policies and directives of the Board or its designees, the Chapter may conduct fundraising and other activities, including outings, that require members and others to pay a fee to participate.

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

7.3 **Authority Over Deposited Funds.** The ExCom shall have authority over all funds deposited in accounts in the name of the Chapter and its entities. Every bank, savings, or investment account must have on the signature list for that account at least two signatures, including the signature of a Chapter ExCom officer, generally the Treasurer or Chair.

7.4 **Requirement to Deposit.** Unless otherwise specified by the ExCom or the Board or its designees, all monies received by Chapter entities shall be deposited promptly in an account bearing the name of the entity, the Chapter, and of the Sierra Club.

7.5 **Delegation of Authority.** The ExCom may delegate financial authority to Chapter entities. The Chapter shall retain responsibility and control. Chapter entities must provide satisfactory accounting at least quarterly to the Chapter Treasurer, including all reports required to satisfy Club requirements and applicable laws.

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

7.7 **Fiscal Year.** The fiscal year of the Chapter shall coincide with that of the Club.

7.8 **Books and Reports.** The Chapter Treasurer shall keep proper books of account, and shall report balances, revenues, and expenses of the Chapter and its entities to the ExCom at least quarterly, and to the Club Treasurer or designee at the end of the fiscal year. The Chapter Treasurer shall either file, or provide the Club Treasurer with timely information and funds required to file, all reports and returns required to satisfy Club requirements and applicable laws.

7.9 **Review.** As soon as practical after the close of the fiscal year, the ExCom shall cause a review to be made of the books, including those of all Chapter entities. The results of the review shall be submitted to the ExCom for their approval.

8. Construction and Amendment

8.1 **Interpretation of Bylaws.** All questions as to the construction or meaning of these Bylaws are first to be referred to the Chapter ExCom for decision. Appeals from such decisions may be taken to the appropriate level, as established by rules of the Board of Directors. The decision of the highest of these entities that chooses to act shall be final. All procedures not prescribed by the Bylaws and Standing Rules of the Club,

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these Bylaws, or the Standing Rules of the Chapter, shall be governed by the current edition of Robert's Rules of Order, newly revised.

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

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

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

A current copy of these Bylaws shall be filed at the principal office of the Sierra Club.

- 8.3 **Signatures and Effective Date.** These bylaws and any amended versions shall be signed and dated by officers acting on behalf of the ExCom and by the national entity designated to approve bylaws. These bylaws as amended shall take effect on July 1, 2000 or when the signed copy is filed at the principal office of the Sierra Club, whichever is later. A copy of the signature page shall be returned to the Chapter, and shall be attached to all reproduced copies.