

Bylaws
North County Group
San Diego Chapter, Sierra Club

May 10, 2017



SIERRA
CLUB

FOUNDED 1892

<u>Approved</u>	<u>Date</u>	<u>By</u>	<u>Title</u>
Group Executive Committee	6/10/2017	KC	Chair
Chapter Executive Committee	_____	_____	_____
Sierra Club Bylaws and Standing Rules Committee	_____	_____	_____
Filed by the Office of Volunteer and Activist Services	_____	_____	_____

Bylaw 1. Organization.....	1
1.1 Name.....	1
1.2 Establishment	1
1.3 Purpose	1
1.4 Boundaries.....	1
Bylaw 2. Membership	1
2.1 Members	1
2.2 Membership Meetings	2
Bylaw 3. Executive Committee (ExCom)	2
3.1 Number.....	2
3.2 Powers	2
3.3 Responsibilities.....	2
3.4 Vacancies	3
3.5 Officers	3
3.6 Representatives	3
3.7 Committees	4
3.8 Open Meetings	4
3.9 Quorum	4
3.10 ExCom Meetings.....	4
3.11 Special Meetings.....	4
3.12 Emergency Meetings.....	4
3.13 Absences.....	4
Bylaw 4. Nominations and Elections	4
4.1 Annual Election	4
4.2 Nominating Committee.....	5
4.3 Petition Candidates.....	5
4.4 Election Committee.....	6
4.5 Availability of Election Ballot Materials	8
4.6 Voting.....	8
4.7 Counting Ballots	9
Bylaw 5. Functions and Services	9
5.1 Functions	9
5.2 Publications.....	9
5.3 Conservation Program.....	9
5.4 Membership Program	10
5.5 Outings and Activities	10
5.6 Political Action.....	10
Bylaw 6. Group Sections.....	10
6.1 Sections	10

6.2	Reports	10
6.3	Suspension and Dissolution.....	10
Bylaw 7.	Finances	11
7.1	Receiving & Expending Funds.....	11
7.2	Fundraising and Fees for Outings and Activities.....	11
7.3	Authority Over Deposited Funds	11
7.4	Requirement to Deposit.....	11
7.5	Delegation of Authority	11
7.6	Prohibitions.....	11
7.7	Fiscal Year	11
7.8	Books and Reports	11
7.9	Review	12
Bylaw 8.	Construction and Amendment.....	12
8.1	Interpretation of Bylaws.....	12
8.2	Amendment	12
8.3	Signatures and Effective Date.....	12

Revision History

June 10, 2017	Initial release
January 5, 2018	Revised formatting for structure and consistency. Updated table of contents to reflect actual document structure.

Bylaw 1. Organization

1.1 Name

The name of this Sierra Club unit is the North County Group of the San Diego Chapter of the Sierra Club.

1.2 Establishment

This Group is established by action of the Executive Committee of the Chapter (Chapter ExCom), and is governed by these Bylaws, consistent with the provisions of the Bylaws and Standing Rules of the Club, the Bylaws of the Chapter, by applicable law, and by the policies and directives of the Board. This Group is an integral part of the Sierra Club and the Chapter and is not a separate legal entity.

1.3 Purpose

The purpose of this Group is to foster within its territorial limits the purposes of the Club. The group is authorized to undertake activities that are consistent with the purposes of the Club and are not prohibited by the Chapter or by the Board by a general rule applicable alike to all chapters. The Group shall act on questions of public policy only in pursuance of Chapter and Board policies or in a manner consistent with them.

SR 1.3.1 Representing the Club

(a) No Club member, present or former leader, or member of the staff shall make a statement or take a public position in the name of the 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 Club entity, or the Club membership through referendum. When speaking or taking a public position on their own behalf, or on the behalf of organizations other than the Club, members shall avoid giving the impression that they are representing the Club and endeavor to correct any misimpression in this regard.

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

1.4 Boundaries

The territorial boundaries of this Group shall be as specified from time to time by the Chapter ExCom, with due consideration of the wishes of Club members residing therein.

Bylaw 2. Membership

2.1 Members

Group members shall be those Club members of record who reside within the Group boundaries, except that upon written application to the principal office of the Club, a member may join any chapter and any group within that chapter. No member shall belong to more than one chapter and group. Only Group members may vote or hold Group office. Only Sierra Club members in good standing may act on behalf of the Group.

2.2 Membership Meetings

The ExCom may call, or upon petition by 50 members shall call, a meeting of the members. At least 20 days written notice shall be provided to the members, stating the time and place to consider subjects specified in the petition or by the ExCom. The notice shall be published in a Group newsletter or other publication provided to all members. 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 50 Group members.

Bylaw 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 Group shall be in the hands of an ExCom of 7 members elected by the Group membership for terms of two years.

In any election, up to 4 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 3 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. Members elected shall take office at the first meeting following the counting of the ballots.

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 Group. 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 Chapter ExCom shall have the power to determine the procedures to be followed. Group actions must be consistent with Club purposes and the policies and directives of the Chapter ExCom and the Board or its designees.

The ExCom may call meetings of the Group membership at large with 20 days written notice to all Group members, stating time, place, and subjects to be considered. Notices shall be published in a Group or 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 sections and committees as provided in these Bylaws.

The ExCom may appoint and remove Group 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 Group and its sections and other entities comply and are consistent with these Bylaws and any Group Standing Rules, policies and directives of the Chapter or 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.

SR 3.3.1 Votes by Electronic Mail

Group entities may conduct votes by electronic mail, if the minimum requirements listed below are met. As used in this Standing Rule, “Group entity(ies)” means all Sections, Committees and all other Club subunits.

Minimum requirements for electronic mail votes are:

- (a) The Club entity has authorized voting by electronic mail in advance;
- (b) Voting members of the Group entity all receive the same information, including each member’s vote;
- (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 and each person eligible to vote shall restate the motion when casting his or her vote;
- (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.

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 Group 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 Group officers it considers necessary, including the Secretary and Treasurer. All such officers shall be Group 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 Group members.

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

3.6 Representatives

The ExCom shall elect from among its members a voting Group Representative and Alternate to the Chapter ExCom. The ExCom may instruct representatives and alternates before each Chapter ExCom meeting. Representatives or alternates shall report to the ExCom after each such meeting.

3.7 Committees

The ExCom may establish and dissolve standing and special committees for such objectives as it may set. Subject to ExCom approval, the Group Chair shall appoint committee members from among Group members. The Group 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.

3.8 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.

3.9 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.

3.10 ExCom Meetings

The ExCom shall hold regularly scheduled meetings at least 10 times per year at times and places communicated in advance to all Group members.

3.11 Special Meetings

ExCom business may, if necessary, be conducted at a Special Meeting. A Special Meeting may be called by the Chair or any 4 ExCom members with at least one week's notice, unless all ExCom members waive this notice requirement.

3.12 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.

3.13 Absences

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.

Bylaw 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 written ballot or through a secure website made available 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. The ballot 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), production of eligible voter lists, receipt of names for consideration by the NomCom, receipt of ballot issue petitions, the NomCom report of names of nominees, receipt of candidate petitions, appointment of the Election Committee, printing and mailing dates for ballots allowing at least four weeks for return of the ballots, receipt 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 Group members.

SR 4.1.1

Newsletter or website publication is sufficient for written notice to members. Chapters must publish this information for Groups without websites, newsletters or mailing budgets.

4.2 Nominating Committee

A Nominating Committee (NomCom) of at least three Group 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 Group 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 Group 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.

SR 4.2.1

An election should not be delayed if the Nominating Committee does not nominate at least two more candidates than the number of Executive Committee members to be elected

SR 4.2.2

The Executive Committee may accept, but not modify the Nominating Committee report. Formal acceptance of the report shall not be required for the election to proceed.

SR 4.2.3

Chapter or Group employees and independent contractors may not hold elected positions on their respective Executive Committee.

4.3 Petition Candidates

The name of any Group member proposed in writing by at least 30 Group 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.

SR 4.3.1

The number of valid signatures needed to nominate by petition shall be set forth in the published information about the election as a number of members, not a percentage. This number shall be published at or before the opening of nominations.

SR 4.3.2

For a signature to be valid, the signer must be a member of the relevant Chapter or Group on the date of the deadline to submit petitions. The signature of the petition candidate shall be counted.

4.4 Election Committee

An Election Committee of at least three Group members, at least one not an ExCom member, shall be appointed annually by the ExCom prior to the scheduled date of mailing of ballots. Alternatively, the Group ExCom may designate the Chapter Election Committee as Election Committee for the Group. 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.

Rules Regarding Ballot Statements

SR 4.4.1

The Nominating Committee shall specify a standard format (using a form or written guidelines) for each candidate's statement, which shall specify the maximum number of words for each statement.

SR 4.4.2

The Election Committee shall review candidates' statements for compliance with the prescribed format, length, and to correct significant errors of fact about the Club. If a candidate fails to revise the statement conform to the prescribed format or length within five (5) days of a request by the Election Committee, it shall change the statement to do so. If the candidate refuses to correct a significant error of fact about the Club, the Election Committee shall publish a correction below the candidate's statement in the ballot materials. Candidates must submit with their statements evidence that each listed endorser has agreed to be so listed.

SR 4.4.3

Candidates are legally responsible for the content of their ballot statements and will indemnify and hold the Club harmless for any legal claims, such as libel, and related costs that arise out of the Club's publication thereof.

Rules Regarding Campaigning

SR 4.4.4 Endorsements

Groups may not endorse candidates in Chapter and Group elections. Club members acting on an individual basis and not in a Club capacity may endorse candidates, however. Club leaders may use their Club titles to endorse candidates only in the candidate's ballot statement.

SR 4.4.5 Club Publications and Websites

If Club publications such as newsletters and websites are made available for candidates to campaign, all candidates must be informed and given an equal opportunity to make statements or have statements made on behalf of their candidacy.

Articles. (i) No articles or messages by or about individual candidates shall be published in *SIERRA*, Club newsletters, web pages, or other Club publications between the close of nominations and the date set for counting Club ballots, except for routine articles or messages (defined below).

(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 the Club's elections, the functioning of the Executive Committee, 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 Club purposes, and (E) is sent or published only to members who would normally receive similar articles or messages.

SR 4.4.6 Discussion Lists

Germane discussion of candidates (for example, discussing forestry aspects of a candidacy on a forestry list) may take place on any Chapter or Group 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.

SR 4.4.7 Meetings

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

SR 4.4.8 Candidate Websites

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

SR 4.4.9 Advertising

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

Rules Regarding Election Complaints and Appeals

SR 4.4.10

Decisions by a Group Executive Committee on an appeal from a decision by a Group Election Committee go to the Chapter Executive Committee.

4.5 Availability of Election Ballot Materials

Election ballot materials shall be made available to all Chapter members of record according to the voter list obtained prior to the election.

SR 4.5.1

Members on the list for sending the election materials (or for the newsletter in which the election materials appears) constitute the list of members of record eligible to vote in the election. This voter list must be obtained no earlier than one week prior to the date election materials are mailed. Any member on this list shall be deemed a member of record. The list or copy of the list shall be retained for ballot verification.

SR 4.5.2

Separate ballots must be supplied for each member. Joint members must be provided with two ballots, or a place for each member to vote separately.

SR 4.5.3

Election materials may be made available in any of the following ways or in any combination thereof:

- (a) A ballot mailed separately to each eligible member. A single mailing or newsletter suffices to make ballots accessible to joint members.
- (b) A ballot included in a chapter newsletter mailed or electronically dispatched to each eligible member. A newsletter containing ballots shall display a prominent notice that the ballots are included, which is visible without opening the newsletter.
- (c) Electronic notification of a voting website that includes candidate statements, all other election materials and a site for casting votes by each eligible member

SR 4.5.4

Club members in any membership class (Regular, Life, or Introductory) are eligible to vote in Chapter and Group elections.

SR 4.5.5

Club members who do not receive a ballot, lose the ballot, or spoil the ballot may obtain a replacement from the Election Committee. The Election Committee will control the supply of replacement ballots (including extra copies of newsletters if used to deliver original ballots) until after the closing date of the election.

4.6 Voting

Eligible members may vote by mailed ballot or through a secure website. The decision to allow electronic voting shall be made by a vote of the executive committee prior to appointment of the nominating

committee. 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.

SR 4.6.1

Each vote must be accompanied by the membership number or other identifying number of the voting member(s). The Election Committee shall be responsible for ensuring that each vote cast corresponds to legitimate number(s) of eligible voters.

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 immediately notify the candidates, the ExCom members, 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.

SR 4.7.1

After ballots are verified, such as by review of address labels, labels shall be removed before counting to preserve secrecy.

Bylaw 5. Functions and Services

5.1 Functions

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

5.2 Publications

The ExCom shall arrange for Group publications to be distributed regularly by print or electronic means to all Group members, giving notice and reporting proceedings of the ExCom, Group meetings, elections and other news, including announcements of social events and outings. This requirement may be satisfied by use of a chapter publication.

5.3 Conservation Program

The Group Conservation Program shall further the conservation objectives and priorities of the Club within Group 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. Group leaders shall not make a statement or take a position publicly that is contrary to a policy or position established by the Chapter ExCom, 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 Group activities.

5.5 Outings and Activities

The Group ExCom shall manage any outings and activities programs in cooperation with any group sub-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.

5.6 Political Action

The Group's political program shall include evaluating political issues and positions, planning and conducting the endorsement and support of candidates for public office, and developing and leading the efforts necessary for those processes. This program may include federal, state, provincial, territorial, and local government races as well as ballot initiatives, and shall be conducted in compliance with applicable law and the Club's electoral compliance guidelines.

Bylaw 6. Group Sections

6.1 Sections

With ExCom approval, Group members interested in special activities consistent with Club purposes, or other appropriate subsets of Group 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 Group ExCom.

6.2 Reports

Each section shall submit an annual report of its activities to the Group ExCom.

6.3 Suspension and Dissolution

By 2/3 vote the Group ExCom members present at a regular or special meeting may suspend or dissolve a 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 Group. Suspension or dissolution shall only take place after written specification of the grounds for the proposed action are

furnished to the members of the section affected and to the Chapter ExCom or its designees. At the same ExCom meeting, Group members shall have an opportunity to comment on the proposed action.

Upon dissolution, all remaining assets of the dissolved section shall revert to the Group.

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

Bylaw 7. Finances

7.1 Receiving & Expending Funds

The Group may receive funds from Club entities and may receive contributions directly. The Group may not assess or collect dues from its 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 Chapter ExCom and the Board or its designees, the Group 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 Group 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 Group 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 Group entities shall be deposited promptly in an account bearing the name of the entity, the Group, and of the Sierra Club.

7.5 Delegation of Authority

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

7.6 Prohibitions

The Group 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 Group shall coincide with that of the Club.

7.8 Books and Reports

The Group Treasurer shall keep proper books of account, and shall report balances, revenues, and expenses of the Group and its entities to the ExCom at least quarterly, and to the Chapter Treasurer or designee at the

end of the fiscal year. The Group 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 practicable after the close of the fiscal year, the ExCom shall cause a review to be made of the books, including those of all Group entities. The results of the review shall be submitted to the ExCom for their approval.

Bylaw 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 Group ExCom for decision. Appeals from such decisions may be taken to the appropriate level, as established by rules of the Chapter ExCom and 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, these Bylaws, or the Standing Rules of the Group, 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 Group 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 Group ExCom, and before they are submitted to a vote of Group members, they shall be submitted to the Chapter ExCom or its designees and 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 with the Secretary of the Chapter and 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 when the signed copy is filed at the principal office of the Sierra Club. A copy of the signature page shall be returned to the Group, and shall be attached to all reproduced copies.