

BYLAWS RAINBOW SIERRANS
SIERRA CLUB, SAN FRANCISCO BAY CHAPTER
(As amended November 2020; Approved by Activities Committee 04 February 2021)

ARTICLE I. NAME AND PURPOSE:

Section 1. Name: This organization shall be called Rainbow Sierrans, and is an activity section of the San Francisco Bay Chapter of the Sierra Club.

Section 2. Purpose: Rainbow Sierrans is organized to bring together lesbian, gay, bisexual, intersex, queer, and transgender members of the Sierra Club to share in and advance the programs of the Sierra Club, San Francisco Bay Chapter. Specific purposes are to 1) plan and conduct conservation education programs and outings for gay, lesbian, bisexual, intersex, queer, and transgender members of the Sierra Club, other interested Sierra Club members, visitors and their guests; 2) provide the Chapter with an outreach to the lesbian, gay, bisexual, intersex, queer, and transgender community for Sierra Club membership recruitment; 3) enlist the energy and resources of the lesbian, gay, bisexual, intersex, queer, and transgender community in the cause of conservation; 4) conduct research in and honor the contributions to the environmental movement of those who are lesbian, gay, bisexual, intersex, queer, or transgender; and 5) furnish, by example and effort, support for the continual opening of the environmental movement to new constituencies.

Section 3. Affiliation: All events conducted by Rainbow Sierrans shall be carried out in accordance with applicable Sierra Club and San Francisco Bay Chapter principles, policies and purposes. Conservation activities will be carried out under the direction of the Conservation Committee of the San Francisco Bay Chapter. All events which have times and places announced through publication in the Chapter Schedule, in the "Yodeler", and/or in the section newsletter are considered official Sierra Club activities, as are all events announced to the Chapter and approved by the section chair.

ARTICLE II. MEMBERSHIP:

Section 1. Voting Membership: Voting membership in the section shall consist of all members of the Sierra Club in good standing who are current members of Rainbow Sierrans.

Section 2. Openness: Voting membership and leadership roles in the section are available to all persons who support the purposes of the section, subject to the provisions of these bylaws. No one is to be excluded for any reason such as sexual orientation, gender, age, marital status, physical challenge, race, religion, class, national origin, or political affiliation.

Section 3. Meetings: Upon petition by 15 voting members or 25% of the voting members, whichever is less, the Governing Committee shall call a general membership meeting, with at least 15 days written notice to all members, stating the time and place to consider subjects specified in the petition. Matters on the agenda will be presented by

one or more individuals chosen by the original petition signers. The quorum for a membership meeting shall be 10% of the voting members of the section. Binding action on general petition matters requires a simple majority of those present, provided there is a quorum.

ARTICLE III. GOVERNANCE:

Section 1. Governing Committee: Leadership of the section is entrusted by the membership to a Governing Committee of a minimum of 5 voting members, but not to exceed 11 voting members. Only the Governing Committee is empowered to act in the name of the section, but in all of its actions it shall endeavor to accomplish the will of the membership. Also, all actions of the Governing Committee shall be taken in furtherance of the purposes of the section outlined in Article I, Section 2, and in accordance with Sierra Club and San Francisco Bay Chapter principles, policies and purposes as outlined in Article I, Section 3.

Section 2. Vacancies: The Governing Committee shall have the power to fill a vacancy in any elected or appointed office. A vacancy in an elected position shall be filled by a voting member by a two-thirds majority vote of the remaining GovCom members.

Section 3. Qualifications for Office: All members of the Governing Committee must be voting members of the section as defined in Article II, Section 1, and they must follow the Sierra Club Standards of Conduct. All serve as unpaid volunteers.

Section 4. Term of Office: Governing Committee members shall take office at the Governing Committee meeting held in January, following their election as outlined in Article V, Section 2. They shall serve for one year. No person shall serve more than 3 consecutive terms.

Section 5. Meetings: The Governing Committee shall meet no fewer than six times and no more than twelve times each year, including January, at places and times set by the Chair, with a minimum of two weeks written notice given to all voting members of the section. Meetings may be conducted either face-to-face or by video conference. All meetings shall be conducted openly and be accessible to all voting members, except on extraordinary occasions when the Governing Committee may meet in executive session to discuss publicly stated subjects. In any case, all votes shall be taken openly and recorded by name by the secretary. Minutes of all meetings shall be kept by the secretary and made available to all voting members upon reasonable notice.

Section 6. Quorum and Majority: A majority of the elected members of the Governing Committee meeting under the conditions set forth in Article III, Section 5 shall constitute a quorum for the conduct of business of the section. A majority of those members of the committee in attendance shall be required to decide all matters.

Section 7. Officers: At their January meeting the newly elected members of the Governing Committee shall choose from among themselves a chair, vice-chair, secretary and treasurer, the duties of each being those customary in the Sierra Club tradition. The chair shall serve as official spokesperson for the section. The vice-chair shall assist the

chair and substitute in the chair's absence. The Governing Committee may elect 2 co-chairs from among themselves as an alternative to electing a chair and vice-chair. In addition to electing the above officers, the Governing Committee will delegate one or two individuals, either from among themselves or from among the voting members to attend the Activity Committee meetings of the San Francisco Bay Chapter. The treasurer shall make a regular accounting of funds to the Governing Committee, an annual accounting to the general membership in the Section's newsletter, and an annual accounting to the Treasurer of the Chapter. The treasurer shall also make the financial records of the section available to any voting member upon reasonable notice.

Section 8. Removal from Office: Governing Committee members who consistently fail to fulfill their assumed duties or fail to contribute to the work of the committee may be removed from office by a simple majority vote of the other members. Also, members of the Governing Committee may be removed from office for good cause (for example, failure to follow the Sierra Club Standards of Conduct) by a simple majority vote of the voting members present at a special section meeting as set forth in Article II, Section 3.

ARTICLE IV. COMMITTEES AND ACTIVITIES:

Section 1. Committee Chairs: At its January meeting, the members of the Governing Committee shall select from among themselves or from among the voting members, chairs for the various Section committees. The duties of each chair shall be those customary in the Sierra Club traditions. As it sees fit, the Governing Committee may appoint chairs to head additional committees. The Governing Committee is empowered to remove chairs for good cause (for example, failure to follow the Sierra Club Standards of Conduct) and to fill vacancies. To encourage the development of leadership within the section, no person shall hold the chair of more than one committee at one time, and no person shall hold the chair of any committee for more than three consecutive years.

Section 2. Committee Membership: Membership on section committees is open only to voting members of the section. Any voting member may serve on any committee, except that the Governing Committee may remove any committee member for good cause (for example, failure to follow the Sierra Club Standards of Conduct).

Section 3. Activities Leaders: Leaders of all section activities shall be voting members chosen by and under the direction of the appropriate committee chair, and shall possess such qualifications as may be required by the Sierra Club, the Chapter and the section. Leaders may be removed by the Governing Committee for good cause (for example, failure to follow the Sierra Club Standards of conduct.)

ARTICLE V. GOVERNING COMMITTEE NOMINATIONS AND ELECTIONS:

Section 1. Nominations: No later than mid-September each year, the Governing Committee shall appoint no fewer than two but no more than three voting members of the section to serve as the Nominating and Election Committee. No member of the

Nominating and Election Committee shall be a member of the Governing Committee or a candidate for election that year. The Nominating and Election Committee shall submit to the Governing Committee no later than mid-October a slate of candidates for the Governing Committee to serve in the following year. All candidates shall have consented to be nominated. The Nominating and Election Committee shall make every effort to select a diversity of candidates which reflects the goals of the section as set forth in Article I, Section 2, and in Article III, Section 3. In addition, 15 voting members, or 25% of the voting membership, whichever is less, may submit petitions nominating any eligible voting member no later than October 15.

Section 2. Elections: The Nominating and Elections Committee shall prepare and distribute ballots, and access to absentee ballots, to all current voting members. Distribution shall be effected in a timely manner such that there is reasonable expectation that voting members receive their ballots no less than two weeks before ballots must be completed and returned and votes counted. To be elected, a candidate must receive a minimum of 25% of votes cast in that election. The Nominating and Election Committee shall count all ballots, and announce the results to the general membership electronically no later than mid-December. All votes shall be taken by secret ballots, and all ballots shall be held by the Nominating and Election Committee for at least thirty days, and made available during that period to any voting member upon reasonable notice. An election shall not be delayed if the Nominating and Election Committee does not nominate enough candidates for the minimum number of Governing Committee members as defined in Article III, section 1.

Section 3. Provisional elections: No later than April 15, 1986 the voting membership of the section shall choose a Provisional Governing Committee to serve until the first regular election in November, 1986. Notwithstanding the provisions of Article III, Section 4, members of the Provisional Governing Committee shall be eligible for election to as many as two additional consecutive terms on the regular Governing Committee.

ARTICLE VI. AMENDMENTS, CONSTRUCTION AND DATE OF EFFECTIVENESS:

Section 1. Amendments: These bylaws may be amended by a simple majority vote of the Governing Committee, with ratification by a two-thirds vote of the ballots cast in a regular election as set forth in Article V, Section 2, or by a two-thirds vote of the voting members present and voting at a special meeting as set forth in Article II, Section 3. Amendments are subject to confirmation by the San Francisco Bay Chapter.

Section 2. Construction: The San Francisco Bay Chapter shall be the final authority in resolution of any disagreement as to the meaning or construction of these bylaws.

Section 3. Date of Effectiveness: These bylaws took effect upon their approval by the San Francisco Bay Chapter on February 3, 1986.

INDEX OF AMENDMENTS TO GLS BYLAWS GAY & LESBIAN SIERRANS
SIERRA CLUB, SAN FRANCISCO BAY CHAPTER
(As amended November 2010, Approved by SF Bay Chapter February 2011)

(Under Article VI, Section 1, the GLS Bylaws may be amended by a 2/3 vote of the Governing Committee, with ratification by a 2/3 vote of the ballots cast in a regular (November) election.)

November 1986 (Originally effective February 3, 1986): No amendments.

November 1987: No amendments.

November 1988: No amendments.

November 1989:

Article III, Section 2, First Sentence:

Delete: "Leadership of the section is entrusted by the membership to a Governing Committee of 9 voting members."

Add: "Leadership of the section is entrusted by the membership to a Governing Committee comprising of a minimum of 5 voting members, but not to exceed 9 voting members."

Article III, Section 7:

Delete: "The Vice-Chair and one other member of the Governing Committee appointed by the Chair shall serve as voting delegates to the Activities Committee of the San Francisco Bay Chapter."

Add: "The Vice-Chair shall assist the Chair and substitute in the Chair's absence. The Governing Committee may elect 2 Co-Chairs from amongst themselves as an alternative to electing a Chair and Vic-Chair." (add the following at end of section) "The Governing Committee will designate one or two voting members to attend the Activities Committee meetings of the San Francisco Bay Chapter."

November 1990: No amendments.

November 1991: No amendments.

November 1992: (The records are not definitive – it appears this amendment was adopted in 1992, but possibly in 1990; 3-term limit definitely applied in 1993 and 2-term limit definitely applied in 1990.)

Article III, Section 4. Last Sentence:

In the last sentence, replace "two" with "three" so that the sentence reads as follows: "No person shall serve more than three consecutive years."

November 1993:

Article IV, Section 1, Last Sentence:

Replace “two” with “three” so that the sentence reads as follows: “To encourage the development of leadership within the section, no person shall hold the chair of more than one committee at one time, and no person shall hold the chair on any committee for more than three consecutive years.”

November 1994:

Article I, Section 1 and Throughout:

The name shall be changed from “Gay/Lesbian Sierrans” to “Gay & Lesbian Sierrans”

Article III, Section 2, First Sentence:

Change “9” to “11” so that the sentence reads as follows: “Leadership in the section is entrusted to a Governing Committee of a minimum of 5 voting members, but not to exceed 11.”

Article III, Section 6, Second Sentence:

Change “five members” to “those members of the committee in attendance” so that the sentence reads as follows: “A majority of those members of the committee in attendance shall be required to decide all matters.”

November 1995: No amendments.

November 1996: No amendments.

November 1997: No amendments.

November 1998:

Article III, Section 6, First Sentence:

Change “Five” to “A majority of the elected” so that the sentence reads as follows: “A majority of the elected members of the Governing Committee meeting under the conditions set forth in Article III, Section 5 shall constitute a quorum for the conduct of business of the section.”

November 1999:

Article I, Section 2, Throughout:

Add “bisexual and transgender” after “lesbian and gay” throughout.

November 2000: No amendments.

November 2001:

Article III, Section 8, First Sentence:

(add at end of sentence) “, unless a majority of the Governing Committee votes otherwise,” so that sentence reads as follows: “Governing Committee members who are absent from two consecutive Governing Committee meetings without good cause shall be removed from office automatically, unless a majority of the governing Committee votes otherwise.”

November 2002 through November 2009: No amendments.

November 2010:

Article II, Section 1

Delete in entirety: “Provisional Membership: To encourage membership in the Sierra Club, a maximum one year, non-voting provisional membership in the section is provided by subscribing to the section newsletter. Subscription fees shall be nominal amounts determined by the Governing Committee,” and renumber Sections 2, 3, and 4 accordingly.

Article II, Section 4, Entire section

Renumber as Article II, Section 3 and replace with following wording, “Upon petition by 15 voting members or 25% of the voting members, whichever is less, the Governing Committee shall call a general membership meeting, with at least 15 days written notice to all members, stating the time and place to consider subjects specified in the petition. No binding action may be taken at a membership meeting. The quorum for a membership meeting shall be 10% of the voting members of the section.

Article III, Section 4, First sentence

Replace in entirety with following wording, “Governing Committee members shall take office at the Governing Committee meeting held in January, following their election as outlined in Article V, Section 2.

Article III, Section 5, First sentence

Replace in entirety, so that first sentence reads, “The Governing Committee shall meet no fewer than six times and no more than twelve times each year, including January, at places and times set by the Chair, with a minimum of two weeks written notice given to all voting members of the section.

Article III, Section 7, Fifth sentence

Add in mid-sentence, “individuals, either from among themselves or from among the” so that sentence reads, “In addition to electing the above officers, the Governing Committee will delegate one or two individuals, either from among themselves or from among the voting members, to attend the Activities Committee meetings of the San Francisco Bay Chapter.”

Article III, Section 7, Sixth sentence

Delete words “at its January meeting” and replace with “in the Section’s newsletter”, so that revised sentence reads, “ The treasurer shall make a regular accounting of funds to the Governing Committee, an annual accounting to the general membership in the Section’s newsletter, and an annual accounting to the treasurer of the Chapter.”

Article IV, Section 1, First sentence

Delete in entirety and replace with following, “At its January meeting, the members of the Governing Committee shall select from among themselves or from among the voting members, chairs for the various Section committees.”

Article V, Section 1

Throughout: Change “Nominating Committee” to read, “Nominating and Election Committee.”

Article V, Section 1, First sentence

Delete phrase, “At a meeting before its September meeting” and add words “No later than mid-September each year” and “no fewer than two but no more than” so that revised sentence reads, “No later than mid-September each year, the Governing Committee shall appoint no fewer than two but no more than three voting members of the section to serve as the Nominating and Election Committee.”

Article V, Section 1, Third sentence

Delete phrase “at the latter’s September meeting” and replace with “no later than mid-October” so revised sentence reads, “The Nominating and Election Committee shall submit to the Governing Committee no later than mid-October a slate of candidates for the Governing Committee to serve in the following year.”

Article V, Section 1, Last sentence

Delete phrase “at the October meeting of the Governing Committee” and replace with “no later than October 15” so that revised sentence reads, “In addition, 15 voting members, or 25% of the voting membership, whichever is less, may submit petitions nominating any eligible voting member no later than October 15.”

Article V, Section 2

Throughout: Replace “Elections Committee” with “Nominating and election Committee.”

Article V, Section 2, First and second sentences

Delete the following: “At its October meeting, the Governing Committee shall appoint three voting members of the section to serve as an Elections Committee. No member of the Elections Committee shall be a member of the Governing Committee or a candidate for election that year”, so that this section begins with the sentence, “The Nominating and Elections Committee shall prepare and distribute ballots, ...”

Article V, Section 2, Fourth sentence

Delete phrase “the November meeting of the general membership” and replace with “ballots must be completed and returned and votes counted,” so that revised sentence

reads, "Distribution shall be effected in a timely manner such that there is reasonable expectation that voting members receive their ballots no less than two weeks before ballots must be completed and returned and votes counted."

Article V, Section 2, Fifth sentence

Delete phrases "conduct an election at the November meeting" and "at the meeting" and replace with "electronically no later than mid-December" so that revised sentence reads, "The Nominating and Election Committee shall count all ballots, including absentee ballots, and announce the results to the general membership electronically no later than mid-December."

November 2011 and 2012: No amendments

November 2013:

Article I, Section 2, Purpose

Add words "intersex" and "queer" throughout this section to list of those already defined as the primary GLS audience, so that the full list will read, "...gay, lesbian, bisexual, intersex, queer and transgender..."

Article II, Section 1, Voting Membership

Strike section 1 in its entirety and replace with: Section 1. Membership: Membership in the section shall consist of all members of the Sierra Club in good standing who are current dues paying members of the Gay and Lesbian Sierrans.

Article II, Section 2, Openness

In second sentence, replace word "sex" with "gender," so sentence reads, ". No one is to be excluded for any reason such as sexual orientation, gender, age, marital status, physical challenge, race, religion, class, national origin, or political affiliation."

Article II, Section 3, Meetings

Delete sentence, "No binding action may be taken at a membership meeting" and replace with "Matters on the agenda will be presented by one or more individuals chosen by the original petition signers. Binding action on general petition matters requires a simple majority of those present, provided there is a quorum."

Article III, Section 3, Qualifications for Office

Add to end of first sentence, "and they must follow the Sierra Club Standards of Conduct."

Article III, Section 8, Removal from Office

In second sentence, insert "for example, failure to follow the Sierra Club Standards of Conduct" after "good cause" and replace "three-fourths vote" with "simple majority vote."

Article IV, Section 1, Committee Chairs

In 4th sentence, after “good cause” insert “(for example, failure to follow the Sierra Club Standards of Conduct”

Article IV, Section 2, Committee Membership

At end of 2nd sentence, add “(for example, failure to follow the Sierra Club Standards of Conduct.)”

Article IV, Section 3, Activities Leaders

At end of 2nd sentence, add “(for example, failure to follow the Sierra Club Standards of Conduct.)”

Article V

Add “Governing Committee” to beginning of this article’s heading, so that it reads, “Governing Committee Nominations and Elections.”

Article V, Section 2, Elections

After 2nd sentence, add “To be elected, a candidate must receive a minimum of 25% of votes cast in that election.”

Article VI, Section 1, Amendments

In 1st sentence, replace “two-thirds vote of the Governing Committee” with “simple majority vote of the Governing Committee. . .”

November 2014 through November 2017: No amendments.

April 2018

Name changed to “Rainbow Sierrans.”

November 2019: No amendments.

November 2020

ARTICLE II, MEMBERSHIP

Section 1. Voting Membership:

Delete: “subscribers to the section newsletter.”

Replace with: “members of Rainbow Sierrans.”

ARTICLE III. GOVERNANCE:

Delete: “Section 1. Authority: The section shall be governed in a manner which is workable, and which guarantees responsiveness to the needs of the section.” This sentence is vague and unnecessary because of the specifics in the next section.

Renumber Section 2 as Section 1. References to Article III, Section 2 throughout are renumbered as Section 1.

Add a new Section 2: “Section 2. Vacancies: The Governing Committee shall have the power to fill a vacancy in any elected or appointed office. A vacancy in an elected position shall be filled by a voting member by a two-thirds majority vote of the remaining GovCom members.”

Section 5. Meetings:

Add after the first sentence: “Meetings may be conducted either face-to-face or by video conference.”

Section 8. Removal from Office:

Delete: “Governing Committee members who are absent from two consecutive Governing Committee meetings shall be removed from office automatically, unless a majority of the Governing Committee votes otherwise.”

Replace with: “Governing Committee members who consistently fail to fulfill their assumed duties or fail to contribute to the work of the committee may be removed from office by a simple majority vote of the other members.”

Delete this sentence, which is included in the new Section 2: “Vacancies shall be filled by a voting member elected by the remaining members of the Governing Committee.”

ARTICLE V. GOVERNING COMMITTEE NOMINATIONS AND ELECTIONS:

Section 1. Nominations

Delete: “and shall especially seek gender parity” at the end of the fifth sentence so that it reads, “The Nominating and Election Committee shall make every effort to select a diversity of candidates which reflects the goals of the section as set forth in Article I, Section 2, and in Article III, Section 3.”

Section 2. Elections

In the first sentence, **delete:** “all voting members of record as of October 1 of that year.”

Change to: “all current voting members.”

In the fourth sentence, **delete:** “including absentee ballots” so that the sentence reads, “The Nominating and Election Committee shall count all ballots, and announce the results to the general membership electronically no later than mid-December.”

Add this sentence at the end of the section: “An election shall not be delayed if the Nominating and Election Committee does not nominate enough candidates for the minimum number of Governing Committee members as defined in Article III, section 2.”