Bylaws of the Pennyrile Group of the Sierra Club

1. Organization

1.1. Name. The name of this Sierra Club unit is the Pennyrile Group of the Cumberland Chapter of the Sierra Club.

1.2. Establishment. This Chapter 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 arc 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.

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.

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. Powers of Members. By voting in annual or special elections, members shall elect and may recall members of the Group Executive Committee (ExCom) and may determine Group policy. Through petition, members may require the ExCom to call membership meetings.

2.3. Election Petitions. The members may petition for a special election by obtaining signatures from fifty (50) % or more of the Group members. 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 Group shall be in the hands of an ExCom of five (5) members elected by the Group membership for terms of two (2) years.

In any election, up to five (5) 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 five (5) 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 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 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 forty-five (45) days written notice to the membership 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 the Bylaws.

The ExCom may establish and dissolve sections and committees as provided by these Bylaws.

The ExCom may appoint and remove Group officers, representatives, and committee members at any time.

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 the 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.

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 (2) 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 Group Chair shall be a voting Group Representative to the Chapter ExCom. The Group ExCom may elect from among its members an alternate.

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 meeting 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 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 the presence of a simple majority of its members present at a regular or called meeting.

3.10. ExCom Meetings. The ExCom shall hold regularly scheduled meetings al least three (3) 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 three ExCom members with at least one (1) week's written notice by first class mail or 48 hours personal notice by electronic means, i.e. phone, e-mail, or fax, unless *ALL* ExCom members waive this notice requirement.

3.12. Absences. Any ExCom member who misses three (3) regularly scheduled meetings over any continuous twelve-(12) month period may be removed from the ExCom by a two-thirds vole 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 Group members of record at least four (4) 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 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 (4) weeks for return of the ballots, receipt of returned ballots, and the date, time and place for counting ballots.

4.2. Nominating Committee. A Nominating Committee (NomCom) of at least three (3) Group members, at least one (1) not an ExCom member, none of whom may be a candidate, shall be appointed annually by the ExCom not later than four (4) 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 al least two (2) more candidates than the number of ExCom members to be elected, and shall report the nominees' names to the ExCom at least two (2) weeks before the deadline for submission of nomination petitions and five (5) 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.

4.3. Petition Candidates. The name of any Group member proposed in writing by at least two (2) % of Group members prior to the deadline for submission of petitions, and who gives consent, shall also be included on the ballot. The nominations petitions shall be retained until the ballots arc destroyed.

4.4. Election Committee. An Election Committee of at least three Group members, at least one (1) not an ExCom shall be appointed annually by the ExCom prior to the scheduled date of mailing of ballots. Alternatively, a Group ExCom may designate the Chapter Election Committee as the 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.

4.5. Mailing Ballots. Ballots shall be mailed to all Group 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 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.

5. Functions and Services

5.1. Functions. The Group shall provide function 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 the 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 decision, 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 subentities 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. 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. Suspension and Dissolution By majority 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.

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 (2) 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.

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, 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 vole 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 arc submitted to a vole 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 ExCorn

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 shall take effect on 1 July 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 (Group), and shall be attached to all reproduced copies.

Submitted July 2000.