Glen Canyon Group Bylaws

1. Organization.

1.1. Name. The name of this Sierra Club unit is the Glen Canyon Group [Group] of the Utah Chapter of the Sierra Club [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, by the Bylaws of the Chapter, by applicable law, and by the policies and directives of the Sierra Club Board [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.

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. As of 5/2005, the Group's territory (revised with formation of Southwest Group) consists of the following Utah counties: Carbon, Emery, Grand, San Juan and Wayne.

2. Membership

2.1. Members. Group members shall be those Club members of records who reside within the Group boundaries, except as otherwise provided in the Club Bylaws. 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 ExCom and may determine Group policy. Through petition, members may require the ExCom to call membership meetings.

2.3. Membership Meetings. The Group ExCom shall convene at least one membership meeting in each calendar year, with at least fourteen (14) days written notice to the members stating time, place, and agenda. Upon petition by fifteen (15) members, the ExCom shall also call an additional membership meeting, subject to the aforesaid notice requirement, 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 33 and 1/3% of Group members.
2.4. Election Petitions. Group members may petition for a special election by obtaining signatures from 15% 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. The Group ExCom shall consist of five (5) voting members elected by the Group's membership plus non-voting members appointed by the voting members of the ExCom. Subject to the powers of the members as set forth in 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, with the single exception described in Bylaw 3.2.

3.2. Terms. Terms of office shall be for two (2) years, except in the initial Group ExCom election in June, 2000, in which two (2) of the five terms shall be one-year terms; these one-year terms shall expire in December, 2001, after the next regularly scheduled election, which shall be in the last quarter of 2001. In any election, up to three (3) members may be elected for full terms, so long as the size of the ExCom does not increase as a result and no fewer than two (2) terms will expire in any future year. If one or more vacancies involving unexpired terms are being filled at an election in which two-year terms are also being contested, and/or the unexpired terms are of unequal lengths, the candidates who receive more votes shall receive longer terms than those who receive fewer votes. Elected member 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.

3.3 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 putting into effect 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 fourteen (14) 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 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.
3.4. 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 consist with these Bylaws, any Group standing Rules, the 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.

3.5. 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 until the next election by vote of the remaining ExCom members.

3.6. 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.

3.7. Representatives. The ExCom shall elect from among its members a voting Group representative and Alternate to the Chapter ExCom. The ExCom may choose to rotate these positions among ExCom members.

The Group ExCom may instruct representatives and alternates before each Chapter ExCom meeting. Representatives and alternates shall comply with the instructions they have received from the Group ExCom. Representatives or alternates shall report back to the Group ExCom after each Chapter ExCom meeting that they attend.

3.8. Committees. The ExCom may establish and dissolve standing and special committees for such objectives as it may define. Spokespersons for the committees shall report on their committees' activities at ExCom meetings, in person or in writing. 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.

3.9. 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 members. An ExCom member shall be considered present at a meeting if able to participate fully and simultaneously by means approved by the ExCom.

3.11. **ExCom Meetings.** The ExCom shall hold regularly scheduled meetings at least four (4) times per year at times and place communicated in advance to all Group members. At least one (1) meeting per year shall be held in some other community than Moab within the Group's territorial boundaries.

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 three (3) ExCom members with at least one (1) week’s notice, unless all ExCom members waive this notice requirement.

4. **Nominations and Elections.**

4.1. **Annual Elections.** Except for the initial election in June 2000, an annual election shall be held in the fourth quarter of each year, beginning with the year 2001, to choose ExCom members. This election and any special elections shall be conducted by secret written ballot mailed to all Group members of records at least four (4) weeks before the closing date of the election, and shall be conducted so as to ensure secrecy of ballot and facilitate 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 candidates' 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 NomCom of at least three (3) Group members, at least one not an ExCom member, and 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 at 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 fifteen (15) 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.
4.4. **Election Committee.** An Election Committee of at least three (3) 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, a Group ExCom may designate the Chapter Election Committee as Election Committee for the Group. No candidate may serve on the Election Committee. The Election Committee shall cause the ballot 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 Elections Committee. Decisions of the Elections 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. At least 20% of the ballots that are mailed out must be returned for an annual or special election to be valid.

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 most votes shall be elected. Any tie shall be resolved on the spot, first by a recount, then if necessary by lot. The Election Committee shall report the results immediately to the Secretary. The Secretary shall immediately notify the candidates, the ExCom, the membership, and other interested parties, and shall report the results to the ExCom at its next meeting. The ballots and nominating petitions shall be retained for one (1) year.

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. From time to time, the ExCom shall define 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, committee meetings, Group membership meetings, elections, and other news, including announcements of social events and outings. This requirement may be satisfied by use of a Chapter publication, but the ExCom shall endeavor to have a regular Group newsletter issued to Group members.

5.3. **Conservation Programs.** 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 act as contactperson for the public and for other Club leaders, assisting the ExCom in conservation planning, budget decisions, conflict resolution, 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, 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, or 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. Organizers of outings are encouraged to include an educational or service component in their outings.

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, 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.


6.1. Sections. With ExCom approval, Group members interested in special activities consistent with Club purposes, or other appropriate subsets (including geographical) 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 majority vote, the ExCom members present at a regular or special meeting may suspend or dissolve a section, if, in the ExCom's judgment, 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, Chapter, or Group. Suspension or dissolution shall take place only 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.

7. Finances.

7.1. Receiving and Expending Funds. The Group may receive funds from Club entities and may receive contributions directly as a non-tax-exempt, 501(c)3 organization. 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 of 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 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 the funds required to file, all reports and returns needed 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 and shall be published in a publication issued to all Group members.

8. Construction and Amendment.

8.1. Interpretation of Bylaws. All questions concerning the construction or meaning of these Bylaws are to be referred first 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. 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 (2/3) vote of the Group ExCom and a two-thirds (2/3) 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 or with 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 on August 3, 2000, or when the signed copy is filed at the principal office of the Sierra Club, whichever is later. Copies of the signature page shall be returned to the Chapter and to the Group and shall be attached to all reproduced copies.

(Signature page follows.)
BYLAWS
OF THE GLEN CANYON GROUP
OF THE UTAH CHAPTER OF THE SIERRA CLUB:
SIGNATURE PAGE

As adopted by vote of the Glen Canyon Group Executive Committee [ExCom] at its initial meeting, August 3, 2000. Received at the Principal Office of the Sierra Club, ______________, 2000.

_____________________________________________ __________________
Chair Date

_____________________________________________ __________________
Vice-Chair Date

_____________________________________________ __________________
Elected Member Date