

The Official Bylaws Of:

Indivisible East Bay

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ARTICLE 1 NAME

Section 1.1 Organization Name

The name of this unincorporated association is **Indivisible East Bay** (IEB).

ARTICLE 2 OFFICES

Section 2.1 Principal Office

There is no principal office for IEB, however, a principal office may be established at any place(s) within the East Bay by resolution of the Governance Committee.

ARTICLE 3 PURPOSES

Section 3.1 General Purpose

Our mission is to fuel a progressive grassroots network in the East Bay to defeat the Republican Agenda.

Section 3.2 Specific Purpose

The specific purpose of IEB shall include without limitation, using the National Indivisible Guide to hold our elected officials accountable.

ARTICLE 4 LIMITATIONS

Section 4.1 Prohibited Activities

IEB shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. IEB may not carry on any activity for the profit of the Governance Committee or distribute any gains, profits or dividends to its members.

ARTICLE 5 MEMBERSHIP

Section 5.1 Voting Members

Voting members of IEB constitute officers of the Governance Committee. Every vote requires a simple majority. Voting can only take place during a meeting if it meets the quorum requirements outlined in Section 6.7.1.

Section 5.2 Participating Members

Anyone involved with IEB who participates in Teams, Sub Teams, events, etc.

ARTICLE 6 GOVERNANCE COMMITTEE

Section 6.1 Number and Qualifications

6.1.1 Number

There will be no upper bound for the number of officers within Governance Committee. Should the number of Governance Committee decrease to a number fewer than five, the remaining officers will nominate non-voting IEB members to fill vacancies.

6.1.2 Qualifications

Any member can become an officer of the Governance Committee by submitting a proposal to a team lead or Appointed Officer. If the Governance Committee agrees to accept the new officer with a simple majority vote, the new officer will receive notification and be invited to the next Governance Committee meeting.

In order to qualify to be a Governance Committee officer, a member must commit to attending monthly Governance Committee meetings in addition to completing 10 hours of work per month on behalf of IEB. This additional work could include administrative tasks for the Governance Committee, participating in a Team, attending and documenting local events, writing actions, or producing materials to support the organization. In addition, the member must meet these qualifications:

- The member has read the Indivisible Guide and familiarized themselves with IEB's interpretation and implementation of the guide.
- The member commits to following IEB's Code of Conduct, in, outlined in Appendix I.
- The member promises to de-escalate conflict and remove themselves from situations where people are breaking Code of Conduct.

Section 6.2 Powers Exercised by Governance Committee

The business and affairs IEB shall be managed, and all powers shall be exercised, by or under the direction of the Governance Committee. The Governance Committee may delegate the management of the activities of IEB to any person or persons, provided that the activities and affairs of IEB shall be exercised under the ultimate direction of the Governance Committee.

Section 6.3 Vacancies

6.3.1 Removal

The Governance Committee may by resolution also declare vacant the office of an officer who fails to attend $\frac{1}{3}$ of all Governance Committee meetings during any calendar year. In such a case, an officer of the Governance Committee will contact them to discern their ongoing level of interest. Should an officer exhibit inconsistent participation, it is also the job of the Governance Committee to evaluate the situation and act in good faith. If removal is necessary, they will be disinvited from further communications with the Governance Committee. Officers may also be removed by a $\frac{3}{4}$ majority of Governance Committee officers.

6.3.2 Resignations

Any officer may resign by giving written notice to the Governance Committee. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective.

Section 6.4 Regular Meetings

Each month, the Governance Committee shall hold at least one meeting, at a time and place determined by its officers, for the purposes of reviewing IEB activities and deadlines, upcoming events, team updates, internal & external communications, and transaction of other business. Other regular meetings of the Governance Committee may be held at such time and place as the officers decide by resolution.

Section 6.5 Special Meetings

Special meetings of the Governance Committee may be called at any time by any officer, as long they give advanced notice, send officers an agenda, and assign someone to take notes if the Secretary is not available.

Section 6.6 Notice of Meetings

6.6.1 Manner of Giving

Except when the time and place of a regular meeting is set by the Governance Committee by resolution in advance (as permitted by Section 6.5), notice of the time and place of all regular and special meetings shall be given to each officer by at least two of the following methods:

- (a) Slack notification;
- (b) Email notification; or
- (c) Telephone notification, including text or voice message

Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

6.6.2 Time Requirements

Notices given by Slack, email, or telephone shall be delivered at least 72 hours before the time set for the meeting.

6.6.3 Notice Contents

The Secretary shall distribute meeting details at least 72 hours before, including time, place, proposed agenda, and any relevant materials for review. The Secretary should be empowered to collect, distribute, and update meeting materials in whatever manner works best for them, as long as it's reader-friendly.

Section 6.7 Place of Meetings

Regular and special meetings of the Governance Committee may be held at any place within the East Bay that has been designated in the notice of the meeting, or, if not stated in the notice or, if

there is no notice, designated by resolution of the Governance Committee. Preferably, all regular meetings should be held at a physical location. Any meeting may be held by telephone/video conference or other communications equipment, as long as all Officers participating in the meeting can communicate with one another.

Section 6.8 **Quorum and Action of the Governance Committee**

6.8.1 **Quorum**

A simple majority of Governance Committee Officers shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.9. The same quorum rules apply for both in-person meetings and those held by video conference.

6.8.2 **Voting Procedures**

Every act taken or decision made requires a simple majority vote of the officers present at a meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of officers from the meeting, if any action taken is approved by at least a $\frac{3}{4}$ majority of the required quorum for that meeting.

6.8.3 **When a Greater Vote Is Required for Valid Action**

The following actions shall require a vote by a $\frac{3}{4}$ majority of all officers in the Governance Committee in order to be effective:

- (a) Creation or disbandment of Teams
- (b) Allocation of IEB funds
- (c) Determine policies for event sponsorship, partner organizations, or other public uses of the IEB name
- (d) Candidate endorsements or electioneering
- (e) Removal of an officer without cause
- (f) Amending the voting process

Section 6.9 **Adjournment**

A majority of the officers present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Before adjournment, next steps and action items should be clearly defined for each officer, and important or time-sensitive decisions should not be deferred.

Section 6.10 **Conduct of Meetings**

Meetings of the Governance Committee shall be presided over by an Appointed Officer, as described in Section 8.6. The appointed Secretary shall be in charge of recording minutes, as noted in Section 8.6.4, and sharing them with the Governance Committee following each meeting. Should the Secretary be absent, the group shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Governance Committee, insofar as such rules are not inconsistent with or in conflict with these Bylaws.

Section 6.11 **Action Without Meeting**

Any action required or permitted to be taken by the Governance Committee may be taken without a meeting, if a simple majority of officers consent to the action. This includes pressing decisions

discussed over email, Slack, or any other communications. Such consent shall be filed with the minutes of the Governance Committee. The Secretary will be in charge of tallying the votes and sending updates to the Governance Committee in a timely manner. Consent may be transmitted by e-mail or any other reasonable method satisfactory to the Governance Committee.

ARTICLE 7 TEAMS

Section 7.1 Teams

The Governance Committee may, by resolution adopted by a majority of officers, create one or more Teams. In addition, dedicated members of IEB are encouraged to create their own Teams for specific projects or initiatives. Teams can be comprised of officers, elected officers, and general members of IEB. In the case of Members of Congress (MoC) Teams, each Team shall have one or more persons who double as an officer on the Governance Committee.

Section 7.2 Meetings and Action of Teams

Teams are given full autonomy to operate in a mode that works for their members. However, in an effort to maintain transparency, every Team is required to report regular updates and priorities to the Governance Committee prior to each monthly meeting. These should be submitted to the Secretary of the Governance Committee via email or Slack at least 72 hours before the next meeting. Beyond regular updates and priorities, Teams may decide what issues to escalate to the Governance Committee at their own discretion. This might be necessary when there are significant disagreements amongst Team members, if the Team wants to make commitments on behalf of members outside the Team, or for any purpose the Team judges necessary.

Section 7.3 Sub Teams

Any Team has the right to establish a Sub Team at their discretion to conduct business supporting the goals and initiatives of that Team. Sub Teams should also provide updates to their corresponding teams so that they can be incorporated in pre-meeting reports to the Governance Committee.

ARTICLE 8 APPOINTED OFFICERS

Section 8.1 Appointed Officers

Appointed Officers are voted into their roles by $\frac{3}{4}$ majority. They serve vital roles that further the mission of IEB. Appointed Officers shall be selected from among the officers of the Governance Committee. In the case where no current officers are able to fill the role of such Appointed Officers, the Governance Committee may reach out to interested IEB members and hold a vote. If an Appointed Officer is chosen from outside of the Governance Committee, this person automatically becomes a member of the Governance Committee.

Section 8.2 Appointment

Appointed Officers shall be appointed by the Governance Committee at any monthly meeting for a term of 6 months. Each shall serve at the discretion of the Governance Committee until his or her successor shall be appointed, or his or her earlier resignation or removal.

Section 8.3 **Removal**

Any Appointed Officer may be removed at any regular or special meeting.

Section 8.4 **Resignation**

Any Appointed Officer may resign at any time by giving notice to the Governance Committee. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 8.5 **Vacancies**

A vacancy in any Appointed Officer role because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 8.6 **Positions & Responsibilities of Appointed Officers**

8.6.1 **Parliamentarian**

The Parliamentarian serves as an in-house expert on the formal rules and procedures of the Indivisible Guide and IEB. This person will work closely with the Secretary to ensure that the Bylaws are up-to-date and that action items from each monthly meeting are appropriately delegated. Appointment to Parliamentarian shall require a $\frac{3}{4}$ majority vote from the Governance Committee. It is preferable that applicants have already served on the Governance Committee or associated Teams. The Parliamentarian also serves as a mediating force in the case of disagreements amongst the Governance Committee and any situations that put the activities of IEB at risk.

8.6.2 **Members of Congress (MoC) Team Liaison**

The Members of Congress (MoC) Team Liaison represents IEB for each MoC Team, and attends any MoC events, meetings, and other activities as necessary to properly report back to the Governance Committee. They primarily serve as a voice and support system for MoC Team Leads. It is preferable that applicants have already served on the Governance Committee or associated MoC Teams. The MoC Team Liaison's main responsibilities include:

- Attending regular MoC Team meetings
- Attending regular MoC staff meetings
- Communicating with MoC Team leads
- Providing reports from MoC Teams to Governance Committee prior to monthly meetings
- Identifying opportunities for MoC's to speak at IEB meetings and events

8.6.3 **Secretary**

The Secretary manages the day-to-day administration of the Governance Committee, and provides administrative guidance to IEB as a whole. Appointment to Secretary shall require a $\frac{3}{4}$ majority vote from the Governance Committee. It is preferable that applicants have already served on the Governance Committee or associated Teams. Main responsibilities include:

- Certifying and keeping a copy of these Bylaws as amended to date
- Ensuring monthly Governance Committee meetings are effectively planned and organized.
- Distributing Governance Committee meeting agendas and any corresponding materials

- Taking minutes at each meeting and circulating them to the Governance Committee following each meeting.
- Following-up with Governance Committee officers on action items from each meeting
- Keeping up-to-date contact details of Governance Committee officers.

8.6.4 Treasurer

The Treasurer manages the organization’s budget, keep bookkeeping records of income and expenses, ensure personal outlays of event expenses are reimbursed to the proper IEB members, manage merchandise sales, supervise fundraising during events, and ensure fiscal transparency with the Governance Committee, partner Indivisible groups and Indivisible HQ. Appointment to Treasurer shall require a ¾ majority vote from the Governance Committee. It is preferable that applicants have already served on the Governance Committee or associated Teams.

8.6.3 Members At-Large

Those who serve as Members At-Large are leaders within the Governance Committee who support the overall function of the Governance Committee and Appointed Officers. The number of appointed Members At-Large for a given term shall be determined at the discretion of the Governance Committee, with a minimum of one Member At-Large per term.

ARTICLE 9 RECORDS, BYLAWS, & LOGO

Section 9.1 Minutes

The Secretary shall maintain an organization-wide minutes folder in electronic form, which shall contain a record of all actions by the Governance Committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Governance Committee thereof; (v) the minutes of all meetings; (vi) all consents for action without a meeting; (vii) all protests concerning lack of notice; and (x) formal dissents from Governance Committee actions.

In such cases where meeting discussions include sensitive information and topics, the minutes must make note of such closed sessions.

Section 9.2 Bylaws

The Secretary shall keep the original or a copy of the Bylaws as amended to date.

Section 9.3 Logo

The Indivisible East Bay logo shall be in such form as may be approved from time to time by the Governance Committee.

ARTICLE 10 Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Society in all cases to which they are applicable in which they are consistent with these Bylaws and any special rules of order the Governance Committee may adopt.

ARTICLE 11 AMENDMENTS

Section 11.1 Amendment by Officers

The Governance Committee may adopt, amend or repeal Bylaws. Such power is subject to the following limitations:

- (a) A simple majority vote of the Governance Committee. Any provision may not be altered, amended or repealed except by the vote of such greater number.
- (b) No amendment may extend the term of an officer beyond that for which such officer was elected.
- (c) If bylaws are adopted, amended or repealed at a meeting of the Governance Committee, such action is authorized only at a duly called and held meeting for which notice of such meeting, setting forth the proposed bylaw revisions with explanations therefor, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

CERTIFICATION OF SECRETARY

I certify that I am the duly appointed and acting Secretary of **Indivisible East Bay (IEB)**, that these Bylaws, consisting of eight pages, are the Bylaws of IEB as adopted by the Coalition on [DATE].

Executed on [DATE] _ at _ California.

[NAME]
Secretary

APPENDIX I: CODE OF CONDUCT

Code of Conduct:

- Members of the Indivisible East Bay community agree to be respectful when communicating with other community members and people outside the community, both online and in person.
- Members agree to be respectful to our members of congress, their staff and others we may interact with in the course of our events. Threatening and violence of any kind are not allowed.
- When sharing photos or quotes from meetings or events, do so only with explicit permission of people in the photo or quoted.
- Unless explicitly agreed otherwise, sharing the contents of conversations, comments or replies of Slack teammates outside of Slack is not allowed.
- Harassment of any kind, online or in person, is not allowed.
- If a member's behavior is outside of the code of conduct, the Governance Committee may take any action they deem appropriate including warning the offender, excluding them from online forums, or excluding them from public meetings and other events.

Harassment Policy:

Indivisible East Bay is dedicated to providing a harassment-free grassroots organization for political action for everyone, regardless of gender, gender identity and expression, age, sexual orientation, disability, physical appearance, body size, race, ethnicity, or religion (or lack thereof). We do not tolerate harassment of people in any form. Sexual or violent language and imagery is not appropriate for any venue, including events, meetings, Slack and other online media. Members or attendees violating these rules may be sanctioned or expelled from the organization at the discretion of the Governance Committee or from the event by event staff.

While a member, a conviction by a court of law for charges pertaining to behavior prohibited by Indivisible East Bay's Code of Conduct shall constitute a de facto decision by the Governance Committee to expel the offender, effective as of the court's decision.

Harassment includes offensive verbal comments related to gender, gender identity and expression, age, sexual orientation, disability, physical appearance, body size, race, ethnicity, religion, sexual or violent images in public spaces, deliberate intimidation, stalking, following, harassing photography or recording, sustained disruption of talks or other events, inappropriate physical contact, and unwelcome sexual attention.

Members or event attendees asked to stop any harassing behavior are expected to comply immediately.

If a member engages in harassing behavior, the Governance Committee may take any action they deem appropriate, including warning the offender or expulsion from the event or organization.

If you are being harassed, notice that someone else is being harassed, or have any other concerns, please contact a member of the event staff or Governance Committee immediately.

Event staff or Governance Committee members will be happy to help members or attendees contact security or local law enforcement, provide escorts, or otherwise assist those experiencing harassment to feel safe for the duration of all Indivisible East Bay events.

We expect everyone to follow these rules at Indivisible East Bay events, venues and organization-related social events, and over all Indivisible East Bay online forums including Slack and e-mail.

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