

# Bylaws of Indivisible East Bay

Version: 2.0 (2021-04-10)

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## Defined Terms Used in This Document

Appointed Officer - [Article 7](#)  
Governance Committee - [Article 6](#)  
GC Member - [Section 5.1](#)  
IEB Member - [Section 5.2](#)  
Parliamentarian - [Section 7.6.1](#)  
Policies/Policy Manual - [Section 10.2](#)  
Secretary - [Section 7.6.3](#)  
Special Meeting - [Section 6.5](#)

## **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**

IEB was formed in 2017 to use the National Indivisible Guide to hold our elected officials accountable and defeat the right-wing agenda. Our mission statement is:

Indivisible East Bay is a grassroots community group founded in 2017, inspired by the 2016 Indivisible Guide. We are working to expand and protect our democracy and enact a progressive legislative agenda. We do this by influencing our representatives in government, advocating for policies that advance economic, racial, gender, and environmental justice, participating in electoral work, and allying with groups across the country to protect our rights and build a vibrant, participatory democracy and a better future for all.

## **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: Memberships

### Section 5.1: Voting Members

Voting members of IEB constitute members of the Governance Committee (“GC Members”). Governance Committee membership is open to IEB Members who meet the minimum requirements. Requirements for membership, voting rules, and meeting procedures for the Governance Committee are detailed in [Article 6](#).

### Section 5.2: General Members

Indivisible East Bay Members (IEB Members) are those who live in or have a connection to the East Bay and who attend meetings, take action, participate in teams or other events, or otherwise directly participate in regular IEB activities. The Governance Committee may approve specific guidance for determining membership. IEB members do not vote on regular IEB business or appointed officers, but may be invited to participate in the endorsement process ([Section 6.14](#)) or other major decisions involving IEB members.

## Article 6: Governance Committee

### Section 6.1: Number and Qualifications

#### Section 6.1.1: Number

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

#### Section 6.1.2: Qualifications

Any IEB Member can become a GC Member by submitting a proposal to a current GC Member. If the Governance Committee agrees to accept the new member with a majority vote, the new GC Member will receive notification and be invited to the next Governance Committee meeting.

*Additional GC Member requirements are included in Policy B: Governance Committee Member Commitments.*

### Section 6.2: Powers Exercised by Governance Committee

The business and affairs of 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. The Governance Committee may by majority vote of GC Members delegate authority to an IEB member or a group of IEB members to take actions on behalf of IEB. The actions that the delegated members can take must be clearly documented, and must be limited to a specific time period, event, project, or subject matter.

## **Section 6.3: Vacancies**

### **Section 6.3.1: Removal**

GC Members may only be removed by a formal vote of 3/4 majority of the Governance Committee (as detailed in [Section 6.8.3](#)), except when they choose to resign. Causes for removal may include failure to follow the code of conduct, failure to meet the GC Member requirements, or other causes for removal as set forth by the Governance Committee. Should a GC Member 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 and approved, they will be disinvited from further communications with the Governance Committee.

### **Section 6.3.2: Resignations**

Any GC Member 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 in advance by its members, for the purposes of reviewing IEB activities and deadlines, upcoming events, team updates, internal & external communications, and transaction of other business.

## **Section 6.5: Special Meetings**

The Governance Committee may hold a Special Meeting if additional time outside of the normal schedule of Regular Meetings required by [Section 6.4](#) is needed to make a decision or complete other Governance Committee business. A Special Meeting of the full Governance Committee may be called at any time by any GC Member, as long they give advance notice, send all GC Members an agenda, and assign someone to take notes if the Secretary is not available. Informal meetings may also be called, and are not subject to the

Special Meeting rules as detailed here, but the Governance Committee may not take formal votes or actions at such a meeting.

## **Section 6.6: Notice of Meetings**

### **Section 6.6.1: Manner of Giving**

Notice of Regular Meetings of the Governance Committee may be given in the form of a calendar or schedule that sets for the date, time and place of more than one regular meeting. Notice of the time and place of all Special Meetings of the full Governance Committee shall be given to each GC Member by at least two of the following methods:

- (a) Notification on the official online forum;
- (b) Email notification; or
- (c) Telephone notification, including text or voice message

### **Section 6.6.2: Time Requirements**

Notices of Special Meetings of the Governance Committee given by online forum , email, or telephone shall be delivered at least 72 hours before the time set for the meeting. Exceptions to this rule may be made in limited, emergency circumstances following the procedures in [Section 6.13](#).

### **Section 6.6.3: Notice Contents**

Notice of the meeting time and place shall be distributed at least 48 hours before. The proposed agenda and any relevant materials shall be distributed prior to the planned start time of the meeting. 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. Any meeting may be held by telephone/ video conference or other communications equipment, as long as all meeting participants can communicate with one another.

## Section 6.8: Quorum and Action of the Governance Committee

### Section 6.8.1: Quorum

A majority of GC Members 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 phone or video conference. A meeting at which a quorum is initially present may continue, notwithstanding the withdrawal of GC Members from the meeting, but any action requiring a vote must be deferred to an online vote or the next Governance Committee meeting.

### Section 6.8.2: Voting

Most actions taken by the Governance Committee require a majority vote of all GC Members, except for actions for which a greater vote is required as listed in [Section 6.8.3](#).

The Governance Committee may set additional rules related to voting or may waive the need to vote on certain actions through policies, as long as they do not contradict or nullify any of the requirements in this section. Administrative business of the Governance Committee is assumed to proceed with the consent of all GC Members, but a vote may be held at any time and for any action if requested by a GC Member or IEB Member.

*Additional voting procedures and requirements are included in Policy C: Voting Procedures.*

### Section 6.8.3: When a Greater Vote Is Required for Valid Action

The following actions shall require a vote by a 3/4 majority of all GC Members in the Governance Committee in order to be effective:

- (a) Amendments to the Indivisible East Bay Bylaws (not including the Policy Manual)
- (b) Involuntary removal of a GC Member from the Governance Committee or an Appointed Officer from their appointed role, except as specified in [Section 6.3.1](#).
- (c) Rescission of an endorsement or other action voted on by the IEB membership

Approving actions on the above list will always require a vote of  $\frac{3}{4}$  of GC Members, except under emergency circumstances as described in [Section 6.13](#). If a meeting of the Governance Committee is held at which a quorum is present but fewer than  $\frac{3}{4}$  of GC Members are present, votes may still be held but actions requiring a  $\frac{3}{4}$  supermajority cannot be approved. In this case, the vote should be moved to the next meeting of the Governance Committee or official online forum, or the procedures for emergency meetings and actions must be followed.

### Section 6.8.3: Abstentions

During any Governance Committee vote, a GC Member may abstain. Abstention lowers the number of eligible GC Members for that single vote (and therefore may lower the majority or  $\frac{3}{4}$  threshold). If abstentions cause the number of GC Members participating in the vote



to drop below the quorum for that meeting, the vote may not proceed. Absence from a vote or meeting is not considered an abstention. Any vote taken by the Governance Committee, including those explicitly referenced elsewhere in these bylaws, is subject to these rules.

### **Section 6.9: Adjournment**

A majority of the GC Members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. If the selected time to reconvene is not during a regular Governance Committee meeting, it will be considered a special meeting of the Governance Committee and must be scheduled and noticed as set forth in [Section 6.5](#) and [Section 6.6](#). Before adjournment, next steps and action items should be clearly defined for each GC member, and, if necessary, plans must be made for any time-sensitive decisions as set forth in [Section 6.14](#).

### **Section 6.10: Conduct of Meetings**

Meetings of the Governance Committee shall be presided over by an Appointed Officer, as described in [Section 7.6](#). The appointed Secretary shall be in charge of recording minutes, as noted in [Section 7.6.4](#), 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 majority of GC Members approve of the action, or a  $\frac{3}{4}$  majority for actions listed in [Section 6.8.3](#), via a virtual poll or other method of consent available to all GC Members. This includes pressing decisions discussed over email, online chat or forum, or any other communications. Such a decision shall be filed with the minutes of the Governance Committee. The Secretary will be responsible for ensuring the tallying of votes and sending of updates to the Governance Committee in a timely manner, and may ask for assistance with this process as needed. Consent may be transmitted by e-mail or any other reasonable method satisfactory to the Governance Committee. The Governance Committee may set forth other rules and restrictions on voting outside of a meeting providing the method of voting does not limit Members access to participation in a vote.

*Additional procedures and requirements for taking action outside of a meeting are included in Policy C: Voting Procedures.*

### **Section 6.12: Deferring Action**

Any proposed action that the Governance Committee will be voting on, whether during or between meetings, may be deferred until the next Governance Committee meeting at the request of any one GC Member, as long as the action does not require a decision within 24 hours. If the deferred action does not require a vote before the next regular Governance Committee meeting, the action will be deferred to the next regular Governance Committee meeting. If the deferred action must be voted on before the next regular Governance Committee meeting, a special meeting must be scheduled before the deadline and noticed in accordance with the requirements in [Section 6.5](#) and [Section 6.6](#).

If a decision must be made within 24 hours, it may not be deferred. If an action has already been deferred at least once and a GC Member requests to defer it again, the request may be denied by a majority vote of the GC Members.

### **Section 6.13 Emergency Meetings and Actions**

Notwithstanding the rules set forth in this Article, the Governance Committee may take an emergency action which must be resolved with less than 24 hours notice or for which other requirements cannot practically be met if the following procedures are followed:

- The GC Member requesting or leading the action must make a documented effort to get a quorum via the official online forum, email, and other means as appropriate;
- The available GC Members must meet or discuss electronically the merits of taking action without proper notice or without meeting other requirements;
- The discussion and decision are clearly documented; and,
- If action is taken, the decision and documentation are immediately presented to the Governance Committee to review and GC Members are given the opportunity to call for a vote to rescind the action.

These procedures do not apply to a situation in which the only rule that cannot be met is quorum. There must be a less-than-24-hour time limit or other emergency situation; otherwise, the action must be deferred to a time at which a quorum of GC Members can meet.

### **Section 6.14 Member Input on Controversial Issues**

When considering actions relating to controversial issues, the Governance Committee will seek input from IEB members. This can take the form of informal feedback, a formal voting process, or another method as appropriate. The Governance Committee may adopt requirements and methods for identifying controversial issues and collecting such feedback.

### **Section 6.14.1 Candidate Endorsements**

To endorse a candidate requires a majority vote of the Governance Committee to start an endorsement process that gives all in-district members (defined for this purpose as currently subscribed to the IEB email list and self reporting their district) an equal vote. Once ballots have been sent to the membership, the Governance Committee may not cancel the endorsement process. If unforeseen circumstances or developments cause the candidate to be disqualified or show themselves to be unfit, the Governance Committee can vote by  $\frac{3}{4}$  super majority to rescind an endorsement. The Governance Committee will notify all members of this vote and the reason for it.

The Governance Committee may choose to use the same process for other decisions if a majority of GC members vote to start the member voting process. In this case, as with endorsements, the Governance Committee may not cancel the voting process.

*Additional endorsement procedures and requirements are included in Policy E: Endorsement Procedures.*

*Teams are now found in Policy D: Teams.*

## **Article 7: Appointed Officers**

### **Section 7.1: Appointed Officers**

Appointed Officers are appointed into their roles by a majority vote of GC Members. They serve vital roles that further the mission of IEB. Appointed Officers shall be selected from among the members of the Governance Committee. In the case where no current GC members 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 and must meet and agree to the requirements for being a GC Member.

### **Section 7.2: Appointment**

Appointed Officers shall be appointed by the Governance Committee at any monthly meeting for a term to expire on January 31 of the following year. At each January Governance Committee meeting, the Committee shall vote to confirm each Appointed Officer for the coming 12 month (1 year) period. Should an Appointed Officer ask not to be confirmed for another year — or if a vote fails to confirm a currently Appointed Officer — a successor shall be named and a vote taken to confirm the successor. Each Appointed Officer 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. The Governance Committee may at the time of appointment elect two members to serve as co-appointees of any position. In this case, it will be the responsibility of the two co-appointees to determine how to divide their duties.

### **Section 7.3: Removal**

Any Appointed Officer may be removed from their role at any regular or special meeting by a  $\frac{3}{4}$  majority of the Governance Committee.

### **Section 7.4: 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 7.5: 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 as noted in [Section 7.2](#) Appointment.

## **Section 7.6: Positions & Responsibilities of Appointed Officers**

### **Section 7.6.1: 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. This person shall also certify and keep a copy of these Bylaws as amended to date.

It is preferable that applicants have already served on the Governance Committee or have been an active IEB member participating in regular activities or 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.

### **Section 7.6.2: Members of Congress (MoC) Team Liaison**

The Members of Congress (MoC) Team Liaison represents IEB for all MoC Teams, 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

### **Section 7.6.3: Secretary**

The Secretary manages the day-to-day administration of the Governance Committee, and provides administrative guidance to IEB as a whole. It is preferable that applicants have already served on the Governance Committee or have been an active IEB member participating in regular activities or teams. Main responsibilities include:

- 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 GC members on action items from each meeting
- Keeping up-to-date contact details of GC members

### **Section 7.6.4: 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. It is preferable that applicants have already served on the Governance Committee or associated Teams.

## **Article 8: Records, Bylaws, & Logo**

### **Section 8.1: 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
- (viii) formal dissents from Governance Committee actions.
- (ix) if applicable, note of formal discussions that include sensitive information and topics as closed sessions

## **Section 8.2: Bylaws**

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

## **Section 8.3: Logo**

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

## **Article 9: Parliamentary Authority**

Any GC Member may request that any given meeting follows the rules contained in the current edition of Robert's Rules of Order Newly Revised 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. The requesting GC Member must enforce these rules or designate a willing GC Member to do so.

The Governance Committee may set a policy requiring that certain community norms are followed in Governance Committee meetings.

## **Article 10: Amendments**

### **Section 10.1: Amendment by GC Members**

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

- (a) A  $\frac{3}{4}$  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 Appointed Officer beyond that for which such officer was elected.
- (c) Bylaws may only be adopted, amended, or repealed at a duly called and held meeting of the Governance Committee for which notice of the meeting, including the proposed

Bylaw revisions and explanations, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

- (d) Notwithstanding the other provisions of this section, the Parliamentarian may make minor, non-substantive corrections to the Bylaws without approval from the Governance Committee, if the GC Members are notified via the official online forum or the next regular Governance Committee meeting. Any member may object to the changes and call for a vote to approve the changes. Such changes may not alter the intent or effect of any provision of the Bylaws.

### **Section 10.2: Policy Manual**

The Governance Committee may establish additional policies that must be followed by the GC and IEB members in the IEB Policy Manual, which may be amended by a majority vote of the GC members. Policies can include, but are not limited to, expectations for the conduct and responsibilities of GC Members and IEB members and additional procedures and rules for conducting IEB business. The Policy Manual shall not supersede these Bylaws. If any policy is found to be in conflict with the Bylaws, the Bylaws will take precedence and the GC will act to bring the policies into consistency with the Bylaws as quickly as possible.

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### **Certification of Parliamentarian**

I certify that I am the duly appointed and acting Parliamentarian of Indivisible East Bay (IEB), and that these Bylaws are the Bylaws of IEB as adopted by the Governance Committee on April 10, 2021.

Executed on 2020-04-10 at 5:00 PM PST, California.

*Ion Y*

Parliamentarian