

Livable Sunnyvale Bylaws 2.3

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As amended May 2022

I. Membership

The voting membership holds supreme authority in Livable Sunnyvale. All powers not explicitly limited by these bylaws are assumed to rest with the membership.

1. Membership Eligibility

Membership is open to all individuals who are committed to our mission.

2. Membership Form

Members are required to fill out and return a copy of the membership form. The form can be filled out online or returned on paper.

3. Voting Eligibility Requirements

To be eligible to vote, a member must fulfill the following requirements:

1. The member must have filled out and returned the membership form.
2. The member must have attended **two** of the following in the past six months:
 - a. a general meeting
 - b. an event at which attendance is recorded and which the Board has declared at least 72 hours in advance will count for voting eligibility.

4. Dues

No dues will be required for membership.

II. General Meetings

General Meetings are meetings of the membership of Livable Sunnyvale. General Meetings shall take place at least once every two months.

1. Rules

General Meetings will be run according to the latest edition of the Standard Code of Parliamentary Procedure. The Board will select a chair for each General Meeting.

2. Quorum

Seven voting members shall constitute a quorum for a General Meeting.

3. Agendizing Resolutions

A. By the Membership

Any voting member may, at any general meeting, propose a motion to be voted on at the following general meeting at least two weeks away. If that motion receives a second, after a limited period of debate the membership in attendance will vote on whether to add it to the following meeting's agenda. If the motion receives a majority vote of those in attendance, it will be added to the agenda of the following meeting.

B. By the Board

The Board may also vote to place motions on the agenda for any general meeting at least 72 hours away.

4. Approving Resolutions

Resolutions require a simple majority of those in attendance to pass, unless otherwise specified by these bylaws.

Resolutions passed in such a manner supersede any decision made by the Board.

5. Amending Resolutions

Amending a resolution on the agenda for the current meeting shall require a two thirds vote.

6. Informational Agenda Items

An informational agenda item is an item on the agenda that does not require a vote. Such items may include but are not limited to guest speakers, candidate forums, committee reports, and member presentations. The Board will be responsible for preparing informational agenda items for general membership meetings and assigning time for each informational item. The Board may delegate this power.

7. Minutes

Minutes will be kept for all general membership meetings, and posted 72 hours before the following General Meeting.

8. Notice

General membership meetings shall be scheduled at least one week in advance. The agenda shall be finalized and distributed at least 72 hours in advance. In the event of unforeseeable circumstances, the Board may cancel membership meetings.

9. Straw Polls

Notwithstanding the above, straw polls may be taken of the membership at any meeting, without being agendized. Such straw polls do not constitute resolutions and are not binding in any way.

10 New Business

Every general membership meeting will allot some amount of time, not exceeding 15 minutes, to "New Business".

11. Electronic Meetings

At its discretion, the Board may elect to hold a general meeting electronically via tele- and/or videoconference. Should they do so, they will provide at least 72 hours notice to the membership, along with instructions for how to participate. The Board will take every effort to ensure that every member who wishes to participate in the meeting can do so.

There shall be no distinction between in-person or electronic general meetings; any business that may be conducted in-person, including votes by the general membership, may be held electronically.

III. The Board

1. Eligibility Requirements

- a. All Board members must be voting members of Livable Sunnyvale in good standing.
- b. The Board will consist of nine members, to be elected by the voting

membership.

- c. No more than three of the Board members shall be non-residents of Sunnyvale.
- d. Elected officials or those running for office will not be eligible to serve on the Board. Any member of the Board who chooses to run for office must resign upon filing their candidacy papers.

2. Elections

Board members will be elected every May. Voting for Board members will be held at a general meeting.

Board members will be elected to 2-year terms with terms staggered to ensure continuity. In even numbered years, five seats will be up for election, in odd numbered years four seats will be up for election.

Members of the Board will be selected by approval voting. Each voting member will mark which candidates they approve to sit on the Board. Each voting member may mark their approval for as many candidates as they wish. The n highest vote-getters will be elected to the Board, where n is the number of seats up for election.

In the event that the number of non-residents among the top n vote-getters plus the number of non-residents serving on the seats not up for election is greater than three, the top X non-residents shall be elected to the Board (where X is three minus the number of non-residents in seats not up for election), with the remaining seats filled by the top resident vote-getters.

Notwithstanding the above, no candidate shall be elected to the Board without at least four votes. In the event that the first round of voting does not fill the Board, voting shall be re-run until all seats are filled.

If the first round of voting results in a tie, the voting will be repeated. If the second round also results in a tie, the tie will be resolved by random selection, such as a coin toss.

3. Meetings

The Board shall meet as frequently as it sees fit, but not less than once every two months. All Board meetings must be noticed by the Secretary at least 72 hours in advance. A quorum of five is required for any Board meeting.

All or part of the Board may meet informally in working sessions at any time. Such meetings do not need to be minuted or noticed. However, the Board may not exercise any of its powers at such a meeting.

Board meetings may be held electronically, which will be held pursuant to the same rules for electronic general meetings defined in Section II.11.

4. Empaneling Committees

The Board may empanel committees consisting of members and Coalition Partners as needed.

5. Officers

After the Board is elected, it will select its own chair, secretary, and membership director. The Board may also vote to name other officers with specific responsibilities, who need not themselves be members of the Board.

A. The Chair

The Chair of the Board is responsible for chairing Board meetings, and acts as the public leader of Livable Sunnyvale.

B. The Secretary

The Secretary is responsible for distributing agendas and keeping and disseminating minutes for both Board and general meetings.

C. The Membership Director

The Membership Director is responsible for recording attendance at General Meetings and for maintaining the list of eligible voting members.

D. The Treasurer

The Treasurer is responsible for disbursing funds and maintaining records of the organizations finances, on which they shall report to the board at least quarterly.

6. Rapid Response

Issues that must be addressed before the next General Meeting of the membership due to some deadline or other similar external circumstance may be decided on provisionally by the Board. Doing so does not require a noticed Board meeting. When doing so, the Board

may not contradict any resolution passed by the general membership.

Any decision taken by the Board under this clause will be agendized for the following General Meeting, where the committee will report on any such decisions made. Any member may then make a motion to put that decision to a general vote. If the motion is seconded, the voting members in attendance will then vote to confirm or overturn the Board's decision by majority vote.

7. Vacancies

Vacancies for the Board will be filled by election at the next General Meeting at least two weeks after the vacancy occurs.

8. Removal from the Board

A. By the Membership

The general membership may, by two-thirds vote, remove any member of the Board. Any such vote must be agendized at least two weeks in advance, as described above. The member of the Board in question will have the opportunity to speak before the final vote is taken.

B. By the Board

In addition, the Board may also vote to remove one of its members. To do so requires the support of all eight other committee members. If such a vote is taken, the Board will present a report to the membership at the next general meeting at least two weeks away.

C. Automatic Removal for Non-Attendance

Any Board member who is absent from all scheduled Board meetings in a three month period, including at least two consecutive meetings, will be deemed to have automatically resigned their seat unless countermanded by a vote of five Board Members.

IV. Coalition Partners

Coalition Partners are organizations who support the objectives of Livable Sunnyvale. Partners will be accepted by a majority vote of the Livable Sunnyvale members. Members of Coalition Partners may join Livable Sunnyvale as individuals.

Partners may join a Livable Sunnyvale endorsement according to the rules of their organizations. Partner organizations are not required to support all Livable Sunnyvale positions or endorsements. Endorsement letters or position papers will list by name the Partners who support that action.

V. Committees

Any group of two or more members may form a committee. Voting and non-voting members are eligible to serve on committees. The general voting membership or the Board may also vote to empanel committees with specific duties. Committee meetings must be noticed at least 72 hours in advance. Committees shall report on their activity, decisions, and direction periodically to the membership, as directed by the Board.

VI. Representing Livable Sunnyvale

By default, members may announce they are speaking on behalf of Livable Sunnyvale when speaking in favor of a position adopted in a resolution passed by the membership at a general meeting or adopted as an emergency resolution by the Board. Otherwise, no individual may speak on behalf of Livable Sunnyvale except as expressly authorized by a resolution passed by the general membership.

VII. Ballot Endorsements

The general membership has the sole power to endorse positions on ballot measures on behalf of Livable Sunnyvale. Such endorsements shall be made through the resolution process described in sections II.3-4, but shall require a 60% threshold.

Livable Sunnyvale shall not endorse candidates for public office.

VIII. Amending the Bylaws

The bylaws may only be amended by the voting membership of Livable Sunnyvale. To do so requires a duly agendized resolution, as described in Section II.3, specifically stating that it is amending the bylaws. The threshold to amend the bylaws is 60%.