

# Bylaws of East Bay for Everyone



## Title I - Name

This organization's name is East Bay for Everyone, alternatively written in initial form as EB4E or EBFEE.

## Title II - Direction

### Section 1 - Purpose

We believe that housing is a human right, and every tool at our disposal must be employed to secure it for the people of the East Bay. Ours is an inclusive vision of welcoming all people, past, present, and future.

### Section 2 - Mission

East Bay for Everyone is an anti-racist organization of organizers, leaders, density advocates, bicyclists, transit riders, pedestrians, urbanists, and people from countless other walks of life who believe that cities are our future. We are organized to secure housing as a human right by way of prioritizing our natural resources, maximizing urban density, defending and improving public transit, building more housing as infrastructure instead of investment, and protecting existing residents from displacement.

We must organize our communities, make our case in the media, write to legislators, support projects at hearings, sue to enforce housing law, support pro-housing candidates, and vote for more housing.

### Section 3 - Limitations on activities

The activities of the Organization shall be performed in service to and with guidance of the community of participants. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code.

# Title III - Corporate Organization

## Section 1 - Structure

1. The Organization shall have Members.
2. The Organization shall have a Board of Stewards consisting of five to eleven Members of the Organization.
  - a. All elections, appointments, or other methods of designating members of the Board of Stewards shall be conducted in a manner which produces a board that is representative of the East Bay communities we serve. Specifically, no election or appointment may result in a board that does not include a majority of members who are themselves members of a historically disadvantaged class, including but not limited to the classes of:
    - i. Gender
    - ii. Sex
    - iii. Ethnicity
    - iv. Sexual Orientation
  - b. The number of members of the Board of Stewards shall be set by the Board of Stewards, with any such decision taking effect no sooner than the next election of the Board. The initial number of Board members shall be set at 9.
3. The Organization shall have the following officers:
  - a. The Secretary
  - b. The Treasurer
  - c. Two to Five Co-Executives, who shall be Voting Members of the Organization.
    - i. All elections, appointments, or other methods of designating Co-Executives must follow the criteria laid out in 2a.

## Section 2 - Officers

1. The Secretary shall
  - a. Keep or cause to be kept the meeting minutes, organizational records, membership roster, legal filings, or other such records as warranted.
2. The Treasurer shall
  - a. Keep or cause to be kept the financial records of the Organization
  - b. Be entrusted with the power of expenditure and raising funds.
3. The Co-Executives shall
  - a. Be the general managers of the Organization.
  - b. Provide oversight and day-to-day management of the Organization, each other, and all officers of the Organization between meetings of the Board of Stewards.
  - c. Determine amongst themselves the appointment of a President when required, for any purpose as warranted by California State or Federal law.
4. The Board of Stewards shall appoint additional officers as warranted, with such appointments providing for the duration of term, responsibilities, powers, and other relevant and necessary details as desired by the Board.

5. An officer shall be removed from their position upon a two-thirds vote of the Board of Stewards.
6. An officer may resign at any time by providing written notice to the Secretary. Such resignation is effective 14 days from receipt of the aforementioned notice unless otherwise provided for in the officer's notice.

## Section 3 - Board of Stewards

1. The Board of Stewards is ultimately responsible for oversight over the Organization and is entrusted with the corporate powers, if any, as provided for by California State Law.
2. The Board shall provide management and operation of the Organization.
3. Board decisions shall be made using a 50%+1 simple majority threshold, notwithstanding provisions for specific decisions as described in these bylaws.

# Title IV - Participatory Democracy

## Section 1 - Membership

### 1. **Qualifications**

Membership shall be open to any natural person dedicated to the purposes of the Organization who resides in or holds employment in the East Bay or the larger nine-county San Francisco Bay Area, who is not currently suspended by the Organization and has either:

- a. Shown Up in service of the Organization, or
- b. Making a Recurring Donation to the Organization, or
- c. Having been approved by the Board of Stewards

### 2. **Classes of Membership**

The Organization shall have two classes of Membership: Voting Members and Individual Members (collectively "Members"). Each Member of the Organization shall be classified as follows:

- a. A person shall be classified as a Voting Member if they have Shown Up three or more times in a 12 month period or having been approved by the Board of Stewards.
- b. Any Member not classified as a Voting Member shall be classified as an Individual Member.

### 3. **Membership List**

The Secretary shall maintain or cause to be maintained a list of all Voting and Individual Members. The Secretary shall use records of which Members have Shown Up to maintain the list. Members must provide an e-mail address or similar method for receiving electronic communications in order to receive Notices from the Organization. Any Member may request that the Secretary make a Membership List available prior to an election.

### 4. **Dues**

The Board of Stewards may permit the Treasurer to establish voluntary membership dues, but their nonpayment may not restrict membership status or eligibility to serve on any committees, working groups, or serve the Organization in any other way, except as specified elsewhere in these bylaws.

## 5. **Showing Up**

A person is considered to have Shown Up provided that they have attended at least one event, action, meeting, or other activity as organized by the Organization, including but not limited to actions, meetings, or other activities that may be virtual or online in nature.

## 6. **Suspension**

Suspension bars Members from exercising voting privileges for a limited time. A person is considered to be Suspended if the Board of Stewards find that the person has acted in a manner which is contrary to the furtherance of the Organization's purposes, by a  $\frac{2}{3}$  supermajority vote in the affirmative.

## 7. **Expulsion**

Expulsion is a suspension with an indefinite term.

# Section 2 - Working Groups

To promote a highly participatory and decentralized structure of the Organization, there shall be a number of Working Groups formed at the will of the Membership.

## 1. **Formation**

A Working Group may be formed by at least three Members who, gathered together to further a common purpose or solve a particular problem, have distributed a notice of its formation to the Membership. Such notice must include the name, purpose, and persons in membership of the Working Group.

## 2. **Dissolution**

Notwithstanding the establishment and regulation of certain other Working Groups as mandated in these bylaws, a Working Group may be considered dissolved under any one of the following conditions:

- a. Upon the distribution of a notice of its dissolution to the Membership.
- b. When the number of Members considering themselves part of the Working Group has dropped below three.
- c. By decision of the Board of Stewards, having found that the Working Group has acted in a manner which is contrary to the furtherance of the Organization's purposes.

# Section 3 - Code of Conduct

For the purposes of encouraging a highly participatory and democratic environment within and without the activities of the Organization, the Organization shall establish a Code of Conduct to regulate matters of interpersonal conflict.

## 1. **Administration**

The Code of Conduct shall be developed, published, maintained, amended, and administered by a Code of Conduct Working Group, abbreviated to CoC-WG.

## 2. **Code of Conduct Working Group**

- a. The CoC-WG shall comprise of three to five Members of the Organization, nominated by the CoC-WG and confirmed by the Board of Stewards.
- b. The Chair of the CoC-WG shall not be a member of the Board of Stewards.
- c. Any member of the CoC-WG may be removed by a  $\frac{2}{3}$  vote of the Board of Stewards.

- d. Any member of the CoC-WG must recuse themselves from matters in which there exists a conflict of interest of a material, interpersonal, relational, or any other manner.

### **3. Required Procedures and Policies**

The Code of Conduct shall provide for:

- a. Mediation of interpersonal conflict within and without the Organization.
- b. Holding Officers, Board of Stewards members, and CoC-WG members to a higher standard than others.
- c. Implementation of restorative justice principles.
- d. Member input to guide its development.
- e. Grievance reporting procedures.
- f. Respect of privacy of individuals party to any grievance.

### **4. Suspension of Membership**

- a. The CoC-WG may make a recommendation of Suspension of Membership to the Board of Stewards. Any such recommendation must be acted on by the Board of Stewards within 15 days.
- b. The CoC-WG may immediately suspend a person's Membership for up to 15 days upon finding that such a suspension is a matter of immediate concern to the Membership, concurrent with providing a recommendation of Suspension of Membership to the Board of Stewards, and with board ratification of the immediate suspension at the next meeting of the Board of Stewards.
- c. The Board of Stewards may suspend a member by a  $\frac{2}{3}$  supermajority vote in the affirmative if they find that the person has acted in a manner which is contrary to the furtherance of the Organization's purposes at a properly noticed Board meeting,

## **Title V - Democratic Governance**

### **Section 1 - General and Specific Powers of Membership**

#### **1. General Powers**

The Organization is instituted by the membership for their protection, security, and benefit, and they have the right to alter or reform it when required for the good of the Membership.

#### **2. Specific Powers**

Without prejudice to the general powers set forth in Title V, Section 1.1 of these bylaws, but subject to the same limitations, the Membership shall have the power to do the following:

- a. Establish, modify, dissolve, or otherwise direct Working Groups
- b. Freely participate in the discussions, management, operations, organizing, or other activities of the Organization

#### **3. Specific Powers of Voting Members**

Voting Members shall have the power to:

- a. Vote on the election of members of the Board of Stewards.
- b. Vote on any question proposed to the Membership by the Board of Stewards.
- c. Bring forth a referendum as provided for in Section 4.

#### **4. Quorum of Voting Members**

- a. For all items voted on by Membership, at least 10 percent of the Voting Members must participate in the vote. If the 10 percent threshold is not met, the Board of Stewards may vote on behalf of the Organization.
- b. The Board of Stewards may not exercise the above mentioned right on bylaws amendments or elections of the Board of Stewards.

## Section 2 - Election of the Board of Stewards

1. The Board of Stewards shall hold an election every two years, the date of which occurring within the first three months of an election year.
2. Each member of the Board of Stewards shall begin or end their term 15 days after an election.

## Section 3 - Meetings of the Board of Stewards

1. The Board of Stewards shall meet biannually for the consideration of matters related to the operations of the Organization.
2. Meetings of the Board are open to participation by all Members of the Organization.
3. 50%+1 of the elected Board members shall be considered a quorum of the Board.
4. Notice of the meeting with the date and time must be given to the membership and Board at least fourteen days in advance, unless the date and time are with such predictable regularity that no notice can be reasonably considered necessary.
5. Special meetings of the Board of Stewards may be convened by all co-executives or a majority vote of the Board of Stewards, with notice to the Secretary of the organization. The Secretary must provide notice to the membership of a special meeting at least 24 hours prior to the meeting. This notification can take the form of email or other electronic notification.

## Section 4 - Referendum

### 1. **Applicability**

Any decision of the Board of Stewards shall be subject to amendment or repeal by referendum. The bylaws may also be amended using the referendum process.

### 2. **Procedure**

- a. A referendum may be proposed by presenting to the Secretary, within 15 days after the decision, a petition certified to have been signed by Voting Members equal in number to 10 percent of the total number of Voting Members
- b. The Secretary shall then submit the referendum to a vote of the Voting Members within 15 days. The referendum shall be conducted online over a period of at least two days, with invitation links sent to all Voting Members at the e-mail address or equivalent on file with the Secretary.
- c. A referendum approved by a majority of Voting Members takes effect immediately upon certification by the Secretary unless the referendum provides otherwise.

### 3. **Amendments to Bylaws**

Any Referendum which proposes to amend these bylaws must be approved by a 2/3rds supermajority of Voting Members

## Section 5 - Recall

### 1. Definition

Recall is the power of the Membership to remove a member of the Board of Stewards.

### 2. Procedure

- a. Recall of a member of the Board of Stewards is initiated by delivering to the Secretary a petition alleging reason for recall, certified to have been signed by Voting Members equal in number to 10 percent of the total number of Voting Members.
- b. The Secretary shall then submit the recall to a vote of the Voting Members within 25 days, but not before a notice of the recall has been circulated among and made available to the Membership for at least 5 days.
- c. A recall approved by a 2/3rds majority of Voting Members takes effect immediately after the election.

## Title VI - Ratification

In accordance with the current bylaws, these bylaws will be ratified by a majority vote of the Board of Stewards. The current board will continue to serve until a new board is elected.