



# 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 EBFE.

## 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 nine 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
3. The Organization shall have the following officers:
  - a. The Secretary
  - b. The Treasurer
  - c. Two to Three Co-Executives, who shall be Voting Members of the Organization.
    - i. All elections and seating of Co-Executives must follow the criteria laid out in 2a.

## Section 2 - Officers and Leadership

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 external representative of the organization and be empowered to speak on behalf of the Members based on Membership decisions and organizational values
  - b. Share duties of the members of the Board of Stewards for general management and governance specified in Section 2.4a
  - 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
  - a. Be responsible for the general management and governance of the Organization, including but not limited to onboarding, activating membership, securing meeting spaces, facilitating internal democracy and other logistical endeavours to help empower membership

- b. 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.
  - c. Board decisions shall be made using a 50%+1 simple majority threshold, notwithstanding provisions for specific decisions as described in these bylaws.
5. An officer or member of the Board of Stewards may be removed from their position upon a two-thirds vote of the Board of Stewards for the following reasons:
    - a. Dereliction of duties as a Co-Executive or member of the Board of Stewards
    - b. Violations of the Code of Conduct
    - c. Acts or omissions that undermine the official positions of the Membership
  6. An officer or member of the Board of Stewards shall be removed from their position for the following reasons:
    - a. Failure to appear for three consecutive governance or monthly meetings without reasonable cause and advanced notice
  7. An officer or member of the Board of Stewards 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.
  8. An officer or member of the Board of Stewards shall be required to take a leave of absence or resign in circumstance leading to conflicts of interest including but not limited to the following instances:
    - a. Running for elected office
    - b. Taking on an official or paid role in a campaign or political action committee in an election that the Organization has not endorsed in or where that campaign or political action committee is contrary to the values of the Organization.
- 1.

## 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 or more Members of the Organization, nominated by the CoC-WG or the Board of Stewards 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 2/3rds 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.
- g. Documenting all investigations, findings, and actions taken by the working group.

### 4. Suspension of Membership

- a. The CoC-WG may make a recommendation of Suspension of Membership to the Board of Stewards. Any such recommendation will be accompanied by supporting documentation justifying the recommendation and 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,
- d. A full list of suspensions, including start and expiration dates (if applicable), must be available to Members.

# 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 Co-Executives.
- b. Vote on the election of members of the Board of Stewards.
- c. Vote on any question proposed to the Membership by the Board of Stewards.
- d. Vote on the amendment of these Bylaws.
- e. 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 and Co-Executives

### 1. The Board of Stewards shall be elected by Voting Members

- a. Elections for the Board of Stewards shall be held every year.
  - i. The Board of Stewards shall be divided as equally as may be into two classes. The seats of the first class shall have their term expire and be vacated within each odd year, and of the second class each even year. Seats of one class that are vacant may be filled as part of the election for seats of the other class.
  - ii. The Board shall hold an election for seats vacated in such manner every year, to be completed by June 30 of each year.
- b. Each member of the Board of Stewards shall begin or end their term 15 days after an election.
- c. Members of the Board of Stewards shall serve a term of two years for up to four consecutive years
- d. The Board may appoint Interim Members of the Board of Stewards in the case where elected members number fewer than specified in Title III, Section 1.2.

- i. An Interim Member of the Board of Stewards will serve a temporary term until the next Election of the Board of Stewards
2. Co-Executives shall be elected by Voting Members
  - a. Co-Executives shall begin their term 15 days after an election.
  - b. Co-Executives shall serve a term of up to two consecutive years
  - c. The Board may appoint an Interim Co-Executive in the case where elected co-executives number one or fewer
    - i. An Interim Co-Executive will serve a temporary term until an Election for Co-Executive can be reasonably held with proper notice and participation of Voting Members

### Section 3 - Meetings of the Board of Stewards

1. The Board of Stewards shall hold at minimum six regular Governance Meetings throughout each year for the consideration of matters related to the governance and operations of the Organization.
2. All Members of the Board of Stewards and Co-Executives shall be in attendance
3. Meetings of the Board shall take place in alternate months and be open to participation by all Members of the Organization.
4. In the event that the Board will take an action requiring a vote of the Board of Stewards, 50%+1 of the elected Board members shall be considered a quorum of the Board, and 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 only 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**

To be valid, any Referendum which proposes to amend these bylaws must be approved by a 2/3rds supermajority of Voting Members voting, and an absolute majority of all Voting Members must vote in the referendum.

## **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 at least 10 percent of the total number of Voting Members, or 10 Voting Members, whichever is greater.
- 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 and Amendment**

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.

The bylaws may be amended only by a 2/3 vote by Voting Members initiated by referendum in accordance with Title V, Section IV.



**August 2021 description of amendments ratified – not part of bylaws, included as legislative history only**

## Summary of Proposed Changes to Bylaws

- Stewards and Co-Execs have more focus on governance, onboarding, internal democracy, empowering members and workgroups including manage meeting space and other logistical things to help empower membership
- directly elected Co-Execs have the same responsibilities as Stewards, but can additionally speak on behalf of the organization and can make small expenditures without board approval
- term lengths of 2 years for co-execs and 4 years for board, half the board one year, other half the next
- staggered elections, every other year
- regular meetings of leadership, at least six a year
- co-execs/leadership reporting to membership regularly
- numbers reduction: co-execs to max 3, stewards to max 9
- Accountability: officers and Stewards must take leaves of absence when taking on roles in political campaigns not endorsed in or contrary to values; procedures for removal for cause by Board (2/3 vote)
- Clarifying that all amendments to Bylaws must be by vote of membership; 2/3 support still required, and absolute majority of Voting Members must participate in the vote
- Recall petitions changed from requiring 10% of Voting Members to requiring 10% or 10 members, whichever is greater, since we presently have under 50 voting members most elections.