

RESOLUTION TO AMEND BYLAW 13.1 OF THE SIERRA CLUB'S BYLAWS

Bylaw 13: AMENDMENTS TO BYLAWS [Strikethrough indicates text to be deleted from current bylaw; Underline indicates new text to be added to current bylaw].

13.1. These Bylaws are fundamental and shall not be added to, amended, or repealed except by a resolution ~~approved by the Board of Directors~~ (1) submitted to the members according to the procedure in Article 11 or at a meeting of the members duly called in the manner provided by law; and (2) approved by the affirmative votes of two-thirds (2/3) a majority of the members voting on a given matter or group of related matters as specified in Paragraph 11.3, provided that such affirmative votes represent at least two-thirds (2/3) a majority of the votes required for a quorum. ~~The approval of the members may be before or after the approval by the Board.~~ When permitted by law, however, the Board may, by affirmative vote of two-thirds (2/3) of the Directors and with the concurrence of the Sierra Club Council, amend the Bylaws ~~to conform~~ for the sole purpose of conforming the Bylaws to law.

Retroactive Effect: If enacted in the manner provided by law, the above amendment shall be retroactive to the date when this resolution was certified by the Secretary for submittal to a vote of the members.

We, the undersigned, who have been Sierra Club members for at least 60 days, request that this resolution be included on the Club's 2010 election ballot. NOTICE: The current Club Bylaws state that a bylaw may not be amended except by a resolution approved by the Board and approved by the affirmative votes of 2/3 of the members voting on it. Existing policy changed by this resolution is Bylaw 13.1, as shown above (excluding the proposed changes).

Name (please print): _____ Signature: _____

Address (please print): _____

Membership # (if known): _____ Date signed (mandatory) _____

Name (please print): _____ Signature: _____

Address (please print): _____

Membership # (if known): _____ Date signed (mandatory) _____

Name (please print): _____ Signature: _____

Address (please print): _____

Membership # (if known): _____ Date signed (mandatory) _____

Name (please print): _____ Signature: _____

Address (please print): _____

Membership # (if known): _____ Date signed (mandatory) _____

On each petition, petitioners' signature blocks must be limited to one side of the sheet. Petitions should be sent by Noon, Pacific Time, on October 23, 2009, by fax or e-fax, to 210-568-2221, Attn: Dave Wells. IMPT: For any petition that cannot be submitted before October 22, 2009, send an additional copy by direct fax to the Sierra Club's Executive Office at (415) 977-5792, Attn: Gene Coan, by Noon, Pacific Time, on October 23, 2009. The leaders for this petition are: Rachel Treichler (Member # 28490267) 7988 Van Amberg Rd., Hammondsport, NY 14840-9772; David J. Wells (Member # 24770540) 13318 Vista Bonita, San Antonio, TX 78216-2215; and David Cobb (Member 43245514) 1402 M St., Eureka, CA 95501.

Statement in Support of Petition for a Resolution to Amend Bylaw 13.1 on Member Rights

The Sierra Club is unique among the major national environmental organizations, as the only one that is democratically controlled by its members. This democratic governance unleashes the energy and zeal of thousands of activists and volunteers, whose sense of purpose—constantly refined and articulated within the Club's democratic channels—informs the Club's policymaking at the highest level. It is this, more than anything, that makes the Sierra Club a potent force within the environmental movement.

While grassroots democracy within the Club is strong at many levels, and although as members we are able to elect a third of the Board of Directors each year, our ability to exercise democratic control over the Club's course and direction is ultimately limited by the high bar for changing the Club Bylaws. The Bylaws operate as the Club's constitution, specifying and limiting the powers of the Board, and determining all other fundamental aspects of Club governance. By law, the Board is responsible for general oversight of all the Club's affairs.

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But if the Board takes unwise actions that conflict with the Club's basic goals and purposes, then it becomes the duty of the members, using the power that they wield, to correct the situation. In practice, this means either electing a new Board majority – a process that may take up to two full election cycles – or, if appropriate, changing the Bylaws to limit or guide the powers of the Board.

Unfortunately, the current Club Bylaws, by their terms, can be changed only by a two-thirds vote of the members together with the approval of the Board of Directors (except for changes necessary to conform the Bylaws to applicable law, which can be enacted by the Board without the approval of the members).

No one should confuse voting on Bylaw changes with other situations where a 2/3 vote threshold makes good sense. In other situations, a 2/3 threshold is a useful safeguard to protect minority

rights, or a way to prevent a small body (such as a Board of Directors) from lightly overturning the decision of a larger constituency. But where the Bylaws are concerned, a 2/3 threshold becomes something different – a rule that the minority may, for any reason, thwart the will of the majority. Unfortunately, the current 2/3 vote threshold for members' approval of Sierra Club bylaw changes has exactly this effect.

The situation is made worse by the separate requirement (which we believe to be contrary to applicable law, see below) that any bylaw change must be approved by the Board of Directors. Together, the 2/3 vote threshold and the requirement of Board approval ensure that a majority of Club members can never carry the day so long as they are opposed by more than 1/3 of members or by a majority of the current Board (most of whom are holdovers from prior election cycles). Even in organizations with lesser democratic ideals than the Sierra Club, such a rule would be considered onerous. In the Sierra Club, with its democratic philosophy, it is unacceptable.

Accordingly, we have prepared a resolution for the 2010 Sierra Club ballot to reform the Club Bylaws, bringing it into line with the basic principles of democratic governance.

First, the resolution would amend the Club Bylaws to lower the threshold for amending the Bylaws to a simple majority of voting members.

Second, the resolution would remove the requirement that the Board must approve any Bylaw change, regardless of approval by the members. In so doing, the resolution reaffirms that it is the members of the Sierra Club who have the ultimate right and power to determine the Sierra Club's basic governing rules.

We have been advised by an attorney experienced in California nonprofit law that the current Bylaw 13.1 is inconsistent with the California Nonprofit Public Benefit Corporation Law. Contrary to the current bylaw, the law gives members of a nonprofit membership organization (that is, individuals who have the right to vote on electing the Board or adoption of bylaws) the express and unconditional right to adopt, amend, or repeal bylaws, regardless of any action by the board of directors.

Our amendment would conform Bylaw 13.1 to the law, making clear that the members of the Sierra Club enjoy the same rights as members of other nonprofit membership organizations.

Even in organizations with lesser democratic ideals than the Sierra Club, such a rule would be considered onerous. In the Sierra Club, with its democratic philosophy, it is unacceptable.

Finally, the resolution clarifies that the Board may adopt bylaw changes, without the approval of the members, only by a two-thirds vote and with the concurrence of the Sierra Club Council, and only for the purpose of conforming the bylaws to applicable law.

Please sign our petition if you believe, as we do, that the level of democracy within the Club will be improved by giving a majority of the members of the Club the right to make bylaws changes.

Note on Robert's Rules

The preference stated in *Robert's Rules* for supermajority requirements for bylaws changes was evolved during the late 19th or early 20th centuries with reference to smaller organizations than today's Sierra Club. The rationale was to prevent a relatively small and possibly unrepresentative group of people, most often in a single session and without wider consultation, from overturning the fundamental rules of the organization. Today, the same principle is usually applied to voting on bylaws within boards of directors.

Gen. Robert wasn't addressing the problems of a member voting within a 21st century organization with hundreds of thousands of members, whose ballot campaigns are waged nationwide, for months on end, through a broad array of public and private media. The rigors of winning even a majority of votes in such a setting gives assurance that you will not end up with a small or unrepresentative group of individuals making an ill-considered decision. Even if the turnout is only 5%, you still have thousands of individual voters—presumably the most informed and engaged members of the organization, including all those who actually care about the issue—weighing the pros and cons.

For more information about our resolutions, visit <http://sierransforclubdemocracy.org/>