

BYLAWS OF THE QUINCY CLIMATE ACTION NETWORK, Quincy, MA
Last Amended June 14, 2017

I. Name: Quincy Climate Action Network (QCAN, Q-CAN, or Quincy CAN)

II. Mission Statement: QCAN works to preserve and protect both Quincy's coastal environment and the global environment for future generations by promoting energy conservation, energy efficiency, and the use of renewable energy by private citizens, business, and government. We will accomplish this through direct action, education and advocacy.

III. Meetings: QCAN shall meet at minimum ten times per year, at a time and location determined by the members.

IV. Membership:

- a. Eligibility: Membership in QCAN is open to all residents of Quincy. Any person who does not meet these qualifications, but who is interested in joining may, upon approval of a general vote by the membership at any meeting, be admitted to membership in QCAN.
- b. Dues: Membership shall be based upon the payment of annual membership dues. The rate for annual and prorated dues shall be set annually at the October election meeting by a general vote. Dues must be paid prior to voting at the election meeting and if joining QCAN during any other meeting, dues payment is required in order to vote. Money shall be appropriated for particular purposes by a majority vote of the membership. Purchases under \$50 may be approved by a vote of the officers. QCAN shall provide for reduced or free membership dues under appropriate circumstances.
- c. Responsibilities: Attend monthly meetings, join a committee, and participate in QCAN activities.

V. Quorum and Voting:

- a. Members in Good Standing: All members in good standing shall be eligible to vote on all matters. To be considered in good standing, members must be current in their annual dues, and must have attended at least two of QCAN meetings, in the past 12 months, excluding the current meeting.
- b. Quorum: A quorum is always required in order to take a vote. A quorum for a general vote is 1/2 of the total good standing membership. A quorum for a special vote is 2/3 of the total good standing membership. To count towards the quorum, members must be physically present at the meeting where the vote is to be taken.
 - i. General Votes: Rules for general votes apply to meeting business matters and all other matters not covered in the special votes definition.
 - ii. Special Votes: Rules for special votes apply to the election of Officers, filling Officer and Committee Chair vacancies, removing a member, dissolving standing committees, and amending the Bylaws.
- c. Majority Vote: All votes will be decided by a simple majority. In the event of a tie, the Chair of QCAN will cast an additional vote to break the tie.
- d. Proxy Voting: Members may vote for officers by written proxy delivered to the Secretary at least 8 hours prior to a vote. The writing can be sent via email, hand delivery, text message or any other written format. Proxy votes do not count towards a quorum. The Secretary must produce all writings to verify proxy votes if challenged.
- e. Email Voting: Members may vote via email with 24 hour notice on emergency issues. All votes must be sent to the Secretary. Quorum rules apply.
- f. Resignation: An officer or committee chair may resign at any time by giving written notice to the Chair and Secretary.
- g. Removal of a Member: Members may be removed from membership by a majority vote

of the members with or without cause at any meeting through a special vote. The member to be removed must have at least 14 days notice of a removal vote, and have an opportunity to be heard, which the member can waive, at the meeting where the removal vote takes place.

- h. Vacancies and Replacements: When the office of Board Member, Treasurer, or Secretary is vacated, the Secretary will immediately begin to accept nominations to fill the vacancy. If the Secretary's office is vacated, a Board Member will act as Secretary until the vacancy is filled. If the members, by general vote, determine that the vacancy must be filled before the next monthly meeting, the Secretary will determine a closing date for an electronic vote, distribute all nominations to the members, and require a special vote quorum's worth of email responses to fill the vacant seat. Otherwise the vacancy will be filled by a vote at the next monthly meeting. In the event the Chair of the Board seat is vacated, a Board Member will assume the Chair of the Board's role for the rest of the term. A replacement Secretary or replacement Treasurer will serve until the next scheduled election. If there are fewer than three Board Members on the Board, the Officers will hold an emergency meeting to discuss nominations to fill the vacant seat(s), and an election will be held at the next monthly meeting to fill the seat(s).

VI. Officers and Elections:

- a. Officers: QCAN members shall elect up to seven officers: a Secretary, a Treasurer, and between three and five Board Members, which shall include a Chair of the Board. The Secretary and Treasurer may also serve as Board Members
- b. Eligibility: All members eligible to vote are also eligible to run for an office.
- c. Election Month: The annual officer election shall take place at the first October QCAN meeting..
- d. Terms of Office: Officers serve for one-year terms. The Secretary may serve for no more than three consecutive full terms in that office. The Treasurer may serve for no more than three consecutive full terms in that office.
- e. Nominations: Names of nominees or self-nominations must be filed with the Secretary fifteen days before any election. The Secretary will contact all nominees. To accept their nomination, they must submit a goals statement of approximately 100 words to the Secretary at least seven days before the elections. The Secretary must publish the candidates' names and their goals statements to membership at least five days before the elections.
- f. Duties: All officers must perform the duties imposed upon them by these Bylaws. Failure to perform any of the duties will be grounds for a special vote to remove an officer.
- g. Board Member Duties:
- i. The Board Members shall elect from within the Board, a Board Chair to run all QCAN Officer meetings for the year.
 - ii. Board Members shall rotate the role of QCAN meeting chair at their discretion.
 - ii. The QCAN meeting chair shall develop an agenda for each monthly meeting and distribute it to members at least 48 hours before the meeting.
 - iii. The Board Members' elected Board Chair shall serve as the first point of contact for all city officials, and as the "voice" of QCAN in press releases and public statements. The Board Chair shall consult with the Board before making any public statements or press releases.
 - iv. The Board Members shall convene officers meetings as necessary and delegate other responsibilities as necessary.
 - v. The Board Members shall substitute for the meeting chair when necessary.
 - vi. One Board Member must serve as Secretary temporarily if office of Secretary is vacant.
- i. Secretary Duties:
- i. During formation, prior to the first officer elections, a temporary Secretary shall be

elected by a general vote at any meeting, to serve until the first officer elections. This temporary Secretary may run for any office in the first officer elections.

- ii. Take meeting minutes at all meetings and distribute to the members for approval at least 48 hours prior to the next meeting.
- iii. Finalize meeting minutes and record by emailing to all members and saving a paper copy in a reference folder.
- iv. Maintain a monthly meeting calendar.
- v. Ensure all new members have read the Bylaws, and communicate proposed Bylaw revisions to all members.
- vi. Maintain QCAN contact database including mailing and email addresses.
- vii. Maintain the official members in good standing membership list.
- viii. Manage the election process, including nominations of officers, goals statements, communication with members prior to elections, counting secret ballots, and recording voting results.

j. Treasurer Duties:

- i. Prepare a written report on QCAN finances to be distributed at the annual election.
- ii. Review and record expenditures and revenues.
- iii. Give a written monthly finance update summary report at each meeting.
- iv. Track and collect annual dues, send out dues reminders, and track past due notices.
- v. Assist with fundraising.
- vi. Maintain a semi-annual budget and oversee approval vote by a majority vote of the members.

VII. Committees:

- a. Formation: A committee may be formed for any purpose by a general vote of the members. Committees must comprise at least two members.
- b. Dissolution: A committee may be dissolved with or without cause by a general vote of the QCAN members.
- c. Committee Chairs: Committee Chairs are elected by nomination by and a general vote of the committee members. Co-Chairs may split the duties of a Committee Chair.
 - i. Duties: Committee Chairs chair all committee meetings and provide committee status reports to the members at monthly meetings.
- d. Standing Committees: Members may form standing committees by a general vote and amending the Bylaws to include a committee description and duties. Members may form or dissolve standing committees by amending the Bylaws.
- e. The Standing Communications Committee works to increase the visibility of QCAN in Quincy, recruit new members and advocate for QCAN goals.
 - i. Duties:
 1. Promote QCAN work by submitting press releases, or proposing stories to media outlets as approved by officers.
 2. Promote QCAN events with posters and other publicity materials.
 3. Organize letter-writing campaigns.
 4. Take photos (or arrange to have photos taken) of events.
 5. Maintain the QCAN website.
 6. Create, maintain, and monitor the QCAN email account.
 7. Respond promptly to telephone or email inquiries to QCAN and inquiries received via the QCAN website.
 8. Manage active email distribution lists of members and other parties interested in receiving updates on QCAN activities.
 9. Develop and maintain a QCAN Fact Sheet and a list of members (including brief bios).
 10. Write, edit and maintain any other QCAN documents as requested by members.

VIII. Liability Clause: By participating in QCAN, members agree that QCAN is not responsible for members' actions. Each member agrees to indemnify and hold QCAN harmless for any debts, liabilities, or other obligations resulting from his or her actions.

IX. Amending Bylaws: These Bylaws may be amended by a special vote of the membership at any meeting. The Secretary shall send the text of the proposed amendment to the membership prior to the meeting where the amendment will be voted on.

X. Adoption of Bylaws: We the undersigned are current members of QCAN, and we consent to, and hereby do, adopt the Bylaws consisting of 4 total pages, as the Bylaws of the Quincy Climate Action Network.

Member Signatures
