

**MID PENINSULA CHAPTER OF THE AMERICAN CIVIL LIBERTIES UNION OF  
NORTHERN CALIFORNIA**

**BYLAWS**

**ARTICLE 1: NAME AND JURISDICTION**

**Sec. 1.1** The name of this organization is the Mid Peninsula Chapter of the American Civil Liberties Union of Northern California, Inc.

**Sec. 1.2** The Mid Peninsula Chapter is a component of and shall operate under the by-laws of the American Civil Liberties Union of Northern California, Inc. (**ACLU-NC**), which is located in the San Francisco, California, and is an affiliate of the American Civil Liberties Union, Inc. (**ACLU**), which is located in New York.

**Sec. 1.3** The jurisdiction of this chapter is the communities of Redwood City, Atherton, Woodside, Menlo Park, Portola Valley, Stanford, Palo Alto, East Palo Alto, Mountain View, Los Alto, and Los Altos Hills, and the unincorporated areas between them.

**ARTICLE 2: PURPOSE AND SCOPE**

**Sec. 2.1** The purpose of the chapter is to defend, maintain and extend the civil liberties guaranteed by the Constitution of the United States and the Constitution of the State of California, and to support the program(s) of the ACLU-NC.

**Sec. 2.2** The chapter shall engage in educational programs to enable persons to recognize the violation or infringement of civil liberties and the need for their protection, and to interest the public in the work of the ACLU.

**Sec. 2.3** Where the ACLU-NC or the national ACLU has joined a coalition on a specific issue, this chapter may join a local coalition or a group working on the same issue without seeking prior approval from the ACLU-NC Board of Directors. However, where the ACLU-NC has not established a policy or been involved in a specific issue, the chapter shall seek the advice of the ACLU-NC staff and receive approval from the ACLU-NC Board of Directors before joining any local coalition.

**Sec. 2.4** The chapter shall take no legal action without approval of the ACLU-NC Board of Directors. It may, however, take any other action, including issuance of public statements, so long as the specific case or issue involved is clearly within its jurisdiction and is covered by the stated policies of the ACLU-NC. Where there is any doubt or where the ACLU-NC has not issued a statement of policy, no public position or action shall be taken without approval of the Chair of the ACLU-NC Board.

### **ARTICLE 3: BOARD OF DIRECTORS**

**Sec. 3.1** The Chapter Board of Directors (**the Board**) shall consist of no more than 18 nor less than 12 Directors, all in good standing as members of the ACLU.

**Sec. 3.2** The Board shall meet a minimum of six times each year. All Board meetings shall be open to any ACLU member who wishes to attend.

**Sec. 3.3** A special meeting of the Board may be called by the Chair or by any five members of the Board, provided that notice of such meeting is given at least one week in advance to all members of the Board.

**Sec. 3.4** The Board shall have the authority and responsibility for managing the affairs of the chapter in compliance with these by-laws.

**Sec. 3.5** One-third of the members of the Board constitutes a quorum.

**Sec. 3.6** A Board Director who fails to attend three consecutive Board meetings without an approved leave of absence may be dropped from membership on the Board after written notification from the Chair. However, within 15 days after receiving such notification, the Director may appeal to the Board for reinstatement.

**Sec. 3.7** The Board shall create standing and ad hoc committees to carry out the work of the chapter. The Chair shall appoint committee chairs, with the consent of the Board.

## ARTICLE 4: OFFICERS

**Sec. 4.1** The following chapter officers shall be elected annually from among the Board Directors:

Chair  
Vice-Chair  
Secretary  
Treasurer  
Chapter Representative to the ACLU-NC Board (**the Chapter Rep**)  
Alternate Chapter Representative (**the Alternate Rep**)

Additional officers may be elected at the discretion of the Board.

**Sec. 4.2** Officers of the Board shall constitute its Executive Committee. The Executive Committee shall meet regularly, carry out the policies of the Board, and manage ongoing chapter activities.

**Sec. 4.3** The Chair shall preside at all meetings of the Board, the Executive Committee, and the membership, and shall conduct elections. The Vice-Chair shall preside at any of these meetings in the absence of the Chair, and shall assume additional duties as assigned by the Chair or the Board.

**Sec. 4.4** The Secretary shall take minutes at each meeting and make them available to the Board promptly, keep records of chapter activities, provide chapter information to the ACLU-NC as required, and assume additional duties as assigned by the Board.

**Sec. 4.5** The Treasurer shall receive and disburse chapter funds, maintain chapter financial records in accordance with established accounting procedures and ACLU-NC requirements, provide financial status reports to the Board each time it meets, and assume additional related duties as assigned by the Board.

**Sec. 4.6** The Chapter Rep shall attend all meetings of the ACLU-NC Board as a voting member and shall provide regular reports to the chapter Board. The Alternate Rep shall substitute for the Chapter Rep whenever necessary.

## ARTICLE 5: ELECTIONS

**Sec. 5.1** Each chapter Director shall be elected for a one-year term at the annual membership meeting. No Director may serve more than six

consecutive terms, starting with the Board year which began in 1988. This requirement may be suspended for any year by the Board of Directors upon their determination that the number of persons willing to be elected as a director is less than the available vacancies on the Board. If a person has served for six consecutive years that person is eligible to run again for election after a hiatus of one year.

**Sec. 5.2** At least 90 days before the annual membership meeting, the Chair, with the consent of the Board, shall appoint a five-person Nominating Committee. There shall be two non-Board members on the Nominating Committee. The Nominating Committee shall present its recommendation to the Board at least 60 days before the annual membership meeting. The Nominating Committee's recommendations should be based on Board-approved eligibility criteria.

**Sec. 5.3** The membership shall receive written notification of the Board-approved nominees at least 15 days before the annual membership meeting. Members shall be permitted to make additional nominations from the floor at the time of the election.

**Sec. 5.4** Election as a Director shall be determined by a majority of the votes cast at the annual meeting.

**Sec. 5.5** Officers shall be elected annually by the Board at the first regular Board meeting after the annual meeting. Election as an officer shall be determined by a majority of the votes cast at that meeting.

**Sec. 5.6** Directors and Officers shall assume office when elected.

**Sec. 5.7** In the event of a vacancy, the Board shall appoint a Director or an Officer to serve until the next scheduled election.

**Sec. 5.8** The criteria for nomination and election to the Board shall be (a) membership in good standing in the ACLU-NC and the chapter; and (b) commitment to fulfill the duties and responsibilities required by the Board, including regular attendance at Board meetings.

## **ARTICLE 6: MEMBERSHIP AND MEMBERSHIP MEETINGS**

**Sec. 6.1** All members of the ACLU in good standing are considered members of a particular chapter when: (a) their address is in the geographic jurisdiction of the chapter; or (b) they have elected to become members of a non-geographic chapter like the Gay Rights Chapter. Those who elect to join a non-geographic chapter must indicate such intent to that chapter or to the affiliate staff; otherwise, they will automatically be assigned to their geographic chapter where one exists.

**Sec. 6.2** The chapter shall hold an annual membership meeting in September, October or November, for the purpose of electing Directors, receiving reports of chapter activities, discussing other chapter or ACLU business, presenting an educational program, and making awards.

**Sec. 6.3** A special membership meeting may be called at any time by the Board or by written request to the Board by 5% of the membership.

**Sec. 6.4** Written notice of a membership meeting shall be sent to all members giving them at least seven days prior notice of the meeting.

**Sec. 6.5** A quorum at any meeting of the members shall consist of 5% of the members, present in person or by proxy. Voting may be in person or by proxy.

## **ARTICLE 7: ADOPTION AND AMENDMENT OF BY-LAWS**

**Sec. 7.1** These by-laws shall become effective when approved by a majority of the Board, the ACLU-NC Board, and the chapter members present at the annual meeting. A copy of these by-laws shall be given to each Director when elected and shall be made available to any member upon request.

**Sec. 7.2** These by-laws may be amended at any meeting of the Board by a majority of the Directors, subject to approval by the ACLU-NC Board. Any amendment so approved shall be effective only until the next annual meeting unless it is then ratified by a majority of the members present.

## **ARTICLE 8: RULES OF ORDER**

**Sec. 8.1** Except as otherwise provided, Robert's Rules of Order, Revised, shall govern the conduct of meetings.

Adopted by the Board: December 5, 1991

---

Harry Anisgard, Chair

Ratified by the ACLU-NC: 4/29/92 (Date)

---

Dorothy M. Ehrlich, Executive Director

Amended February 24, 1995 (Article 5.1)  
which amendment was duly notified to ACLU-NC  
and is incorporated into this version in its entirety.