

Bylaws for Indivisible Swarthmore: Moving the Needle (MTN), drafted December 2017 by members of the Steering Committee. Approved May 2018.

## **ARTICLE 1 NAME**

### **Section 1.1. Organization Name**

The name of this nonprofit unincorporated association is Indivisible Swarthmore: Moving the Needle (abbreviated as MTN).

## **ARTICLE 2 OFFICES**

### **Section 2.1 Principal Office**

There is no principal office for MTN. One may be established, however, at any location in the Swarthmore / Nether Providence area by a majority vote of the Steering Committee.

## **ARTICLE 3 PURPOSES**

### **Section 3.1 General Purpose**

Moving the Needle: Indivisible Swarthmore is a grassroots organizing group, serving Swarthmore and the surrounding communities, that pursues social justice ideals and, when appropriate, connects those ideals to political action.

### **Section 3.2 Specific Purpose**

We are committed to supporting progressive candidates for elective office in Delaware County, Pennsylvania and the United States; building a more socially conscious and politically engaged community; and holding our elected officials accountable.

### **Section 3.3 Governing Principles**

Unless otherwise provided for herein, the provisions of 15 Pa. C.S.A. Ch. 91 governing Pennsylvania nonprofit unincorporated associations shall govern the operations of MTN.

## **ARTICLE 4 LIMITATIONS**

### **Section 4.1 Prohibited Activities**

MTN shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes described in Article 3. MTN may not carry out any activity for the profit of the Steering Committee or Participating Member or distribute any monetary gains, profits, or dividends to its members.

MTN shall not endorse candidates for elected office. Non-endorsement does not preclude efforts to share information about candidates, including announcing candidates' events; introducing candidates to constituents; or coordinating campaign activities.

MTN shall not sponsor fundraising events for political campaigns. Any member of the Steering Committee may host a fundraiser for any candidate for political

office so long as the Steering Committee member makes clear that MTN is not a sponsor of the event. A Steering Committee member may share resources with candidates and their committees, including but not limited to providing key contacts and logistical support. No member of the Steering Committee may share the MTN member list with any candidate or campaign.

MTN may list any such event in its weekly email and/or on its website, and/or on social media, as appropriate and as consistent with the purposes set forth in Article 3.

## **ARTICLE 5 MEMBERSHIP**

### **Section 5.1 Voting Members**

Except as otherwise provided for herein, only members of the Steering Committee shall be voting members of MTN. Unless otherwise provided for herein, every vote shall be by simple majority. Voting can only take place during a meeting if a quorum is present as outlined in Section 6.8.1.

### **Section 5.2 Participating members**

Anyone involved with MTN who attends MTN organizing meetings, or otherwise participates in MTN activities such as serving on a Committee. All members of the Steering Committee shall be a Participating Member by virtue of being on the Steering Committee.

## **ARTICLE 6 STEERING COMMITTEE**

### **Section 6.1 Number, Nomination, and Limitations**

#### **6.1.1 Number**

There shall be a minimum of five (5) members of the Steering Committee, who shall be the managers of MTN. There will be no maximum number of members of the Steering Committee. Should the number of Steering Committee members decrease to a number fewer than five (5), the remaining members of the Steering Committee will nominate one (1) or more Participating Members to the Steering Committee.

#### **6.1.2 Nomination of New Members**

Any Participating Member shall be eligible for serving on the Steering Committee. A Participating Member may nominate himself or herself or any other Participating Member as a member of the Steering Committee. A member of the Steering Committee, other than the nominating member, shall be designated to reach out to the nominee/s, inform them of the responsibilities of the Steering Committee, gauge their interest in joining the Steering Committee, and report back to the Steering Committee on each nominee's qualifications, interest, and any other relevant information. If the Steering Committee agrees to accept the new officer with a simple majority vote, the new officer will receive notification and be invited to the next Steering Committee meeting.

#### **6.1.3 Limitations**

The Steering Committee will make a good faith effort to have a diverse Steering Committee and avoid possible conflicts of interest.

**Section 6.2 Powers Exercised by Steering Committee**

The business and affairs MTN shall be managed, and all powers shall be exercised, by or under the direction of the Steering Committee. The Steering Committee may delegate the management of the activities of MTN to any person or persons, provided that the activities and affairs of MTN shall be exercised under the ultimate direction of the Steering Committee.

**Section 6.3 Vacancies****6.3.1 Removal**

If a member of the Steering Committee fails to regularly attend Steering Committee meetings by having three unexcused absences during any calendar year or conducts himself or herself in a way at odds with MTN's purposes described herein, he or she may be removed by a  $\frac{3}{4}$  vote of the remaining members of the Steering Committee.

**6.3.2 Leaves of Absence and Resignations**

Any member of the Steering Committee may take a leave of absence from the Steering Committee for at most six months and then rejoin. Any member of the Steering Committee may resign by giving written notice to the Steering Committee. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective.

**Section 6.4 Regular Meetings**

Each month, the Steering Committee shall hold at least one meeting, except during the summer months, at a time and place determined by its officers, for the purposes of reviewing MTN activities and deadlines, upcoming events, team updates, internal & external communications, and transacting any other business. Other regular meetings of the Steering Committee may be held at such time and place as the officers decide by resolution.

**Section 6.5 Special Meetings**

Special meetings of the Steering Committee may be called at any time by any officer, by giving advance notice, which shall include an agenda of topics to be discussed at the Special Meeting.

**Section 6.6 Notice of Meetings****6.6.1 Manner of Giving**

Except when the time and place of a regular meeting is set by the Steering Committee by resolution in advance (as permitted by Section 6.4), notice of the time and place of all regular and special meetings shall be given to each officer by at least two of the following methods: (a) Slack notification; (b) Email notification; or (c) Telephone notification, including text or voice message. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place.

**6.6.2 Time Requirements**

Notices of a regular [or special] meeting shall be delivered at least 72 hours before the time set for the meeting.

### 6.6.3 Notice Contents

The Secretary shall distribute meeting details at least 72 hours before, including time, place, proposed agenda, and any relevant materials for review. The Secretary may collect, distribute, and update meeting materials in whatever manner works best for them, as long as it's reader-friendly.

## **Section 6.7 Place of Meetings**

Regular and special meetings of the Steering Committee may be held at any place within the Swarthmore/Nether Providence area that has been designated in the notice of the meeting, or, if not stated in the notice, as designated by resolution of the Steering Committee. Preferably, all regular meetings should be held at a physical location. Any meeting may be held by telephone/video conference or other communications equipment, as long as all members of the Steering Committee in the meeting can communicate with one another.

## **Section 6.8 Quorum and Action of the Steering Committee**

### 6.8.1 Quorum

A simple majority of the Steering Committee, as then constituted, shall serve as a quorum for the transaction of business, except to adjourn as provided in Section 6.9. The same quorum rules apply for both in-person meetings and those held by telephone or video conference.

### 6.8.2 Voting Procedures

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of members from the meeting, if any action taken is approved by at least a  $\frac{3}{4}$  majority of the remaining members.

### 6.8.3 When a Greater Vote Is Required for Valid Action

The following actions shall require a vote by a  $\frac{3}{4}$  majority of all members in the Steering Committee in order to be effective: (a) Creation or disbandment of Committees, (b) Allocation or disbursement of MTN funds, (c) Determination of policies for event sponsorship, partner organizations, or other public uses of the MTN name, (d) Removal of an officer or member of the Steering Committee without cause, (e) Amending the voting process, (f) Amending the Governing Principles, (g) election of Appointed Officers, and (h) dissolution of MTN.

## **Section 6.9 Adjournment**

A majority of the members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Before adjournment, next steps and action items should be clearly defined for each member, and important or time-sensitive decisions should not be deferred.

## **Section 6.10 Conduct of Meetings**

Meetings of the Steering Committee shall be presided over by an Appointed Officer, as described in Section 8.6. The Secretary shall be in charge of recording minutes, as noted in Section 8.6, and sharing them with the Steering Committee following each meeting. Should the Secretary be absent, the remaining members of the Steering Committee shall appoint another person present to act as Secretary of the meeting. Meetings shall be governed by rules

of procedure as may be determined by the Steering Committee, insofar as such rules are not inconsistent with or in conflict with these Governing Principles.

**Section 6.11 Action Without Meeting**

Any action required or permitted to be taken by a majority of the Steering Committee may be taken without a meeting, if a majority of members of the Steering Committee consent to the action by email, Slack, or any other [written or recorded?] communications. Such consent shall be filed with the minutes of the Steering Committee. The Secretary will be in charge of tallying the votes and sending updates to the Steering Committee in a timely manner.

**Section 6.12 Liability**

No member of the Steering Committee shall be personally liable for monetary damages for any action taken unless: (i) the member of the Steering Committee has breached or failed to perform the such member's duties under 15 Pa. C.S.A. Ch. 91; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

**ARTICLE 7 COMMITTEES**

The Steering Committee will appoint committees as needed, according to the group's evolving areas of concern and interest. The Steering Committee will ensure that each committee has both an appointed chairperson and a Steering Committee liaison.

**ARTICLE 8 APPOINTED OFFICERS**

**Section 8.1 Appointed Officers**

Appointed Officers are voted into their roles by  $\frac{3}{4}$  majority of the Steering Committee. They serve vital roles that further the mission of MTN. Appointed Officers shall be selected from among the members of the Steering Committee. In the case where no current members of the Steering Committee are able to fill the role of such Appointed Officers, the Steering Committee may reach out to Participating Members. If an Appointed Officer is chosen from outside of the Steering Committee, this person automatically becomes a member of the Steering Committee.

**Section 8.2 Appointment**

Appointed Officers shall be appointed by the Steering Committee at any regular meeting for a term of 12 months. Each shall serve at the discretion of the Steering Committee until his or her successor shall be appointed, or his or her earlier resignation or removal.

**Section 8.3 Removal**

Any Appointed Officer may be removed at any regular or special meeting of the Steering Committee.

**Section 8.4 Resignation**

Any Appointed Officer may resign at any time by giving notice to the Steering Committee. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice.

**Section 8.5 Vacancies**

A vacancy in any Appointed Officer role because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Governing Principles for regular appointments to that office.

**Section 8.6 Positions & Responsibilities of Appointed Officers**

**Operations Officer:** The Operations Officer shall oversee general operations, including coordination of Steering Committee meetings and overseeing planning of MTN organizing meetings.

**Vice Operations Officer:** The Vice Operations Officer shall assist the Operations Officer with responsibilities outlined above as needed.

**Chief Community Organizer:** Curates weekly Calls to Action (CTAs) and generates weekly emails to Participating Members and subscribers.

**Community Networks and Education Coordinator(s):** This person/people shall liaison between local government, community organizations, and advocacy groups on issues of concern to MTN and for the purposes of educating Participating Members and deepening MTN's capacity and impact.

**Secretary:** The Secretary shall record notes of meetings, record votes, and other miscellaneous tasks as agreed upon.

**ARTICLE 9 RECORDS AND BYLAWS**

**Section 9.1 Minutes**

The Secretary shall maintain a minutes folder in electronic form available to any Participating Members, which shall contain a record of all actions by the Steering Committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present; (v) the minutes of all meetings; (vi) all consents for action without a meeting; (vii) all protests concerning lack of notice; and (x) formal dissents from Steering Committee actions. In such cases where meeting discussions include sensitive information and topics, the minutes must make note of such closed sessions.

**Section 9.2 Governing Principles**

The Secretary shall keep the original or a copy of the Governing Principles as they may be amended from time to time.

**ARTICLE 10 AMENDMENT**

Amendments to the MTN Governing Principles may be approved by  $\frac{3}{4}$  of the members of the Steering Committee.

**ARTICLE 11 DURATION**

The existence of MTN shall be perpetual unless and until dissolved by a  $\frac{3}{4}$  vote of the Steering Committee.