

SANTA CLARA VALLEY CHAPTER OF
THE AMERICAN CIVIL LIBERTIES UNION
OF NORTHERN CALIFORNIA, INC.

BY-LAWS

ARTICLE I

Name and Jurisdiction

Section 1. The name of this organization shall be: THE SANTA CLARA VALLEY CHAPTER of the American Civil Liberties Union of Northern California, Inc.

Section 2. THE SANTA CLARA VALLEY CHAPTER shall be a Chapter of and subject to the By-Laws of the American Civil Liberties Union of Northern California, Inc. (hereinafter referred to as ACLUNC), located in San Francisco, California, which organization is affiliated with the American Civil Liberties Union, Inc., located in New York, New York.

Section 3. The geographical jurisdiction of this Chapter shall include all of the Santa Clara County except Palo Alto, Mountain View, Los Altos, Los Altos Hills, Barron Park and Stanford.

ARTICLE II

Purpose and Scope

Section 1. The purpose of the chapter shall be to defend, maintain, and extend the civil liberties guaranteed by the Federal and State Constitutions. The mission of the Santa Clara Valley Chapter of the American Civil Liberties Union is to preserve, protect and advance civil rights and civil liberties through public education, information and advocacy.

Section 2. This Chapter may 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. The Chapter may also engage in any activity that would support the mission of the Chapter within ACLU Northern California guidelines.

Section 3. THE SANTA CLARA VALLEY CHAPTER may engage in legal action to further its purposes providing that all litigation undertaken shall

be authorized by the Board of ACLUNC. In emergency situations, staff counsel may approve litigation prior to Board authorization, but such action shall be brought to the Board of Directions for ratification. ACLUNC staff counsel shall be included as counsel of record on all litigation papers and shall supervise that litigation.

ARTICLE III

Board of Directors

Section 1. The number of Board members shall not exceed fifteen (15). A quorum for the transaction of business, except as hereinafter provided, shall be constituted by a majority of filled Board positions.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for the meeting. However, a majority of the directors present, whether or not constituting a quorum or a majority of the quorum, may adjourn any meeting.

Section 2. Unless the Board of Directors decides otherwise, it shall hold meetings a minimum of six times a year. All Board meetings shall be open to any ACLU member who wishes to attend.

Section 3. Any Chapter member may attend regular Board of Directors' meetings and introduce new business at the end of the Board's regular agenda.

Section 4. Special meetings of the Board may be called by the Chairperson or by one quarter of the current board, provided that reasonable notice of such meetings be given all members of the Board.

Section 5. The Board of Directors shall have complete charge of all the affairs of the Chapter and shall be responsible for carrying out the purposes of the Chapter in accordance with these bylaws.

Section 6. Any director who does not fulfill satisfactorily his/her duties may be removed from office by a vote of at least two-thirds (2/3) of the members of the Board of Directors or by a majority of the members present at a legally called membership meeting, but only after written charges have been submitted to the directors at least fifteen (15) days beforehand, to consider such removal.

A member of the Board of Directors who fails to attend three (3) consecutive meetings of the Chapter Board within each year beginning with his/her term of office without a leave of absence shall be terminated from membership on the Board of Directors of the Chapter. A director so terminated shall be immediately notified by the Chairperson. Notwithstanding the foregoing, however, any such board member may, within thirty (30) days following such termination appeal to the Board of Directors to not terminate his/her membership, and the Board of Directors shall act on such an appeal by a majority vote. Leaves of absence shall be granted by a majority vote of the Board.

Section 7. The board may create from time to time such standing or ad hoc committees as may be necessary to carry out the purposes of the Chapter.

Section 8. The Board may create an Executive Committee which shall consist of the Chairperson, the Secretary, the Treasurer, and two (2) at-large members. The at-large members shall be appointed by the Chairperson and shall serve for no more than two (2) consecutive meetings. The Board may delegate to the Executive Committee any of its powers and authority which are not inconsistent with these By-Laws.

Section 9. The Executive Committee of the Board shall meet at the call of the Chairperson.

ARTICLE IV

Officers

Section 1. The officers of the Board shall be: Chairperson, Vice Chairperson, Secretary, Treasurer, and such other officers as the Board shall determine.

ARTICLE V

Duties of Officers

Section 1. The Chairperson shall preside at meetings of the Executive Committee, Board of Directors and of the general membership.

Section 2. The Chairperson shall perform such other duties as the Board may direct.

Section 3. The Chairperson shall be a non-voting, ex-officio, member

of all committees except the Nominating Committee.

Section 4. In the absence of the Chairperson, the Vice-chairperson shall preside at any meetings or perform such duties of the Chairperson as the Board requests and in this capacity shall be a non-voting ex-officio member. In the event both the Chairperson and Vice Chairperson are missing, an acting chair will be named by a majority vote of Board Members in attendance.

Section 5. The Secretary, or in his/her absence, a member of the Board designated by the Chairperson, shall keep minutes of all meetings of the Board of Directors, the Executive Committee, and general meetings. The Secretary shall maintain attendance records of all Board Meetings and shall inform the Chairperson of the delinquency of a Board member, as per Article III, Section 6.

Section 6. The Treasurer shall handle all financial affairs of the Chapter and shall give a financial report to the membership at the Annual Meeting.

ARTICLE VI

Election of Directors, Officers and Chapter Representative

Section 1. The Chairperson of the Board, with the consent of the Board, may appoint a Director Nominating Committee.

Section 2. The Board of Directors shall communicate its slate of nominees for the coming year's Board openings to the general membership at the Annual General Membership Meeting to be held during the month of June. From this slate, and from floor nominations, persons to fill the coming year's board of Directors open positions will be elected at the annual meeting for a two-year term beginning in August. All Chapter members present will be allowed to vote. All nominees for the position of Chapter Director, whether from the Director Nominating Committee, Board slate, or floor nominations, shall be members in good standing of ACLUNC at the time of their nomination, election and service.

Section 3. In the event a vacancy occurs on the Board of Directors, whether due to resignation or termination of membership, the Chair-person may appoint a provisional Director to fill the vacant position, subject to the approval of the Board of Directors. The provisional Director shall serve until the next Annual Membership

Meeting, at which time the position shall be filled by election in accordance with the bylaws.

ARTICLE VII

Membership

Section 1. All members in good standing of the ACLUNC and residing within our jurisdictional area, or with significant ties to the chapter's jurisdictional area are considered members of the Chapter.

ARTICLE VIII

Membership Meetings

Section 1. There shall be an Annual Meeting of the membership of the Chapter for the purposes of electing Directors, receiving reports of the Chapter's activities, and considering such other business as may arise.

Section 2. Each member of the Chapter present at a Special or Annual Membership meeting shall be entitled to one (1) vote.

Section 3. Members present in person shall constitute a quorum.

ARTICLE IX

Amendment of By-Laws

Section 1. These By-Laws may be amended at any meeting of the Board of Directors by a majority of the members of the Board, subject to approval by the Board of Directors of ACLUNC. Any By-Law so amended and approved shall be effective until the next meeting of the membership, at which time it must be approved by a majority of the members present.