

NORTH BAY JOBS WITH JUSTICE
By-Laws

ARTICLE I

NAME AND PURPOSES

Section 1.01. Name. The name of the Organization is: NORTH BAY JOBS WITH JUSTICE

Section 1.02. Purpose. NORTH BAY JOBS WITH JUSTICE

is a non-profit coalition of labor unions and community, faith based, environmental, and student organizations working to promote workers' rights and economic and social justice. The Organization provides a space for open dialogue and collaboration between labor unions and community organizations.

ARTICLE II

STEERING COMMITTEE AND MEMBERS

Section 2.01. Steering Committee. The Steering Committee includes representatives from all organizations and labor unions who are dues paying members of the Organization. Each member organization will designate one steering committee representative and one alternate. The Steering Committee also includes up to three (3) 'At Large Members' who are nominated and elected by the Steering Committee at its discretion. At Large Members must chair a Working Committee of the Organization. The Steering Committee will function as a body to oversee the general direction of the Organization, elect the Executive Board, approve the annual budget, make strategic plans and set annual priorities, plan support actions for worker's struggles, create and amend a Personnel Policy, and take such other actions as it deems necessary.

Section 2.02. Membership Qualifications. The membership shall be open to all labor unions, community organizations, environmental, faith based organizations or student organizations that support The Organization's mission and purpose and agree to pay annual dues. An organization shall become a member organization of the Organization upon a two-thirds vote of the Steering Committee. Individual at-large members may join and participate in committees and serve on the steering committee as per Section 2.01.

Section 2.03. Termination of Membership. The Steering Committee may, by a two-thirds vote of those present at any regularly constituted meeting, terminate the membership of any Member who becomes ineligible for membership, or suspend or expel any Member who shall be in default in the payment of dues.

Section 2.04. Resignation. Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 2.05. Dues. An annual contribution will be paid each year by each organization that is a member of the Organization.
Suggested minimum dues are based on the following guidelines:

1. Regional entities of national unions or denominations (e.g. SEIU Local 1021 or the Catholic Diocese) and Locals with over 10,000 members = \$10,000 - \$20,000 per year
2. Locals with 5,000-9,999 members and annual budgets of \$250,000 or greater = \$2,500 - \$5,000 per year
3. Local unions with memberships between 2,000 and 4,999 and annual budgets of \$250,000 or greater = \$750 - \$1,500 per year
4. Local unions with memberships under 2,000 or annual budgets under \$250,000; and local churches and community organizations = \$100 - \$500 per year sliding scale.
5. Individual at-large members \$10-\$30 per year sliding scale

Organizations can choose to contribute on an annual basis (by January 30 of each year) or on a quarterly basis. Organizations can also submit proposals to the Steering Committee to replace dues with an in-kind contribution (i.e. office labor or other volunteer contribution). Members are encouraged to pay dues at as high a level as possible. The Executive Board may waive or reduce dues in case of financial hardship.

Section 2.06. Meetings. Steering Committee meetings will be held at least four (4) times each year. Meeting dates will be determined at the first meeting of the calendar year. A reminder notice shall be given at least seven (7) days before the scheduled meeting.

Section 2.07. Decision Making. Each member organization and at large member on the Steering Committee shall have one vote. The Organization shall strive to make decisions by consensus. When consensus cannot be reached, a two-thirds vote of members present at the meeting shall be required for decisions to be approved.

ARTICLE III

AUTHORITY AND DUTIES OF EXECUTIVE BOARD

Section 3.01. Executive Board. The Executive Board is the policy-making body and may exercise all the powers and authority granted to the Organization by law. The Executive Board is the governing body of the organization between Steering Committee meetings. It will make necessary decisions on campaign and financial strategy and oversee the staff and Working Committees to ensure that the strategic plans of the the Organization are carried out. The Executive Board shall be responsible for developing agendas and providing leadership for Steering Committee meetings. The Executive Board shall approve all expenditures in excess of \$300. The co-chair(s) and treasurer shall have authority to approve expenditures under \$300.

Section 3.02. Number, Selection, and Tenure. The Executive Board shall consist of two (2) representatives from community organizations, and two (2) representatives from labor unions, all to be elected by the Steering Committee. At its discretion, the Steering Committee may expand the Executive board members to up to five (5) representatives from community organizations, and five (5) from labor unions. Elections for the Executive Board will be held once a year at a regular meeting of the Steering Committee. The outgoing Executive Board shall propose to the Steering Committee at the election

meeting a slate for the incoming Executive Board that represents the breadth and diversity of the membership of the Organization. However, any representative of a member organization shall be eligible to run for Executive Board positions. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by vote of the Steering Committee.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary (or by any other Officer in the case of the Secretary's resignation) of written notification.

Section 3.04. Removal. An Executive Board member may be removed by a two-thirds vote at a Steering Committee meeting whenever in the Steering Committee's judgment the best interests of the Organization will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3.05. Regular Meetings. The Executive Board shall meet eight at least eight times a year during the months when the Steering Committee does not meet and may choose to meet each month. A reminder notice shall be given at least seven (7) days before the scheduled meeting.

Section 3.06. Special Meetings. Special meetings shall be at such dates, times and places as the Officers shall determine with notice emailed or telephoned to each member of the Board not less than forty-eight (48) hours before such meeting.

Section 3.07. Quorum. A quorum shall consist of a majority of the Executive Board attending in person or through teleconferencing. All decisions will be by consensus or two-thirds vote of those present at a meeting at which a quorum is present. If less than a majority of the Executive Board is present at said meeting, two-thirds of the members of the Executive Board present may vote to adjourn the meeting without further notice.

Section 3.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if all the members of the Executive Board consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Executive Board as the case may be.

Section 3.09. Participation in Meeting by Conference Telephone. Members of the Executive Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.10. Working Committees. The Executive Board may establish Working Committees composed of at least two (2) persons who represent community organizations and labor unions. The Executive Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Organization.

Section 3.11. Meeting Participation. The Executive Board may invite staff, Working Committee Chairs, or others to participate with voice but not vote at meetings of the Executive Board as appropriate.

ARTICLE IV

AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Organization shall be a Labor Co-Chair, a Community Co-Chair, a Secretary and a Treasurer.

Section 4.02. Co-Chairs. The Co-Chairs shall be members of the Executive Board and will have the option of presiding at all meetings of the Executive Board. The Co-Chairs shall perform all duties attendant to that office, and shall perform such other duties as on occasion shall be assigned by the Executive Board.

Section 4.03. Secretary. The Secretary shall be a member of the Executive Board and shall keep the minutes of all meetings of the Executive Board and Steering Committee, or choose a representative to do so, in the books proper for that purpose. The Secretary shall work closely with any paid staff of the Organization to disseminate meeting minutes as appropriate and shall perform such other duties as occasionally may be assigned by the Executive Board.

Section 4.04. Treasurer. The Treasurer shall be a member of the Executive Board and shall also report to the Executive Board at each regular meeting on the status of the Organization's finances, or choose a representative to do so. The Treasurer shall work closely with paid staff of the Organization to ascertain that appropriate procedures are being followed in the financial affairs of the Organization, provide annual financial reports to the Steering Committee and shall perform such other duties as occasionally may be assigned by the Executive Board.

Section 4.05. Paid Staff. The Executive Board may hire such paid staff as they deem proper and necessary for the operations of the Organization. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Executive Board and Officers. The Executive Director or designated lead staff person shall regularly report to the Officers and the Executive Board.

ARTICLE V

FINANCIAL ADMINISTRATION

Section 5.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 – December 31.

Section 5.02. Checks, Drafts, Etc. All checks, orders for the payment of money, and any other money, goods or services to be paid out by the Organization shall be signed or endorsed by such officer or officers or agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Executive Board or

of any committee to which such authority has been delegated by the Executive Board.

ARTICLE VI

BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Organization shall be kept at the office of the Organization. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Executive Board and Steering Committees.

ARTICLE VII

ADOPTION AND AMENDMENT OF BYLAWS

Section 7.01. These bylaws and Organizational Structure shall be adopted upon approval of two-thirds of the Steering Committee.

Section 7.02. These Bylaws may be amended by a two-thirds vote of the Steering Committee, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken.

The Bylaws were first adopted by a vote of the North Bay Jobs with Justice Steering Committee on October 30, 2013 and amended at the Steering Committee meeting on November 10th, 2015 as below:

ARTICLE III

AUTHORITY AND DUTIES OF EXECUTIVE BOARD

Section 3.01. Executive Board. The Executive Board is the policy-making body and may exercise all the powers and authority granted to the Organization by law. The Executive Board is the governing body of the organization between Steering Committee meetings. It will make necessary decisions on campaign and financial strategy and oversee the staff and Working Committees to ensure that the strategic plans of the Organization are carried out. The Executive Board shall be responsible for developing agendas and providing leadership for Steering Committee meetings. The Executive Board shall approve all expenditures in excess of \$100. The treasurer shall have authority to approve expenditures under \$300.