

**BYLAWS OF  
CLIMATE CHANGE ACTION BROOKLINE**

**I. NAME**

This organization shall be known as Climate Change Action Brookline (CCAB).

**II. PURPOSE**

The purpose of CCAB is to address climate change by reducing the community of Brookline's contribution to global climate change.

**III. MEMBERSHIP**

**1. Eligibility**

Membership in this CCAB is open to all residents of Brookline, owners of property and businesses in Brookline, and people who work or attend school in Brookline. Any person, however, who does not meet these qualifications, but who is interested in the welfare of the area may, upon approval by the membership at any meeting, be admitted to membership in CCAB.

**2. Dues**

Membership shall be based upon the payment of annual membership dues.

CCAB, through its membership, shall develop a policy with regard to membership, and such policy shall provide for reduced or free annual membership dues under appropriate circumstances.

**IV. DECISION MAKING AND MEETINGS**

**1. Decisions**

CCAB shall conduct business and make decisions at meetings of the full membership.

Ongoing business may be conducted and day-to-day decisions may be made by committees, subcommittees, officers, staff, and consultants, although all major decisions shall be made by the full membership.

**2. Meetings**

The Co-Chairs shall, with the consent of the membership, establish a regular schedule of membership meetings, typically monthly, for the transaction of business.

The Co-Chairs may call emergency membership meetings for the transaction of business between regular meetings upon five days notice to the full membership.

The Annual Meeting of CCAB, for the election of officers and transaction of other business, shall be held in October of each year.

Agendas for regular monthly membership meetings, emergency membership meetings, and annual meetings, shall be circulated to the full membership at least five days in advance. Circulation of agendas for committee meetings, subcommittee meetings, or other meetings is optional.

### 3. Quorum, Consensus, and Voting

Nine members of CCAB constitute a quorum for the transaction of business at any meeting of CCAB, except that twelve members of CCAB constitute a quorum at the Annual Meeting. The membership at any meeting may authorize any officer, committee, or member to take action on behalf of CCAB between meetings or to prepare a proposal for action at the next meeting.

All major decisions of CCAB shall be made at a membership meeting and by consensus, when possible, or, if necessary, by a majority vote of those present.

**a. Consensus** – If it becomes necessary at any meeting to establish formal consensus, it shall be established as follows:

Any person present may say, “I think there is consensus that [proposition].”

If no one objects, a Co-Chair may say, “We have consensus that [repeat the proposition].”

Any person present may say, “I disagree,” and a Co-Chair shall say, “We do not have consensus. The discussion will continue.”

At any time after the first call for consensus, any person present may say, “I think there is consensus that [proposition], and if there is not, I call for a vote.”

**b. Voting** – If any person calls for a vote as above, the following procedure shall be followed:

A Co-Chair shall say, “There has been a call for consensus or a vote; does anyone object to the proposition that [repeat the proposition]?”

If no one objects, a Co-Chair may say, “We have consensus that [repeat the proposition].”

Any person present may say, “I disagree,” and a Co-Chair shall say, “A vote has been called for. If two thirds wish to vote, we will decide by majority vote. If fewer than two thirds wish to vote, the discussion will continue. Please raise your hand if you wish to vote.”

If two thirds of those present raise their hands, a Co-Chair shall say, “We have a two thirds vote. We have been asked to vote that [restate the proposition]. All those in favor, raise your hands; opposed; abstaining.” A Co-Chair shall then announce the result of the vote, and shall restate the proposition if it was approved by majority vote.

## **V. OFFICERS**

### **1. Number and Duties**

Two Co-Chairs, a Treasurer, a Communications/Recording Secretary, and a Membership Director shall be elected by the members. These officers shall be the final arbiters of any dispute or disagreement concerning rights or obligations set forth in these Bylaws or concerning the interpretation of any provision thereof.

### **2. Election of Officers**

The officers shall be elected at the Annual Meeting for a term of two years. The terms of the two co-chairs, shall be staggered. No Co-Chair may serve consecutive terms, though she or he may serve multiple terms if each term is separated by one year during which she or he is not a co-chair. Any vacancy among the officers occurring during the year may be filled for the remainder of the term by the membership at a regular meeting.

### **3. Nomination of Officers**

At least thirty days before the Annual Meeting, the Co-Chairs shall appoint a committee of three or more members, one of whom may be a Co-Chair, to bring nominations for officers to the Annual Meeting. The nominating committee shall report its nominations to the Secretary at least fifteen days before the Annual Meeting. Additional nominations may be made by any member either by submission to a Co-Chair or the Secretary at any time before the Annual Meeting is called to order or from the floor during the Annual Meeting, in either case, subject only to a second from the floor during the Annual Meeting.

## **VI. STAFF AND ADMINISTRATION**

Staff hiring and personnel decisions shall be approved by the membership at a membership meeting, following the guidance of a hiring committee previously established by the membership.

Other than to pay reasonable compensation to staff or consultants, no part of the revenues or assets of CCAB shall inure to the benefit of any of its members, officers, or other private persons.

Members, officers, staff, and consultants may be reimbursed for expenses if such expenses are approved in advance by the Treasurer.

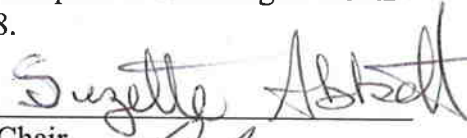
CCAB, through its membership, may develop a policy with regard to reimbursement of expenses.

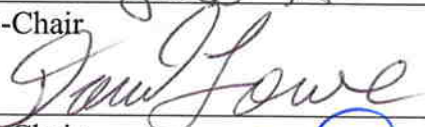
CCAB, through its membership, may develop a policy with regard to conflict of interest.

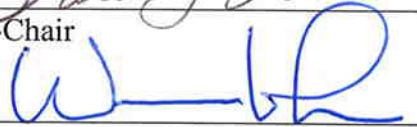
**VII. AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of those present at any membership meeting duly called for such purpose or at the Annual Meeting. Any Amendment must have been presented at the immediately previous meeting in writing, with the signatures of five members, and the Secretary shall send a copy of the Amendment to each member at least one week prior to the meeting at which the Amendment is considered.

These Bylaws duly adopted at a meeting of CCAB  
on August 25, 2008.

  
\_\_\_\_\_  
Co-Chair

  
\_\_\_\_\_  
Co-Chair

  
\_\_\_\_\_  
Secretary