
**BYLAWS
OF
PEOPLE'S ALLIANCE¹**

Article I. Name

The name of the organization is the People's Alliance.

Article II. Mission

The mission of the People's Alliance is to promote social and economic justice through engagement in community issues and the political process. The organization's engagement in the political process extends only to those activities that are consistent with designation as an exempt organization under Section 501(c)(4) of the Internal Revenue Code.

Article III. Membership

Section I. An individual is eligible for membership in the People's Alliance if the individual is committed to and willing to uphold the organization's mission and vision, as set out in the Mission and Vision Statement adopted by the membership. An individual who is eligible for membership becomes a member upon enrollment. Members shall be individual persons only. Corporations, associations, and other entities shall be ineligible for membership.²

Section II. The People's Alliance shall enroll members at any time. Enrollment consists of receipt of membership dues or completion of the number of volunteer hours commensurate with membership dues, calculated at the current livable wage rate determined under Durham's Livable Wage Ordinance.

Memberships shall be for one year. A member's term for the first year in which the member enrolls begins on January 1 of the year in which the member enrolls. A member's term for a subsequent year begins on January 1 of the year to which the member's renewal fees or in-lieu volunteer hours applies. Membership shall be terminated by resignation or nonpayment of dues. Termination of a membership for nonpayment of dues is automatic upon failure of the organization to receive the dues by the required date and does not require a notice of termination from the organization.

¹ Initially adopted by the membership of the People's Alliance on September 11, 2014.

² Bylaws amended to add "Members shall be individual persons only. Corporations, associations, and other entities shall be ineligible for membership" by the membership on April 20, 2019.

Section III. New memberships take effect immediately. A new member, however, is not entitled to vote at a meeting of the organization that takes place fewer than 30 days after the new member's enrollment date. Members whose memberships have expired may renew their memberships at an organization meeting and be immediately entitled to vote at that meeting. Notwithstanding the above, all individuals whose memberships have expired are entitled to attend any meeting of the People's Alliance and to comment upon any issue under consideration by those gathered.

Section IV. The amount of the membership dues shall be determined by a vote of the membership. A change in membership dues made after December 1 of any year becomes effective on January 1 of the second following year. Membership dues shall be paid by each member, however, dues for all members residing together in a single household may be paid as a household membership. Except for the payment of dues for members residing together in a household, no person may pay dues for another person.³

Article IV. General Membership Meetings of the People's Alliance

Section I. There shall be at least three general meetings of the membership of the People's Alliance each year; the date, time, and place to be decided upon by the Board.

Section II. Additional general meetings of the membership of the People's Alliance may be called by the President, by the Board, or by the written request of fifteen members of the People's Alliance.

Section III. Written notice to all members stating the place, day, and hour of a general meeting and the proposed agenda for the meeting shall be posted on the organization's website and sent by email to all members who have provided an email address not less than twelve nor more than fifty days before the date of the meeting. The notice for the general membership meeting at which officers and Board members are to be elected shall include the slate of candidates for these positions determined by the Nominating Committee under Articles V and VI of these Bylaws.

Section IV. Twenty-five members of the People's Alliance who are present in person shall constitute a quorum for the transaction of business at general membership meetings. A majority of the votes entitled to be cast by members present at a meeting is sufficient for the adoption of a matter voted upon by the members. Voting by proxy is not allowed. Voting by a member who is not present in person is also not allowed.

³ Bylaws amended to add "Membership dues shall be paid by each member, however, dues for all members residing together in a single household may be paid as a household membership. Except for the payment of dues for members residing together in a household, no person may pay dues for another person." by the membership on April 20, 2019.

Section V. At general membership meetings of the People's Alliance the membership will determine positions on issues proposed by any member, approve new policies and changes to existing policies, and determine the long-term direction of the People's Alliance. A change to an existing position or policy requires a vote of at least two-thirds of the members present at the meeting. The presiding officer at the meeting shall determine when a proposal changes an existing policy or position.

Article V. Board

Section I. The daily and administrative affairs of the People's Alliance shall be managed by the Board in accordance with the organization's Mission and Vision Statement and consistent with the positions and policies adopted by the membership. Administrative responsibilities shall include but not be limited to establishing an annual budget, hiring and terminating staff members, determining agendas for general meetings of the membership, and facilitating long-term planning. Staff shall report to the Board through the President; the President and Vice-President shall conduct annual performance reviews of the staff.

Section II. The Board shall consist of members and officers of the People's Alliance, not to exceed a maximum of nineteen including ex officio members.⁴ The President of the People's Alliance shall be the Chair of the Board. As appropriate, the membership may choose to elect two Co-Presidents to fulfill the duties of the office of the People's Alliance President. All officers of the People's Alliance shall be ex officio members of the Board.

The members of the Board who are not ex-officio members shall be elected by vote of the membership at a general membership meeting of the People's Alliance. Candidates for the Board shall be submitted by the Nominating Committee. The Nominating Committee consists of the President - or one of the Co-Presidents - and at least two individuals selected by the Board.⁵ The President serves as chair of the Nominating Committee and shall cast a vote on the Nominating Committee only in the event of a tie vote by the other members. Any member who is not on the Nominating Committee may submit a written nomination to that Committee at least thirty days in advance of the meeting at which the election will occur. The Nominating Committee shall include in the names it submits to the general membership for election the name of any individual who received the written nomination of at least twenty-five members of the organization. Nominations may not be accepted at the membership meeting at which the election occurs. Any seats not filled at a general membership meeting by the members, or any seats later vacated for any reason, shall be treated as vacancies to be filled by and in the discretion of the Board, subject to ratification by the membership at its next regularly scheduled membership meeting.

⁴ Bylaws amended to change the maximum number of Board officers and members from seventeen to nineteen by vote of the membership on December 14, 2017.

⁵ Revision to board nominating committee approved by the membership in September 2015. Previously "Nominating Committee consists of the President plus four individuals selected by the Board, at least two of whom are neither a current nor a prior officer or Board member and at least one of whom is a past officer of the Board."

Section III. Members of the Board shall assume their official duties on January 1 following the general membership meeting at which they are elected and shall serve for a term of two years or until the election and qualification of their successors. Members of the Board are required to attend race equity training, offered by one of the vendors approved by the Board, within the first 12 months of their election. Members of the Board who are not ex officio members shall serve staggered terms so that, as nearly as practicable, half of their terms expire each year. The Board shall determine the expiration dates of the terms.

An individual may not serve more than three consecutive two-year terms on the Board, unless the Nominating Committee recommends that the individual continue to serve past this limitation and the membership votes to allow the individual to continue to serve. A member who is an ex-officio member of the Board becomes ineligible to continue in office if the length of time the member has been an ex-officio member of the Board reaches the limit set in this section and that member's office is considered vacant, unless the Nominating Committee and membership authorize an extension. In no event may an individual serve more than five consecutive two-year terms on the Board.

A member of the Board shall be deemed to have resigned should they fail to attend three consecutive meetings without requesting an excused absence from the President. A Board member may be removed by a vote of three-fourths of all the members of the Board.

Section IV. A vacancy occurring in the Board may be filled for the unexpired term by a member of the People's Alliance elected by a majority vote of the Board, subject to ratification by the membership at its next membership meeting. When a vacancy occurs, the Nominating Committee shall recommend a member to fill the vacancy.

Section V. A majority of the total number of Directors constitutes a quorum for the transaction of business at any Board meeting.⁶ The vote of a majority of the members of the Board present at a meeting at which a quorum is present shall be required for the Board to take or support an action.

Section VI. Regular meetings of the Board shall be held each month, unless otherwise provided by the Board. Special meetings may be called by the President or any two members of the Board. Seven days' written electronic notice shall be sent to all Board members of all meetings of the Board.

Section VII. Urgent issues that require resolution between meetings of the Board may be resolved by a majority vote of Board members conducted via electronic correspondence during a 72-hour period after notice to all Board members has been sent. Notices shall state that a vote by the "72-Hour Rule" has been requested. A decision is made when a majority of the Board votes for the same proposal, regardless of whether the votes are received before the end

⁶ Revision to board quorum approved by the membership in December 2014. Previously "Nine members of the Board shall constitute a quorum for the transaction of business."

of the 72-hour period.

Article VI. Officers

Section I. The officers of the People's Alliance are the President, Vice-President, Secretary, Treasurer, and any other officer's position established by vote of the membership. All officers shall be elected by the general membership from among the membership of the People's Alliance at a general membership meeting. Candidates for the offices shall be submitted by the Nominating Committee in accordance with the procedure established in Article V of these Bylaws for submitting nominees for the Board.

Two people may be elected to share any office, and shall share in the responsibilities and authority of the office equally. Should two people be elected as President, the office of Vice-President may remain vacant and the responsibilities thereof shall be shared by the two Presidents.

Officers shall assume their official duties on January 1 following the general membership meeting at which they are elected and shall serve for a term of two years or until the election and qualification of their successors. A member may not serve in the same office for more than two consecutive two-year terms. An officer may resign or shall be deemed to have resigned should she or he fail to attend three consecutive meetings without requesting an excused absence. Officers shall serve as ex-officio, voting members of the Board. As ex officio Board members, officers are subject to the restriction on length of service set in Section III of Article V of the Bylaws.

Section II. The President shall serve as the Chair of the Board, shall preside, or designate someone to preside, at all meetings of the People's Alliance and of the Board; shall perform all duties incident to the office, including acting as the spokesperson, or designating a spokesperson, for the People's Alliance; shall perform such other duties as may be prescribed in these Bylaws or assigned by the Board; and shall coordinate the work of the officers and committees of the People's Alliance in order that its Mission and Vision Statement may be promoted. In the event the President resigns or is unable to fulfill the duties of the office, the officer who is next in charge shall perform the duties of the President. The order in which officers fulfill the duties of the President is the order in which they are listed in the following sections of this Article.

Section III. The Vice-President shall act as aide to the President, shall perform the duties of the President in his or her absence, and shall perform such duties as may be prescribed in these Bylaws or assigned to the Vice-President by the Board.

Section IV. The Secretary shall record the minutes of all meetings of the People's Alliance and of the Board; shall conduct such correspondence as the Board shall direct; shall ensure that the minutes of all meetings are delivered to the staff to be kept on file at the organization's office, and shall perform such other duties as may be delegated to the Secretary.

Section V. The Treasurer shall have responsibility for all funds of the People's Alliance; shall ensure that the People's Alliance keeps a full and accurate account of receipts and expenditures on file at its office; shall present an annual proposed budget for review and comment by the general membership at a general membership meeting; and shall review disbursements to ensure they are disbursed as authorized by the People's Alliance or the Board. Before presenting a budget at a general membership meeting, the Treasurer must present the budget to the Board and obtain the approval of the Board. When the Treasurer presents the approved budget at a general membership meeting, the membership may approve the budget in its entirety, disapprove of the budget in its entirety, or amend the budget to increase or decrease the funding for a proposed item in the budget by no more than ten percent (10). The Treasurer shall present a financial statement at every meeting of the People's Alliance and at other times when requested by the Board and shall make a full report at the general membership meetings.

Section VI. An officer may be removed by a vote of three-fourths of all of the current members of the Board at a regularly scheduled meeting. Such a motion may be placed on an agenda by any member of the Board. Seven days' written notice of such vote must be provided to all members of the Board.

Section VII. A vacancy occurring in any office shall be filled on an interim basis by a member of the Board elected by a majority vote of the Board. At the first general membership meeting following the creation of the vacancy, the vacancy shall be filled by a vote of the general membership. When a vacancy occurs in an office, the Nominating Committee established in Article V of these Bylaws shall recommend a member to fill the vacancy.

Section VIII. Officers who represent or speak on behalf of the People's Alliance shall do so solely in accordance with the organization's Mission and Vision Statement and positions determined by the general membership. Members who speak on behalf of the People's Alliance shall do so only with the express approval of the Board and in accordance with the organization's Mission and Vision Statement and positions determined by the general membership.

Article VII. Issue and Administrative Committees

Section I. The membership of the People's Alliance may, at a general membership meeting, create such committees as it may deem necessary to promote the organization's mission and vision and conduct the work of the People's Alliance. Defunct committees may be renewed at the discretion of the Board, as long as the issues are in accordance with affirmed positions determined by the membership. Newly formed committees may also be created by the Board, subject to ratification by the membership of the People's Alliance at the next general membership meeting.

Section II. Each committee shall have as a liaison at least one member of the Board other than the President. The chair of each committee shall be appointed by the Board. The President shall be an ex-officio member of all committees except a nominating committee. Committees shall regularly report to the Board and provide information as needed to communicate to the People's Alliance membership.

Section III. The President may establish at any time an Emergency Response Committee (ERC) for any issue for which there is no active committee. An ERC is to have at least three members, operate on an ad hoc basis, and require unanimous consent of its members for any action. Members of an ERC are appointed by agreement of the President and Vice-President. Both the establishment of an ERC and the members thereof are subject to ratification by the Board at its next scheduled meeting. Emergency Response Committees shall be unique to any particular issue and shall report all actions to the Board at its next scheduled meeting.

Article VIII. Fiscal Year

The fiscal year of the People's Alliance shall begin January 1 and end the following December 31.

Article IX. Avoiding Conflicts of Interest

Section I. The officers and Board members of the People's Alliance shall scrupulously avoid any conflict between their individual interests and the interests of the organization and shall comply with all laws, such as N.C. Gen. Stat. § 55A-8-31, governing conflicts of interest. If an officer or a committee member has a direct or indirect interest in a proposed transaction of the organization, the organization may enter into the transaction only as authorized by N.C. Gen. Stat. § 55A-8-31 and only if the transaction is fair and reasonable with respect to the organization, determined at the time the transaction is approved, and the material facts about the officer's or committee member's conflict of interest are either fully disclosed or known to those making the decision about the transaction.

Section II. An officer or a Board member whose responsibilities include determining who receives compensation or the amount of compensation to be received is precluded from voting on any matter that pertains to that officer's or committee member's compensation. When establishing the compensation of an officer, a committee member, or another individual in a position to exercise substantial influence over the affairs of the organization, the organization shall approve the compensation in advance of its payment, obtain and rely on appropriate data as to comparability in making a decision, document in writing the date and terms of the compensation arrangement, and document the basis for the decision.

Section III. An officer or Board member who files a notice of candidacy for an elective office must take a leave of absence from the Board until the election. An officer or Board member who is elected to an office is considered to have resigned from the Board effective on the date the member is declared to be the winner of the election. An officer or Board member shall refrain

from personally endorsing or publicly supporting any candidate for elected public office before endorsements for that officer are determined by the People's Alliance Political Action Committee. After endorsements have been determined by the People's Alliance Political Action Committee, People's Alliance officers and Board members may personally endorse and publicly support the candidates endorsed by the People's Alliance Political Action Committee, but shall not personally endorse or publicly support any other candidate. A People's Alliance officer or Board member who desires to personally endorse or publicly support any other candidate for elected public office before endorsements have been determined by the People's Alliance Political Action Committee or who desires to personally endorse or publicly support a candidate other than the candidate endorsed by the People's Alliance Political Action Committee must take a leave of absence from the People's Alliance Board until after the election. The provisions of this section shall not prevent any People's Alliance officer or Board member from supporting any candidate at the People's Alliance Political Action Committee meeting.⁷

Section IV. The policies in this Article shall be called to the attention of the officers and Board members at least annually at a regular meeting of the Board.

Article X. Amendments

These Bylaws may be amended at any regular or special meeting of the People's Alliance by a two-thirds vote of eligible voting members present at a meeting at which a quorum is present, provided that notice of the proposed amendment shall have been given to each member at least ten days prior to said meeting. A member who wants to propose an amendment to the Bylaws must submit the proposal to the Secretary at least 30 days before the meeting at which the amendment is to be considered, along with an explanation of the effect of the amendment.

⁷ Article IX, Section 3 was amended by the membership on April 20, 2019. Previously, this section read, "A Board member who files a notice of candidacy for an elective office must take a leave of absence from the Board until the election. A Board member who is elected to an office is considered to have resigned from the Board effective on the date the member is declared to be the winner of the election."