

Bylaws of The People United

ARTICLE I: NAME, OFFICES AND PURPOSES

- 1.1. NAME. The name of the corporation is The People United (“Corporation”).
- 1.2. PLACES OF BUSINESS. The Corporation shall have its principal place of business in _____, Michigan and may have such other places of business as the Board of Directors may from time to time determine.
- 1.3. PURPOSES. The purposes for which the Corporation is organized are:
 - A. Conduct educational research and analysis of important public policy issues, with respect for the planet earth and its inhabitants, including but not limited to issues related to building an ecologically sustainable economy upwards from local urban and rural communities including small farms, universal health care, education as a right, and addressing poverty in America; the environment including climate change and associated issues; achieving social and racial cohesion including criminal justice, sentencing reform, and demilitarizing police; learning from and supporting as needed communities of diverse peoples and their needs including but not limited to veterans, senior citizens, people of color, rural citizens, the LGBTQIA+ community, and immigrants; honoring tribal nations and supporting treaty rights; election reform and campaign finance reform; and other issues of concern to and affecting the quality of life for all people;
 - B. Support and participate in educational forums, conferences, events, and other meetings relating to these public policy issues;
 - C. Support and build coalitions with citizens, businesses, governmental officials and agencies, and religious and other organizations sharing the goal of promoting democratic solutions to these public policy issues;
 - D. Support public education campaigns to promote public awareness of these issues and solutions, and to solicit citizen participation and support;
 - E. Conduct all activities incidental or necessary to accomplishing the foregoing purposes as otherwise permitted by Section 501(c)(4) of the IRS Code or any other future code;
 - F. Notwithstanding any provision in these Articles, the Corporation may engage in any activity for which a corporation may be organized under the Michigan Nonprofit Corporation Act, Act 162, Public Acts of 1982, MCLA §§450.2101, et seq. (the “Act”), provided, however, that the Board of Directors, as well as the

officers of the Corporation, are prohibited from engaging in any activity that would require the Corporation to file any form or statement pursuant to the Michigan Campaign Finance Act, §§169.201 et seq., or otherwise cause the Michigan Campaign Finance Act to apply to the activities of the Corporation.

G. In connection with the purposes above set forth and in order to carry them out, to solicit, accept, receive and acquire by gift, devise, bequest, grant, conveyance or otherwise, donations, money, tax funds and property of every kind, nature and description, from any person, firm or corporation, including any municipality, county, state or the United States of America, and to hold, manage, spend, administer, use and invest as may be directed by the donor, or as the directors of the Corporation may determine in the absence of such direction.

1.4. **NONPROFIT OPERATION.** The Corporation shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (the “IR Code”), or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said section. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a), described in Section 501(c)(4), contributions to which are deductible under Section 170(c)(2) of the IR Code, or the corresponding provisions of any subsequent federal tax laws (hereinafter referred to as “exempt organizations”).

ARTICLE II: MEMBERSHIP

2.1. Membership in The People United will be open to anyone interested in contributing to the purposes in section 1.3. Applicants for membership will be required to fill out an online application form and agree to the Code of Conduct. New applicants will be automatically accepted as Non-Voting Members.

2.2. **VOTING MEMBERS.** Voting members shall be defined as members who actively participated in the organization during the preceding quarter ending on March 31, June 30, September 30, or December 31. Active participation shall be defined as 1) attending at least 3 general membership meetings during the previous quarter, or contributing to the meeting discussion online within 24 hours after the start of the meeting, or 2) making a significant contribution to the work of any committee. A list of committee contributors

will be submitted by a designated committee representative to the membership committee within one week following the end of the quarter. Voting Members may join or chair any committee, participate in committee or general meeting discussions, vote during general meetings or in official organization votes, vote in the Board of Directors and the Organization Officer elections, and run for a Board of Directors or Organization Officer position.

- 2.3. NON-VOTING MEMBERS. New members and members who did not actively participate as defined in Section 2.2 during the preceding quarter shall be considered Non-voting Members. Non-voting Members may join any committee except the Membership Committee, and participate in committee or general meeting discussions. Non-voting Members may vote on polls to determine the next meeting time, but may not vote on any official organization votes, and may not vote in the Board of Directors or Organization Officer elections.
- 2.4. All current members at the time these bylaws go into effect may run for positions and vote in the initial Board of Directors election, regardless of recent participation status.
- 2.5. NEW MEMBERS. New members may apply to become voting members after 6 weeks of active participation, as defined in 2.2. The membership committee will evaluate the new member's participation, and shall promote the New Member to a Voting Member as long as they met the criteria in section 2.2 for at least 6 weeks.
- 2.6. REMOVAL. Members may be removed for violation of the Code of Conduct, or for actions that would harm The People United, such as violating the 501(c)(4) tax code or election laws.

Violations of the Code of Conduct shall be handled as follows: 1) First offense: warning; 2) Second offense: 4 week suspension of voting rights, and 3) Third offense: removal from the group. The membership committee will make the determination on whether the Code of Conduct has been violated.

Violations of the tax code, election laws, or other statute, misrepresentation of the corporation by any member, actively working to further objectives that clearly contradict the platform, or any activities that would endanger the corporation or its members, will be decided by the Board of Directors in consultation with legal advice. Violators will be subject to immediate removal from The People United, on a majority vote of the Board of Directors.

Members may choose to appeal any membership committee decision, including Code of Conduct violations and decisions regarding change of status from voting to non-voting or vice-versa, to a vote of the voting membership.

ARTICLE III: BOARD OF DIRECTORS

- 3.1. The Board of Directors oversees The People United to ensure that all actions and decisions undertaken by the organization support the organization's mission and fall

within the activities allowed by all applicable laws, including election laws and the 501(c)(4) tax code. Most decisions for The People United will be made by a vote of the general membership; however, the Board of Directors retains the right to veto any decision that violates these bylaws, other published organization rules, or any applicable laws. Any decision vetoed by the Board will be returned to the membership and/or any applicable committee for further study to determine whether it can be modified to meet the requirements.

- 3.2. The Board of Directors will consist of five members: President, Vice-President, Secretary, Treasurer, and Membership Liaison. Board Members will serve two-year terms with a maximum of two consecutive terms. Terms will alternate such that the President, Secretary, and Treasurer are elected in one year, and the Vice-President and Membership Liaison are elected in the alternating year. All five members will be elected in the first Board election, with the initial President, Secretary, and Treasurer serving only until the second election.
 - a. **PRESIDENT.** The President oversees all Board meetings, and is responsible for ensuring there is a quorum, providing copies of the agenda (either physical or digital) to all Board members present, and conducting vote counts.
 - b. **VICE-PRESIDENT.** In the event that the President is absent or otherwise unable to fulfil the President's duties, the Vice-President will assume the President's role. The Vice-President will assume responsibility of any unfilled or vacated officer roles and duties therein.
 - c. **SECRETARY.** The Secretary is responsible for drafting clear and accurate minutes of all Board meetings. The Secretary provides copies of the most recent Board meeting's minutes at the following meeting. The Secretary maintains an archived copy (either physical or digital) of minutes, membership databases, bylaws, and other documents relevant to The People United, which can be produced as needed.
 - d. **TREASURER.** The Treasurer is custodian of all The People United's funds. The Treasurer keeps a written record of all income and expenditures of The People United, as well as relevant receipts, and can produce them upon request. The Treasurer provides quarterly written reports on the financial position of the group, forecasting any budgetary issues requiring the attention of the group and recommending actions to address any financial/budgetary issues identified.
 - e. **MEMBERSHIP LIAISON.** The Membership Liaison acts as the liaison between the Members and the Board of Directors. The Membership Liaison is responsible for internal communications between the Board and the Members, and for representing the Membership on the Board of Directors. Any Member or Committee may bring an issue to the Membership Liaison for consideration by the Board of Directors. The Membership Liaison will request the President to place the item on the agenda, and coordinate any speakers to present at the Board meeting. The President must respond to the Membership Liaison request within one week.
- 3.3. Any Voting Member may serve on the Board of Directors. Any Voting Member may nominate another Voting Member for a Board position with the approval of that member, and any Voting Member may self-nominate.

- 3.4. Board of Directors elections will take place in November of each year, according to the following schedule:
 - a. November 10-20: Nominations
 - i. If a vacant Board of Directors position is not sought by any member within the initial two-week nomination period, the nomination period will be extended until one week after the first nomination is received. If that occurs, Member Voting dates will also be adjusted accordingly.
 - b. November 21-30: Member Voting
 - i. Elections for the Board of Directors members will be conducted using whatever system of voting is currently in standard use by the organization. A quorum for Board elections consists of at least 2/3 of the average number of members who voted in the previous three votes (other than votes for scheduling).
 - ii. In the event of an inquorate election for those posts whoever has the most votes will take up the post provisionally until the start of the following quarter, when a new election for the vacant positions will be triggered following the quarterly Membership update, as defined in Section 2.2.
 - c. The winners will be announced no later than one week following the election.
 - d. The new Board Members will begin their term on January 1.
- 3.5. The Board of Directors will hold regular meetings quarterly in January, April, July, and October. Special meetings may be called by the President with at least one week's notice to all Board members and public posting to all members at least one week in advance. Meetings may be held in person or remotely using any current technology that is widely accessible to all Members.
- 3.6. A quorum for the purposes of votes by the Board of Directors shall be at least 51% of the Board of Directors, or at least 3 people.
- 3.7. All Board Meetings are open and Members may attend any Board meeting. Members may not vote, and may only speak with advance arrangement through the Membership Liaison.
- 3.8. Board Members may have discussions as necessary between meetings, but no discussions or voting may be conducted in private. Any Members have the right to view any Board of Directors proceedings.
- 3.9. REMOVAL. Board Members may be removed by a vote of a majority of the remaining Board members or by a majority vote of the Voting Members.
- 3.10. VACANCIES. Board of Director vacancies will be announced by the President to the membership as soon as the vacancy is known. At least one week will be provided for nominations from the Membership to fill the vacancy, followed by one week for Members to vote.

ARTICLE IV: ORGANIZATION OFFICERS

- 4.1. PURPOSE. Organization officers are separate from the Board of Directors, and are tasked with maintaining the smooth, day-to-day functioning of the organization.

Organization officers are not assumed to have any additional authority beyond what is specified in Section 4.2.

4.2. OFFICERS.

- a. MEETING CHAIRS. The Meeting Chairs will be responsible for overseeing the General Membership Meetings. There will be two meeting chairs, who alternate meetings according to a pre-agreed upon schedule, and two Meeting Chair Alternates who can fulfill the responsibility of Meeting Chair for any meeting where neither Meeting Chair is available. A Meeting Chair is responsible for notifying the alternates as soon as possible of any known conflicts that need to be covered by the alternates.

For each Membership Meeting, the Meeting Chair for that meeting is responsible for providing copies of the agenda (either physical or digital) to all members in advance of the meeting. The Meeting Chair will provide for smooth functioning of the meeting using the rules of order agreed upon as standard meeting procedures for the Membership Meetings.

The Meeting Chairs are responsible for publishing the schedule of meetings at least 3 months in advance.

- b. MEETING SECRETARIES. The Meeting Secretaries are responsible for drafting minutes of all General Membership Meetings and making the minutes available to all Members using standard procedures agreed upon by the Membership.

The Meeting Secretary will provide Minutes of any meeting to all members at least 24 hours prior to the following meeting. The Meeting Secretary will post a list of action items from the meeting no later than 3 days following the meeting.

There will be two Meeting Secretaries, who alternate meetings according to a pre-agreed upon schedule, and two Meeting Secretary Alternates who can fulfill the responsibility of Meeting Secretary for any meeting where neither Meeting Secretary is available. A Meeting Secretary is responsible for notifying the alternates as soon as possible of any known conflicts that need to be covered by the alternates.

- c. MEMBERSHIP COORDINATOR. The Membership Coordinator is the Chair of the Membership Committee, and oversees any operations of the Membership Committee as described in Section 5.2.a.i. In particular, the Membership Coordinator chairs any meetings of the membership committee, and ensures that all reports and activities required of the committee are accomplished in a timely manner as required in Section 5.2.a.i.
- d. MEDIA COORDINATOR. The Media Coordinator is the Chair of the Media Committee, and oversees any operations of the Media Committee as described in Section 5.2.a.vi. The Media Coordinator chairs any meetings of the media

committee, and ensures that all reports and activities required of the committee are accomplished in a timely manner. The Media Coordinator also ensures that all communications with traditional media are handled according to current professional standards.

4.3. ELECTION AND TERM OF OFFICE.

- a. Organization Officers serve one year terms with no term limits.
- b. Any Voting Member may serve as an Organization Officer. Any Voting Member may nominate another Voting Member for an Organization Officer position with the approval of that member, and any Voting Member may self-nominate.
- c. Organization Officer elections will take place in November of each year, according to the following schedule:
 - i. November 10-20: Nominations
 1. If a vacant organization officer position is not sought by any member within the initial two-week nomination period, the nomination period will be extended until one week after the first nomination is received. If that occurs, Member Voting dates will also be adjusted accordingly.
 - ii. November 21-30: Member Voting
 1. Elections for Organization Officers will be conducted using whatever system of voting is currently in standard use by the organization. A quorum for Officer elections consists of at least 2/3 of the average number of members who voted in the previous three votes (other than votes for scheduling).
 2. If no candidate receives a majority (51%) of the votes cast, a runoff election will be held between the top two vote getters.
 - iii. The winners will be announced no later than one week following the end of the election.
 - iv. The new Officers will begin their term on January 1.
- d. Organization Officer positions may remain vacant temporarily if unable to be filled due to insufficient nominees or lack of a quorum.
- e. If any Organization Officer positions remain vacant at the start of a quarter, a new election for the vacant positions will be triggered following the quarterly Membership update, as defined in Section 2.2.

4.4. REMOVAL. Organization Officers may be removed by a majority vote of the Voting Members. A quorum for Removal consists of at least 2/3 of the average number of members who voted in the previous three votes (other than votes for scheduling). A vote for removal must be adequately announced to all members, and the vote must remain open for 72 hours.

4.5. VACANCIES. Organization Officer vacancies will be announced by one of the Meeting Chairs to the membership as soon as the vacancy is known. At least one week

will be provided for nominations from the Membership to fill the vacancy, followed by one week for Members to vote.

ARTICLE V: MISCELLANEOUS

5.1. **FISCAL YEAR.** The fiscal year of the Corporation shall end on the last day of December of each year unless another date shall be fixed by resolution of the Board of Directors. After such date is fixed, it may be changed for future fiscal years at any time by further resolution of the Board of Directors.

5.2. **COMMITTEES.**

A. **STANDING COMMITTEES.** Standing committees are responsible for various aspects of the operation of The People United. Any Voting Member or Non-Voting Member may join any standing committee, with the understanding that joining a committee constitutes a commitment to ongoing assistance with the work of the committee. Unless otherwise specified in these bylaws for specific committees, each committee may choose, by vote of the Voting Members on the committee, a structure that works best for the needs of the committee, including whether or not to have committee leadership positions. Only Voting Members are eligible for committee leadership positions, if any such positions exist.

- i. **Membership Committee.** The Membership Committee is responsible for administering the membership of the Corporation. Duties of the Membership Committee include:
 1. Maintaining databases of current Voting and Non-Voting Members.
 2. Adding new Members from member applications.
 3. Welcoming new members, and familiarizing them with the organizational procedures and code of conduct.
 4. Consulting with Committee Chairs and Meeting Secretaries to develop and post a list of currently active Voting Members at the end of each quarter.
 5. Processing applications from new members to become voting members once they meet the participation requirements in Section 2.2.
 6. Handling Code of Conduct violations per Section 2.6.

The Membership Coordinator is the Chair of the Membership Committee per Section 4.2.c.

Non-voting members may participate as a part of the Membership Committee, but may not vote in decisions regarding the membership status of any member.

- ii. Rules Committee. The Rules Committee develops procedures and rules for operation of The People United, including:
 1. Voting Procedures.
 2. Code of Conduct.
 3. Meeting Procedures.

All rules developed or modified by the Rules Committee must be presented to the membership for approval. A quorum for approval of rules consists of at least $\frac{2}{3}$ of the average number of members who voted in the previous three votes (other than votes for scheduling). Any rules change requires approval by $\frac{2}{3}$ of the votes cast.

The Rules Committee will conduct an annual review in January of each year of current rules and procedures, to ensure that those still meet the needs of the organization. The Rules Committee will solicit feedback from the Voting and Non-Voting Members as a part of this review process.

- iii. Platform Committee. The Platform Committee develops a list of the social and political issues of interest to The People United, and the organization's positions on those issues. The Platform Committee also oversees the development and management of any tools used to develop, solicit feedback on, and publish the platform. Any changes to the platform must be approved by $\frac{2}{3}$ of the Voting Members.
- iv. Technology Committee. The Tech Committee researches, acquires, and develops any technological tools used by The People United, including but not limited to:
 1. Website platform.
 2. Communications tools.
 3. Encryption and security tools.
 4. Meeting tools.
 5. Document creation and management.

6. Any specific technological tools needed by Project Teams.

The Technology Committee may create subcommittees as needed for specific purposes.

- v. Outreach Committee. The Outreach Committee is responsible for communicating and coordinating with other progressive groups, political organizations, and elected officials. Any team or committee may communicate with other organizations as necessary for their purpose, but official communications, such as with elected officials, should be coordinated with the Outreach Community to ensure consistency with current organization platform and communication standards.
- vi. Media Committee. The Media Committee handles all public media for The People United, including social media, press releases, and other communications with traditional or online media. Any communications with traditional media should be coordinated with the Media Committee to ensure consistency with current organization platform and communication standards.

B. AD-HOC COMMITTEES. Ad-Hoc Committees may be formed from time to time by majority vote of the Voting Members for specific purposes within the organization. Ad-Hoc Committees follow the same rules as Standing Committees in 5.2.A.

C. PROJECT TEAMS. Any member, Voting or Non-Voting, may start a project team for the purposes of developing an idea for a project to further the purposes in 1.3. Project teams do not need approval or a vote of the membership to initiate work, however a vote of the membership is required before implementing anything that would be public or that would require organizational funding.

Newly formed project teams will initially work to develop the idea, and create an implementation plan. Once the implementation plan is ready, it should be presented to the membership at a membership meeting by a designated member of the project team. The implementation plan will be discussed, and if necessary return to the team for further work based on the input of the membership. Once the plan is ready to implement, it will be put forward for a vote of the membership according to current voting procedures.

5.3. CODE OF CONDUCT, CIVILITY AND DIVERSITY.

This group is made up of volunteers of numerous and diverse backgrounds, united by their commitment to a set of values - namely social, economic, environmental and racial justice - which were at the core of the 2016 Presidential Campaign of Senator Bernie Sanders. By his example, Senator Sanders has shown us that it is possible to work with people whose ideologies and personalities may be diametrically opposed to our own,

when the results could provide real, positive change, and the alternative is gridlock and dysfunction. We know from experience that we can be a positive force in driving the political direction of our society. To that end, we agree to make every effort to work together under the following terms:

- A. We will work together toward a common goal.
 - B. We accept differences of personality and opinion.
 - C. We agree to treat one another with respect.
 - D. When making observations, we will try to remain objective.
 - E. When debating, we will not let our differences of opinion over policy or strategy descend into personal attacks.
 - F. We do not condone bullying or harassment, and will actively take steps to mitigate either should they occur.
 - G. We will undertake all administrative and organizational decisions as a group, according to the procedures outlined in this document.
 - H. We will work together to find equitable solutions to any issues which may arise.
 - I. In our interactions with one another, and with the wider public, we will act in a way that adheres to the moral and philosophical values of our group.
 - J. We trust one another to abide by these guidelines and act in the group's best interest.
 - K. We are aware of our own limitations, and if we have been given a task which we are unable to complete, we will seek out assistance.
 - L. We value and encourage feedback, and will not retaliate against those who give it.
- 5.4. GENERAL MEMBERSHIP MEETINGS.

- A. General meetings for all members will be held approximately four times per month, alternating between Sunday and Tuesday. The meeting schedule will be posted at least 3 months in advance by the Meeting Chairs.
- B. Because it is anticipated that members will be widely geographically distributed, in-person meetings will be impractical and rare. General membership meetings will be conducted using any applicable technology, including but not limited to teleconferencing, video conferencing, email, or chat application.
- C. Every attempt will be made to schedule meetings at a time most convenient to the majority of members, and meeting times will alternate between weekdays and weekends to accommodate as many members as possible. Whenever possible, a

vote will be conducted among the members to determine the best meeting time. At least three days' notice will be given to all members of the next meeting time.

- D. General membership meetings may include: committee reports, discussion of committee work or other organizational endeavors, discussion of current events as they relate to the organization's mission, discussion of organization-wide decisions prior to a vote, or any other subject relating to the mission, operations, or activities of The People United. Any committee or individual who desires to add an item to the agenda must submit it to the Meeting Chair at least 24 hours prior to the scheduled meeting. The Meeting Chair will provide a preliminary agenda to all members at least 24 hours prior to a scheduled meeting. The Meeting Chair will submit a finalized agenda at the beginning of the meeting.
 - E. The Meeting Secretary will provide Minutes of any meeting to all members at least 24 hours prior to the following meeting. The Meeting Secretary will provide a list of action items from the meeting no later than 3 days following the meeting.
- 5.6. AMENDMENTS. Amendments to these bylaws may be proposed by the Board of Directors, any committee, or any voting member. The Meeting Chairs will schedule the Amendment for discussion on the agenda for the next two meetings: one weekday meeting and one weekend meeting. After the proposed amendment has been discussed in two meetings, it will be put up for a vote by the membership. The Amendment vote must remain open for 72 hours. A quorum for Amendment consists of at least 2/3 of the average number of members who voted in the previous three votes (other than votes for scheduling). At least 2/3 of the votes cast must vote to accept the Amendment. If the Amendment is not accepted by at least 2/3 of the votes cast, it may be revised and reconsidered using the same procedures.
- 5.7. DISSOLUTION. In the event of the dissolution or liquidation of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the directors shall donate, transfer, deliver and convey all of its moneys, properties and other assets to any nonprofit successor organization approved by the directors, provided that such successor organization is exempt from taxation under Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law; to be used by said nonprofit successor organization exclusively for the accomplishment of the purposes for which this corporation is formed. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.