

SAN RAMON VALLEY DEMOCRATIC CLUB BYLAWS
[Approved as Amended April 23, 2015]

ARTICLE 1 NAME, PURPOSES AND AFFILIATION

- Section 1.1 Name: The name of the Club is the San Ramon Valley Democratic Club.
- Section 1.2 Nature of the Club: The Club is chartered as a Club by the Contra Costa County Democratic Central Committee, and is organized as a not-for-profit political organization in accordance with applicable state and federal laws.
- Section 1.3 Purpose of the Club: The Club is formed to carry out the following purposes of its members:
- a. To support and elect Democratic candidates to local, state and federal offices and to encourage new candidates who share our Democratic ideals.
 - b. To foster continuing Democratic action in the San Ramon Valley community and to provide an enduring local structure affiliated with the California Democratic Party.
 - c. To carry out Democratic action in concert with other affiliated organizations of the Democratic Party and with other organizations as will best serve the purposes of the Club.
 - d. To develop and encourage a grass-roots voice within the California Democratic Party and to foster continuing adherence to Democratic ideals within the Party.
 - e. To work to secure the future of the Party and its ideals in the community.
 - f. To promote accessibility to Party activities among all interested citizens and to encourage more Democrats to become active in political affairs.
 - g. To have fun being Democrats.

ARTICLE 2 MEMBERSHIP

- Section 2.1 Members: Membership in the Club will be open to all registered Democrats and to all persons under legal voting age who declare their loyalty to the Democratic Party. Diversity of membership is encouraged.
- a. Membership will not be open to members of any organization found by the Club, by a majority of the members at a properly noticed General Membership Meeting, or by the County Central Committee, to be repugnant to the principles of the Democratic Party.
- Section 2.2 Demographic focus: The focus of the Club will be the organizing of Democratic action in Danville, San Ramon, Alamo, Blackhawk, Diablo, areas of Walnut Creek, and surrounding communities, as will best serve the purposes of the Club.
- Section 2.3 Dues: The Board of Directors will have the authority to establish categories of membership such as individual, family, senior, student.
- a. Dues will be set so as to provide the Club with sufficient funds for its activities, but not set excessively so as to discourage membership.
 - b. Annual dues are payable on a calendar year basis (January – December) and due on January 1. Members will be notified of this requirement on or about the beginning of each calendar year.
 - c. All members who have paid their dues by March 1 are considered “members in good standing.” If annual dues are not received by March 1, members are

considered delinquent, not in good standing and not eligible to vote until their dues are paid for the current year.

ARTICLE 3 BOARD OF DIRECTORS

- Section 3.1 The Board of Directors includes:
- a. Officers
 - b. Chairpersons of committees
 - b. Club members as appointed by the President and approved by the Board
- Section 3.2 Board of Directors' Powers
- a. The Officers of the Club's Board of Directors (Section 3.3 below) will as serve as the Board's Executive Committee.
 - b. Powers of the Board of Directors:
 - 1. All administrative matters of the Club will rest with the Board of Directors.
 - 2. Decisions on behalf of the Club that involve expenditures of \$1,000 or more will be approved only by a vote of the membership.
 - c. When the timing of urgent matters does not allow for waiting until the next scheduled Board meeting, the Board may conduct business via phone or email.
- Section 3.3 Officers
- The officers are:
- a. President
 - b. Vice President
 - c. Immediate Past President
 - d. Secretary
 - e. Treasurer
- Section 3.4 The duties of the officers will be:
- a. The President will act as the Chief Executive and conduct the meetings of the members and of the Board.
 - b. The Vice President will act as Program Chair and will act in the absence of the President.
 - c. The Immediate Past President will act as the Parliamentarian and will act in the absence of both the President and Vice President.
 - d. The Secretary will record the minutes of all Board meetings. In the absence of the Secretary, the President will appoint an Acting Secretary.
 - e. The Treasurer will keep an accurate record of all receipts and expenditures and provide reports consistent with FPPC regulations.
- Section 3.5 Committees: The President may constitute and terminate committees as needed from time to time.

ARTICLE 4 ELECTIONS

- Section 4.1 The President will appoint a Nominating Committee in February of each year.
- Section 4.2 The Nominating Committee will recommend nominees for officers to the Board of Directors for approval at the April Board meeting. The Board will submit nominees for officers to the membership at the General Membership Meeting in April. Nominations may also be made from the floor by any member in good standing.
- Section 4.3 At the General Membership Meeting in May of each year, election of officers will be conducted by a show of hands by the members in good standing.

ARTICLE 5 MEETINGS

- Section 5.1 General Membership Meetings will be held as designated by the Board of Directors.
- a. General Membership Meetings will be scheduled, when practical, at least six months in advance.
 - b. There will be at least four General Membership Meetings a year.
 - c. No vote will be taken unless a minimum of fifteen (15) members in good standing are present at the meeting.
- Section 5.2 Board of Directors' Meetings will be held following the General Membership Meetings.
- a. Additional meetings may be called by the President, or in his or her absence, by the Vice President, or if both are unavailable, by the Immediate Past President.
 - b. Five (5) members of the Board of Directors will constitute a quorum.
- Section 5.3 Procedure of Meetings. All meetings will be conducted in accordance with Robert's Rules of Order, 8th Edition, or later.

ARTICLE 6 ENDORSEMENTS

- Section 6.1 Definitions:
- a. Eligible Voters: Eligible voters are Members in Good Standing who have been Club members for at least twenty-eight (28) days.
 - b. Measure. A Measure is any issue, initiative, referendum, resolution or event, or any Yes/No ballot or legislative proposal or question.
 - c. Candidate. A Candidate is a registered Democrat who is running for local, state or federal office.
 - d. Contest. A Contest is a Measure or a Candidate race.
 - e. Positions. The Positions of the Club on a Measure or Candidate are 'yes,' 'no,' or 'no endorsement.'

- Section 6.2 Endorsement Process:
- a. The Club may endorse any Measures supportive of democratic values.
 - b. The Club may only endorse a Candidate who is a registered Democrat.
 - c. The endorsement threshold is sixty percent (60%) of the votes cast by eligible voters. Eligible voters may vote 'yes,' 'no,' or 'no endorsement.' Proxy votes are expressly prohibited. These requirements apply to all endorsements, including endorsements at a General Membership Meeting, at a Board Meeting, or by an email vote.
 - d. Endorsements proposed at a General Membership Meeting will be discussed before the vote. Balloting at a General Membership Meeting will be by a show of hands, unless a secret ballot is requested by five (5) or more members present.
 - e. An email vote is allowed when the Board has deemed a vote at a General Membership Meeting is impractical due to time constraints. Results of email ballots will be based on the number of eligible voters who have responded with a 'yes,' 'no,' or 'no endorsement' vote received within a designated period.
 - f. The Board of Directors may, on its own authority, and representing only itself (i.e., not the Club as a whole) take a position on a Measure if it deems a vote of the membership is impractical due to time constraints. Votes cast may be at a Board meeting or by email vote. Such endorsements by the Board will be reported to the members at the next General Membership Meeting. The Board may not endorse a Candidate independent of the Club's membership.

- Section 6.3 Prohibition on other endorsements:
- a. No member of the Club other than the President will represent the Club.
 - b. No individual officer, director or member of the Club may, in the name of the Club, endorse a Candidate or a Measure without the prior consent of the members as prescribed in Section 6.2 of this Article. This prohibition extends to, but is not limited to, published ads, the Club's website, Club literature, and Club activities.

ARTICLE 7 REMOVAL OF OFFICERS, DIRECTORS, AND MEMBERS

- Section 7.1 An officer or a director of the Club may be removed from office for such cause as:
- a. Misconduct in exercising his or her duties; neglect of duty in office; affiliating with or registering to vote as a member of another political party; or
 - b. Publicly avowing preference for another political party; publicly advocating that voters should not vote for members of the Democratic Party, or publicly avowing a preference for a candidate who is opposed to a member of the Democratic Party; or affiliating with an organization that is repugnant to the principles of the Democratic Party.

- Section 7.2 Process of removal of an officer or a director:
- a. A petition for removal will be in writing and signed by least five (5) Club members in good standing. The petition will state the grounds for the proposed removal and will be delivered either to the President or the Secretary at least three (3) weeks prior the next General Membership Meeting.
 - b. Upon receipt of the petition, members of the Club and the person identified in the petition will be informed. The members will be notified of the petition prior to the next General Membership Meeting.
 - c. At the General Membership Meeting, the person identified in the petition will have an opportunity to respond to the charges.
 - d. Removal will require a two-thirds vote of the members in good standing present, by secret ballot. If removal is approved, a new officer or director may be appointed by the President to fill the officer's or director's unexpired term.

Section 7.3 A member of the Club may be removed for such cause as failure to meet the requirements for membership as described in Article 2, Membership, above.

Section 7.4 Process for removal of a member: The procedure will be the same as described for the removal of an officer or a director (Section 7.2 above), except that only three (3) Club member signatures are required on a petition for removal of a member.

ARTICLE 8 AMENDMENTS

- Section 8.1 The Bylaws may be amended by the members at any General Membership Meeting, provided that:
- a. A proposal for an amendment is in writing and signed by at least three (3) members in good standing.
 - b. Members are notified of a proposed amendment to the Bylaws at least thirty (30) days prior to the next General Membership Meeting.
 - c. A two-thirds vote by the members in good standing at the General Membership Meeting is required for approval.

Section 8.2 The approved amendment will take effect in thirty (30) days.

ARTICLE 9 SUPERSEDURE

Section 9.1 These Bylaws will supersede any prior Bylaws of the San Ramon Valley Democratic Club.