

**BYLAWS
OF
THE DISTRICT 5 DEMOCRATIC CLUB**

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PREAMBLE

The District 5 Democratic Club will empower residents of District 5 to create a more effective and responsive government by promoting active interest and participation in governmental affairs, increasing the effectiveness of our government, and shaping and advancing the ideals and philosophies of the Democratic Party.

ARTICLE I. NAME AND AFFILIATION

Section 1. Name

- a) The name of this Organization shall be the DISTRICT 5 DEMOCRATIC CLUB.

Section 2. Affiliation

- a) The District 5 Democratic Club shall be affiliated with the San Francisco Democratic Party and the California Democratic Party. The District 5 Democratic Club shall charter annually with the SF DCCC, and with the CDP as requested for Pre-Endorsement Conference Participation.

ARTICLE II. MEMBERSHIP & MEETINGS

Section 1. Club Membership

- a) Membership in the club shall be open to registered Democrats who have met the following qualifications:
 - 1) Attended at least one qualifying meeting within the past 12 months; or
 - 2) Paid yearly dues.
- b) Members who are residents of District 5 and meet only one of the two qualifications above are Associate Members. Members who are not residents of District 5 and meet only one of the two qualifications above are Non-Resident Members. Associate Members and Non-Resident Members are non-voting members of the club and cannot be used for the purpose of representation at any meeting of this organization.
- c) Voting privileges are reserved for Members in Good Standing. Members in Good Standing are members who have met all of the following qualifications:
 - 1) Attended at least one qualifying meeting within the 12 months preceding any vote in addition to the meeting at which a vote of the Members in Good Standing will occur.

- 2) Paid yearly dues.
- 3) Are registered to vote as a Democrat in District 5.
- d) Qualifying meetings include Executive Board meetings, general membership meetings and events sponsored or co-sponsored by the District 5 Democratic Club, providing the Executive Board approves the event as a qualifying meeting prior to the event by simple majority vote.

Section 2. General Membership Meetings

- a) General membership meetings shall be held a minimum of two (2) times a year. One (1) general membership meeting must be held after the November general election and before February 1 of the following year. At least one (1) general membership meeting must be held prior to absentee ballots being mailed to voters by the San Francisco Department of Elections for any given election.
- b) Special general membership meetings may be convened in the following manner:
 - 1) At the call of the President and at such a time and in such a place as the President may designate; or
 - 2) Upon written request to the President of a majority of the Members in Good Standing OR 2/3 of the Executive Board and at such a time and in such a place as they may designate.

Section 3. Meeting Notice, Agenda and Minutes

- a) Notice and agenda of regular and special meetings shall be prepared and distributed by the Secretary. The Secretary shall send notices and agendas via email to all club members and post on the Club's website at least ten (10) days prior to the convening of each meeting. If special meetings are called with less than ten (10) days notice, the Secretary must notify the Executive Board by telephone and/or email.
- b) Any interested party may request to place an item on the agenda of a regular or special meeting in writing to the President and Secretary at least seven (7) days prior to the meeting. An item may be added to the agenda after the noticing deadline by a 2/3 vote of the present and voting Members in Good Standing at a general membership meeting.
- c) The Secretary shall send minutes of general membership meetings via email to all club members and post on the Club's website within fourteen (14) days after each meeting.

Section 4. Meeting Procedure and Action

- a) Meetings of the general membership shall have the power to amend these Bylaws (in accordance with Articles IX and X of these Bylaws), adopt such resolutions as may be in order, and take such actions as may be appropriate and consistent with these Bylaws.
- b) General membership meetings shall be run according to these Bylaws and Robert's Rules of Order (Newly Revised).

Section 5. Voting

- a) Members in Good Standing must be present at a general membership meeting in order to vote or submit their vote online at least one hour prior to the start of the meeting.
- b) Online voting is only permissible for Club Officer Elections and endorsements pertaining to a primary, general, or special election

Section 6. Meeting Quorum

- a) A majority of the Members in Good Standing OR Four (4) members of the Executive Board shall constitute a quorum for the transaction of business at a general membership meeting. In the event there are less than 4 total officers of the Executive Board, quorum shall be defined as a majority of elected officers.

ARTICLE III. OFFICERS

Section 1. Officers

- a) The elected officers of this Organization shall be: President, Vice President of External Affairs, Vice President of Internal Affairs, Treasurer, and Secretary.

Section 2. Duties

President

- a) The President shall be the official voice of this Organization and shall be its representative at all Democratic Party functions. The President shall preside over all meetings of this Organization. The President shall create standing committees and appoint chairs of all standing committees and the chairs and membership of all special committees, unless otherwise provided for in these Bylaws.
- b) All appointments of the President are subject to the approval of the District 5 Democratic Club Executive Board.

- c) The President shall establish an organizational calendar in accordance with these Bylaws and shall make all efforts to maintain and strengthen communications between the various member clubs.

Vice President of External Affairs

- a) The Vice President of External Affairs shall be responsible to the President.
- b) The Vice President of External Affairs shall coordinate outreach efforts, co-sponsored activities, and major community and external events. The Vice President of External Affairs shall further assist in the managing of the Organization's outreach to Democratic organizations seeking support from the Organization. Voter registration efforts shall fall under the purview of the Vice President of External Affairs.

Vice President of Internal Affairs

- a) The Vice President of Internal Affairs shall be responsible to the President.
- b) The Vice President of Internal Affairs shall be a member of all standing and special committees and shall manage the Organization's functionality, including the membership database and the annual chartering with the SFDCCC.
- c) In the absence of the President, the Vice President of Internal Affairs shall preside at the meetings of this Organization.
- d) Should a vacancy occur in the presidency of this Organization, the Vice President of Internal Affairs shall assume the duties of President until such time as a replacement is selected according to these Bylaws.

Treasurer

- a) The Treasurer shall be responsible to the President.
- b) The Treasurer shall be responsible for all tracking all fund raising reporting activities of the Organization, shall submit financial statements to the Executive Board at each regularly scheduled Executive Board meeting, and shall be a member of any official fundraising Committee.
- c) In addition, the Treasurer shall be responsible for seeing that all disbursements, receipts, banking relationships, FPCC & Ethics statements and in general, any and all bookkeeping responsibilities of the Organization are fully and properly performed. An annual budget of the Organization shall be prepared for approval of the Executive Board at least thirty (30) days prior to the January Executive Board meeting.

Secretary

- a) The Secretary shall be responsible to the President.
- b) The Secretary shall maintain all meeting minutes of the Organization, serve all required notices, and discharge any other duties at the discretion of the President. The Secretary shall prepare materials as necessary to maintain the Organization's current membership in the San Francisco Democratic Party. The Secretary shall be responsible for overseeing the Organization's website and social media presence.
- c) If the Secretary is not present at the meeting, the President shall assign Secretary duties to another club member.

Section 3. Election of Officers

- a) All officers shall be elected annually at the first general membership meeting of the Organization following the November election.
- b) The President, Vice President of Internal Affairs, Vice President of External Affairs, Secretary, and Treasurer shall be elected by the entire membership of this Organization in the order listed.
- c) An unsuccessful candidate for an officer position may be appointed for any remaining officer position provided they meet all requirements as stipulated by these Bylaws.
- d) All candidates for office shall file their "intent to run" via email with the Secretary at least fourteen (14) days prior to election.
- e) The Secretary must post online and email all club members the declared candidates thirteen 13 days prior to the election.
- f) Every Member in Good Standing shall be eligible for any office in this Organization.
- g) At the beginning of any meeting in which an officer election will occur, a Member in Good Standing will be elected from among the Members in Good Standing present and voting to be responsible for conducting the officer election. The member elected to conduct the officer election shall not be a candidate for any officer position considered at that meeting.
- h) In the case that a Member in Good Standing cannot attend the meeting in which an officer election will occur, the Member in Good Standing may submit an absentee ballot electronically that must be received by the Secretary no later than one (1) hour prior to the scheduled start of the meeting. The email must be sent from the account listed on the membership form.
- i) If a Member in Good Standing declares their intent to be a candidate for any office (excepting Democratic Party positions) that will appear on any District 5

ballot, the person will be ineligible to run for officer positions within the Organization. Any officer who declares their candidacy will step down from their leadership position immediately. Declaring intent to run is defined as either pulling papers or forming an exploratory committee.

Section 4. Term of Office

- a) Officers elected at the first membership meeting following the November election shall take office upon adjournment of that meeting. Officers shall serve a term of one year, or until the conclusion of the next duly noticed officer elections meeting, whichever is longer, unless removed pursuant to Section 6 of this Article.

Section 5. Vacancy

- a) Vacancy in any of the offices shall be filled with an interim officer by a majority vote at the next meeting of the Executive Board, which shall be summoned upon at least three (3) weeks notice.
- b) If an officer resigns or becomes ineligible, the Executive Board shall appoint an interim officer, and there will be an election for the officer position at the next general membership meeting so long as the next general membership meeting is at least three weeks after the office was vacated.
- c) In the case that the duties of a vacant office must be executed for the good of the Club, the President shall assume the duties of that office or appoint those duties to another member of the Executive Board until the officer position is filled in accordance with these Bylaws.

Section 6. Removal

- a) Any officer may be removed by two-thirds (2/3) vote at a meeting of the Executive Board contingent upon the following procedures;
- b) Written charges shall be provided against the officer to every member of the Executive Board at least five (5) weeks in advance of the meeting at which the removal shall be moved.
- c) The officer shall be given the opportunity to answer said charges and to know the identity of their accuser(s).
- d) A motion for removal, if passed, shall take effect immediately, at which time a vacancy shall be declared pursuant to Section 5 of this Article. If within twenty four (24) hours the officer submits a resignation, the motion to remove shall be expunged from all records and the resignation shall be recorded as such.

- e) The excessive absence of an officer at properly noticed events of the Executive Board shall constitute a resignation of his or her office. At the close of the second consecutive event in which an officer has not submitted a written excuse for absence or submitted an officer's report, his or her office shall be declared vacant via dereliction of duty.
- f) When personal, academic or professional obligations prevent an officer's Executive Board attendance, an officer may submit a written note and an officer's report prior to the next meeting directed to the president and secretary as a sufficient excuse for absence.

ARTICLE IV. EXECUTIVE BOARD

Section 1. Executive Board

- a) There shall be an Executive Board of this Organization, which shall have all the powers and duties of this Organization when the full membership is not in actual session.

Section 2. Executive Board Membership

- a) The Executive Board shall consist of the following members:
 - 1) All elected Officers of the District 5 Democratic Club.
 - 2) The Vice Chairs of all Standing Committees.
 - 3) The Immediate Past President. If the Immediate Past President did not serve their full term, they shall not be eligible for this seat.
- b) Any officers of the Democratic National Committee, California Democratic Party or SFDCCC members living in District 5. Officers of these entities shall not be counted towards or against quorum of the Executive Board and shall not be subject to the attendance requirements of the Executive Board. These members shall not be eligible to vote as members of the Executive Board.

Section 3. Executive Board Organization

- a) The President shall be the Chair of the Executive Board, and the Secretary shall be the Secretary of the Executive Board.

Section 4. Executive Board Meetings

- a) The Executive Board shall conduct regular meetings a minimum of four (4) times a year in January, April, July and November.

- b) Meetings may be rescheduled or canceled by a vote of 2/3 of the Executive Board at least 10 days prior to the date the rescheduled meeting would be held.
- c) The Executive Board may convene special meetings in the following manner:
 - 3) At the call of the President and at such a time and in such a place as the President may designate; or
 - 4) Upon written request to the President of a majority of the Members in Good Standing OR 2/3 of the Executive Board and at such a time and in such a place as they may designate.
- d) Executive Board Meetings shall be open to attend by all Club members and invited guests.
- e) Any member of the Executive Board may call for a Closed Session of the Executive Board with a 2/3 vote of the Executive Board.

Section 5. Executive Board Notice, Agenda and Minutes

- a) Notice and agenda of regular and special meetings of the Executive Board shall be prepared and distributed by the Secretary. The Secretary shall send notices and agendas via email to all club members and post on the Club's website at least ten (10) days prior to the convening of each meeting. If special meetings are called with less than ten (10) days notice, the Secretary must notify the Executive Board by telephone and/or email.
- b) Any member of the Executive Board may place an item on the agenda of a regular meeting of the Executive Board by providing written notice to the Secretary at least seven (7) days prior to the meeting. An item may be added to the agenda after the noticing deadline by a 2/3 vote of the Executive Board.
- c) Any member of the Executive Board may place an item on the agenda of a special meeting of the Executive Board by providing written notice to the Secretary at least five (5) days prior to when the special meeting will be held. In the case that a special meeting is to be held in less than five (5) days of being called, items may only be placed on the agenda by a 2/3 vote of the Executive Board.
- d) The Secretary shall send minutes of Executive Board meetings via email to all club members and post on the Club's website within fourteen (14) days after each meeting.

Section 6. Executive Board Procedure and Action

- a) The Executive Board shall have the power to amend these Bylaws (in accordance with Articles IX and X of these Bylaws), adopt such resolutions as

may be in order, and take such actions as may be appropriate and consistent with these Bylaws.

- b) The Executive Board meetings and all its meetings shall be run according to these Bylaws and Robert's Rules of Order (Newly Revised).
- c) Any report or resolution to be presented to the Executive Board must be copied in sufficient numbers as to allow each member one (1) copy.

Section 7. Executive Board Voting

- a) Executive Board Members must be present at an Executive Meeting in order to vote.
- b) If an Executive Board member is participating by phone, (s)he may vote by phone.
- c) Proxy voting by Executive Board Officers is allowed if granted to another member of the Executive Board in writing.
- d) No absentee voting for Executive Board Officers is allowed.
- e) Certain, limited, business of the Executive Board may be voted on between regular and special meetings by 2/3 majority of members of the Executive Board via email: scheduling general membership and Executive Board meetings, approving qualifying events, and approving expenditures. Actions specifically excluded from voting via email include suspending or amending the Bylaws, and endorsements. The Secretary shall record all action taken to be included on the agenda and in the minutes of the next meeting of the Executive Board.

Section 8. Executive Board Quorum

- a) Four (4) members of the Executive Board shall constitute a quorum for the transaction of business. In the event there are less than 4 total officers of the Executive Board, quorum shall be defined as a majority of elected officers.

ARTICLE V. STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees

- a) There shall be four (4) Standing Committees of the Club: Issues & Action Committee, Finance Committee, Communications Committee and Membership Committee.
- b) The Vice President of External Affairs shall be Chair of the Issues & Action Committee, the Vice President of Internal Affairs shall be Chair of the

Membership Committee, the Treasurer shall be Chair of the Finance Committee, and the Secretary shall be Chair of the Communications Committee.

- c) The President shall appoint the Vice Chair of each committee from among the membership of the Club, subject to majority approval by the Executive Board.
- d) Members of each committee may be nominated by any Officer and appointed by a majority vote of the Executive Board.
- e) The duties of each committee shall be assigned by a 2/3 vote of the Executive Board within the following guidelines:
 - 1) The Issues & Action Committee shall organize endorsements, campaign mobilizations, events and Action Days.
 - 2) The Membership Committee shall maintain the Club's list of members and meeting attendees. The Membership Committee shall also work to retain current members and recruitment of new members.
 - 3) The Finance Committee shall keep track of member dues and coordinate all Club fundraising efforts.
 - 4) The Communications Committee shall maintain the Club's website, develop and distribute the email list, manage the Club's social media presence and produce all press releases for the Club.
- f) The terms of office for the Chair and members of all Standing Committees shall begin upon approval by the Executive Board and end at the conclusion of the next duly noticed officer elections meeting.

Section 2. Special Committees

- a) A Special Committee may be created, at the direction of the President, for any club issues in need of special consideration not already covered by a Standing Committee. Chairs of special committees shall be non-voting members of the Executive Board.
- b) The Chair of any Special Committee shall be a Member in Good Standing appointed by the President and approved by a majority vote of the Executive Board. A process for determining the other members of the committee will be developed by the Executive Board.

ARTICLE VI. ENDORSEMENT PROCEDURE

Section 1. Overview

- a) The District 5 Democratic Club may endorse:
 - 1) A Democratic candidate in partisan political office;
 - 2) Democratic primary candidates for major political office;
 - 3) Any Democrat for non-partisan political office;
 - 4) Any initiative, measure, advisory petition, or action;
 - 5) Any Democrat running for any office in the Democratic Party structure.
- b) The District 5 Democratic Club may not endorse:
 - 1) Non-Democrats for any position.
 - 2) Any candidate running for an office that will not appear on any District 5 ballot, with the exception of candidates for the Democratic Party structure.

Section 2. Endorsement Procedure

- a) The Issues & Action Committee shall inform each eligible candidate that has posted contact information on sfgov.org/elections website, in writing, including email, of endorsement procedure.
- b) The candidates will be invited to either speak at the endorsement meeting and/or fill out a questionnaire created by the Issues & Action Committee and approved by the Executive Board by a majority vote.
- c) Once all candidates have been given an equal opportunity to participate, the Members in Good Standing present and voting, and voting via absentee ballot, must vote in the affirmative by at least a fifty percent plus one vote (50% +1) majority for the endorsement to become official.
- d) For DCCC Endorsements, all voting members will vote for up to 14 candidates in Assembly District 17 and up to 10 candidates in Assembly District 19. The top 14 vote recipients in AD17 and top 10 in AD 19 will receive the club's endorsement. In the event of a tie, all candidates receiving the same number of votes as the last candidate endorsed will not receive an endorsement.
- e) In the case that a Member in Good Standing cannot attend the meeting in which an endorsement vote will occur, the Member in Good Standing may submit an absentee ballot via electronic mail that must be received by the Secretary no later than one (1) hour prior to the scheduled start of the meeting. The email must be sent from the account listed on the membership form.

- f) Endorsements of non-ballot issues may be made by the club at any general membership meeting without prior notification. This is open but not limited to endorsements of other clubs or organizations, pending votes by the local, state or federal legislature, and community events. The Members in Good Standing present and voting must vote in the affirmative by at least a fifty percent plus one vote (50% +1) majority for the endorsement to become official.
- g) The Executive Board is permitted to submit recommendations for any item under endorsement consideration by the Club. Such a recommendation must have the support of 2/3 of the Executive Board to be presented to the Club's membership.
- h) If any candidate or measure endorsed by the Organization misrepresents the endorsement of the Organization, the endorsement will be automatically lost. This includes failure to include the specific ranking of any endorsement for #2 or #3 ranking, a dual endorsement, or other specific comments. At the President's discretion, the details of the endorsement may be provided in writing to the candidates, and the candidate may be required to sign to acknowledge receipt.

ARTICLE VII. GENERAL PROVISIONS

Section 1. Expenditures

- a) Expenditures in excess of fifty dollars (\$50.00) shall be subject to prior approval by the President.
- b) Expenditures in excess of one hundred dollars (\$100.00) shall be subject to prior approval by a majority of the Executive Board.
- c) All expenditures approved and incurred by individual members must provide a receipt for reimbursement. The cutoff time for reimbursement of funds is the next filing deadline after the expense has been incurred.

Section 2. Organizational Records

- a) The President, Secretary and Treasurer shall, whenever possible, forward relevant organizational records at an established District 5 Democratic Club archive information including but not limited to photos, memorabilia, meeting minutes, leadership rosters, conference notes, agendas, credentials reports and other statements shall be forwarded periodically and at the close of each year. Such records serve to preserve the history of the Organization for future members.

ARTICLE VIII. AMENDMENT OF THE BYLAWS

Section 1. Amendment

- a) These Bylaws may be amended by two-thirds (2/3) vote of all the Members in Good Standing present and voting at any general membership meeting, or by two-thirds (2/3) vote at any Executive Board meeting.
- b) Any amendments to the Bylaws shall take effect on the first Monday after the adjournment of the general membership or Executive Board meeting at which the change was approved unless a specific exception is stated in the motion to amend.

Section 2. Notice

- a) Notice to amend the Bylaws shall be given twenty-one days prior to any general membership or Executive Board meeting at which such a change is to be voted upon.

ARTICLE IX. SUSPENSION OF THE BYLAWS

- a) Any section of these Bylaws may be suspended by a two-thirds (2/3) vote of those present and voting at any meeting of the Executive Board or by a two-thirds (2/3) vote of those Members in Good Standing present and voting at any general or properly noticed special membership meeting. A motion to suspend must identify the Article and Sections being suspended and may not suspend more than one article. This Article may not be suspended.
- b) Any suspension of the Bylaws shall only persist until the end of the meeting at which the suspension was passed.

ARTICLE X. DISSOLUTION

- a) Dissolution requires unanimous approval of the Executive Board and approval of three-fourths (3/4) of the Members in Good Standing present and voting at two consecutive general meetings of the District 5 Democratic Club.
- b) Upon dissolution, all unspent funds (after expenses/liabilities are accounted for) will be donated to SFDCCC.
- c) Remaining privately obtained funds may be donated to another nonprofit organization with prior approval of the Executive Board by a majority vote.
- d) It is hoped that the organization that receives these funds will return the funds to any new District 5 Democratic organization that comes into existence in San Francisco in the future.