

ARTICLE I: NAME

The name of the organization shall be the **MIRACLE MILE DEMOCRATIC CLUB**.

ARTICLE II: PURPOSE

- A.** We have formed the **MIRACLE MILE DEMOCRATIC CLUB** (hereafter, "Club") in recognition of the growing development of the Miracle Mile and Fairfax District as a distinct economic center and community of interest in the City of Los Angeles.
- B.** It shall be our purpose to build and organize the Democratic Party within the area commonly known as the Miracle Mile, Fairfax and Mid-Wilshire areas, and encourage and endorse candidates of the Democratic Party who will support this goal.

ARTICLE III: DEFINITIONS

For the purposes of these bylaws, the following definitions shall apply:

- A.** "Geographic area of interest" shall be any portion of the City of Los Angeles bounded by Wilton Place on the East; Melrose Ave on the North; on the West, San Vicente Blvd north of Olympic Blvd, and Fairfax Ave between Olympic Blvd and Pico Blvd; and Pico Blvd on the South.
- B.** "Democrat" shall signify a voter who has disclosed a preference for the Democratic Party on their voter registration card.
- C.** "Self-identified Democrat" shall signify a candidate who has filed for office as "Party Preference: Democratic".
- D.** "Partisan Primary" shall refer to a primary election where candidates have the option of stating their preference for a political party.
- E.** "Due notice" as used herein is defined to mean written notice communicated at least seven (7) days prior to the meeting. Email notice shall be considered sufficient.

ARTICLE IV: AFFILIATIONS

- A.** The Club shall be chartered by the Los Angeles County Democratic Party.
- B.** The Club may affiliate with other organizations as long as those affiliations do not conflict with the chartering provisions of the Los Angeles County Democratic Party.

ARTICLE V: MEMBERSHIP

- A.** Membership is open to all persons, age eighteen (18) and older residing in Los Angeles provided that they are registered Democrats; if ineligible to be a registered voter, persons wishing to become members may be granted membership by declaring their intent to become a Democrat upon becoming eligible. Membership may not be extended to those not registered as Democrats. Honorary membership may be purchased by those residing outside of Los Angeles County, but voting rights may not be extended to those members.
- B.** The Executive Board has the authority to allow for memberships for those persons between the ages of fourteen (14) and seventeen (17). The Executive Board may also require special provisions for these memberships, which may include, but are not limited to, parental consent forms.
- C.** Dues shall be payable at rates set by the Executive Board. Rates shall include a discounted low income/student rate. The Executive Board shall also have the right to establish a rate of no less than \$100 for a lifetime membership.
- D.** In accordance with California Democratic Party and Los Angeles County Democratic Party bylaws, the Executive Board shall create a process for full fee waiver for those requesting it due to economic hardship.
- E.** Memberships shall be valid for one year from date of purchase.
- F.** Membership shall be deemed effective upon payment of dues and completion of a hard copy, or online, membership form. Rights of voice, motion and vote shall be immediate; provided, however, that:

 - 1.** The right of any new member to vote on matters governed by Articles VII and XI shall be granted no fewer than fifty-six (56) days after receipt of both dues and a fully completed membership form; provided, however, that all members shall be eligible to vote on duly noticed elections to fill vacancies on the Executive Board.
 - 2.** A grace period of fifty-six (56) days following expiration of membership shall be granted during which a person may make application of membership without incurring the limitation herein above.
- G.** No more than five (5) memberships may be purchased using the same source of funds during any 12-month period.
- H.** Membership lists shall be curated by the Membership Director, and shall be shared only with other members of the Executive Board, as defined below.

I. The following lines are included so that the Miracle Mile Democratic Club complies with requirements by the California Democratic Party to take part in pre-endorsement caucuses:

1. Definition of Member in Good Standing - A “member in good standing” is any member who

- a. Has affirmatively applied for membership.
- b. Has paid their annual dues or had them waived for economic hardship.
- c. Has met any other requirements to be eligible as a voting member.

2. Restrictions on Roster Submitted for CDP Endorsement Process - Only members in good standing as of the July 1 deadline who are duly registered as a member of the Democratic Party of California will be included in the roster submitted for purposes of participation in the California Democratic Party endorsement process.

ARTICLE VI: OFFICERS

A. The officers of the Club shall consist of the President, Vice-President of Operations, Vice-President of Political Affairs, Vice-President of Communications, Controller, Recording Secretary, Membership Director, and two (2) At-Large Members. To help ensure gender parity, the two At-Large Members may not be of the same self-identified gender. There shall also be two ex-officio officers, the Founding President, and Immediate Past President.

B. Terms of office shall be for two years.

C. The duties of the officers shall be:

1. President:

- a. Shall be the principal executive officer and spokesperson for the Club;
- b. Shall have the authority to appoint the Club’s Associate Member on the Los Angeles County Democratic Central Committee, as well as representatives to other organizations with which the Club may affiliate;
- c. Shall appoint a parliamentarian;
- d. Shall chair all meetings of the membership and the Executive Board;
- e. Shall, with the consent of the Executive Board, appoint a professional Treasurer;
- f. Shall create and appoint ad-hoc committees, and their chairs, deemed necessary to the accomplishment of the Club’s objectives, subject to ratification policies explained herein;

- g. Shall carry about as best as possible the policies and objectives of the Club.

2. Vice-President of Operations:

- a. Shall assist the President in the performance of their duties;
- b. In the event of a vacancy or temporary leave of absence in the office of the President, shall exercise all the powers of that office;
- c. In the event of the absence of the President, shall chair meetings of both the membership and the Executive Board;
- d. Shall prepare the agenda for meetings of the membership and Executive Board;
- e. Shall maintain all appropriate charters and affiliations;
- f. Shall perform any other duties as are implicit in the title.

3. Vice-President of Political Affairs

- a. Shall assist the President in the performance of their duties;
- b. In the event of a vacancy in the office of both the President and the Vice-President of Operations, shall exercise all powers of the President;
- c. In the event of the absence of the President and Vice-President of Operations, shall chair meetings of both the membership and the Executive Board;
- d. Shall be responsible for all aspects of the Club's endorsement processes;
- e. Shall make every effort to be impartial in all deliberations;
- f. Shall be responsible for the conduct, implementation and execution of all other Club political activities.

4. Vice-President of Communications

- a. Shall assist the President in the performance of their duties;
- b. In the event of a vacancy in the office of the President, the Vice-President of Operations, and the Vice-President of Political Affairs, shall exercise all powers of the President;
- c. In the event of the absence of the President and both of the other Vice-Presidents, shall chair meetings of both the membership and the Executive Board;
- d. Shall be responsible for all aspects of Club communications, including but not limited to providing notices to members, press relations, social media, and other electronic communication.

5. Controller

- a. Shall present financial reports at meetings of the membership and the Executive Board;
- b. Shall work with the Membership Director to collect and manage dues;

- c. Shall handle all monies received and, if applicable, submit them to the professional treasurer;
- d. Shall disburse authorized expenses, or if applicable, submit authorized expense requests to the professional treasurer for distribution.

6. Recording Secretary

- a. Shall keep concise and accurate minutes of all meetings of the membership and the Executive Board;
- b. Shall assist the Vice-President of Operations in the performance of their duties;
- c. Shall serve all required notices.

7. Membership Director

- a. Shall be responsible for managing membership lists;
- b. Shall forward any dues payments collected on-site to the Controller;
- c. Shall Chair a Credentials Committee for the purpose of keeping accurate membership lists and verifying eligibility of members at meetings.

8. At-Large Members

- a. At-large members, shall assist the other Club officers in achieving the Club's objectives by taking an active role in helping plan and run Club events, work on fundraising, outreach, and involving themselves in ad-hoc committees that could benefit from their talents.

9. Immediate Past President

- a. Ex-officio officer status shall be granted to the President who served in the immediate preceding term, provided they are not serving as the current President. The role shall be strictly advisory, and shall only be granted a vote provided that all membership requirements established in these bylaws be met.

10. Founding President

- a. Ex-officio officer status shall be granted to the President elected at the Club's first general membership meeting. The role shall be strictly advisory, and shall only be granted a vote provided that all membership requirements established in these bylaws be met. If the Founding President is serving on the Executive Board in another role, this shall be an honorary title only. This provision shall automatically be removed from the bylaws upon the Founding President's death.

ARTICLE VII: NOMINATION AND ELECTION OF OFFICERS

- A.** Officers shall be elected at a monthly membership meeting occurring in March of odd numbered years. Should no meeting occur in March, elections of officers shall take place at the next properly noticed membership meeting.
- B.** At an Executive Board Meeting held no earlier than November of even numbered years and no later than January of the subsequent odd numbered year, the President shall appoint a member to serve as the Elections Chair, subject to ratification of the Executive Board. Any member may serve as Elections Chair, however, said member may not run for office in the subsequent election. The President may choose to self-appoint, if they do not seek further election.
 - 1.** The duties of the Elections chair shall be:
 - a.** To actively seek out and encourage qualified members to run for Club office;
 - b.** Compile a list of all candidates who have informed them of their intent to run;
 - c.** To run the election.
- C.** To be eligible to stand for election a member must be considered in good standing, including having paid their dues and a completed membership in conjunction with Article V above, and have been so for at least one (1) year to run for President, or fifty-six (56) days for all other elected positions
- D.** Those seeking election to the Executive Board shall be encouraged to demonstrate a stake in the Club's geographic area of interest, whether through residency, profession, or other activity.
- E.** Members wishing to stand for election and have their candidacy included in notices shall notify the Elections Chair no later than ten (10) days prior to the election.
- F.** Members may run from the floor, announcing their candidacy immediately before the election of that position.
- G.** The list of all announced candidates will be included with the meeting notice for the meeting at which it is to occur.
- H.** In order to achieve gender parity, the President and Vice-Presidents shall not all be of the same, self-identified gender, unless no other persons stand for election.
- I.** Officers shall be elected in the order in which they are presented in these bylaws.
- J.** Elections of officers shall be by written ballot.

- K.** Officers shall be elected by a majority of duly cast written ballots, and shall assume duties upon adjournment of the meeting at which they were elected.
- 1.** In uncontested races, the candidate shall be elected by voice vote.
 - 2.** In the event where no candidate receives a majority of votes cast, a runoff will be held between the candidates receiving the top two vote totals.
 - a.** If more than two people tie for first, all persons who finished first would enter into the first runoff. Subsequent runoffs would take place until a majority is reached using the same system outlined in these sections.
 - b.** If one person finishes with a plurality, and more than one candidate finishes tied for second, the first place finisher, and all second place finishers would enter into the first runoff. Subsequent runoffs would take place until a majority is reached using the same system outlined in these sections.
 - 3.** In the event a tie cannot be broken, the office will be considered vacant, and a new election will be held at the next regularly scheduled General Membership Meeting, with nominations being taken from the floor.
 - a.** In the event the position left vacant is the President, the newly-elected Vice-President of Operations shall serve as Acting President.
 - b.** In the event that all positions are left vacant, the current officers will remain in place until the following meeting, when new elections can be held.

L. Vacancies shall be handled in the following manner:

- 1.** If a vacancy is created under the attendance requirement of Article XII Section B, than the election may not be noticed until after the removed officer has had their appeal heard and the removal was sustained, the time frame to appeal has expired, or the removed officer has informed the Vice-President of Operations in writing that they will not be appealing. If the removed officer is the Vice-President of Operation, than the notice shall be sent to the President.
- 2.** In the event of a vacancy in the office of the President, the Vice-President of Operations shall have the choice to either:
 - a.** Become President of the Club for the remainder of the term, and forfeit their role as Vice-President of Operations or
 - b.** Remain Vice-President of Operations and serve as acting President until a new election can be called to elect a President to serve the remainder of the term.

3. In the event of a vacancy of both the President and the Vice-President of Operations, the highest ranking officer shall serve as acting President and call for a special election to fill both seats for the remainder of the term.
4. In the event of a vacancy of a Vice-President or an At-Large Board Member, a special election will be called to fulfill the remainder of the term.
5. Special elections to fill vacancies shall take place at the next duly noticed meeting, with the election itself being duly noticed.
6. In the event of a vacancy of any other elected position, the President shall appoint a replacement to fulfill the remainder of the term subject to ratification of the Executive Board. A two thirds ($\frac{2}{3}$) threshold of those Board Members present and voting at an Executive Board meeting in which the nomination has been noticed, is required to confirm the nomination.
 - a. In order to allow for the position to not be vacant while waiting for ratification, the President may choose to allow the appointee to serve as the acting officer until the appointment has been voted on.
7. Should a current officer be duly nominated and elected to fill a vacancy, the resulting vacancy may be filled immediately at the same meeting.
8. All special elections to fill vacancies must adhere to the provisions in Article VII, Sections J&K.
9. Members wishing to fill vacancies by election or appointment must meet the membership requirements outlined in Article VII, Section C.

ARTICLE VIII: MEMBERSHIP MEETINGS

- A. Every effort shall be made to hold membership meetings at locations within the Club's geographic area of interest.
- B. The Club shall make every effort to meet at least six (6) times per year, and to establish a regular meeting schedule.
- C. A written agenda shall be made available and adopted at each meeting.
- D. A quorum at any meeting of the membership shall consist of 20% the membership roster or ten (10) members, whichever is lower.

- E. Members shall be able to obtain a voting credential at any time, other than the period between the calling of a question and the termination of voting on that question.
- F. A credentials report shall be delivered prior to the first vote being conducted other than the adoption of the agenda, and again prior to the first vote of a meeting on any endorsement procedures as outlined in Article XI.

ARTICLE IX: EXECUTIVE BOARD

- A. The Executive Board shall be responsible for administrative, procedural, and political implementation of Club policy and actions. The body shall also be responsible for ratification or rejection of the President's nominations for retention of a professional treasurer.
- B. The Executive Board shall be comprised of all elected officers provided for in Article V, the Parliamentarian, and all Ad-hoc committee chairs and internal party liaisons, as appointed by the President and confirmed by a majority vote of the other elected officers.
- C. No person may serve in more than one officer position, nor shall any officer serve as the Parliamentarian.
- D. Any member may serve as a liaison, or committee chair, or serve in multiple positions in these. This does not grant them multiple votes at the Executive Board level.
- E. The body shall be responsible for disbursement of funds; provided, however, that all charges between two hundred fifty dollars (\$250) and five hundred dollars (\$500) be approved by the Executive Board. All disbursements over the five hundred dollar (\$500) threshold requires a vote of the General Membership.
- F. The Executive Board shall make every effort to meet at least eight (8) times per year, with due notice given for each meeting.
- G. Quorum shall consist of a majority of members and must include the President or, failing that, a majority of the filled Vice-President positions.
 - a. Ex-officio officers may be counted towards the total in attendance, but are not counted towards filled positions.
- H. The President or any three members of the Executive Board may call an emergency meeting of the Executive Board; such meeting shall require reasonable notice by phone or email to all members, as well as a quorum as outlined in Article VIII.D.

- I. In the event of an important, timely issue that must be decided by the Executive Board before the next meeting, a motion can be made via electronic communication to the entire board, such as email or similar technology. For the motion to pass, the motion must receive an affirmative vote of a majority of the entire Executive Board. Ex-Officio members will only count towards the total number of members if they choose to vote.

ARTICLE X: COMMITTEES

- A. The President may create ad-hoc committees to help carry out the duties of the Club.
- B. The President shall appoint the committee chair, subject to ratification by a vote of the other elected officers at an Executive Board or General Membership meeting.
- C. The President shall decide which officer the committee shall report to.
- D. The President, the overseeing officer, and the committee chair may all appoint any members to the committee they see fit.
- E. Committee meetings shall be at a noticed physical location where possible, but utilization of technology to effectuate meetings by other means shall be allowed, subject to proper notice.
- F. Committee reports shall be presented at the next membership meeting subsequent to the meeting of the committee, where applicable.
- G. Committee meetings shall be open to all Club members.

ARTICLE XI: ENDORSEMENTS

A. General Provisions:

1. **Relevant races:** The Club shall generally only endorse in races and ballot measures that shall appear on the ballot in at least a part of the Club's geographic area of interest, as well as elections for offices in the California Democratic Party and Los Angeles County Democratic Party whose districts meet this qualification. The Club may initiate endorsement proceedings in such races or measures as do not meet this qualification only upon a two-thirds affirmative vote of either the Executive Board or of members voting at a duly noticed meeting of the membership.
2. **Interview requirement:** Recommendations for endorsement shall only be made at a duly noticed meeting of the Executive Board, and, where feasible, after

interviewing candidates or their representatives for the offices and measures to be endorsed.

- a. In cases where an incumbent is running without significant Democratic competition, the Vice-President of Political Affairs may recommend that the Executive Board recommend endorsement without following the formal recommendation process.
- b. In the case of internal party, affiliate organization, or any other endorsement not voted on by the general public, there shall be no interview requirement.

3. Percentage required for endorsement and recommendation for endorsement:

- a. No endorsement for a candidate or ballot measure shall ensue but upon sixty percent (60%) affirmative vote of the membership at a meeting that has been duly noticed, and at which notice has been given that endorsements will be considered. Abstentions, blank ballots, or void ballots shall not be counted as part of the total.
- b. No recommendation for endorsement of a candidate or ballot measure shall ensue but upon a majority vote of the Executive Board, abstentions not counting toward the total.

4. Prohibition on multiple endorsements: The Miracle Mile Democratic Club shall not endorse more candidates for an office than the number of candidates to be elected for that office.

5. Only one form of endorsement: The Club shall make no form of endorsement, take any position, nor provide support to any candidate or ballot measure, except by an official endorsement as described in these bylaws.

6. Prohibition on supporting or endorsing non-Democrats: In accordance with the rules of the California Democratic Party and the Los Angeles County Democratic Party, the Miracle Mile Democratic Club shall not endorse any candidate who is not a registered Democrat. In a partisan Primary election, the Club shall not endorse any candidate who has not filed for office as "Party Preference: Democratic." Should a candidate receive an endorsement who is later found not to meet these qualifications, the endorsement shall be void.

7. Continuity between primary and general/run-off elections: If a candidate was endorsed in a primary, that endorsement shall remain in effect for the general or runoff election, as applicable, unless voided, rescinded, reconsidered, or revoked, as provided for in these bylaws and the latest edition of Roberts' Rules of Order.

- 8. No endorsed candidate in a runoff:** When an endorsed candidate of the Miracle Mile Democratic Club from a Primary Election is not among the voter-nominated top-two candidates:
- a. The Executive Board may chose to take one or more of the following options before making a recommendation for endorsement:
 - i. Request new questionnaires from candidates;
 - ii. Interview or re-interview candidates; or
 - iii. In a race outside of the automatic “relevant race” area, where the endorsed candidate did not make the run off, or where the Club was unable to reach an endorsement after attempting to do so, the Executive Board may vote to not take up this race for the runoff. This provision does not prevent the Club from taking it up if a motion to do so is passed by the general membership.
 - b. If a Self-Identified Democrat is among voter-nominated top-two candidates, the Miracle Mile Democratic Club shall not in any way support or endorse a candidate who is not a Self-Identified Democrat.
- 9. Support of endorsed candidates:** The Miracle Mile Democratic Club may only provide material or financial support to candidates who have been formally endorsed according to these bylaws. Contributions totaling over \$250.00 to any one candidate or ballot measure committee must be approved by a two-thirds vote of the membership at a duly noticed membership meeting.
- 10. Due notice:** Due notice shall be given of all general membership meetings at which endorsements will be considered. The Club shall make every reasonable effort to specify which elections shall be considered.
- 11. Reconsideration:** If a motion to make an endorsement for an office or measure fails to pass, and consideration of that endorsement has not been terminated, any member may move to reconsider. Adoption of such a motion requires sixty percent (60%), with abstentions not counting toward the total.
- 12. Rescission of an Endorsement:** Once consideration of an endorsement has been terminated, other than by calling for Order of the Day, no rescission shall ensue but upon a two-thirds vote of the Executive Board, ratified by a two-thirds vote of the general membership present and voting, abstentions not counting toward the total, at a subsequent and properly noticed meeting of the membership, with explicit notice of the motion to rescind having been given.

B. Endorsement process

1. **Initiation:** Endorsement proceedings in relevant races, as defined, shall be initiated by the Vice-President of Political Affairs, who shall inform the Executive Board about impending relevant races.
2. **Timing:** Endorsements shall only take place after the close of filing of either candidacy or Notice of Intent, if applicable; provided, however, that an absolute majority of members of the Executive Board may find that an earlier endorsement would be in the Club's best interest, and may initiate proceedings. Nothing in this section shall prevent scheduling or notice of meetings at which endorsements are to be considered, nor service of a standard candidate questionnaire, prior to any close of filing referred to herein.
3. **Candidate questionnaires:** The Vice-President of Political Affairs shall be responsible for the development, maintenance, and distribution of a Candidate Questionnaire prior to consideration of a particular race. If requested, Candidates shall submit a signed copy of this questionnaire prior to consideration for endorsement.
 - a. In races voted upon by the entire state, or in the case of incumbents running without significant Democratic opposition, and where a questionnaire was sent but not returned, the Executive Board may choose to waive this requirement with a two-thirds vote.
 - b. In races where an incumbent is running without significant Democratic opposition, the Board may also vote to recommend without starting the questionnaire process.
4. **Recommendation options:** The Executive Board may, by majority vote of those present and voting, recommend any of the following: That the Club endorse a particular candidate or measures or that the Club take a position of "No Endorsement." In the absence of either, the Executive Board shall report to the membership that it was unable to make a recommendation, and shall list its recommendation as "no consensus." Alternately, the Executive Board may choose not to discuss or take a vote on a recommendation for any and all races.
5. **Consent Calendar:** The Vice-President of Political Affairs may place all recommended candidates and issues on a consent calendar. No vote may be taken on more than one candidate at a time, unless as part of a consent calendar. Any race or issue for which the Executive Board has not met to discuss a recommendation, but is being considered for endorsement or position, shall be subject to a vote of the membership, whether through written ballot or show of cards. No floor motions shall be in order.
6. **Severance:** Recommendations may be severed from the consent calendar upon objection of any three (3) members eligible to vote on endorsements or twenty

percent (20%) of the credentialed members eligible to vote on endorsements, whichever is greater.

- a. In at-large races where more than one person can be elected, a motion to sever must be made for each recommended candidate separately.

7. Order of Consideration: The consent calendar, excluding any severed items, shall be considered first, if applicable; otherwise, recommendations of the Executive Board shall be considered first. Severed candidates and positions shall then be considered. No motion shall be in order until all recommendations have been dispensed with, either by adoption or rejection. For each jurisdiction or measure considered, the next vote shall be floor motions on that particular race until such time as Termination of Consideration as defined herein above has resulted.

- a. **At-Large Races:** In races where more than one person can be elected to a particular office, all recommended candidates must be considered before other motions from the floor are considered for the race.

8. Report: Prior to consideration of a race, the Vice-President of Political Affairs, or other designate of the Executive Board, will read a prepared report as to why the Executive Board made the recommendation it did. This report must include the names of all Democrats running, those that interviewed, reasons, if known, why any candidates did not interview, and the vote total of the committee.

9. Right of Candidate to Address Membership: If a race is being presented to the membership in any form other than on a consent calendar, all Democratic candidates in attendance shall be given an opportunity to address the membership immediately prior to debate. The amount of time per race shall be determined by the Vice-President of Political Affairs, provided that all candidates in a particular race be accorded the same amount of time.

10. Debate: Items presented as a consent calendar shall be presented without debate after a report by the Vice-President of Political Affairs. For items pulled from the consent calendar, no motion to limit or terminate debate shall be in order until two (2) speakers in favor and two (2) speakers opposed have had the opportunity to seek recognition, with a time limit of no more than one (1) minute per speaker.

11. Voting: Immediately following debate, an yayaye or nay motion on the recommendation of the Executive Board will follow.

- a. The vote shall be by secret ballot, provided any three (3) credentialed members eligible to vote on the endorsement requests it.

- b. If the motion receives at least sixty (60) percent in the affirmative, it passes, and the recommendation becomes the official position of the Miracle Mile Democratic Club.
- c. If the motion fails, ballots will be handed out to each member with the right to vote. They will have the opportunity to vote for any candidate eligible to receive the endorsement, or “no endorsement.”
- d. If any candidate, or “no endorsement”, receives sixty (60) percent, that will be the official endorsement of the Club.
- e. If no candidate nor “no endorsement”, reaches the sixty (60) percent threshold, the voting will repeat, but all candidates receiving less than twenty (20) percent will no longer be eligible, and be removed from subsequent votes. “No endorsement” cannot be removed, even if it receives less than the twenty (20) percent threshold.
- f. Voting will continue to repeat, with each round removing anyone who receives less than the twenty (20) percent threshold until someone, or no endorsement, receives the sixty (60) percent threshold for endorsement.
- g. Once a round of voting occurs where all candidates left receive less than sixty (60) percent but more than twenty (20) percent, and “no endorsement” received less than sixty (60) percent, The official endorsement of the Club will be “No Consensus”.

12. Delegation: The membership may, by majority vote, delegate authority to endorse on all matters to the Executive Board. In such circumstances, no endorsement shall issue but upon a 60% affirmative vote at a duly noticed meeting of the Executive Board, abstentions not counting toward the total.

ARTICLE XII: REMOVAL

A. Members may be removed from the Club and officers may be removed from their office or the Club by a two-thirds vote of the membership present and voting, provided that

:

1. Removal has been requested by a majority of the Executive Board or by written petition of twenty (20) Club members giving grounds for removal;, and
2. Due notice of the issue of removal, with grounds in writing and signed by the complainants, shall be given to the membership;, and
3. The member or officer is given reasonable time at the meeting to reply to charges.

B. Appointed members of the Executive Board may be removed under the same provisions as Article XII Section A above or at the discretion of the President.

1. If an Executive Board member is removed by the President, due notice of the issues regarding removal, with grounds in writing, shall be given to the appointed member and the Executive Board.
 2. The member shall have (10) days to appeal the removal, and may present their case at the next Executive Board meeting in which due notice of the appeal may be heard. Until such point as the appeal is heard.
 - a. To override the President's removal, the member must receive two-thirds (2/3) of those present and voting at the Executive Board meeting in which the appeal was noticed. The removed member will not have a vote.
- C. Members of the Executive Board, as defined, shall be removed automatically upon failure to attend four Executive Board meetings in a twelve (12) month period. Due notice shall be given to the removed member, who will have twenty one (21) days from the date of notice to appeal the removal.
1. If an Executive Board meeting is not held on a regularly scheduled night, the board may vote to not have absences count towards removal. This vote must occur prior to the meeting being held.
 2. Meetings called under the emergency provisions of Article IX Section H shall not be counted towards removal.
 3. Timely appeals shall be heard at the next meeting of the Executive Board. Reinstatement shall only occur with a 2/3 affirmative vote of those present and voting. The removed member shall not count toward quorum for this purpose.
 4. If a member is reinstated, their attendance will start over.

ARTICLE XIII: AMENDMENTS

- A. Amendments to these Bylaws may only be passed at a general membership meeting where the proposed changes have been duly noticed. Proposals may be submitted by The Executive Board, a Bylaws Committee chaired by the Parliamentarian with its members appointed by the Parliamentarian and/or the President, or a written petition from the membership, signed by at least twenty (20) members with full voting privileges and delivered to the Parliamentarian or President. Amendments require two thirds ($\frac{2}{3}$) of those present and voting to pass. Bylaws change will take effect immediately following their passage.

ARTICLE XIV: PROCEDURE

- A. The latest edition of Robert's Rules of Order shall govern for all matters not covered by these bylaws.

- B.** Voting must be done in person; there shall be no proxies, nor duplicate voting at any meeting, nor mail or absentee ballots on any issue, except for emergency online voting for Executive Board action as prescribed in Article IX, Section J, or committee action as prescribed in Article X, Section E

ARTICLE XIV: DISSOLUTION

- A.** In the event of the dissolution of the Miracle Mile Democratic Club, all property and records, including treasury funds, shall be donated to the Los Angeles County Democratic Party.

Bylaws amended 7/5/2017