

RANCHO SANTA FE DEMOCRATIC CLUB

BYLAWS

APPROVED 1.9.20

ARTICLE I - NAME

The name of this organization shall be the Rancho Santa Fe Democratic Club.

ARTICLE II - MISSION

The Mission of the Rancho Santa Fe Democratic Club is to promote and advance Democratic principles by educating the membership and the community on vital issues, current legislation, and the Democratic Party. The Club encourages intelligent participation in the democratic political process, advocates positions on issues, supports or opposes ballot propositions and initiatives, provides a forum and endorsements for Democratic candidates and candidates in non-partisan races, provides election support, and facilitates connection with other Democrats.

ARTICLE III - MEMBERSHIP

SECTION 1 - ELIGIBILITY

Anyone registered as a Democrat or anyone who has expressed intent to register as a Democrat, shall be eligible for membership in this club.

Section 2 - GOOD STANDING

Everyone eligible to be a member of this club and who has paid (or had waived) his or her annual dues shall be a member in good standing.

SECTION 3 - DUES

Dues in an amount set by the Board of Directors shall be due and payable upon joining the club, and annually at the beginning of every calendar year thereafter.

SECTION 4- VOTING

No proxy voting shall be permitted. Each eligible member may vote in person, by mail, or by e-mail according to procedures established by the Board of Directors.

ARTICLE IV - OFFICERS

SECTION 1 - ELECTED OFFICERS

Elected officers of this club shall be the President, Vice-President of Marketing and Communications, Vice President of Membership, Vice President of Programs and Speakers, Secretary and Treasurer. Each shall be elected at the Annual Meeting and hold office for two years or until their successors are elected.

SECTION 2 - DUTIES

The duties of the elected officers shall be as follows:

A. PRESIDENT

The President shall be the Chief Executive Officer of the club. He/she shall preside over all meetings of the club and the Board of Directors, make appointments to other positions as required, and act as official spokesperson of the club. In addition, the President should stimulate active interest in the political process, provide a constructive role for the active volunteer, contribute to effective leadership and individual responsibility, promote harmony among the club membership, between other clubs and within the San Diego County Democratic Party.

The President will ensure that an annual plan is created that outlines the yearly goals and objectives of the Club and that a supporting Budget is developed.

B. 1ST VICE PRESIDENT

The 1st Vice President shall serve at the direction of the President. He/she shall preside at meetings if the President is unable to do so, or is requested by the President to do so. The 1st Vice-President shall take over the duties of President in the absence of that officer, and is

responsible for the annual audit as well as supervise Committee Chairs as determined by the President. The 1st Vice President shall be elected by the elected Officers of the club from amongst the three Vice Presidents.

C. VICE PRESIDENT OF MARKETING AND COMMUNICATIONS

The Vice President of Marketing and Communications coordinates the communications activities of the club which include publishing activities of the Club to local news media, production and distribution of a newsletter, maintenance of the website, Facebook page, emailing messages to the list of members and friends, creation of such additional communication vehicles print or electronic, as may be required by Club programs. The VP for Marketing and Communication also seeks opportunities to increase awareness of the Club in the region and perform such other duties as the President may direct.

D. VICE PRESIDENT OF MEMBERSHIP

The Vice President of Membership recruits new members, maintains membership records and encourages renewals. The VP for Membership shall work to attract members whose diversity reflects the values of the Democratic Party and the region served by the Club. The VP for Membership assists with the coordination of RSF Dem Club Booths at Civic events together with the VP of Marketing and Communications, Hospitality, Fundraising, and GOTV Chairs. The Vice President of Membership shall serve at the direction of the President and shall coordinate and implement the club's membership activities.

E. VICE PRESIDENT OF SPEAKERS AND PROGRAMS

The Vice President of Speakers and Programs shall implement the Club's programs, speakers and events in conjunction with the Executive Board, Hospitality and Fundraising Chairs. The VP of Programs shall arrange for guest speakers and/or programs at monthly member meetings and at other Board approved functions. The VP of Programs and Speakers shall perform such other duties as the President may direct.

F. SECRETARY

The Secretary shall keep the minutes of the general meetings and executive committee meetings, conduct correspondence, maintain the club's records, and be responsible for internal communications.

G. TREASURER

The Treasurer shall be responsible for the collection of dues, receive and deposit all club funds; maintain an accurate record of club receipts and expenditures; sign all checks as authorized by the Board of Directors; make the record of club receipts and expenditures available to any member when requested; provide a report of the club financial status at club meetings as requested; provide an annual written report of club financial status; make the books and all other financial records of the club available to the audit committee each year in May. In addition the Treasurer shall be responsible for filing appropriate Federal and State campaign disclosure reports.

SECTION 3 – ELECTIONS

- Elections shall be held every two years.
- The Executive Board shall as a Committee discuss and propose potential members of the Nominating Committee to the Board of Directors (BOD). Current Board members may volunteer to serve on the Nominating Committee. If a Board member is seeking a contested office, that Board member may not serve on the Nominating Committee

- The Board of Directors shall elect five members to serve on the Nominating Committee. The President of the BOD will provide each member of the Nominating Committee with a copy of the By-laws as they pertain to the Election process, Article IV, Section 1 Elected Officers, Section 3- Elections, Article V11 Standing Committees.
- At least two members of the Nominating Committee may not be current members of the Board of Directors.
- The President cannot appoint members of or be a member of the Nominating Committee, ex-officio or otherwise.
- Nominating Committee members must recuse themselves from any discussion and the actual vote for the position for which they are interested in running. They may not serve on the Nominating Committee if they are running for a contested position.
- The Nominating Committee shall elect at least one candidate for each elective office and report their selections at the next general meeting, which shall be called the Annual Meeting.
- The proposed Slate of Officers shall be posted on the RSF Democratic Club website 15 days prior to the Annual Meeting
- At that meeting the floor will be open for additional nominations, which could include Members of the Nominating Committee, and a vote will be held.
- Those nominees who receive a majority vote shall be declared elected. If no person receives a majority of votes cast, a run-off shall be held between those two persons receiving the greatest number of votes. The person receiving the greatest number of votes shall be declared elected.
- The Nominating Committee may also discuss potential Standing Chairs for the following year and present those names to the President.

(The President selects potential Committee Chairs subject to the approval of the Executive Committee)

SECTION 4- VACANCIES

Should any officer resign or fail to attend three general meetings or Board of Directors meetings in a row without cause approved by the Board of Directors, the Executive Committee shall declare that office vacant and appoint, subject to Board of Directors approval, a successor to that office to complete the unexpired term.

ARTICLE V- MEETINGS

SECTION 1 - GENERAL MEETINGS

There shall be a minimum of four general meetings each year, at least one of which shall be the Annual Meeting ideally held in January or February. Other general meetings shall be held at such times and places as specified by a majority of the Board of Directors.

SECTION 2- QUORUM

A quorum at any general meeting shall be ten percent of the membership in good standing. A quorum of the Board of Directors shall be a majority of the Board members and must include at least three members of the Executive Committee.

SECTION 3- PARLIAMENTARY AUTHORITY

Robert's Rules of Order (Newly Revised) shall be the parliamentary authority for the club on all questions not covered by these bylaws. The President shall appoint a Parliamentarian with the approval of the Executive Committee.

SECTION 4- NOTICES

At least ten days prior to a general meeting at which the following items will be discussed and voted upon, the Secretary shall cause to be deposited in the regular United States Mail or sent by e-mail a notice addressed to each member of the club in good standing:

- Proposed resolutions
- Endorsements of candidates and/or ballot measures
- Proposed amendments to these bylaws

Such notice shall specify the time, place and date of the general meeting and describe the event.

ARTICLE VI- BOARD OF DIRECTORS

SECTION 1 - FUNCTION

The Board of Directors shall approve all expenditures and carry out the club business between general meetings in a manner consistent with actions taken at the general meetings, and perform any other duties provided for in these bylaws. The President shall pre-approve any written correspondence on behalf of the club. The President shall be the sole spokesperson of the club.

SECTION 2- MEMBERSHIP

Membership of the Board of Directors shall include all of the currently elected club officers, the Immediate Past President and the then current Standing Committee Chairs.

SECTION 3 - MEETINGS

1. REGULAR MEETINGS

The President shall call a meeting of the Board of Directors with at least five days advance notice, not less than nine times per year.

2. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called at any time by the President, a majority of the Executive Committee or a majority of the Board of Directors.

3. ELECTRONIC MEETINGS

The Board of Directors may conduct special meetings including motions, discussions and voting electronically, over the internet using email or other electronic programs under protocols approved by the Board.

SECTION 4 – EXECUTIVE COMMITTEE

The Executive Committee consists of the six elected officers and the Immediate Past President. Its purpose includes the following: subject to Board of Directors later approval making time-sensitive decisions that would be otherwise infeasible by the entire Board of Directors, selection of Committee Chairs after nomination by the President, advice and counsel to

President, and nominating successors to fill Officer vacancies subject to approval by the Board of Directors.

ARTICLE VII- STANDING COMMITTEES

The standing committees for the club are as follows: Voter Outreach/GOTV Team, Fundraising, Policy and Political Action, Governance/Parliamentarian, Hospitality and Publicity.

The President selects potential Committee Chairs subject to the approval of the Executive Committee.

ARTICLE VIII- CANDIDATE ENDORSEMENTS

The club may only endorse candidates who are registered Democrats. Endorsement requires a 60% vote of the members present at any general meeting. Endorsement procedures will conform to San Diego County Democratic Committee Bylaws, these bylaws and endorsement rules established and published by the Board of Directors of this club.

SECTION 1 – Select rules in compliance with SDCDP Bylaws.

Reasonable attempts will be made to notify and invite all declared candidates to an endorsement meeting where their race is being considered at least five (5) business days prior to the meeting.

Endorsement by the club shall not be construed as the CDP or SDCDP endorsement. Words to that effect must be clearly visible whenever a club's endorsement is referred to.

ARTICLE IX – CLUB REPRESENTATIVE

The club shall affiliate as an associate member of the County Democratic Central Committee and pay the current annual fee.

SECTION 1 – CALIFORNIA DEMOCRATIC PARTY

Club representatives to the California Democratic Party's Pre-Endorsement Conferences shall be allocated as follows: one representative, resident in the Assembly District, for each full (not fraction thereof) 20 registered Democratic members in good standing in the Assembly District, who are listed on a roster current as of July 1 and submitted by July 15 of each odd-numbered year to both the San Diego County Democratic Party and the appropriate CDP Regional Director(s). The Club's President, Secretary, or Treasurer shall certify the roster. Representatives should be equally apportioned between men and women to the extent possible.

SECTION 2: SAN DIEGO COUNTY DEMOCRATIC PARTY

Under the club's charter with the San Diego County Democratic Party, its President is a representative to the SDCDP Central Committee as an Associate Member. If the President is already a Central Committee member or chooses not to serve, a different representative may be selected to serve his or her term according to the provisions of Sections 3 and 4 of this Article.

An Associate Member application, for the President or any other representative, must be submitted to the SDCDP within 30 days of his or her selection by the club.

SECTION 3: SELECTION

Club representatives to the CDP and SDCDP – and any other official representatives, delegates, and alternates from the club to conferences, caucuses, councils, conventions, and other meetings – shall be selected by a vote of members in good standing at a duly noticed club meeting or, if that cannot occur at a regular or special meeting, by designation of the President.

SECTION 4: Adherence to Club Positions

Club representatives described in this Article, when participating in voting and discussion in that capacity shall adhere to and represent the club’s official positions on endorsements and other matters wherever applicable, and shall agree to do so prior to their selection.

ARTICLE X - TERMINATION

Should this club be dissolved, the monies remaining in the treasury, after payment of all obligations, shall be disbursed to the San Diego County Democratic Party.

ARTICLE XI- AMENDMENTS

These bylaws may be amended by a majority vote at a general meeting after such amendment has been presented at the preceding general meeting and notice has been provided as specified in Article V, Section 4 of these bylaws.

ARTICLE XII - ADOPTION

These bylaws shall become effective immediately upon their adoption and shall be the governing rules of the club.

Secretary Date

President Date