

Asian Pacific Democratic Club

ARTICLE I

Name

The name of this organization shall be the Asian Pacific Democratic Club ("APDC" or "the Club").

ARTICLE II

Purpose

We share a vision of the Democratic Party that believes that government at all levels must be responsive and accountable to the needs of all people, particularly those people who are underrepresented. We affirm our commitment to traditional Democratic Party values of building a strong and diverse economy, honoring labor, providing human services and protecting the environment. We will work to make the City and County of San Francisco a place which is livable, accessible, affordable and reflective of the rich diversity of its residents.

We will strengthen the political voice of people by encouraging and fostering their active participation in the electoral process. We will register new voters and encourage all registered voters to exercise their franchise. We will conduct educational programs about issues and candidates facing the electorate. We will organize and involve people in issues affecting our interests. We will review and advocate or oppose measures that the Club believes to be of interest to our community. We will endorse propositions and candidates for office and actively work for those that the Club endorses. Registered Democrats shall be the only candidates considered for endorsements.

ARTICLE III

Membership

Any person who is a registered Democrat, or intends to register as a Democrat, may apply for regular membership in the Club. Only members in good standing may be listed on a membership roster of APDC. Members will be considered in good standing if they:

1. Subscribe to the purposes of this organization;
2. Complete a Club membership application;

3. Are approved by the Board of Directors; and
4. Pay membership dues as established by the Executive Committee (see Article IV, Dues)

ARTICLE IV

Dues

Membership dues shall be determined by a vote of the Executive Committee. Dues are due and payable on a yearly basis as subscribed by the Executive Committee.

ARTICLE V

Voting

Voting privileges are granted by these by-laws only to those people who qualify as members in good standing.

Eligibility to vote on Club matters begins 60 days after a member has become a Regular member, with the exception of the period following the Club's formation.

Any disputes about procedural matters not covered by these by-laws shall be resolved by the ruling of the Parliamentarian, or in his or her absence, the presiding officer in accordance with Robert's Rules of Order.

Protocols regarding voting by proxy or absentee voting will be determined by a vote of the Executive Committee.

Unless these by-laws provide otherwise, all other decisions taken by the Club shall be made by a simple majority of Regular members present.

ARTICLE VI

Officers

The Club shall have the following Officers who shall perform the following duties:

1. President: The President shall be the Chief Executive Officer of the Club and shall preside at regular and special meetings of the General Membership. The President shall chair the Executive Committee and is an adjunct member of all standing and ad hoc committees. The President is the primary official spokesperson for the Club. The

President shall have the authority to assign the writing of outgoing correspondence to any officer as the need arises.

2. Vice President: The Vice President shall serve as assistant to the President and shall serve as the President in the event of the death, resignation, removal from office or inability to act by the President.

3. Parliamentarian: The Parliamentarian shall serve as Parliamentarian for all Club matters and shall be third in line to serve as President in the event either the President or Vice President are unable to continue to serve in their offices.

4. Secretary: The Secretary shall keep records of the Club, including correspondences and minutes of regular and special meetings. Reports of standing and ad hoc committees shall be furnished to the Secretary for the Club files. The Secretary shall provide notice of the General Membership of regular and special meetings. In cooperation with the Treasurer, the Secretary shall maintain a record of the current members of the Club and their addresses and telephone numbers.

5. Treasurer: The Treasurer shall be the Chief Financial Officer of the Club. The Treasurer shall collect all membership dues and any other fees or assessments set by the Executive Committee. The Treasurer shall maintain any checking and savings accounts authorized by the General Membership or the Executive Committee and shall make a regular report to the General Membership and the Executive Committee on the fiscal condition of the Club.

Various duties of a procedural and/or clerical nature may be shared between officers as the need arises, and with the agreement of the Officers involved and with the knowledge and consent of the President.

The President, in concert with the Executive Committee, will have the ability to create additional Officers when the need arises in order to facilitate the smooth operation of the Club. In the event new officer positions are created, they will be elected in a special election to be called by the President.

ARTICLE VII

Term of Office for Officers

1. Officers of the Club shall serve for a term of two (2) years, except for the initially elected officers of the Club, whose terms shall be staggered in order to ensure the continuity and smooth operation of the Club when new elections occur.

2. If a vacancy occurs in the office of the President, the Vice President will serve the remainder of the term and will call a special election for the Vice President for the next Executive Committee meeting. If a vacancy occurs in the office of the Parliamentarian, Secretary or Treasurer, the President will call a special election for the next regular Executive Committee meeting. Officers so elected will serve the remaining portion of the term of the office in which the vacancy occurred.

ARTICLE VIII

Nomination/Elections of Officers

The Executive Committee, during their annual meeting held in January elects officers. Nominations will be accepted during the regular November meeting, and during the January meeting, for up to 30 minutes, before the time set for the election.

Election requires a simple majority vote of the Executive Committee. If no candidate receives a majority vote, there shall be a run-off election between the top two vote-getters. Absentee ballots cast for one of the top two vote-getters shall be counted in the run-off election; other absentee ballots shall be disregarded.

ARTICLE IX

Removal of Officers

Officers may be dismissed from office by vote of the Executive Committee. Reasons for dismissal include, but are not limited to:

- Misrepresentation of Club positions
- Breach of fiduciary duties
- Waste of Club's assets
- Activities adversely affecting the Club

Any officer of the Club shall be dismissed from office if all the following conditions are met:

1. The Executive Committee, at a regular meeting, has voted by majority vote to recommend such removal from office to the general membership; and
2. If the recommendation comes from the Executive Committee, it will be made a properly noticed item on the agenda for the next membership meeting; and
3. The recommendation is approved by 60% of the members in good standing present.

ARTICLE X

Board of Directors

Section 1. Duties

The Board of Directors (Board) of APDC is vested with the management of the affairs and properties of APDC. The directors shall, upon election, take office at the first meeting of the Board of Directors following the election.

Section 2. Elections and Term of Office

Board members shall be elected every year. Board members may be re-elected based on good standing (See Article III).

Section 3. Composition

The Board shall consist of up to 25 members, including officers.

Section 4. Quorum

A majority of all members of the Board shall constitute a quorum for conducting all business of APDC except as otherwise provided.

Section 5. Powers

The Board, by a majority vote of those present and voting, may make any and all decisions relative to the general operation of the affairs of APDC, except for the endorsement of any candidate for political office. Special Endorsement Committees will be set up to decide the endorsements prior to a given election (See Article XIV). The Board shall have the following additional specific powers:

(a) Rules and Regulations

The Board may adopt such rules and regulations for the conduct of its meetings and the management of APDC as it deems proper.

(b) Emergency Action

If the Executive Committee finds that an action by the Board is necessary before the next regularly scheduled Board meeting, written or oral notice shall be given to all members of the Board. On the day preceding the final date for action, the President, or

his/her designee, shall contact all members of the Board to record their votes on the proposed action. So long as a quorum of the Board agrees on the proposed action, the failure to receive a vote from all members of the Board shall not invalidate the action.

(c) Removal of Officers or Directors

Whenever the Board, in its direction, deems it necessary for the good of APDC, the Board shall declare an interim election to determine whether to remove any director or officer and to elect a successor. The election shall be held within a reasonable time.

(d) Vacancies

A vacancy on the Board of Directors exists whenever any one of the following circumstances occurs:

- (1) Any member of the Board of Directors submits a written resignation to APDC's Secretary or submits an oral resignation to one of the officers of APDC.
- (2) Any member of the Board of Directors fails to attend any three (3) consecutive regularly scheduled meetings of the Board of Directors in a given year.

(e) Delegates and Representatives

The Board, whenever the circumstance arises, may appoint delegates or representatives to represent APDC to other organizations, entities, or governmental bodies. These appointments require majority vote of the board. Only members in good standing may be appointed as delegates or representatives. Circumstances include, but are not limited to:

- Delegates to California Democratic Party
- Delegates to Pre-Convention Regional Endorsement Elections
- Representatives to California Democratic Party Pre-Endorsement Conferences
- Representatives to San Francisco Democratic County Central Committee
- Representatives to the municipal government of City and County of San Francisco

Section 6. Presiding Officer

The President, or in the absence of the President, the Vice President, shall serve as the presiding officer of the Board and preside at all meetings of the Board.

ARTICLE XI

Committees

Executive Committee: The Executive Committee shall consist of five (5) members, to be elected at the meeting prior to the annual meeting. The President of the Club shall serve as the Chair of the Executive Committee. It shall be the duty of the Executive Committee to plan the agenda of the regular membership meetings, to act on behalf of the Club on routine matters and in emergency situations, and to oversee the standing and ad hoc committees. The Executive Committee shall meet no less than six (6) times a year.

The Executive Committee elects the Officers at their next regular meeting, in January, following the election of the Executive Committee in December. The Executive Committee Officers will be elected for two-year terms, except for the initial terms of officers following the formation of the Club.

Political Action Committee: See Article XIV below.

Standing Committees: In addition to the Political Action Committee, there shall be such standing committees as created by resolution of the general membership or the Executive Committee. The President, with the concurrence of the Executive Committee, shall designate the Chair of the Standing Committees, with the exception of the Political Action Committee, which shall be chaired by the Executive Vice President. The Chairs shall serve for a term equal to their term of office. With the exception of the Political Action Committee, committee membership is open to all members of the Club.

Ad Hoc Committees: The President may appoint ad hoc committees to study and report on specific issues or problems as needed.

ARTICLE XII

Meetings

The General Membership of the Club shall meet no less than annually at a San Francisco location. For good cause, the date, time and place of regularly scheduled meetings may be changed by resolution of the Executive Committee. Notice of any such change must be made to the General Membership.

Special meetings may be called for by resolution of the Executive Committee. Notice of special meetings must be made to the General Membership.

ARTICLE XIII

Quorum for Meetings

Executive Committee: A quorum for meetings of the Executive Committee will be half of the total number of members plus one.

Regular Membership Meetings: A quorum for meetings of the Regular Membership shall initially be a simple majority of the Charter Members. Thereafter, a quorum shall be determined by the Executive Committee, which will appropriately reflect the Club's growing membership.

ARTICLE XIV

Endorsements

APDC members will endorse candidates or measures prior to each election. The following endorsement rules aim to:

- a. Increase meaningful membership participation that supports organizational development of APDC and community development of Asian Americans;
- b. Explain how each endorsement that supports organizational development of APDC and community development of Asian Americans;
- c. Create a Political Action Committee (PAC) that reflects the will of the membership dedicated to organization development of APDC and community development of Asian Americans; and
- d. Deter attempts to "stack" the Club and thwart these objectives.

1. Good Standing

Only a member in good standing will be eligible to serve on the PAC. To qualify for good standing, the member shall have by the PAC meeting:

- a. Attendance: Attended three general meetings or activities in the past twelve (12) months as verified by the member's signature on attendance sheets; and
- b. Dues: Paid membership dues for the calendar year. Dues received during October, November and December shall also apply to the next calendar year.

2. Political Action Committee (PAC)

This Committee shall recommend candidates or measures on behalf of APDC.

- a. PAC membership: Members in good standing or members of the Executive Committee shall be eligible to serve on the PAC.
 - b. PAC voting eligibility: a PAC member will only be eligible to vote on an endorsement if:
 - 1) The member has attended all the PAC meetings.
 - 2) If a member is physically unable to attend, a unanimous PAC vote can allow the member to vote.
 - c. PAC 60% recommendation: An endorsement of any candidate or measure will require a vote of at least sixty (60%) of the PAC members eligible to vote.
3. Rescinding and Re-voting on a PAC Endorsement
- a. Rescinding by Executive Committee: A unanimous vote of attending Executive Committee members can rescind the PAC endorsement; or
 - b. Endorsement by Executive Committee and General Membership: A unanimous vote of attending executive committee members can rescind and recommend a new endorsement. That new endorsement must be ratified at a general or special meeting by a majority vote of members plus one vote (50% plus one) of members in good standing.
4. Abstention
- a. Abstentions shall not count in any vote totals.

ARTICLE XV

Amendments

These By-Laws shall be reviewed annually.

These By-Laws may be amended by the following procedure:

1. Any Regular member of the Club may move an amendment.
2. If a motion to amend is seconded by 20% of the members present, the matter shall be referred to the Executive Committee for consideration and action at its next regular meeting as specified in ARTICLE XI (Meetings). Alternatively, if the Executive

Committee so chooses, it may directly take up the amendment for consideration and action at its next regular meeting.

3. The Executive Committee will consider the proposed amendment, and the President may form an ad hoc committee to consider the matter, if necessary.

4. The Executive Committee will make its recommendations to members in good standing concerning the proposed amendment. The Club may only amend its By-Laws by a vote of 60% or more of the members in good standing present and voting.

Adopted: March 24th, 2015
(date)