

BY-LAWS OF THE BLACK YOUNG DEMOCRATS of SAN FRANCISCO

MISSION

The Black Young Democrats of San Francisco are dedicated to activate and empower young Black/ African American leaders to engage in the democratic process through education, advocacy and activism in order to strengthen our influence in politics and policies that affect our lives.

ARTICLE I. NAME AND CLUB AFFILIATION

Section 1. Name.

- a. The name of this organization shall be the Black Young Democrats of San Francisco (the "Organization" or "BYDSF").

Section 2. Club Affiliation.

- a. The Black Young Democrats of San Francisco shall be chartered and affiliated with the California Young Democrats ("CYD"), and by and through the California Young Democrats, will be affiliated with the California Young Democrats Black Caucus and the Young Democrats of America, and pursuant to Article IV contained herein, the BYDSF President shall be the appointee of the BYDSF to the San Francisco Democratic County Central Committee.

ARTICLE II. PURPOSE

The purposes of this BYDSF shall be:

- a. To support and elect candidates at the local, state, and federal levels of government who will advocate the values of the BYDSF.
- b. To contribute to the growth and influence of young Black/African American people by educating and registering voters, developing leadership, contributing to the development of the BYDSF platform and in other ways as supported by the BYDSF membership.
- c. To enhance the visibility and promote a positive image of BYDSF through community involvement and sponsorship of events.
- d. To fundraise for organizational activities and for support of candidates and issues as approved by the BYDSF membership.
- e. To create opportunities for discussion and advocacy on issues of importance, including, but not limited to: business, civil liberties, economy, education, environment, foreign policy, health care, the justice system, and social security.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility

- a. Regular membership shall be open to all persons who are at least eighteen (18) years of age and not more than thirty-five (35) years of age who are registered Democrats provided that:
- b. If a Member turns age thirty-six (36) prior to August 31 of a given year, that individual

- shall remain a Member of the Organization through August 31 of that year; and
- c. Any officer shall be permitted to serve out his or her term through December 31 of the year in which he or she turns age thirty-six (36).
 - d. Membership shall be open to individuals who are concerned with issues relating to Young African Americans regardless of their race, ethnicity, national origin, sex, disability, gender, sexual orientation, or religion.

Section 2. Exceptions

- a. Persons below the minimum age or over the maximum age may be admitted as Associate non-voting members.

Section 4. Membership Duration and Dues.

- a. Dues for membership in good standing shall be: \$120 for membership through the eligibility period outlined at the beginning of the calendar year or set by Executive Committee ("lifetime membership"); \$30 for membership through the end of one annual period, as outlined in the subsequent section ("annual membership"); provided, however, that current students at high school or college institutions shall be required to pay \$20 for annual membership ("student membership").
- b. Annual memberships and student memberships shall be valid through December 31st of the calendar year during which the member joined and paid dues;
 1. Should BYDSF host its annual fundraiser during the second half of the calendar year, any person eligible to receive membership under preceding sections who pays the regular entrance fee to the fundraiser shall receive membership through December 31st of the following calendar year.

Section 5. Membership Privileges.

- a. The following rights and privileges of membership are conditioned upon payment of dues in full:
 1. One vote on any general issue considered at any Membership Meeting.
 2. One vote in each endorsement process for each contested or uncontested race or issue if they are a member three (3) days in advance of the meeting.
 3. Eligibility to hold an officer position on the Executive Committee or the Executive Board after being member for at least thirty (30) calendar days prior to the election and having attended at least three Membership Meetings or Executive Board-designated BYDSF events prior to the election.
 4. All BYDSF dues paying members shall also be recognized as Associate Members of the California Young Democrats Black Caucus.
- b. Voting by proxy is prohibited.

ARTICLE IV. OFFICERS

Section 1. Officers

- a. The Executive Committee and the Executive Board
 1. The Executive Committee shall be comprised of the President, Vice President for Administration, Vice President for Communications, Vice President of Programming and the Vice President for Finance. Each of the aforementioned officers shall have one vote at any Executive Committee meeting.
 2. The Executive Board shall be comprised of all Officers of the organization. The Executive Board shall hold all the powers and duties of this Organization as described herein. Meetings of the membership ("Membership Meetings") shall be

called by the Executive Board.

3. The founding Executive Board shall be lifelong advisory members of the club and political action committee as long as they are in good standing with the organization.
 4. Official titles of officers may be changed by majority vote by the Executive Committee; however duties must be comparable to formal titles mentioned below.
- b. Executive Board Meetings and Duties
1. The President or his/her designee may call an Executive Board meeting or Regular Membership meeting by giving at least 48 hours telephonic notice to all officers and/or members, although it is preferable to give 15 day written notice.
 2. The President or his/her designee may call a Special Meeting, but must have all members of the Executive Board present including at-large members who will in this case be granted the same voting provisions as Officers.

Section 2. Officers

- a. The standing Officers shall be the President, Vice President for Administration, Vice President for Programming, Vice President for Communications and the Vice President for Finance, as well as four (4) at-large Executive Board positions. Two additional officers may be appointed to the Executive Committee, per Article IV, Section 4.

Section 3. Duties and Privileges

- a. The President shall be the chief executive officer of the organization, or his/her designee shall preside at all Executive Committee meetings, Executive Board meetings and Membership Meetings. The President shall be the appointee of BYDSF to the San Francisco Democratic County Central Committee (SFDCC) and shall represent the organization at CYD Conventions and CYD Executive Board Meetings. The President may appoint any member in good standing of BYDSF to represent the club at the meetings of the CYD and the SFDCCC Executive Board. Any such appointment, as well as revocation thereof, shall require majority approval by the members of the Executive Board. The President or his/her designee shall serve as a non-voting Ex officio member of the California Young Democrats Black Caucus Executive Committee and shall serve as a voting member of the CYD Black Caucus Regional Committee.
- b. The Vice President for Administration shall be responsible for coordinating the activities of the legislative, political and membership recruitment and engagement activities of the organization. The Vice President for Administration shall chair the Rules Committee; shall maintain all records of the Organization and shall serve all required notices and discharge any other duties at the direction of the President; shall strive to keep the bylaws of the Organization consistent with the aims and policies of the Organization; shall propose special rules and amendments to the bylaws when necessary; shall interpret the rules and Bylaws when called upon by the President or Executive Committee; shall inform members and Officers of procedural requirements of the Organization; and shall be responsible for chartering BYDSF with the appropriate organizations. Shall serve as a voting member of the CYD Black Caucus Regional Committee.
- c. The Vice President for Communications shall be responsible for the Organization's

external and internal communications, and for such other duties as the President shall assign. The Vice President for Communications shall coordinate the regular production and distribution the Organization's e-mail newsletter to all Members; shall maintain pictorial and record history of Organization, including copies of all publications, invitations and other official Organization documents. The Vice President of Communications shall also oversee the updating and maintenance of the BYDSF website and any social media efforts.

- d. The Vice President for Finance shall present financial statements to the Executive Committee at each regularly scheduled meeting and shall handle all disbursements, receipts, banking relationships, FPPC statements, and in general, any and all bookkeeping responsibilities. The Vice President of Finance shall also coordinate with the President all fundraising activities.
- e. The remainder of the Executive Board shall be comprised of four (4) At-Large Board members. The At-Large Board members shall be assigned roles and responsibilities at the discretion of the Executive Committee.

Section 4. Appointed Positions

- a. The President may nominate additional members to the BYDSF Executive Board by the first Executive Committee meeting after assuming office. Appointed Board member(s) shall be confirmed with a 2/3 majority (supermajority) of the elected officers. If a Board member is appointed and confirmed, the Appointed Board member(s) will report to the President and shall serve as an officer of the Organization and a non-voting member to BYDSF Executive Board.
- b. Committee Co-Chair: The President may nominate a Co-Chair to any standing committee by the first Executive Committee meeting after assuming office. A Committee Co-Chair shall be confirmed with a 2/3 majority (supermajority) of the elected officers. Upon confirmation, a Committee Co-Chair will report to the Chair of the Committee to which they are appointed and shall additionally serve as an officer of the Organization and a non-voting member of the Executive Board. The Committee Co-Chair shall assist the Chair of the Committee and shall preside over the Committee should the Chair be absent.

Section 5. Election & Term of Office

- a. The term of office shall be one year with the exception of the President who shall serve for two years unless he/she no longer meets the qualifications for membership established in Article III.
- b. Election for all officers of the Organization shall be conducted prior to the end of the calendar year.
- c. Members in good standing who wish to be considered as candidates for the Executive Board shall submit an application or notice of intent to run for an Executive Board position to the Elections Committee outlined in Article V, Section 8 of these bylaws.
- d. In the event that more than four (4) members who meet the requirements to serve on the Executive Board declare intent to run for an At-Large Executive Board position, the Elections Committee shall issue a recommendation for no more than four (4) At-Large candidates to the Membership, per Article V, Section 8, Subsection c of these bylaws.
- e. Upon recommendation of the Elections Committee, each BYDSF member in good standing may vote for one (1) candidate for each of the five (5) Executive Committee positions and for no more than four (4) At-Large candidates. No member may vote for

- any candidate for any office more than once in any race.
- f. The candidate with the most votes for each Executive Committee position shall be declared the winner in each race. The top four (4) At-Large candidates with the most votes shall be declared the winners of the four (4) At-Large Executive Board positions.
 - 1. In the event of a tie for an Executive Board officer position, a runoff vote of the membership between the tied candidates shall be conducted and the candidate with the most votes shall be declared the winner. In the case of a tie in the runoff vote, the President shall cast the final and deciding vote.
 - g. Any vacancy created by removal or resignation shall be filled by the appointment of the President and confirmed by a majority vote of the Executive Committee at the first Executive Committee Meeting following their such appointment. Until confirmed by the Executive Committee, appointed officers shall carry out their full duties.

Section 6. Resignation and Removal

- a. Any Officer shall be deemed to have resigned and the Officer's resignation will be final, without exception, upon:
 - 1. The conclusion of third Executive Board Meeting at which the officer is absent without an approved excused absence, having been absent from the two immediately preceding Executive Board meetings without an approved excused absence.
 - 2. The conclusion of the fifth Executive Board Meeting at which the officer is absent without an approved excused absence, having been absent from any other four Executive Board Meetings during the calendar year without an approved excuse absence.
 - 3. An approved or excused absence may only be granted by President, in his/her sole discretion, upon the request of any officer and prior to such absence.
- b. Any Officer may be removed from office under the following procedures:
 - 1. Removal by the Executive Board.
 - i. Notice. Upon the agreement, in writing, of fifty percent plus one vote (50% +1) of the officers notice and written charges supporting removal shall be provided to every officer at least seven (7) days before an Executive Board meeting. The proposed removal shall be placed on the agenda of the next Executive Board.
 - ii. The officer who is subject of the proceedings shall be given a reasonable opportunity to respond to the written charges, both in writing and/or verbally, at the Executive Board meeting for which the removal will be considered.
 - iii. Twenty-four hours after a two-thirds majority vote of those officers present and in favor of removal at an Executive Board meeting, the subject Officer shall be removed. During those twenty-four hours, the officer subject to removal may tender his/her resignation, which will cause the removal to be expunged from minutes and the resignation to be recorded.
 - iv. Any officer who is removed or resigns within twenty-four hours of removal shall be ineligible to hold any office in the Organization at any time in the future.
 - 2. Removal by the Membership.
 - i. Any member seeking to remove an officer of the Organization from his/her Office shall provide each officer of the Organization with a Petition

for Removal identifying the charges in writing and signed by twenty other members having paid dues at least thirty (30) calendar days prior to the date of signing the petition.

- ii. The Vice President for Administration (unless they are subject of petition, and then the President shall appoint a replacement from the Executive Board) shall verify the signatures submitted on the Petition for Removal prior to the next regularly scheduled Executive Board meeting.
 - iii. The Petition for Removal shall be placed on the agenda for the next regularly scheduled Executive Board Meeting. The procedure prescribed by Article IV. Section 5.c (1) B-E shall be followed to determine if the officer will be removed.
 - iv. If two-thirds of the Executive Board does not support the Petition for Removal, the Petition for Removal shall be placed on the agenda of the next regularly scheduled Membership Meeting.
 - v. The Officer who is subject of the proceedings shall be given a reasonable opportunity to respond and answer the charges in writing and verbally at the Membership Meeting for which the removal is to be considered.
 - vi. Twenty-four hours after a two-thirds majority vote of those members present and in favor of removal at any Membership Meeting, the subject Officer shall be removed. During those twenty-four hours, the officer subject to removal may tender his/her resignation, which will cause the removal to be expunged from minutes and the resignation to be recorded.
 - vii. Any officer who is removed or resigns within twenty-four hours of removal shall be ineligible to hold any office in the Organization at any time in the future.
- c. All appointed positions may be terminated by the Executive Board
1. Notice. Any Executive Board officer may present the President with written charges supporting the removal of an appointed position. The President shall immediately provide every officer with a copy of the written charges and the proposed removal shall be placed on the agenda of the next Executive Board that would provide 7 days of advanced notification.
 2. The officer who is subject of the proceedings shall be given a reasonable opportunity to respond to the written charges, both in writing and/or verbally, at the Executive Board meeting for which the removal will be considered.
 3. A simple majority vote of the Executive Board in favor to remove the appointee. Article IV, Section 4 is immediately invoked with the exception that the nominating process is immediately open to the entire Executive Board.

ARTICLE V. STANDING COMMITTEES

Section 1. Appointment

- a. Any member of the Organization is eligible to serve on any standing committee, subject to any restrictions stated herein.
- b. All standing committees shall be populated with at least two members by April 1st of each calendar year.

Section 2. Fundraising Committee

- a. There shall be a standing committee on fundraising chaired by an At-Large Board

- Member, as designated by the Executive Committee.
- b. The committee chair shall appoint all members to the committee subject to the approval of the President.
 - c. The Vice President for Finance shall be an ex-officio member of the Fundraising Committee.
 - d. It shall be the duty of this committee to explore all fundraising possibilities and orchestrate all fundraising activities of the Organization upon the consent and approval of the Executive Board.

Section 3. Legislative & Political Strategy Committee

- a. There shall be a standing committee on legislative matters chaired by an At-Large Board Member, as designated by the Executive Committee.
- b. The committee chair shall appoint all members to the committee subject to the approval of the President.
- c. It shall be the duty of this Committee to develop and submit an organizational platform of policy positions for approval to the Executive Board and to consider and debate merits of legislation which affects members of the Organization. The Committee may make recommendations to the Executive Board regarding the Organization's official positions in support of or in opposition to legislation introduced at any level of government which could have an effect on the Members of the Organization or which pertains to the principles outlined in the Organization's platform. Any official positions on legislation will be taken as prescribed by the process outlined in Article VII- Section 3 of these By-Laws.
- d. It shall also be the duty of this Committee to develop and discuss political strategies that will accomplish the goals outlined in the Organization's mission statement.

Section 4. Executive Committee

- a. There shall be an Executive Committee as described in Article IV.
- b. Meetings of the Executive Committee shall be open to all members of BYDSF. Others may attend with the approval of a majority vote of the Executive Committee.

Section 5. Advisory Committee

- a. The BYDSF may have a standing committee hereafter known as the "Advisory Committee." The purpose of this Advisory Committee is to build support for the BYDSF. This Advisory Committee will work to provide advice, credibility, and resources to the Executive Board. Membership in this group is honorary and "Article III - Section 1" rules do not apply to members of this Advisory Committee.
- b. There shall be no committee chair however the President shall be responsible for the coordination of this committee.

Section 6. Rules & Elections Committee

- a. There shall be a standing committee on Elections chaired by the President.
- b. The committee shall be comprised of the President, the Vice President for Administration, Vice President for Programming and Vice President for Communication.
- c. It shall be the duty of this Committee to recommend one, and only one, slate of officers for election to the Executive Board for the following calendar year. In the case of a tie in recommending a candidate, the President shall cast the final and deciding vote.
- d. Other eligible members of the Organization may run for election to the Executive Board upon notifying the President of their intent and desire to run for either a particular office or an At-Large position. Upon such notification, the President shall cause that member's name to be added to the ballot with a notation that such person has not been recommended for election by the Executive Committee. In the alternative, the President may allow that member to run as a "write in" candidate.

- e. The committee shall be responsible for coordinating and holding the annual election of officers to the Executive Committee in accordance with the provisions of Article IV.5.b-f.
- f. It shall also be the duty of this Committee to review and recommend proposed amendments to the bylaws.

Section 7. Ad-Hoc and Special Committees

- a. The President and/or Executive Committee by vote of majority may establish an Ad-Hoc or Special committee for temporary functions within accordance of the Bylaws.

ARTICLE VI. GENERAL PROVISIONS

Section 1. Quorum

- a. Executive Board quorum shall be 50% plus 1 of voting Executive Board members.
- b. A quorum shall be presumed to exist at any Membership Meeting at which at least 40% of members plus three officers of the Organization are present.

Section 2. Expenditures

- a. No Member or Officer may represent him/herself as an agent of the Organization to commit or spend funds unless so authorized by:
 - 1. A majority of the Executive Board at an Executive Board meeting at which a quorum is present; or
 - 2. Written approval of two-thirds of the Executive Board in the event of an emergency.

Section 3. CYD Convention Delegates

- a. Should the Organization be eligible to have more than one voting delegate at the CYD Convention, the President shall appoint the additional delegates who shall be eligible to represent the Organization upon approval of a majority of the Executive Board. Any Executive Board member may motion for the delegation's vote to be allotted proportionately to the Executive Board's vote for a specific issues or candidate. All remainder votes from the proportional allocation shall be assigned with the majority vote; or if no majority vote exists, shall be assigned by the President.

ARTICLE VII. ENDORSEMENTS

Section 1. Definitions

- a. Endorsement: includes, but is not limited to, any approved use of BYDSF's funds, stationery, mailing lists, labels, telephone lists, name, or logo.
 - 1. The Executive Board may approve the use of the mailing list, labels and/or telephone lists for a non-ticketed, non-fundraising, no-fee event by majority vote at an Executive Board meeting or in an emergency where the President, in conjunction with the Executive Committee has attempted to contact all Officers, and received the written approval of a majority of the Officers of BYDSF without endorsement proceedings.
- b. Contested Races: Contested Races shall be defined as all elections where more than one Democrat is seeking office including, but not limited to, partisan primaries, non-partisan elections, Party Officer elections, State and National Young Democratic elections. Any race for which the last filing deadline has not passed, shall also be deemed a Contested Race;
- c. Contested Issue: Contested Issues shall be defined as any issue that has been placed on a ballot in an election, including, but not limited to, a referendum, proposition, ballot

measure, constitutional amendment or City Charter amendment. Any issue for which the last filing deadline has not passed, shall also be deemed a Contested Issue.

Section 2. Procedures:

- a. Eligibility to vote in any endorsement procedure is limited to any individual otherwise qualified for membership in the Organization after being a dues paying members for at least three (3) calendar days.
- b. Uncontested Races:
 1. The Organization may endorse the nominee of the Democratic Party or the Democratic candidate for any public election between candidates of different parties by a majority vote of those present at a Membership Meeting at which a quorum is present following the close of filing for that office.
 2. The Organization may endorse a Democrat running unopposed in any general or special election (even in a non-partisan race), by a majority vote of those present at a Membership Meeting at which a quorum is present following the close of filing for that office.
- c. Contested Races and Issues:
 1. The Executive Board may consider endorsement proceedings for all Contested
- d. Races and Issues under the direction of the Vice President of Administration or the Executive Committee's designee. Additional endorsement proceedings may be approved by majority vote at an Executive Board meeting.
 1. The Executive Board shall schedule endorsement procedures for the next Membership Meeting at which all notification requirements under these By-Laws can be reasonably accomplished.
 2. The Executive Board shall convene prior to any Membership Meeting at which endorsements will be considered in order to interview candidates and recommend endorsements to the Membership. A 60% majority vote of the Executive Board is required for an endorsement recommendation at an Executive Board meeting at which a quorum is present. All Executive Board recommendations receiving a unanimous vote shall be submitted to the Membership for approval by placing it on Membership Meeting agenda as a "consent calendar."
 3. The Vice President of Administration or an At-Large Board Member, serving as the Executive Committee's designee, shall make reasonable efforts to give all Democrats, running in each contested election being considered by the Executive Committee, written notice of the Organization's procedures for endorsement at least seven (7) days prior to any Membership Meeting at which the potential endorsement is to be acted upon.
 4. The Vice President of Administration or an At-Large Board Member, serving as the
- e. Executive Committee's designee, shall make reasonable efforts to give organized campaigns representing all sides of a contested issue being considered by the Executive
- f. Board, written notice of the organization's procedures for endorsement at least seven (7) days prior to any Membership meeting at which the potential endorsement is to be acted upon.
 1. Reasonable efforts shall be made to post a notice called "Notice of Proposed BYDSF Endorsements" on the Organization's website and distributed by other reasonable means at least seven (7) days prior to any Membership Meeting at which endorsements will be considered. The appearance of the Notice of

Proposed BYDSF Endorsements in the Organization's newsletter is also appropriate.

2. The Notice of Proposed BYDSF Endorsements shall list the name of each contested race and issue in the election and each candidate seeking office. In addition the Notice of Proposed BYDSF Endorsements shall list which candidate or issue the Executive Board has voted to recommend for endorsement, if any, or that (1) the Executive Board has voted to recommend that no endorsement be granted in the contested race or issue or (2) the Executive Board was not able to recommend an endorsement of any candidate in a contested race by a 60% majority vote.
 3. Upon the recommendation of endorsement of the Executive Board, the Membership may endorse a candidate or issue by a simple majority vote of those Members present at a Membership meeting at which a quorum is present and voting; or the Executive Board recommendation of endorsement may be overruled upon a two-thirds vote of those Members present and voting at a Membership Meeting at which a quorum is present and voting.
 - i. If the candidate or issue that received the Executive Board recommendation does not receive a majority vote of the membership and no other candidate receives a two-thirds vote of the membership, no endorsement shall be issued.
 4. Contested or uncontested candidates or issues receiving the unanimous recommendation vote of the Executive Board at a meeting where quorum is present and voting shall be submitted to a vote by the Membership on a single "consent calendar." Members will vote to endorse, not endorse or take no position on all candidates and issues on the consent calendar with one vote.
 - i. Any endorsement recommendation may be removed from the "consent calendar" and voted on separately by the Membership upon the motion, second and subsequent vote of at minimum 10% of those Members present and voting at the Membership Meeting at which a quorum is present and voting.
 5. Where the Executive Board was not able to recommend an endorsement of any candidate in a contested race or issue by a 60% majority vote, the Membership may endorse a candidate upon a 60% vote of those members present and voting at a Membership Meeting at which a quorum is present and voting.
- g. At the request of any Member, a BYDSF endorsement may be removed for cause as follows:
1. At a Membership Meeting by a two-thirds vote; or
 2. Upon a determination by the President that expedited treatment of the request is warranted, by written or telephonic approval of two-thirds of the Executive Board (following an attempt to contact all Officers), with no more than one dissenting vote; provided, however, that if the election with respect to which the endorsement has been
- h. made is scheduled to occur after the date of the next scheduled Membership Meeting, then the only effect of written or telephonic approval in accordance with this paragraph
1. will be to suspend the endorsement until the matter may be put to a vote at the next Membership Meeting.
- i. "No endorsement" shall always be an option included on a candidate or issue endorsement ballot or vote.

- j. At the discretion of the President, endorsement procedures at the Executive Board or
- k. Membership levels may be held by secret ballot.

Section 3. Endorsements of Legislation

- a. The Organization may take official positions in support of or in opposition to legislation introduced at any level of government which could have an effect on the Members of the
- b. Organization or which pertains to the principles outlined in the Organization's platform.
- c. The Organization may officially endorse or oppose a piece of legislation upon a motion, second and majority vote of the Executive Board at an Executive Board meeting at which a quorum is present.

Section 4. Use of BYDSF Assets:

- a. Endorsed Candidates or Issues
 - 1. The following shall require a two-thirds vote of the Executive Board at an Executive Meeting.
- b. Board meeting at which a quorum is present: approval of the use of BYDSF's funds, stationery, mailing lists, labels, phone lists, name, or logos.
 - 1. BYDSF shall cover the costs of producing mailing lists and stationery as requested by the candidates and position committees and approved by the Board.
- c. Candidates Other Than the Endorsed Candidate in a race where BYDSF has made an endorsement.
 - 1. If BYDSF has endorsed a candidate or position, no BYDSF resources shall be used by any other candidate or position in that race.

ARTICLE VIII. PARLIAMENTARY PROCEDURE & AMENDMENTS

Section 1.

- a. These By-Laws may be amended by a majority vote at any Executive Board meeting at which notice of the proposed amendment has been provided at least 48 hours prior. Any such amendments shall take effect on the first Monday after the adjournment thereof unless a specific exception is stated in the motion to amend.

Section 2.

- a. In all matters not contained in these By-Laws, authority rests in Robert's Rules of Order Newly Revised.