

**BYLAWS
of The
Central City Democrats**

Serving the Tenderloin, Lower Market, North Mission, and SOMA Neighborhoods

Article 1: Name and Objectives

Section 1. Name. This organization shall be known as the Central City Democrats, hereinafter referred to as the “Club” or the “CCD”.

Section 2. Objectives. The purpose of this Club shall be to encourage and develop political awareness among residents of San Francisco (with an emphasis on the District 6 in San Francisco) and to foster active participation in the democratic processes of government by all San Francisco residents; to encourage qualified Democrats to run for elective office and seek appointive positions; to demand a high standard in government; to seek justice and equality for all peoples; and to support the principles and objectives of the California Democratic Party. The Club shall seek to have its membership be ethnically and culturally representative of the residents of the District. We seek especially to represent those people who are under served, under represented and the interests of small business owners.

Section 3. Powers. The powers of the Club are vested in the members of the Club under the guidance and direction of the Board of Directors, hereinafter referred to as the “Board.”

Section 4. Effective Date. These Bylaws shall be effective April 1, 2006.

Article II: Membership and Meetings

Section 1. Eligibility. Registered Democrats who support the objectives of the Club are eligible to join the Club and may become a member by paying annual membership dues (January 1 – December 31). The amount of the membership dues is to be established by the Board.

Section 2. Place of Membership Meetings. The Board of Directors is responsible for establishing the meeting location for general membership meetings and the meetings of the Board of Directors. Such meetings shall take place at a residence or facility in the District 6, except in extremely unusual circumstances.

Section 3. Meeting Notices. The Club shall hold at least quarterly general membership meetings. General membership meetings shall be called by the president or a majority of the Board. No endorsement, election, or resolution may be voted on unless the topic has been noticed to the general membership at least five (5) days prior to the meeting date. Each notice shall give the time and place of the meeting. This section may be suspended by a three-fourths (75%) vote of all members present at a general meeting who are in good standing and eligible to vote at the general meeting.

Section 4. Meeting Rules. Meetings shall be conducted in accordance with these Bylaws. Where these Bylaws do not address themselves to a situation, Robert's Rules of Order shall apply where applicable.

Section 5. Eligibility to Vote. Voting for endorsements of candidates or ballot propositions and Club business shall be restricted to members who, at the time of the vote, either

a. reside at, and are registered to vote in, the 94102, 94103, 94105, 94107, 94108, 94109, 94110, 94130 ZIP codes, **or in an area adjacent to those ZIP codes that is included in Supervisorial District 6 as periodically amended after the ten-year census**, and who have executed and submitted to the secretary a completed and true Declaration of Eligibility to Vote or

b. are employed and work on a regular basis at a work site within 94102, 94103, 94105, 94107, 94108, 94109, 94110, 94130 ZIP Codes, **or in an area adjacent to those ZIP codes that is included in Supervisorial District 6 as periodically amended after the ten-year census**, and who have executed and submitted to the secretary a completed and true Declaration of Eligibility to Vote;

Section 6. Majority Vote. The majority vote of the members present at a duly called meeting shall be legal and binding. Voting on any matter may be by voice vote or a show of hands unless a minimum of three members request a secret ballot. A two-thirds (66%) vote shall be required to suspend Club rules. **The majority vote procedure shall be used for all club business and for those endorsements that are not conducted under instant runoff voting (IRV) or ranked-choice voting, as set out in Article VI, Section 6.**

Section 7. Attendance. Official attendance at a meeting shall be constituted by the signing of the attendance list that is kept by the secretary or his or her designate.

Section 8. Immediate Action. Notwithstanding the eligibility and voting criteria and other requirements (Article III, Section 4, and Article VI below) listed hereinafter, the Club's chartering members may enact business, elect directors and officers, and take positions on candidates and issues at any meeting up to and through June 30, 2006.

Article III: Board of Directors

Section 1. Number of Directors. The Board of Directors shall consist of the officers and such other persons as are selected by the membership. There shall be no less than five (5) members and no more than twenty (20) members. The president may call Board meetings at his or her discretion. Board meetings may also be called upon the request of three or more Board members. (An interim Board of Directors may be selected pending the formal election of the Board.)

Section 2. Election of Directors. Officers are automatically Board members. Additional Directors shall be elected by the members at the April meeting. The term of office for Board members shall be one (1) calendar year commencing in April.

Section 3. Nominations. Except for the first slate of directors, candidates for the Board of Directors shall be recommended by a nominating committee appointed by the Club president. Additional nominations may be made by any member present at a meeting. Any nominee receiving a majority of the votes of the members present shall be declared elected.

Section 4. Vacancies. If a Board vacancy occurs, the Board shall nominate a new member who must then be approved by a majority of the members present at the next membership meeting. Such new member shall hold office for the remainder of the vacating member's term.

Section 5. Powers of Directors Related to Club. The powers of the Board include, but are not limited to:

a. To manage the business and welfare of the Club and to enact rules and regulations consistent with these Bylaws;

b. To record its meetings and meetings of the membership, to present a written financial statement periodically, and to present a summary of the Club's affairs in the past year;

c. To nominate a slate of officers for approval by the membership;

d. If an officer, in the judgment of the majority of the Board, is unable to attend to duties of the office, or in the event of a death or resignation, the Board shall, by majority vote, elect a substitute to act in his or her place, subject to approval of the membership at the next meeting;

e. If a Board member, in the judgment of the majority of the Board, is unable to attend to the duties of the office, or in the event of a death or resignation, the Board may, by majority vote, recommend removal and a substitute to act in his or her place. Such recommendation for removal and substitute is subject to the majority vote of the members present at the next meeting.

f. Removal of officer. Officers may be dismissed from office by majority vote of the Board. Reasons for dismissal include but not limited to: misrepresentation of Club's positions, breach of fiduciary duties, waste of Club's assets, activities adversely affecting the Club. Any Club officer shall be dismissed from their office if all of the following conditions are met:

The Board, at a regular meeting has voted by majority vote to recommend such removal from office to the membership; and if the recommendation comes from the Board it will be made a properly noticed item on the agenda for the next membership meeting; and the recommendation is approved by majority vote of the members eligible to vote present.

Section 6. General Powers. Subject to the applicable California law and any limitations herein, the Board of Directors shall have the exclusive authority to control and manage the operation, administration, activities, and affairs of the Club.

The powers granted to the Directors are in addition to, and not in limitation of, all powers granted to the Directors by common law, statute, and other provision of the Bylaws; are

exercisable from time to time, and are not powers to be considered exhausted by their exercise on one or more occasions; and are exercisable in the sole discretion of the Directors. Directors shall have the power to administer the Club and to do all acts they consider to be in the best interest of the Club, and to exercise any or all of the following powers (which are listed for illustrative purposes only):

a. Investments: To invest and reinvest (or encumber) funds of the Club in any investments deemed appropriate.

b. Settle Claims: To accept, compromise, arbitrate, or otherwise settle any obligation, liability, or claim involving the Club. The Directors may also enforce or contest any such obligation, liability, or claim by appropriate legal proceedings, but they shall not be obliged to do so unless, in their judgment, it is in the best interest of the Club to do so.

c. Deposits in Financial Institutions. To receive contributions and donations consistent with the purposes of the Club and, at the discretion of the Directors, to deposit such monies in a bank, savings and loan, or other financial institution.

d. Employ Persons: To retain or employ accountants, office personnel, consultants, attorneys, and other persons, organizations, or agents to assist the Directors in administering the Club. Any such engagements involving delegation of duties shall be pursuant to a written agreement, which may be in letter form, between such persons and Directors, which agreement shall constitute acceptance by any such person to be bound by, and to be subject to, the obligations of the Bylaws, and which contract shall clearly set forth the responsibilities delegated to and accepted by the person or entity.

e. Maintain an Office: To establish and maintain an office for the Club which shall be staffed in such a manner as the Directors deem appropriate. The Club office, personnel, and costs may be shared with other organizations, entities, or clubs to reduce the expenses of the Club, achieve greater efficiency, and/or provide better service to the Club's members.

f. Reserves. To establish and to accumulate such reserves as they deem appropriate to provide for the administrative expenses and other obligations of the Club.

Section 7. Action Without a Meeting. The Directors may take action without a meeting if such action is approved by a majority of Directors, provided that all Directors are given written or oral notice of such action.

Section 8. Board Meetings. Board of Directors meetings shall be held at least quarterly. Additional meetings shall be held at the call of the president or upon the written request of three Board members.

Section 9. Quorum. One-third (33%) of the Board members, but no less than three members, must be present to have a quorum at a Board meeting.

Article IV: Officers

Section 1. Officers. The general membership shall elect the following officers: president, vice president, secretary, and treasurer.

Section 2. Term. Officers shall serve one-year terms commencing in April.

Section 3. President. The president shall be the chair of the Board and chief executive of the Club. Among the president's duties and powers will be:

- a. Carry out the policies of the membership;
- b. Represent the Club at political functions or delegate others to attend such functions;
- c. Take charge and control of the business and affairs of the Club;
- d. Preside at meetings of the membership and of the Board;
- e. Coordinate the activities and administer the programs of the Club;
- f. Appoint a chairperson of a membership committee to recruit and involve new members to maintain a current membership list of Club members;
- g. Create other committees and nominate chairpersons (subject to approval of the Board) to serve the objectives of the Club.

Section 4. Vice President. The vice president shall assist the president in the general administration and coordination of the business and affairs of the Club. He or she shall chair Board and other meetings in the president's absence or inability to do so.

Section 5. Secretary. The secretary shall:

- a. Record and prepare minutes of all meetings of the Board and of the general membership for distribution to all Board members and other members upon request;
- b. Provide notice of all meetings and other notices as may be required;
- c. Have responsibility for the general correspondence of the Club and perform such other duties as are incidental and necessary to the office of secretary;
- d. Keep custody of and maintain the official roll and attendance record, including the meeting attendance lists;
- e. Ensure that all notices are given in accordance with these Bylaws.

f. The Secretary shall make all rulings on eligibility to vote. The Secretary's ruling can be overridden by a two-thirds (66%) vote of the Board of Directors. Such vote shall be unappealable and final.

Section 6. Treasurer. The treasurer shall:

- a. Be accountable and responsible for all funds and assets of the Club and maintain regular account books;
- b. Accept membership dues and other funds;
- c. Deposit the funds of the Club under the name of the Central City Democrats, with such banks, savings and loan associations, or other financial institutions as the Board may from time to time designate;
- d. Pay expenses of the Club;
- e. File all necessary legal documents relating to the Club's status, including the filing of any campaign or election documents;
- f. Prepare and present periodically to the Board and the membership reports on the financial status of the Club;
- g. Exhibit at all reasonable times the books and financial records to any Director upon reasonable request and to other persons as approved by the Board;
- h. Work with the Finance/Fundraising Committee.

Article V: Committees

Section 1. Executive Committee. The Board may appoint an Executive Committee. The immediate past president shall be an ex-officio member. The president shall call and preside over the Executive Committee meetings. The Executive Committee shall share coordination and administration duties and shall review and assess to seek out any delays or miscommunications in Club projects and to effect remedies.

Section 2. Standing Committees. There shall be the following standing committees, whose members and chairperson are to be appointed by the president, for the following activities:

- a. Program: Organize and plan the programs for the general membership meetings and/or special events.
- b. Political Action. Study, discuss, and make recommendations to the Club on endorsement of candidates for public office, propositions, and issues.

- c. Membership. Recruit and involve new members in Club activities.
- d. Communications. Publicize and communicate the Club's activities to the members, general public, and media.
- e. Finance/Fundraising. Monitor the Club's financial status and plan and organize fundraising activities and events.

Section 3. Ad Hoc Committees.

- a. Nomination. Actively encourage members to consider standing for election as Director and select candidates for nomination as Directors.
- b. Miscellaneous. Such other committees as the Board or president desires.

Article VI: Endorsements

Section 1. Endorsements. Formal endorsements of candidates for public offices, ballot propositions, and issues shall be made only at general membership meetings. Notice of endorsement meetings shall be provided to the membership as part of the regular meeting notice. If an endorsement (or opposition) on a non-ballot issue is needed prior to a general membership meeting, the Board of Directors may offer its endorsement on behalf of the Club but such endorsement (or opposition) requires three-quarters (75%) vote of the Board. Any such endorsement shall be presented at the next general membership meeting for approval.

Section 2. Democratic Endorsements. The Club may only endorse a registered Democratic candidate for partisan and nonpartisan offices. The Club may, however, take no position on a candidate.

Section 4. Information. Members of the Club shall be given an opportunity to:

- a. Receive information from representative(s) of the candidate endorsement and issues committees as to the general background and information on the candidate's position on issues;
- b. Hear and discuss the analysis and recommendations of the representative(s) of the candidate endorsement and issues committees;
- c. Make nominations from the floor in addition to the recommendation of the committees.

Section 5. Eligibility to Vote. All members who have filled out Club's membership form, membership dues are current and are residents of the District 6, which is covered by ZIP codes 94102, 94103, 94105, 94107, 94108, 94109, 94110, 94130 **and members who reside in an area adjacent to those ZIP codes that is included in Supervisorial District 6 as periodically amended after the ten-year census**, and who have been verified by the secretary to have been a member for at least two (2) months and who shall have attended at least one (1)

meeting or participated in one (1) activity, such as registering voters, in the previous twelve (12) months shall be entitled to vote on endorsements of candidates and ballot measures. Except for the Club's chartering members they automatically receive voting rights. This section may be amended upon six months' notice.

Section 6. Voting Procedure. Endorsements shall be determined by majority vote, as set out in sub-section "a" below, except for those races in which candidates are elected by instant runoff voting (IRV), or ranked-choice voting, in which case the procedure set out in sub-section "b" below shall be used.

a. Majority Vote. The majority vote of those casting ballots at a duly called meeting shall determine the prevailing side. The majority shall be determined based on the number of votes actually cast for each candidate, office, proposition, or issue. If more than two candidates running for the same office seek the Club's endorsement and the first ballot produces no majority of votes for one candidate, a second ballot shall be held. If after two rounds of balloting no candidate has received a majority, the membership, by majority vote, may conduct additional ballots. Absent such vote to continue balloting, the Club will make no endorsement. No candidate shall be endorsed except by a majority of the members present and voting.

b. Instant Runoff Voting (IRV) or Ranked-Choice Voting. In those races in which candidates are elected by city-wide instant runoff voting (IRV), or ranked-choice voting, the Club may rank its endorsements and do so using one of the following procedures: a motion to endorse candidates in ranked order, in which case votes shall be counted as in sub-section "a" above; a "vote for one" ballot to endorse the first choice, in which case votes shall be counted as in sub-section "a" above, and this procedure shall be repeated for the Club's second- and third-choice endorsements; or an instant runoff voting (IRV), or ranked-choice voting, ballot to endorse the first choice, in which case the second-choice votes of the losing candidate shall be reallocated to the remaining candidate(s) until a majority is reached, and this procedure shall be repeated for the Club's second- and third-choice endorsements. A majority vote of the members shall decide which procedure is used.

Section 7. No Endorsement. A choice of "No Endorsement" shall be included on the ballot for any endorsement.

Section 8. Use of Name. The Club's name shall not be used by any candidate, committee, or issue committee in any public media or in any other way prior to the Club's endorsement.

Article VII: General Provisions

Section 1. Disbursements. The president and treasurer shall be authorized to sign checks on behalf of the Club. Only one (1) signature is required for the disbursement of funds. The Board shall ratify all disbursements. The Board shall ratify expenses over \$100.00.

Section 2. Proxies. Voting by proxy shall not be allowed at general membership meetings.

Section 3. Separability. If any provision of these Bylaws is held illegal or invalid for any reason, then such illegality or invalidity is not to affect the remaining portions of these Bylaws. They shall be construed and remain in force as if the illegal or invalid portions had never been inserted or established, if the remaining portions will enable the objectives and purposes of the Club to be accomplished. Should any of the provisions or parts of these Bylaws be declared illegal or invalid, the Board shall immediately meet to consider whether it is prudent and possible to adopt a new provision to take the place of that declared illegal or invalid.

Article VIII: Amendments and Termination

Section 1. Amendments. Any proposed amendment(s) to these Bylaws must be presented at a meeting of the membership, and then approved at the following general meeting. The two readings shall constitute notice to all members of the proposed amendment(s). After the second reading, voting shall take place among the members in good standing on the proposed amendment(s).

Section 2. Termination.

a. The membership shall have the right to discontinue or to terminate the Club by a vote of two-thirds (66%) of all members.

b. In the event of termination, the assets then remaining in the Fund, after providing for any expenses, shall, at the Board's discretion, be distributed to either another Democratic Club or a non-profit organization.

Adopted

Dated: April 1, 2006

Rick Hauptman

President

Marvis Phillips

Vice President

Michael Nulty

Secretary

Susan Bryan

Treasurer