

BYLAWS OF THE IRISH AMERICAN DEMOCRATIC CLUB OF SAN FRANCISCO

ARTICLE I

Name

The name of the organization shall be the Irish American Democratic Club of San Francisco.

ARTICLE II

Purpose and Mission of the Club

A. Purpose. The purpose of the Irish American Democratic Club of San Francisco is to inform and influence the elected and appointed officials of San Francisco and the Bay Area of issues of concern to Irish Americans and Irish immigrants; and to honor the many contributions of Irish Americans, especially the contributions made by the late President John F. Kennedy.

B. Mission. We share a vision of a progressive Democratic party that believes that government at all levels must be responsive and accountable to the needs of all people. We affirm our commitment to traditional Democratic Party values of building a strong economy, honoring labor, empowering the disenfranchised and disabled, and protecting the environment. We will work to make San Francisco and the Bay Area a place that is accessible, affordable, and reflective of the rich diversity of its residents.

We will strengthen the political voice of our members by encouraging and fostering their active participation in the electoral process. We will register new voters and encourage all registered voters to exercise their rights. We will conduct educational programs about issues and candidates facing the electorate. We will organize and involve people in issues affecting the interests of Democrats. We will review, support, 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 we feel honor our values.

ARTICLE III

Membership

1. Eligibility for Membership. Any registered Democrat who (1) subscribes to the purpose and mission of the Club, and (2) submits his or her name, address, phone number, and email address with a completed application and membership dues, may apply for membership in the Club and be a Member in Good Standing.

2. Categories of Membership. There shall be two categories of membership in the Club, Regular and Supporting.

- Regular Membership shall be available to any person who satisfies the requirements of Section III.1 above. Regular members are entitled to vote on all Club business submitted to a vote of the membership.
- Supporting Membership shall be available to any person who satisfies the above requirements, but is ineligible to vote but agrees to register to vote as a Democrat when that person becomes eligible to vote. Supporting Members shall have no privileges to vote or to make or second motions, and shall not be allowed to hold office in the Club or

serve on the Board. Supporting members shall enjoy all other rights and privileges of Regular members, including the ability to serve on ad hoc committees.

3. Term of Membership. Membership shall commence immediately upon the receipt of the Member's completed application and payment of dues. Voting privileges for Regular members will start 30 days following the receipt of a completed membership application and the payment of dues. Membership shall continue on a calendar-year basis while the Member continues to fulfill all eligibility requirements.

4. Membership Dues. Membership dues shall be determined by the Board of Directors.

5. Meetings of the Membership. The general membership of the Club shall meet no less than twice a year at a convenient location in the City and County of San Francisco as may be determined by the Board of Directors. Special meetings may be called for by 50% of the Board members. A quorum for meetings of the Regular Membership shall be 20% of the number of Regular members enrolled and in good standing at the time of the meeting.

ARTICLE IV Notices, Voting, and Procedure

1. Means of Giving Notice. Where notice is required to be given with respect to any meeting, proposed action, or action of the Club, its officers, its directors, or its committees, such notice may be given by any, all, or a combination, of the following means, at the discretion of the President:

- a. First-class mail to the addresses shown on the membership records of the Club.
- b. Personal delivery.
- c. Electronic transmission to the email addresses and/or fax numbers shown on the membership records of the Club.

2. Means of Taking Votes. Where a vote is required to be taken with respect to any proposed action or action of the Club, its officers, its directors, or its committees, such vote may be conducted and taken by any, all, or a combination, of the following means, at the discretion of the President:

- a. First-class mail of paper ballots.
- b. In-person voting by paper ballots.

3. Meetings and Votes of the Board of Directors, Officers, and Committees. Meetings of the Board of Directors, officers, and committees of the Club may be conducted in person or by teleconference, videoconference, or other real-time communication methods. Notwithstanding this provision, meetings of the Political Action Committee shall be conducted in person. Votes of the Board of Directors, officers, and committees of the Club may be taken by any of the methods set forth in Section IV.1 above, in person, or by teleconference, videoconference, or other real-time communication methods.

4. Required Margins. All decisions made by the Club, for which voting or other procedures are not separately provided for herein, shall be made by a simple majority of the Regular members voting on the particular matter.

5. Resolution of Procedural Disputes. Any disputes about procedural matters not covered by these By-Laws shall be resolved by the ruling of the Parliamentarian, or in her or his absence, the

presiding officer in accordance with Robert's Rules of Order, insofar as such rules may practicably apply in the particular instance.

ARTICLE V

Directors and Officers

1. Board of Directors. The Board of Directors of the Club shall be composed of not less than eight, and not more than 15, Regular members of the Club. The Board of Directors shall be elected every two years and shall take office for a two-year term commencing on January 1st of each odd-numbered year.

2. Candidates for the Board. Candidates for the Board of Directors shall include (1) those persons nominated by the Nominating Committee, and (2) any other Regular member of the Club who, no later than 45 days before the election of the Board of Directors, submits to the President a nominating petition signed by no less than 10% of the Regular members of the Club in good standing. If, at the commencement of the 45-day period before the election, there are as many duly nominated candidates as there are positions open on the Board of Directors for the upcoming term, the nominated candidates shall be deemed elected without further action.

3. Executive Committee and Officers. The Board of Directors shall have an Executive Committee composed of the following five Officers:

President: The President is the primary official spokesperson and agent for the Club and shall act on behalf of the Club on routine matters and in emergency situations. The President 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 shall set the agenda of meetings of the regular membership and of the Board of Directors. The President, in concert with the Executive Committee, may appoint additional Board members when a vacancy arises in order to facilitate the smooth operation of the Club.

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

Recording Secretary: The Recording Secretary shall keep all records of the Club, including correspondence and minutes of regular and special meetings. The Recording Secretary shall provide notice to the general membership of regular and special meetings. In cooperation with the Treasurer, the Recording Secretary shall maintain a record of the current members of the Club, their standing and payment status, and their addresses, e-mails and telephone numbers.

Corresponding Secretary: The Corresponding Secretary shall prepare and handle all Club correspondence in cooperation with the President on matters authorized by the Executive Board or membership; send such notices of all Membership and Executive Board meetings as may be required; and perform such other duties pertaining to this office as may be determined by the Executive Board.

Treasurer: The Treasurer shall be the chief financial officer of the Club. The Treasurer shall collect all membership dues and any other fees and shall maintain any checking and savings accounts as authorized by the Board. The Treasurer shall provide a regular report to the Board as to the financial status of the Club, and shall file all financial reports required by law.

Parliamentarian: The President shall appoint a Parliamentarian from the membership of the Board of Directors who shall serve as the parliamentarian for all Club matters and as an advisor for all club members. The Parliamentarian shall have no vote on the Executive Committee.

4. **Terms of Office.** The members of the Board of Directors and the Officers shall each serve for a term of two years, starting on January 1st of each odd-numbered year.

5. **Nominations/Elections of Officers.** Unless a method of succession to that office is specified herein, officers are recommended by the Board members and approved by a vote of the Regular membership.

6. **Removal of Officers.** Officers may be dismissed from office by a vote of the Board members. Reasons for dismissal include, but are not limited to, misrepresentation of Club positions; breach of fiduciary duties; waste of the Club's assets; and activities adversely affecting the Club.

7. **Meetings of the Board of Directors.** The Board shall meet as closely to monthly as possible on an agreed upon date and at an agreed upon location. A quorum for meetings of the Board will be five members of the Board.

ARTICLE VI Committees

1. **Standing Committees.** There shall be such standing committees as are determined and appointed by the Executive Board. The President, with the concurrence of the Executive Board, shall designate the chair of each such standing committee, with the exception of the Political Action Committee, which shall be chaired by the Vice President as provided above. The chair of each standing committee shall serve for a term of two years. Committee membership is open to all members of the Club.

2. **Nominating Committee.** There shall be a Nominating Committee consisting of one member of the Board of Directors who is selected by the Board, and three Regular members not members of the Board of Directors. The Nominating Committee shall identify and recommend suitable candidates for the Board of Directors.

3. **Political Action Committee.** The Political Action Committee shall be appointed by the President and members thereof shall serve for a term equal to that of the President.

4. **Ad hoc Committees.** The President may appoint, as needed and for such duration as the President may deem necessary, ad hoc committees to study and report on specific issues or to conduct and manage Club events.

ARTICLE VII Endorsements

Recommendations for endorsements on candidates and ballot measures shall be made by the Political Action Committee. The Political Action Committee will present its recommendations to the regular membership at an endorsement meeting, at which a vote of the membership on those recommendations shall be taken.

The Club may endorse candidates by a 50%+ 1 vote and measures by a 50% +1 vote consistent with the Club's statement of purpose. The Board of Directors may adopt alternate endorsement systems and thresholds in cases in which a candidate will be elected by other than one vote, i.e., ranked-choice ("instant runoff") voting.

In no event shall the Club endorse any candidate for partisan office who is not a registered member of the Democratic Party.

Notice of endorsement meetings shall be provided to the Regular Membership and shall include the names of the candidates and ballot measures to be considered for endorsement and a brief description of each ballot measure.

One Delegate to the Democratic County Central endorsing conference shall be appointed by the Board of Directors for each 20 members of the Club.

ARTICLE VIII

Amendments

These By-Laws shall be reviewed every two years.

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

- A two-thirds vote of those present at any membership meeting of the Club.
- The text of any amendment shall have been published or mailed to the membership at least five days prior to the meeting at which it is to be voted on.
- If a motion to amend is seconded by 50% of the members present, the matter shall be referred to the Board for consideration and action at its next regular meeting or by special meeting.
- At the next regular meeting of the Club, the Board will make its recommendations to the members concerning the proposed amendment. The Club may only amend its By-Laws by a vote of 50% or more of the Regular members present.