

# BYLAWS

of the

## NOE VALLEY DEMOCRATIC CLUB

Amended and Restated May 20, 2015

### Article 1 – Name and Principal Office

#### Section 1 Name

The name of this unincorporated association shall be the Noe Valley Democratic Club, hereinafter (“NVDC”).

#### Section 2 Principal Office

The principal office of this unincorporated association shall be located within Noe Valley at the address of the President. The Executive Board may change the principal office from one location to another within Noe Valley by noticing the changed address and effective date and such changes of address shall not be deemed an amendment of these Bylaws.

### Article 2 – Definitions

a) The **NVDC boundaries** as established by the membership shall include as defined below Noe Valley and also parts of Glen Park, the Mission and Eureka Valley.

NORTH: 19<sup>th</sup> Street from Market Street to Mission Street

WEST: Market Street and Portola Drive to O'Shaughnessy Boulevard

SOUTH: O'Shaughnessy Boulevard and Bosworth Avenue to Mission Street

EAST: Mission Street to 19<sup>th</sup> Street

b) **Executive Board** shall mean the officers, ex-officio members and two elected at-large Board members.

c) **Meeting** shall refer to the monthly membership meeting normally held on the third Wednesday of the month or any other day designated by the Executive Board for which proper notice of the change has been provided to the membership. Proper notice shall be advance notice of not less than one week before the scheduled meeting and provided via electronic mail to members on the NVDC distribution list, posting on the NVDC website and the NVDC Facebook page.

d) **Political Action Committee ("PAC")** shall refer to the meetings at which members shall discuss and vote on candidates and propositions to be recommended to the general membership for endorsement by the NVDC.

e) **Democratic Party** shall mean the regularly organized political party.

f) **Open Meeting** shall mean meetings at which both members and the public may attend. Closed meetings are those at which only members may attend.

g) **Robert's Rules of Order** shall refer to the Parliamentary Procedure text that is utilized by the NVDC as the guide to conducting meetings of the general membership and properly authorized Committees. Any disputes relating to procedures or recognition that arise during such meetings will be resolved in accordance with Robert's Rules of Order.

### **Article 3 – Purposes**

The primary objectives and purposes of the NVDC shall be as follows:

- a) To share a vision of a Democratic Party that believes government at all levels must be responsive and accountable to the needs of all people.
- b) To affirm our commitment to traditional Democratic Party values of building a strong and diverse economy, honoring labor, providing human services and protecting the environment
- c) To work to make Noe Valley, our neighboring communities and our City livable, affordable and reflective of the rich diversity of its residents.
- d) To strengthen the political voice of Noe Valley through encouragement of active participation in the electoral process.
- e) To register voters and encourage all registered voters to exercise their franchise.
- f) To conduct educational programs about candidates and issues facing the electorate.
- g) To organize and involve the residents of Noe Valley in issues affecting our interests.
- h) To review and advocate or oppose measures that the NVDC believes to be of interest to our community.
- i) To endorse propositions and candidates for office and actively work for those that the NVDC endorses.

## **Article 4 – Membership**

### Section 1      Membership

a) A member is any person who is a registered Democrat, completes a club membership form or similar facsimile and pays annual dues. Membership shall commence immediately upon payment of dues.

b) For purposes of the State Democratic Party, "a member in good standing" of the Noe Valley Democratic Club can be a "Regular" member or a "First Year" member. These categories are defined in Article 4; Section 2 below.

## Section 2      Categories of Membership

There shall be three categories of members in the NVDC as follows:

- a) Regular
- b) First Year
- c) Affiliate

A **Regular** member is any registered Democrat who subscribes to the purposes of the NVDC, is registered to vote at any address within Noe Valley as identified in Article 2 above and has paid the current year's dues.

A **First Year** member is a new Regular member of the NVDC. First Year members are subject to special requirements for voting, further described in Article 6. References to Regular members hereinafter shall include First Year members who have met such eligibility requirements unless otherwise indicated.

An **Affiliate** member is any registered Democrat who subscribes to the purposes of the NVDC and paid the current year's dues. But an Affiliate member is not eligible to be a Regular member because he or she resides outside Noe Valley. Affiliate members may attend and speak at any meeting of the NVDC. For purposes of internal NVDC business, Affiliate members may not vote, make motions, or serve as officers.

### Section 3      Rights of Regular Members

Regular Members may vote at any meeting, make or second motions, hold office or serve on the Executive Committee.

## **Article 5 – Dues**

A vote of the general membership at a regularly noticed meeting shall set the annual dues amount. A simple majority (50% + 1) of the members attending the meeting shall be sufficient to change the amount of the NVDC dues.

## **Article 6 – Voting**

### Section 1      Regular Members

Only Regular Members who have paid their annual dues may vote.

## Section 2 First Year Members Ninety Day/Three Meeting Eligibility Period

First Year members must have paid their initial membership dues at least ninety (90) days prior to the meeting in which they first vote and attended at least three (3) meetings (including the meeting at which they first vote.)

## Section 3 Unpaid Dues

Regular members from a previous year with unpaid dues are eligible to vote on issues and endorsements only if they pay their dues in full for the current year no later than the beginning of the regular meeting at which they wish to vote.

## Section 4 Proxy Voting and Absentee Ballots

The NVDC does not permit proxy voting. Members who cannot be present to vote in person may vote by Absentee Ballot. Any Regular member may obtain an Absentee Ballot by contacting the President or other designated officer by mail, phone or electronic mail no later than two days before the vote. In order for an Absentee Ballot to be counted in the vote, the ballot must be signed either in hand or electronically or received from an electronic mail address on record for that Regular member AND received by an officer of the NVDC before the close of business of the meeting at which the vote is taking place.

## Section 5 PAC Voting

Only attendees of the PAC meeting shall vote. There shall be no Absentee Ballots issued for any votes at PAC meetings

#### Section 6      Majority Votes

All actions by the NVDC shall require a simple majority of Regular members at a properly noticed meeting unless otherwise provided.

#### Section 7      Annual Meeting

Each March or other month as designated by the Executive Board the NVDC shall hold an annual membership meeting. Regular members shall nominate officers to serve for the following year. The meeting may also include such items as changes to the Bylaws and other matters of operation of the NVDC. The election of officers shall occur at the next scheduled membership meeting.

#### Section 8      Regularly Scheduled Meetings

The NVDC shall hold regularly scheduled meetings on the third Wednesday of each month at a time and place as set by the Executive Board and properly noticed as outlined in Article 2 above.

#### Section 9      Special Meetings

Special meetings may be set by the Executive Board or at the request of ten (10) Regular members. The Secretary shall notice all Special meetings. Proper notice for Special meetings shall be advance notice of not less than 48 hours via electronic mail to members on the NVDC distribution list, posting on the NVDC website and the NVDC Facebook page.

#### Section 10 Quorum

At all meetings that require a vote of Regular members there shall be a minimum of ten (10) Regular members present.

### **Article 7 – Officers**

#### Section 1 Number of Officers

NVDC shall have five (5) permanent officers: President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer.

#### Section 2 Qualification, Election and Term of Office and Vacancies

Any Regular member may serve as an officer of NVDC. Officers shall be nominated at the Annual Meeting of NVDC. The slate shall be sent to all members and the election shall occur at the next meeting of NVDC. All officers will serve for a term of one (1) year or until an officer resigns, is removed or is otherwise disqualified. Election of club officers requires a simple majority vote of the Regular members present. In a contested election, if one candidate does not receive a majority of the votes, there shall be an immediate run-off between the top two candidates. In the event of a vacancy, the President may appoint a Regular member officer to serve the unexpired term until the next annual election or until there is ratification at the next scheduled general meeting.

#### Section 3 Ex-Officio Officers



The Past President of the Executive Committee shall serve as ex-officio without a new election for a period of one (1) year. Other persons may be appointed to serve as ex-officio, as needed not to exceed one (1) year.

#### Section 4 Duties of the President

The President shall serve as the chief executive officer of NVDC. S/he shall preside at regular and special meetings of the general membership. The President shall chair the Executive Committee and is ex-officio on all standing and ad-hoc committees. The President shall serve as the spokesperson for NVDC. S/he may, in the name of NVDC, execute contracts, checks, or other instruments that the membership may authorize.

#### Section 5 Duties of the Vice President

In absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to the restrictions on the President and other officers. The Vice President shall preside over PAC meetings.

#### Section 6 Secretary

The Secretary shall keep the records of NVDC, including Bylaws, minutes of the regular and special meetings. All committees shall furnish any minutes and other reports to the Secretary for the NVDC files. In cooperation with the Treasurer and other Board Members, the Secretary shall maintain a record of the current members of the NVDC and their addresses, e-mails and telephone numbers.

#### Section 7 Treasurer

The Treasurer shall be the chief financial officer of NVDC. S/he shall have charge and custody of, and be responsible for, all funds of NVDC, and deposit all such funds in the name of NVDC in the bank selected by the officers of NVDC. S/he shall receive and give receipts for all monies

and dues payable to NVDC from any source whatsoever. S/he shall disburse the funds of NVDC and keep and maintain adequate and correct accounts of NVDC. S/he shall exhibit at all reasonable times the books and account and financial records of NVDC to any Board Member who requests them. S/he shall prepare all filings with all appropriate Elections Departments as required of all political clubs by local, state and federal elections statutes and regulations.

## **Article 8 – Removal and Resignation of Officers**

### Section 1      Removal of Officers

An officer may be removed, either with or without cause, by the following means:

- a) A vote of the Executive Committee at a meeting after at least five (5) days written, telephone or email notice.
- b) A petition to recall signed by twenty-five percent (25%) of the Regular members will trigger a vote of the members.

### Section 2      Resignation

Any officer may resign by giving written notice to the President of NVDC or the Executive Committee.

## **Article 9 – Committees**

### Section 1      Executive Committee

The officers and Past President of NVDC shall constitute the Executive Committee. The duties of the Committee include managing all the affairs of the NVDC between general membership meetings. This includes setting agendas, proposing bylaws amendments and other rules for NVDC, filling vacancies, expending club funds, as well as making any decisions regarding action to further the functioning of NVDC.

## Section 2 Standing Committees and Ad-Hoc Committees

NVDC may set up committees as may from time to time be needed to act in an advisory capacity.

## Section 3 Political Action Committee (PAC)

The PAC shall meet before each primary or general election to review candidates and propositions and to make recommendations to the general membership for endorsements. The PAC shall consist of all Regular members who attend a specially noticed meeting to conduct such business. The Vice President shall preside. Members who attend the meeting must be present for presentations in order to be able to vote on candidates or propositions. There shall be no absentee ballots at the PAC meeting. A PAC quorum requires at least five (5) Regular members. The PAC may make such rules as necessary in order to assure a fair and democratic process. The PAC may choose to adopt an instant run-off or ranked choice process to endorse candidates or propositions.

# **Article 10 – Club Endorsements**

## Section 1 General Meetings for Endorsements

NVDC may endorse candidates, ranked slates of candidates (for races in which the winner will be chosen by the ranked choice process) and propositions consistent with NVDC's purposes. NVDC shall not endorse any candidates for office who are not a registered Democrats. All endorsements shall occur at regularly noticed general meeting of NVDC. In order for NVDC to endorse any candidate, sixty percent (60%) of the Regular members present or voting by absentee ballot must vote for the candidate. A quorum for this meeting shall be fifteen (15) Regular members.

## Section 2 Endorsements in Ranked-Choice Races

Ranked-Choice voting was passed by the voters as an amendment to the City Charter in March of 2002. Ranked-choice voting allows San Francisco voters to rank up to three candidates for a single office. Ranked-Choice voting is used to elect the Mayor, District Attorney, Sheriff, City Attorney, Treasurer, Assessor-Recorder, Public Defender and Members of the Board of Supervisors.

If the race is a Ranked-Choice race with three or more candidates and if no candidate achieves the required sixty percent (60%) of votes by Regular members and absentee ballots as outlined in Section 1 above, then NVDC will utilize the same ranked-choice selection process used in San Francisco elections to endorse a first-choice candidate, a second-choice candidate and a third-choice candidate. The candidates will be selected as follows:

- a) To start, every first-choice selection is counted. Any candidate who receives a majority (more than 50%) of the first-choice selections will be endorsed as the 1<sup>st</sup> ranked candidate.
- b) If no candidate receives a more than 50% of the first-choice selections, the candidate who received the fewest number of first-choice selections is eliminated.
- c) Voters who selected the eliminated candidate as their first choice will have their vote transferred to their second choice.
- d) The votes are then recounted. If any remaining candidate receives more than 50% of the votes, he or she is declared the winner of the first-choice endorsement.
- e) If no remaining candidate receives more than 50% of the votes, the process of eliminating candidates and transferring votes to the next ranked candidate is repeated until one candidate has a winning majority (50% +1) and is endorsed as the first-choice candidate.
- f) The candidate with the second (2<sup>nd</sup>) most first-choice votes at the time another candidate receives more than 50% of the first-choice votes will be endorsed as the 2<sup>nd</sup> ranked candidate, so long as that candidate receives a minimum of 20% of the tallied votes.
- g) The candidate with the third (3<sup>rd</sup>) most first-choice votes at the time another candidate receives more than 50% of the first-choice votes will be endorsed as the 3<sup>rd</sup> ranked candidate, so long as that candidate receives a minimum of 20% of the tallied votes.

### Section 3      Rescission of an Endorsement

A club member must make a motion for reconsideration to rescind an endorsement. A motion for reconsideration requires a two-thirds (2/3) vote of the Regular members present at a meeting. After a motion for reconsideration passes, the meeting shall vote on whether to rescind a club endorsement. The rescission of an endorsement requires a sixty percent (60%) vote of the Regular members present and voting. A quorum for this meeting shall be fifteen (15) Regular members.

## **Article 11--Selection For Representatives At California Democratic Party Pre-Endorsement Conferences**

Section 1      The Noe Valley Democratic Club Executive Board shall choose the representatives for pre-endorsement conferences. Any representative chosen must be a "member in good standing" as defined in Article 4: Section 1; subsection b, of the Noe Valley Democratic Club by-laws.

Section 2      The Noe Valley Democratic Club shall provide a roster of only "members in good standing" to the Chartering Authority and the Regional Director.

## **Article 12 – Execution of Instruments, Deposits and Funds**

### Section 1      Execution of Instruments

The Executive Committee may authorize any officer or agent of NVDC to enter into any contract or execute and deliver any instrument in the name and on behalf of NVDC. Unless so

authorized, no officer or agent shall have any power or authority to bind NVDC by any contract or engagement or pledge its credit or render it liable monetarily for any purpose or in any amount.

## Section 2      Checks

Except as otherwise specifically determined by resolution of the Executive Committee, checks, drafts, promissory notes, orders for the payment of money, and any other evidence of indebtedness shall be signed by the Treasurer and countersigned by the President.

## Section 3      Deposits

All Funds of NVDC shall be deposited at regular intervals in an account of NVDC in such banks as the Executive Committee may select.

## Section 4      Gifts

The Executive Committee may accept on behalf of NVDC any contribution, gift, bequest or devise for the public purposes of NVDC.

# **Article 13 – Corporate Records and Reports**

## Section 1      Maintenance of Records

NVDC shall keep the following records:

- a) Minutes of all meetings of the members, officers and committees: these shall contain the time and place of such meetings, whether a regular or special, how called, the notice given and the names of those present and the proceedings.
- b) Adequate and correct books and records of accounts including assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of all members including names, addresses, e-mail addresses, telephone numbers and the category of membership held by each member and the termination date of any membership.
- d) A copy of the bylaws and charter

## Section 2      Officers' Inspection Rights

Every officer shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of NVDC.

## Section 3      [RESERVED]

## Section 4      Privacy Policy

All records of NVDC including the membership list are subject to privacy and may not be disseminated to third parties for purposes of profit, advertising, or any other purpose, unless the membership is consulted at a Regular meeting.

## **Article 14 – Annual Report to Membership**

An annual report to the membership shall include:

- a) Listing of assets and liabilities
- b) Expenses and Disbursements of NVDC

## **Article 15 – Fiscal Year**

The fiscal year of NVDC shall be the calendar year, January 1 to December 31.

## **Article 16 – Indemnification**

To the extent that a person who is, or was, an officer or other agent of NVDC is successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such officer or other agent for activities undertaken or failures to act as officer or agent for NVDC, such officer or other agent shall be indemnified against expenses actually and reasonably incurred; provided, however, that NVDC's obligations under this Article 15 shall not exceed Five Thousand dollars (\$5,000)

## **Article 17 – Amendment of Bylaws**

Subject to any provision of the law applicable to the amendment of bylaws by political clubs, these Bylaws may be altered, amended or repealed and new Bylaws adopted as follows:

Bylaws changes may be proposed at the Annual Meeting of the NVDC or at such time as the Executive Committee may propose to comply with changes in the law or other exigencies. Written notice of any proposed changes shall be sent to all members by email at least five (5)



days before a regularly scheduled meeting. A quorum of at least fifteen (15) Regular members must be present to vote on a change in the Bylaws. All proposals for Bylaws changes must be moved and seconded and require a sixty percent (60%) vote of the Regular members present and voting.