

SAN FRANCISCO BLACK COMMUNITY MATTERS

Bylaws

Adopted Friday, October 13, 2016

ARTICLE I. ORGANIZATION

Section 1. Name

The official name of this Organization shall be:

SAN FRANCISCO BLACK COMMUNITY MATTERS (Democratic Club)

Section 2. Affiliation

The San Francisco Black Community Matters ("Democratic Club") shall be affiliated with the San Francisco Democratic Party ("SFDCCC") and the California Democratic Party ("CDP"). The Club shall charter in accordance with SFDCCC Bylaws and Policies, and with the CDP in order to be eligible Pre-Endorsement Conference Participation.

Section 3. Purpose

Develop an engaged membership base inclusive of all Democrats in San Francisco (bay area), and purposefully develop new leaders with a strong favoritism to act in public service and social justice.

ARTICLE II. MEMBERSHIP & MEETINGS

Section 1. Club Membership

- a. Membership in the club shall be open to all registered Democrats. General Members have met at least one of the following membership qualifications, and Voting Members have met all four membership qualifications:
 1. Signed up to join as a member of the Club;
 2. Attended at least two qualifying meeting within the past 12 months
 3. Met dues obligations as defined in the Policy and Procedures Manual.

Section 2. Qualifying Meetings

- a. All meetings and events officially associated with the Club at the time of the event shall be considered a qualifying meeting.

Section 3. Voting

- a. Only Voting Members shall be eligible to vote.
- b. Voting Members shall be able to vote in officer elections, for endorsements, and to amend Bylaws both in person and via electronic absentee in accordance with the Policy and Procedures Manual.
- c. The absentee voting period shall be noticed to membership electronically and begin 7 days (168 hours) prior to the in-person vote and end no earlier than 12 hours prior to the in-person vote.

ARTICLE III. OFFICERS

Section 1. Elected Officers

- a. The Elected Officers of this Club shall be: President, Vice President of Leadership Development, Vice President of Political Engagement, Vice President of Member Engagement, Vice President of Communications, Vice President of Events, and the Vice President of Finance; Secretary and Parliamentarian.
- b. Each Elected Officer shall lead a Board Committee of the same name: President Committee, Leadership Development Committee, Political Committee, Membership Engagement Committee, Communications Committee, Events Committee and Finance Committee.

Section 2. Appointed Officers

- a. Appointed Officers may be nominated by any member of the Elected Board, and must receive a confirmation vote by a majority of Elected Officers.

Section 3. Duties

Beyond the responsibilities defined here, each Elected and Appointed Officer shall complete duties as defined in the Policy and Procedures Manual.

- a. President: Chair of Board meetings, oversees all aspects of organization including chartering with the San Francisco Democratic Party, drives vision, and establishes an annual calendar including votes for officer elections, endorsements and amendments to the Bylaws. Serves on all committees of the Board.
- b. Vice President of Leadership Development: Identifies potential leaders and oversees all leadership development.

- c. Vice President of Political Engagement: Leads the Political Engagement Committee, which includes running the endorsement process and organizing members into action for endorsed campaigns.
- d. Vice President of Member Engagement: Manages existing membership; builds and maintains relationships with other clubs, civic organizations. Recruits new members in coordination with Events VP.
- e. Vice President of Communications: Oversee all external club communications; direct vision of what relevant news/information should be shared; notify membership of meetings, events, etc.
- f. Vice President of Events: Host events large and small to recruit, retain, and engage members
- g. Vice President of Finance: Oversees all committee finances as treasurer.
- h. Secretary:
- i. Parliamentarian:

Section 4. Election of Officers

- a. All Elected Officers shall be elected annually at an election to be held in the first quarter of each calendar year.
- b. All candidates for office shall file an "intent to run" with the Secretary at least ten (10) days prior to the scheduled election.
- c. Every Voting Member shall be eligible for any office in this Club.
- d. The election shall be administered by the Vice President of Member Engagement, or a designee on the Membership Engagement Committee as defined in the Policy and Procedures Manual.
- e. Up to four Voting Members may serve as election observers in accordance with the Policy and Procedure Manual.
- f. Any Officer who declares intent to run for any public office (excluding Democratic Party Positions) that appear on any San Francisco ballot shall step down from their Officer position immediately. Declaring intent to run is defined as pulling papers or forming an exploratory committee, or otherwise publicly announcing candidacy.

Section 5. Term of Office

- a. Officers shall serve until the conclusion of the next duly noticed Officer Election, unless removed pursuant to these Bylaws.

Section 6. Vacancy

- a. In the case of a vacancy of an Appointed or Elected Officer position, the President may nominate a replacement as an interim Officer for confirmation by a majority vote of the Elected Board.

- b. In the case the duties of a vacant office need to be fulfilled, the President shall assume the duties of that office or appoint those duties to another member of the Board until the Appointed or Elected Officer position is filled in accordance with these Bylaws.

Section 7. Removal

- a. Any officer may be removed by two-thirds super majority vote by Elected Officers at a meeting of the Board contingent upon the following procedures:
 - i. Any Voting Member of the Club may request removal in writing to the recording secretary, and the vote must be held within 31 days of the written request.
 - ii. Written charges shall be provided against the officer to every member of the Board (including Appointed Officers) at least two (2) weeks in advance of a regular or special meeting at which the removal shall be moved.
 - iii. The officer shall be given the opportunity to answer said charges and to know the identity of their accuser(s).
 - iv. A motion for removal, if passed, shall take effect immediately, at which time a vacancy shall be declared pursuant to Section 6 of this Article.
- b. An officer who is absent physically and electronically for three consecutive properly noticed Board meetings shall be considered to have resigned his or her office.

ARTICLE IV. BOARD

Section 1. Board

There shall be a Board holding all the powers and duties of the Club.

Section 2. Board Membership

- a. The Elected Board shall consist of Elected Officers of the Club.
- b. The full Board shall consist of the following members:
 - i. All Elected Officers of the Club.
 - ii. All Appointed Officers of the Club.

Section 3. Board Meetings

- a. The Board shall conduct regular meetings, at least quarterly; schedule to be determined upon election of officers.
- b. The President, or at least four Elected Officers, may convene a special meeting in writing to the recording secretary at least five days (120 hours) prior to the convening of the meeting.

- c. Meetings may be rescheduled or canceled by a vote of two-third super majority of the Board at least two days (48 hours) prior to the convening of the meeting.
- d. Board Meetings shall be open to Board Members and invited guests.

Section 5. Board Notice, Agenda and Minutes

- a. Notice of all meetings of the Board shall be prepared and distributed by the recording secretary at least four days (96 hours) prior to the convening of the meeting.
- b. The agenda for all meeting shall be distributed electronically to the Board at least two days (48 hours) prior to the convening of the meeting. Any member of the Board may place an item on the agenda of a regular or special meeting of the Board by written request to the recording secretary at least three days (72 hours) prior to the meeting.
- c. An item may be added to the agenda of a meeting after the noticing deadline through a tho-thirds super majority vote of the Board present and voting.
- d. The Secretary shall distribute minutes of Board meetings to all Board members and post on the Club's website within four (4) days after each meeting.

Section 6. Board Procedure and Action

- a. The Board shall have the power to amend the Policy and Procedures Manual, adopt such resolutions as may be in order, and take such actions as may be appropriate and consistent with these Bylaws.
- b. The Board may issue endorsements of non-ballot issues. This is open but not limited to endorsements of other clubs or organizations, policy positions, pending votes before local, state or federal legislative bodies, and community events by at least a fifty percent plus one vote majority.
- c. All meetings of the Board shall be run according to these Bylaws and Robert's Rules of Order (Newly Revised).

Section 7. Board Voting

- a. Board Members must be present at a meeting, or participating in a meeting electronically, in order to vote.
- b. Board Members may not vote absentee or via proxy.
- c. Business of the Board may be voted on between meetings via email, as long as one day (24 hours) is provided for every Board member to respond to a call for a vote. The recording secretary shall record all action taken to be posted to the website within one day (24 hours) and include on the agenda and in the minutes of the next meeting of the Board.

Section 8. Board Quorum

- a. Except as otherwise provided, the presence of a quorum is required for the conduct of any business before the Board.
- b. Quorum shall be defined as a majority of Elected Officers and Board Members.

ARTICLE V. STANDING AND SPECIAL COMMITTEES

Section 1. Committees

- a. Committees are led by the Vice President of the same name: President Committee, Leadership Development Committee, Political Committee, Membership Engagement Committee, Communications Committee, Events Committee and Finance Committee.
- b. Any member of the Club may serve as a member of a Committee by appointment of the President or Committee Chair.
- c. Membership on a Committee does not constitute membership on the full Board.

Section 2. Special Committees

- a. A Special Committee may be created, at the direction of the President or majority vote of the Board, for any club issues in need of special consideration. Any member of the Club may be a member of a Special Committee.
- b. The Chair of any Special Committee shall be a Voting Member appointed by the President and approved by a majority vote of the Board.
- c. Any member of the Club may serve as a member of a Committee by appointment of the President or Committee Chair.
- d. Membership on a Committee does not constitute

ARTICLE VI. ENDORSEMENT PROCEDURE

Section 1. Overview

- a. The Club may endorse:
 - i. A registered Democrat for political office;
 - ii. Any initiative, measure, advisory petition, or action;
 - iii. Any registered Democrat running for any office in the Democratic Party structure.
- b. The Club may not endorse:
 - i. Non-Democrats for any position.

Section 2. Endorsement Procedure for Candidates and Ballot Measures

- a. The Political Action Committee shall manage the endorsement procedures in accordance with the Policy and Procedures Manual and this Section of the Bylaws.
- b. All candidates and measures declared with the Department of Elections shall be informed in writing of endorsement procedures.
- c. All candidates and measures declared with the Department of Elections shall be invited to speak to membership.
- d. A questionnaire may be required at the discretion of the Political Engagement Committee, and uniformly applied to candidates in each race or campaigns for each measure.
- e. To receive the Club's endorsement, a candidate or measure must reach the following threshold of the total Voting Members casting ballots in person or absentee:
 - i. Ballot measures must receive at least fifty percent plus one vote.
 - ii. For candidate races not subject to ranked choice voting, a candidate must receive the same threshold of votes as required by the Department of Elections to win.
 - iii. For candidate races subject to ranked choice voting, a candidate must receive at least fifty percent plus one vote to receive the sole endorsement of the Club. If no candidate receives fifty percent plus one vote, then the Club shall endorse 1st, 2nd and 3rd choices in order of votes received.
- f. The Board is permitted to submit recommendations for any item under endorsement consideration by the Club. Such a recommendation must have the support of two-thirds of the Board to be presented to the Club's membership.
- g. If any candidate or measure endorsed by the Organization misrepresents the endorsement of the Organization, the endorsement will be automatically lost. This includes failure to include the specific ranking of any endorsement for #2 or #3 ranking, a dual endorsement, or other specific comments. At the President's discretion, the details of the endorsement may be provided in writing to the candidates, and the candidate may be required to sign to acknowledge receipt.

ARTICLE VI: POLICY AND PROCEDURES MANUAL

Section 1. Policy and Procedures

- a. Specific policies and procedures of the Club shall be incorporated into the Club Policy and Procedures Manual. Nothing in said manual may override these Bylaws.
- b. Application of the Policy and Procedures Manual may be suspended by two-thirds (2/3) of the Board members present and voting.

- c. The Policy and Procedures Manual may be amended at any regularly scheduled meeting of the Board at which a quorum is present by a majority vote of those present and voting.

ARTICLE VII. GENERAL PROVISIONS

Section 1. Expenditures

- a. All expenditures of Club funds must be in compliance with the rules set forth in the Policy and Procedures Manual.

Section 2. Organizational Records

- a. The President, Secretary and Treasurer shall, whenever possible, should archive organizational records including but not limited to photos, memorabilia, meeting minutes, leadership rosters, conference notes, agendas, credentials report and other statements periodically and at the close of each year. Such records serve to preserve the history of the Organization for future members.

ARTICLE VIII. AMENDMENT OF THE BYLAWS

Section 1. Amendment

- a. These Bylaws may be amended by two-thirds (2/3) vote of all the Voting Members voting in person and electronically.
- b. Any amendments to the Bylaws shall take effect 24 hours after the adjournment of the general membership or Board meeting at which the change was approved unless a specific exception is stated in the motion to amend.

Section 2. Notice

- a. Electronic notice to amend the Bylaws, and specific proposed amendments, shall be provided to all Voting Members 14 days prior to any vote to amend Bylaws.

ARTICLE IX. SUSPENSION OF THE BYLAWS

- a. Any section of these Bylaws may be suspended by a two-thirds (2/3) vote of those present and voting at any meeting of the Board. A motion to suspend must identify the Article and Section being suspended and may not suspend more than one Section. This Article may not be suspended.

- b. Any suspension of the Bylaws shall only persist until the end of the meeting at which the suspension was passed.

ARTICLE X. DISSOLUTION

- a. Dissolution requires unanimous approval of the Board.
- b. Upon dissolution, all unspent funds (after expenses/liabilities are accounted for) will be donated to SFDCCC.
- c. Remaining privately obtained funds may be donated to another nonprofit organization with prior approval of the Board by a majority vote.