

Article I: Name and Objectives

Section 1. Name

This organization shall be known as the RICHMOND DISTRICT DEMOCRATIC CLUB, hereinafter referred to as the "Club" or the "RDDC."

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 Richmond District in San Francisco) and to foster active participation in the democratic process 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 in the Richmond District.

Section 3. Powers

The powers of the Club are vested in the members of the Club under the guidance and direction of the Board and Directors, hereinafter referred to as the "Board."

Section 4. Effective Date

These bylaws were first adopted on October 1, 1987 and were substantially revised on August 26, 2003, March 27, 2014, March 24, 2016, and March 12, 2017.

Section 5. Separability.

If any provision of these bylaws is held illegal or invalid for any reason, then such illegibility or invalidity is not to affect the remaining portions of these bylaws. They shall be constructed and remain in force as is 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 II: Membership and Meetings

Section 1. Membership Eligibility and Dues

Registered Democrats or individuals of all ages who intend to become Democrats upon meeting eligibility requirements who live in the Richmond District and support the objectives of the Club are eligible to join the Club and may become a member by paying membership dues.

Membership to the Club is open to individuals who reside and are registered to vote in the Richmond District, defined in the San Francisco Civic Code as north of Golden Gate park and west of Arguello Boulevard.

Exceptions can be made on a number of criteria, including but not limited to individuals who work in the Richmond, live immediately around the official boundaries of the Richmond District or within Supervisorial District 1, individuals living in the Presidio, individuals that are attending

school within the Richmond District or the boundaries of Supervisorial District 1, or have significant or historical ties to the Club. Any exception may be overturned by a vote of two-thirds (2/3) of all Board Members.

Dues should be set by the Board at the approval of the membership.

Section 2. Meetings and Notices

The Club shall strive to hold monthly General Membership Meetings and meet no less than quarterly.

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 facility or residence in the Richmond District, except in extremely unusual circumstances.

General membership meetings shall be called by either 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 and is listed as a possible action item. Endorsement Meetings, as described in Section VI Section 1, shall require ten (10) days notice.

Each notice shall give the time and place of the meeting and include any resolutions or actions being considered by the Club.

Section 3. Rules of Order

Meetings shall be conducted in accordance with these Bylaws. Where these Bylaws do not address themselves to a situation, Roberts Rules of Order shall apply where applicable.

Section 4. Voting Privileges and Members in Good Standing

Voting for all endorsements of candidates or ballot propositions and Club business shall be restricted to members in good standing who at the time of vote are members pursuant to Section 1 of this Article.

All members shall have attended at least one prior regular meeting in the past 12 months to be eligible to vote on all club business, except for new members who must have attended three meetings in the past 12 months to be eligible to vote on endorsements, proposed amendments to the bylaws, and club officers and board members.

A "new member" describes any individual who has not previously paid dues or has not maintained "good standing" for twelve months.

Section 5. Majority Vote

Unless otherwise noted, decisions by the Club shall be decided by a majority vote of members present. Voting on any matter may be by secret ballot, voice vote, or a show of hands, as determined by the President. A minimum of three members may request a secret ballot.

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. (Amended August 26, 2003)

Section 8. 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 and, in the judgement of the Secretary or their designee, have attended the majority of the meeting.

Section 9. Proxies

Voting by proxy shall not be allowed at any Club meetings.

Section 10. Venues

Club meetings, board meetings, or official club events cannot be held in venues that have age requirements. All venues must accept individuals of all ages.

Article III Position Resolutions

Section 1. Resolutions

To ensure that Club positions on issues are clearly defined and publicly noticed all positions of the Club must be written in resolution format.

Section 2. Noticing

For resolutions to be considered by the Club at a General Membership Meeting, drafts must be presented to the Board at the preceding Board meeting and shall be placed on the following agenda.

A resolution substantively similar to that presented to the Board must be made available to the Secretary for public noticing at a time of the Secretary's choosing, no later than five (5) days prior to the General Membership Meeting.

Section 3. Amendments

Amendments to resolutions can be made by the general membership by majority vote, though any amendments that substantively change the resolution, in the judgement of the President, must be delayed to the ensuing meeting and re-noticed before being voted upon.

Section 4. Reconsideration

No resolution substantively similar to another voted upon by the Club can be reconsidered without a motion by a Club member who originally voted with the prevailing majority of the previous resolution.

Article IV 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.

Section 2. Election of Directors

Officers are automatically Board Members. Additional Directors shall be elected by the members at the April meeting **or with approval from majority of Board Members**. The term of office for Board Members shall be one (1) calendar year.

Section 3. Nominations

Candidates for the Board of Directors shall be recommended by the 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. Powers of Directors Related to Club

The powers of the board include, by are not limited to:

- a. To manage the business and welfare of the Club and to enact its rules and regulations,
- b. Establish agenda content for regular membership meetings,
- c. To record its meetings and meetings of the membership, to present a written financial consistent with these Bylaws; statement periodically, and to present a summary of the Club's affairs in the past year;
- d. To nominate a slate of officers for approval by the membership;
- e. Nominate delegates to vote in the California Democratic Party pre endorsement process;**
- d. To collect, manage, and utilize the Club's dues and funds to achieve priorities set by the Club, including the ratification of all expenses over \$100.00.

Section 5. 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 and Voting

One-third (33%) of the Board members, but no less than three members, must be present to have a quorum at a Board meeting. Quorum or a majority of Directors present, whichever is greater, shall be necessary to pass any motion **with the exception of candidate endorsement meetings, which require one-half (50%) of Board members**.

Section 10. Attendance at Board Meetings

A board member who misses three or more consecutive meetings shall be considered resigned. A motion by another board member at a board meeting can move to reinstate this board member. The President Emeritus is exempt from this provision.

Article V Officers

Section 1. Officers

The general membership shall elect the following officers: President, Vice President, Secretary,

Treasurer, and President Emeritus.

Section 2. Term

Officers shall serve one-year terms commencing in April, limited to three consecutive terms in a single position. President Emeritus shall serve for as long as they are the most-recent Past President.

Section 3. President

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

- a. Preside at meetings of the membership and of the Board.
- b. Coordinate the activities and administer the programs of the Club.
- c. Represent the Club at political functions or delegate others to attend such functions.
- d. Create committees and nominate chairpersons.
- e. Along with the Treasurer, share in the authority to sign off on all payments.

Section 4. Vice President.

The Vice President shall:

- a. Assist the president in the general administration and coordination of the business and affairs of the Club.
- b. Chair Board and other meetings in the president's absence or inability to do so.
- c. Coordinate speakers and appearances at Club meetings.
- d. Make all rulings on eligibility to vote in coordination with the Secretary and Treasurer. Such a decision may be overridden by a two-thirds (66%) vote of the Board of Directors and such a vote shall be applicable and final.

Section 5. President Emeritus

The President Emeritus shall:

- a. Provide new officers, especially the President, with guidance and support.
- b. Participates in the development and implementation of the club's short-term and long-term strategic planning
- c. Participates in succession planning and assists in recruiting new board members.
- d. Support the representation of the Club at political functions.
- e. Chair Board and other meetings in the President's or Vice-President's absence or inability to do so.

Section 6. Secretary

The Secretary shall:

- a. Record and prepare minutes of all meetings of the Board and General Membership.
- b. Provide notice of all meetings and other notices as may be required at the direction of the board.
- c. Have responsibility for the general correspondence of the Club at the direction of the board.
- d. Keep custody of and maintain the official roll and attendance record.
- e. Maintain the Club's historical archives.

Section 7. Treasurer

The Treasurer shall:

- a. Be accountable and responsible for all funds and assets of the Club.-
- b. Accept, record, and deposit membership dues and other funds.
- 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. Along with the President, share in the authority to sign off on all payments.

Article VI Endorsements

Section 1. Designation of Endorsement Meeting

The Board may designate any number of meetings preceding an election as an "Endorsement Meeting." Such a meeting shall require ten (10) days of prior public notice.

Section 2. Ballot 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.

Section 3. Democratic Endorsements

The Club may only endorse a registered Democratic candidate for partisan and nonpartisan offices.

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

Section 5. Eligibility to Vote

As with all other votes and motions, only members in good standing (as defined in Article II Section 5) are eligible to vote on any matter before the Club.

Section 6. Voting Procedure

Endorsements shall be determined by a majority vote, as laid out in subsection "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 a subsection "b" below shall be used.

a. Majority Vote. The majority vote of those casting ballots at a duly called meeting.

b. Instant Runoff Voting (IRV) or Ranked-Choice Voting. In those races in which 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 endorsements 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. (amended August 26, 2003) candidates are elected by city-wide instant runoff voting (IRV), or ranked-based 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 subsection "a" above; a "vote for one" ballot to endorse the first choice, in which case votes shall be counted as in subsection "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 in 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. (Amended August 26, 2003)

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.

Section 9. Conflict of Interest

Members with a conflict of interest shall recuse themselves at endorsement votes from voting on all issues or candidates in which they have a clear economic self-interest. Those having a conflict are defined as members who do not reside within the Richmond District and who are paid campaign workers/spokespersons for a ballot measure or candidate.

Article VII: 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. 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

b. In the event of termination, the assets then remaining in the Fund, after by a vote of two-thirds (66%) of all members.

providing for any expenses, shall, at the Board's discretion, be distributed to

either another Democratic Club or a non-profit organization.

Dated: October 1987

Adopted

(As Amended August 26, 2003, March 27, 2014, March 24, 2016, and March 12, 2017)