

**San Francisco Eastern Neighborhoods Democratic Club
Bylaws**

ARTICLE I. ORGANIZATION

Section 1. Name

The official name of this Organization shall be SAN FRANCISCO EASTERN NEIGHBORHOODS DEMOCRATIC CLUB.

Section 2. Affiliation

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

Section 3. Purpose

Provide a Democratic Political Voice to advocate an urbanist/equity platform (a focus on creating complete communities). Will support initiatives and candidates which/whom focus to keep current residents/families in San Francisco, while welcoming newcomers. This Club will primarily concentrate on the Eastern Neighborhoods of San Francisco (Supervisor Districts 3, 6 and 10)

ARTICLE II. MEMBERSHIP & MEETINGS

Section 1. Club Membership

1. Membership in the club shall be open to all registered Democrats. General Members meet criteria outlined in 1, 2, 3 (below) and have attended one qualifying meeting in the past 12 months, and Voting Members have met the same qualifications, are registered in Districts 3, 6 or 10 and attend three qualifying meetings in the past 12 months (exception, to qualify to vote in June 2018 endorsement vote, need only to attend two qualifying meetings in the past 12 months):
 - a. Be a registered Democrat;
 - b. Signed up to join as a member of the Club;
 - c. Met dues obligations as defined in the Policies and Procedures Manual.

Section 2. Members in Good Standing for purposes of State Democratic Party

1. For purposes of the State Democratic Party, "a member in good standing" of the San Francisco Eastern Neighborhoods Democratic Club can be a "General" member or a "Voting" member as defined in Article II; Section 1 of the club's bylaws

Section 3. Qualifying Meetings

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

Section 4. Voting

1. Voting Members shall be able to vote in officer elections, for endorsements, and to amend these Bylaws.

February 12, 2018

2. Electronic voting shall be scheduled by the President in accordance with these Bylaws for a period lasting at least 7 (168 hours) days and Voting Members shall receive electronic notification prior to the start of any voting period through the email they registered their membership with.
3. In-person voting may be held at any time during an electronic voting period by a majority vote of the Board, and Voting Members shall receive electronic notification at least 24 hours prior to in-person voting.

ARTICLE III. OFFICERS & DIRECTORS

Section 1. Elected Officers

1. The Elected Officers of this Club shall be: President, Vice President of Policy Development and Advocacy, Vice President of Membership, Vice President of Communications & External Affairs, and Vice President of Finance and Operations.
2. Each Elected Officer shall lead a Board Committee of the same name: President's Committee, Policy Development and Advocacy Committee, Membership Committee, Communications & External Affairs Committee and Finance & Operations Committee.

Section 2. Appointed Directors

1. There may be as many Appointed Directors of this Club as the Elected Officers deem necessary, and each Standing Committee shall have at least one Appointed Director member.
2. Appointed Directors may be nominated by any member of the Board, and must receive a confirmation vote by a majority of Elected Officers.
3. Each Appointed Director will establish a committee (i.e. Committee on Finance and Operations)

Section 2.a. Elected Directors

1. There may be 5 Elected Directors of this Club, and each Standing Committee shall have at least one Elected Director member.
2. Candidates interested in position of Elected Directors will submit their application and resume to the VP of Finance and Operations. Each candidate will be provided an opportunity to address the Board and election among Officers and Appointed Directors will be held to determine the successful candidate.
3. Each Elected Director will establish a committee (i.e. Committee on Finance and Operations)

Section 3. Duties

1. All Elected Officers/Directors and Appointed Directors shall raise \$100 for the club through fundraising or recruiting new members on an annual basis.
2. President: Chair of the Board and serve on all committees of the Board, direct all aspects of Club including charter affiliation, Club priorities, schedule of meetings and votes, compliance with Bylaws, and relationships with other organizations.
3. Vice President of Policy Development & Advocacy: Coordinate Activities of Discipline Directors; Environment, Housing, Transportation, Public Safety, Workforce Development and Political Engagement & Field. The Vice President with the consent of the Elected board may shrink or expand the scope of any of the Discipline Directors.
4. Vice President of Membership: Recruits new members and engages existing members. Point of contact for those interested in getting more involved politically. Works closely with the Communications VP and External Communications Director. Recruits new members for committees.

5. Vice President of Communications & External Affairs: Oversee all external club communications; directs vision of what relevant news/information should be shared; notify membership of meetings, events, etc. Produce content relevant to club and members. Coordinates endorsements, forums, panels, etc.
6. Vice President of Finance & Operations: Serves as treasurer, manage all committee finances and compliance matters.
7. All Directors shall complete duties as defined in the Policies and Procedures Manual.

Section 4. Election of Officers/Directors

1. Elected Officers shall be elected for a two year term at an election to be held in the first quarter of each calendar year by the entire membership. The exception is made for the first cycle where the VP's of Policy Development and Advocacy and Vice President of Membership will serve for one year. This will set a staggered cycle for the election of the Officer Team.
 - a. Elected Directors (District 3, District 6, District 10, Education and Higher Education) shall be elected for a one year term at an election to be held in the first quarter of each calendar year. All candidates shall file an "intent to run" with the Vice President of Finance & Operations at least ten (10) days prior to the scheduled election. Interviews will be held with the Officers and Appointed Directors who will then vote and follow the procedures as outlined in this section.
2. All candidates running for an elected position must be Voting Members and shall file an "intent to run" with the Vice President of Finance & Operations at least ten (10) days prior to the scheduled election.
3. The election shall be administered by the Vice President of Finance & Operations or a designee on the Finance & Operations Committee as defined in the Policies and Procedures Manual.
4. Up to four Voting Members, selected by the VP of Finance & Operations may serve as election observers in accordance with the Policies and Procedure Manual.
5. Any Officer or Director who declares intent to run for any public office (excluding Democratic Party Positions) that appears on any San Francisco ballot shall step down from their Officer/Director 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

1. Officers and elected Directors shall serve until the conclusion of the next duly noticed Officer and Director election, unless removed pursuant to these Bylaws. Appointed Directors will be nominated and appointed by the elected Officers each year.

Section 6. Vacancy

1. In the case of a vacancy of an Elected Officer or Elected/Appointed Director position, the President may nominate a replacement as an interim Officer/Director for confirmation by a majority vote of the Elected Board.
2. 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/Director position is filled in accordance with these Bylaws.

Section 7. Removal

1. Any Officer or Director may be removed by two-thirds super majority vote by Elected Officers/Directors at a meeting of the Board contingent upon the following procedures:

- a. Any Voting Member of the Club may request removal in writing to the VP of Finance & Operations, and the vote must be held within 31 days of the written request.
 - b. Written charges shall be provided against the Officer or Director to every member of the elected Board at least two (2) weeks in advance of a regular or special meeting at which the removal shall be moved.
 - c. The officer or Director shall be given the opportunity to answer said charges and to know the identity of their accuser(s).
 - d. 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.
2. An Officer/Director 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

1. The Elected Board shall consist of Elected Officers of the Club.
2. The full Board shall consist of the following members:
 - a. All Elected Officers of the Club.
 - b. All Appointed/Elected Directors of the Club.

Section 3. Board Meetings

1. The Board shall conduct regular monthly meetings
2. The President, or at least two Elected Officers, may convene a special meeting in writing to the Internal Communications Director at least five days (120 hours) prior to the convening of the meeting.
3. Meetings may be rescheduled or cancelled if a new meeting date is agreed upon by a majority of the Board, and the President may cancel a meeting one day prior to convening if a quorum will not be reached.
4. Board Meetings shall be open to Board Members and invited guests.

Section 4. Board Notice, Agenda and Minutes

1. Notice of all meetings of the Board shall be prepared and distributed by the Internal Communications Director at least three days (72 hours) prior to the convening of the meeting.
2. The agenda for all meetings 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 Internal Communications Director at least three days (72 hours) prior to the meeting.
3. An item may be added to the agenda of a meeting after the noticing deadline through a two-thirds super majority vote of the Board present and voting.
4. The Internal Communications Director shall distribute minutes of Board meetings to all Board members prior to the next meeting of the Board.

Section 5. Board Procedure and Action

1. The Board shall have the power to amend the Policies and Procedures Manual, adopt such resolutions as may be in order, and take such actions as may be appropriate and consistent with these Bylaws.
2. 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.
3. All meetings of the Board shall be run according to these Bylaws and Robert's Rules of Order (Newly Revised).

Section 6. Board Voting

1. Board Members must be present at a meeting, or participating in a meeting electronically, in order to vote.
2. Board Members may not vote absentee or via proxy.
3. 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 Internal Communications Director 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 7. Board Quorum

1. The presence of a quorum is required for the conduct of any business before the Board.
 - a. A total of eight (8) Board Members including at least three (3) Elected Officers of the Board shall constitute a quorum. In the event there are fewer than three (3) Elected Officers, or fewer than eight total Board Members, quorum shall be defined as a majority of Elected Officers.

ARTICLE V. STANDING AND SPECIAL COMMITTEES

Section 1. Committees

1. Committees are led by the President and Vice Presidents of the same name: President Committee, Policy Development & Advocacy Committee, Membership Committee, Communications & External Affairs, Events Committee, and Finance & Operations Committee.
2. Any member of the Club may serve as a member of a Committee by appointment of the President or Committee Chair.
3. Membership on a Committee does not constitute membership on the full Board.
4. Directors may form committees as appropriate.

Section 2. Special Committees

1. 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.
2. The Chair of any Special Committee shall be a Voting Member appointed by the President and approved by a majority vote of the Board.
3. Any member of the Club may serve as a member of a Committee by appointment of the President or Committee Chair.
4. Membership on a Committee does not constitute membership of the Board.

ARTICLE VI. ENDORSEMENT PROCEDURE

February 12, 2018

Section 1. Overview

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

Section 2. Endorsement Procedure for Candidates and Ballot Measures

1. The Program Director shall manage the endorsement procedures in accordance with the Policies and Procedures Manual and this Section of the Bylaws.
2. All candidates and measures declared with the Department of Elections shall be informed in writing of endorsement procedures.
3. All candidates (Democrats) and measures declared with the Department of Elections shall be invited to communicate with membership electronically and/or in-person.
4. A questionnaire may be required at the discretion of the Program Director, and uniformly applied to candidates in each race or campaigns for each measure.
5. To receive the Club's endorsement:
 - a. Ballot measures must receive 55% or more of votes cast for Yes or No, excluding blank ballots or abstentions;
 - b. Candidates not subject to ranked choice voting must receive 55% or more of votes;
 - c. Candidates subject to ranked choice voting must receive 55% or more of votes, excluding blank ballots or abstentions to receive the sole endorsement of the Club. If no candidate receives 55% or more of votes cast, then the Club shall endorse 1st, 2nd and 3rd choices in order of votes received. At minimum a candidate shall receive 20% or more of the votes cast, in order to be awarded 1st, 2nd, or 3rd choice for the endorsed position.
 - d. For contests with more than one open position, the candidates receiving the highest number of votes for the number of open positions will receive the endorsement. However, to receive the endorsement, each candidate must meet a 35 percent (35%) threshold. In the case of a tie between more candidates than the number of open positions, the Club will issue a "No Position"
6. An option of "No Position/None of the Above" shall be included on the ballot for every candidate or ballot measure. "No Position" shall be included as a contestant in the vote count, and if wins, become the official position of the Club.
7. The Club shall take a position of "No Endorsement" if no candidate, or "No Position" if a measure fails to meet the requirements for endorsement.
8. 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.
9. If any candidate or measure endorsed by the Organization misrepresents the endorsement of the Organization, the endorsement will be automatically revoked. This includes failure to include the specific ranking of any endorsement for #2 or #3 ranking, 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 VII: POLICIES AND PROCEDURES MANUAL

February 12, 2018

Section 1. Policies and Procedures

1. Specific policies and procedures of the Club shall be incorporated into the Club Policies and Procedures Manual. Nothing in said manual may override these Bylaws.
2. Application of the Policies and Procedures Manual may be suspended by two-thirds (2/3) of the Board members present and voting in-person or electronically.
3. The Policies and Procedures Manual may be amended at any regularly scheduled meeting of the Board at which a quorum is present by a super majority vote (2/3) of those present and voting.

ARTICLE VIII. GENERAL PROVISIONS

Section 1. Expenditures

1. All expenditures of Club funds must be in compliance with the rules set forth in the Policies and Procedures Manual.

Section 2. Organizational Records

1. The President, Vice President of Finance & Operations shall, whenever possible, archive organizational records including but not limited to photos, memorabilia, meeting minutes, leadership rosters, conference notes, agendas, credentials reports 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 IX. AMENDMENT OF THE BYLAWS

Section 1. Amendment

1. These Bylaws may be amended by two-thirds (2/3) vote of all the Voting Members voting electronically or in person.
2. Any amendments to the Bylaws shall take effect immediately after the change(s) is approved unless a specific exception is stated in the motion to amend.

Section 2. Notice

1. Electronic notice to amend the Bylaws, and specific proposed amendments, shall be provided to all Voting Members ten (10) days prior to any vote to amend Bylaws.

Section 3. Emergency Amendment

1. The Elected Board (Officers/Directors) may make emergency amendments to the Bylaws with a two-thirds majority vote subject to ratification by Voting Members within 28 days in accordance with this section.

ARTICLE X. SUSPENSION OF THE BYLAWS

1. 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.
2. Any suspension of the Bylaws shall only persist until the end of the meeting at which the suspension was passed.

ARTICLE XI. DISSOLUTION

1. Dissolution requires unanimous approval of the Board.

February 12, 2018

2. Upon dissolution, all unspent funds (after expenses/liabilities are accounted for) will be donated to a nonprofit charity organization(s) with approval of the Board by a majority vote.

ARTICLE XII. SELECTION FOR REPRESENTATIVES AT THE CALIFORNIA DEMOCRATIC PARTY PRE-ENDORSEMENT CONFERENCES

1. The Elected Board (Officers/Directors) shall choose the representatives for pre-endorsement conferences. Any representative chosen must be a “member in good standing” as defined in Article II; Section 2 of the club’s bylaws.
2. The club shall provide a roster of only “members in good standing” to the Chartering Authority and the Regional Director.

ARTICLE XIII. ACCESS TO EVENTS AND MEETINGS

1. Language services in Spanish, Chinese, and Filipino must be available at all public meetings of the club upon request. Best efforts shall be made to provide services in additionally requested languages. Requests for interpretation services must be received in writing to the VP Communications & External Affairs at least 5 business days in advance of the meeting to help ensure availability. Notification of this service shall be included in all public notices of the Club in English, Spanish, Chinese, and Filipino.
2. All meetings and public events of the Club, including committee meetings, fundraisers, and events, must be wheelchair accessible. Sign language interpreters, readers, large print agendas, and access to sound systems for those who are hard of hearing shall be made available upon request. Requests must be received in writing to the VP Communications & External Affairs at least 5 business days in advance of the meeting to ensure availability, although best efforts will be made to accommodate requests received after this period. Best efforts shall be made to provide all other access accommodation requests. In order to accommodate persons with severe allergies, environmental illness, multiple chemical sensitivity or related disabilities, notice shall be included in all meeting announcements to remind attendees of those who may be sensitive to perfumes and various other chemical-based scented products. Notification of this policy shall also be included in all public notices of the Club.