

BY-LAWS
of the
SAN FRANCISCO LATINO DEMOCRATIC CLUB

ARTICLE I:
NAME

Section 1. The name of this club shall be the San Francisco Latino Democratic Club, hereinafter called LDC.

ARTICLE II:
PURPOSE AND VALUES

Section 1. LDC shall organize the San Francisco Latino Community's engagement in the political process. Only registered Democratic Party candidates and measures shall be endorsed in partisan and nonpartisan elections.

Section 2. LDC shall work within the Democratic Party and the community at large to bring Latino issues to the forefront of political campaigns.

Section 3. LDC seeks to represent the interests of Latinos living in and owning businesses in the City and County of San Francisco. LDC's mission is to help the poor and disadvantaged, protect the most vulnerable among us, and ensure that all Latinos are given meaningful opportunities in our city. LDC's political engagement shall seek (1) the reduction in the rates of poverty; (2) increased access to education; (3) a level playing field for Latinos and Latino businesses; (4) a sustainable local economy; (5) access to health care; (6) fair treatment of immigrants; and (7) the retention of Latino families in San Francisco.

Section 4. LDC shall implement a pragmatic leadership model and hands-on political campaigning characterized by effective fundraising, precinct operations, voter registration, voter turn out, and media use.

Section 5. LDC shall engage in legislative, political, educational, civic, and other activities that further the interests of its membership, advance ethical standards in the political system, and promote participation in the political process.

Section 6. All activities of the LDC shall conform with California state law, the requirements for Charter Democratic Clubs under the purview of the San Francisco Democratic County Central Committee ("SFDCCC"), and the basic principles of the Democratic Party.

ARTICLE III:
MEMBERSHIP, DUES, VOTING

Section 1. **ELIGIBILITY:**

- a. San Francisco residents, business owners, or employees working in San Francisco are eligible for membership.
- b. Members shall pay dues according to the requirements of Section 2.

- c. Dues paying members must be registered as a Democrat, or must intend to register as a Democrat

Section 2. DUES:

- a. The Board shall set the rates for membership dues.
- b. The Board shall cause the membership dues to be collected annually.
- c. Unless modified by the Board, the membership dues shall be:
 - General Membership: \$25
 - Youth (18 and under): \$15
 - Student: \$15
 - Senior (65+): \$15

Section 3. VOTING.

- a. Voting privileges shall be extended to members in good standing.
- b. Good standing means compliance with Article III Section 2 and attendance at a minimum of three (3) General Membership meetings, Committee meetings or Qualifying Events in the immediately preceding twelve (12) months.
- c. A vote of the membership shall mean a vote of the members eligible to vote and present at a meeting.

**ARTICLE IV:
CLUB ELECTIONS**

Section 1. The Membership shall elect the officers of LDC.

Section 2. A Member may be a candidate for any elective office.

Section 3. A Member may nominate another Member or themselves for elective office.

Section 4. The election shall be held at the membership meeting held in November of each year.

Section 5. Contested elections shall be conducted by secret ballot. Non-contested elections may be conducted by voice vote.

Section 6. Newly elected officers shall assume their duties immediately following the election.

Section 7. Removal of Officers.

- a. An office shall be deemed vacated and its officer removed upon the officer's third absence without just from general membership meetings and/or executive board meetings.
- b. The President or Executive Board may remove an officer upon determining that the officer failed to perform the duties of the office, subject to confirmation by a majority of the Executive Board excluding the vote of that officer. The executive board is subject to a quorum of sixty percent.
- c. A member in good standing may move to dismiss an officer, provided that the present membership confirms the motion by two votes of the membership in the following manner: A motion to dismiss shall be effective if it is seconded

and immediately followed by an affirmative vote of a majority of the membership. The result shall be recorded in the minutes and added to the agenda of the following meeting for a vote under secret ballot by members in good standing. The motion must be confirmed with a second affirmative vote of a majority of the membership at the following membership meeting.

- d. The removal of an officer, under this Article IV section 7 shall create a vacancy in office under Section 8.b.

Section 8. Vacancy in Office.

- a. If an office becomes vacant, the President or presiding officer shall appoint the successor subject to confirmation by a majority of the membership at the next membership meeting. If the membership does not confirm the President's appointment, the members may nominate and elect the successor at the same membership meeting.
- b. If the office of the President becomes vacant, an election shall be called and held within 60 days.

**ARTICLE V:
DUTIES OF OFFICERS**

Section 1. The President shall

- a. Preside at all membership and special meetings of LDC and Executive Board.
- b. Preserve order and enforce the by-laws of LDC.
- c. Serve as a, non-voting ex-officio member of all committees with the power to break a tie.
- d. Report to the general membership at all membership meetings on the state of LDC
- e. Account to the Executive Board for his or her actions.
- f. Serve as an LDC delegate, or appoint delegates, to attend meetings or conventions as official representatives of LDC except for pre-caucus meetings as established in ARTICLE IX, Section 4.
- g. Represent or appoint representatives to attend functions on behalf of LDC.
- h. Shall have other duties as described in Robert's Rules of Order to the extent not inconsistent with these bylaws.
- i. If the office of the President becomes vacant, the acting President shall assume the duties of the office of the President as set forth in this Section 1, until a special election is held pursuant to Article IV, Section 8.b. Appointments by the acting President shall be effective until the result of the special election is determined.

Section 2. The Vice President of Political Affairs shall

- a. Assist the President in the performance of all duties and act as presiding officer in his or her absence.
- b. Become the Acting President on the death or resignation of the President until a special election can be held at the second membership meeting after the vacancy in the office of the President.

- c. Chair the Political Action Committee.
- d. Develop LDC policies as they pertain to Latino community and the Democratic Party issues.

Section 3. The Vice President of External Affairs shall

- a. Chair the Issues Committee.
- b. Develop LDC policies as they pertain to public policy and legislative issues.

Section 4: The Vice President of Membership shall

- a. Chair the Membership Committee.
- b. Recruit, retain, and organize members.
- c. Maintain an accurate membership list.
- d. Serve as LDC public relations officer.

Section 5. The Vice President of Communications shall

- a. Chair the Communications Committee.
- b. Develop and implement the communication plan to promote and inform the membership.
- c. Assist in the logistics of all communications.
- d. Notice meetings of the membership.
- e. Post and distribute meeting agendas five (5) days in advance of any meeting.

Section 6. The Treasurer shall

- a. Collect dues, donations, or other funds and keep and maintain an accurate record of all financial transactions of LDC.
- b. Use Membership dues for the regular operations of LDC.
- c. Pay bills.
- d. Not incur deficit encumbrances or deficit expenditures by LDC.
- e. Prepare monthly a report of the financial status of LDC and maintain a file accessible to the membership for at least seven (7) years.
- f. Report the financial status and transactions of LDC at membership meetings on a quarterly basis.
- g. Serve as a member of the fundraising committee.
- h. File financial reports required by law or regulation.

Section 7. The Secretary shall

- i. Take, maintain, and distribute minutes of meetings.
 - a. Ensure that members sign an attendance sheet at each membership meeting.
 - b. Maintain attendance records and a record of members eligible to vote.
 - c. Make records available for inspection upon request by a member.

- d. Correspond as directed by the President, Executive Board, or by a majority of the membership.
- e. Read all correspondence or a summary thereof at membership meetings.
- f. Perform any other duties with the approval of the Executive Board as may be necessary for the proper and effective administration of the affairs of LDC.
- g. Take, maintain, and distribute minutes of meetings.
- h. Ensure that members sign an attendance sheet at each membership meeting
Serve as a non-voting ex-officio member of the Membership Committee.
- i.

Section 8. Parliamentarian shall

- a. Be appointed by and serve at the pleasure of the Executive Board.
- b. Respond to inquiries concerning the interpretation of the by-laws or Robert's Rules of Order.

Section 9. Latino Caucus Club Delegate shall

- a. Be appointed then confirmed by the membership and serve at the pleasure of the Executive Board.

**ARTICLE VI:
EXECUTIVE BOARD**

Section 1. Officers. Elected officers of LDC shall be President, Vice President of Political Affairs, Vice President of External Affairs, Vice President of Membership, Vice President of Communications, Treasurer, Secretary, Parliamentarian and Latino Caucus Club Delegate.

Section 2. Composition of Executive Board. The Executive Board shall consist of the seven officers of Article VI, Sec. 1., the chairs of all the standing committees in Article VIII, Sec. 6., and as provided in Article VIII, Section 3.

Section 3. Duties of Executive Board

- a. Between membership meetings, the Executive Board shall perform all duties necessary to the proper administration of the affairs of LDC consistent with these by-laws.
- b. All decisions of the Executive Board shall be by a majority vote of the members present.
- c. Quorum for a meeting of the Executive Board shall be a majority of the Executive Board members.
- d. The Executive Board may require an officer to provide a full and detailed account of any action or business done in the name of LDC.
- e. The Executive Board shall ensure that membership meetings are held on a regular basis, as required in Article VII.
- f. The Executive Board shall announce at membership meetings the date, time and place of all Executive Board meetings. It shall notify all members of the

date, time and place of any emergency meetings. Members in good standing may attend all meetings.

- g. The Executive Board shall have the power to establish ad hoc committees.

ARTICLE VII MEETINGS

- Section 1. Membership meetings shall be held monthly on a Wednesday at a place determined by the Executive Board. The President may change the day, time, or location of a membership meeting, provided at least five (5) days' notice is given to the members of the change.
- Section 2. Special meetings may be called by the President, the Executive Board, or a majority of the members. The special meeting shall be noticed to the membership.
- Section 3. A quorum shall be the lesser of ten (10) members in good standing or twenty-five percent (25%) of the membership, one of whom shall be an officer. No official business of the LDC shall be taken in the absence of a quorum.
- Section 4. Proxy voting shall not be allowed.
- Section 5. Notice of a meeting shall mean a communication to the membership at least five (5) days before a meeting. Notice of a meeting shall include the date, time, and location of the meeting.
- Section 6. The following motions for a membership vote shall be in order if the motion and subject matter of the vote have been announced at the meeting prior or have been noticed to the membership at least five (5) days before the meeting at which the vote will occur:
- Election of Officers
 - Endorsements
- Section 7. In the absence of notice, a motion for a membership vote shall be in order if the motion is seconded and unanimously approved by the membership; provided however that any motion for endorsement under Article IX must be noticed pursuant to Article VII, Section 6.
- Section 8. Members shall treat one another with respect and maintain civility during LDC meetings. Every member shall have the right to expect that club meetings and functions shall be safe environments.
- Section 9. Roberts Rules of Order shall govern the conduct of all meetings to the extent not inconsistent with these bylaws.

ARTICLE VIII COMMITTEES

- Section 1. The committees are established to ensure effective operation and open lines of communication between the membership and the Executive Board. The Executive

Board or the membership shall have the power to establish ad hoc committees by majority vote at a properly noticed membership meeting.

- Section 2. Committee membership shall be limited to members who have paid their annual dues.
- Section 3. Each committee shall have a chair. The chair shall keep attendance of each meeting and report attendance to the Secretary. The chair shall report the activities of the committee at membership meetings and serve as non-voting, ex officio members of the Executive Board.
- Section 4. The members of an ad hoc committee shall be determined at the time it is created.
- Section 5. Chairs of committees shall have no vote in committee meetings, except to break a tie.
- Section 6. Standing Committees
- a. Political Action Committee
 1. Vice-President of Political Affairs shall be the chair of the Political Action Committee.
 2. All members in good standing are eligible to participate and vote at all Political Action Committee meetings.
 3. The Political Action Committee shall monitor political trends, organize the endorsement process, initiate LDC actions on issues, and coordinate voter registration and engagement efforts.
 4. Paid officials of any election or campaign must recuse themselves from voting and discussion on their candidate or issue.
 - b. Issues Committee
 1. Vice-President of External Affairs shall be the chair of the Issues Committee.
 2. All members in good standing are eligible to participate and vote at all Issues Committee meetings.
 3. The Issues Committee shall monitor local, state and federal policies affecting the Latino community and educate the membership on those issues.
 4. The Issues Committee shall organize policy and advocacy action.
 - c. Membership Committee
 1. Vice-President of Membership is the Chair of the Membership Committee.
 2. All members in good standing are eligible to participate and vote at all Membership Committee meetings.
 3. The Membership Committee shall keep membership records, notify members when dues are payable, and recruit new members.
 - d. Fundraising Committee

1. The Chair of the Fundraising Committee shall be appointed by the President, subject to the approval of the Executive Board.
 2. All members in good standing are eligible to participate and vote at all Fundraising Committee meetings.
 3. The Treasurer shall serve on the Fundraising Committee.
 4. The Fundraising Committee shall plan and coordinate fundraising activities to ensure the club is self-sufficient and able to financially contribute to the campaigns of endorsed candidates and issues.
- e. Communications Committee
1. The Vice President of Communications shall be the chair of the Communications Committee.
 2. All members in good standing are eligible to participate and vote at all Communications Committee meetings.
 3. The Communications Committee shall maintain the LDC website and social media accounts.
 4. The Communications Committee shall timely publish on the LDC website and social media accounts any notice upon request of the Secretary.

ARTICLE IX ENDORSEMENTS

- Section 1. LDC may endorse any nominee or candidate for public office who is a registered Democrat, and may endorse positions on issues provided the endorsement is consistent with LDC's goals and does not conflict with the California Democratic Party's rules governing endorsements.
- Section 2. A vote to endorse shall require approval by sixty percent (60%) of the members in good standing who are in attendance at a membership or special meeting.
- Section 3. An Officer of LDC who receives monetary compensation from a campaign must disclose their role in the campaign and the fact of compensation prior to endorsement deliberations and membership votes.
- Section 4. Process for selecting pre-caucus endorsement delegates
- The Board shall nominate delegates to the Democratic state party pre-caucus endorsement meeting. Only members in good standing as outlined in Article III, Section 3 shall be considered.
 - The General Body shall vote on confirmation of the delegates.

ARTICLE X SUSPENSIONS AND AMENDMENTS

- Section 1. These by-laws may be suspended or amended by a vote of the members in good standing in attendance at a regular meeting.
- Section 2. A vote to suspend these by-laws shall require approval by sixty percent (60%).

Section 3. The by-laws may be amended by a two-thirds (2/3) vote.

**ARTICLE XI
RECORDS REQUEST**

Section 1. Records defined include: attendance, minutes, agenda, correspondence and financial reports.

Section 2. Member contact information shall be redacted from all attendance records provided.

Section 3. Records requests must be submitted in writing.

Section 4. Inspection and verification will be conducted by the Executive Board.

ADOPTED THIS 27th DAY OF May, 2015.

Certified by:

Secretary

AMENDED on February 17, 2016.

AMENDED on May 18, 2016.