

BYLAWS OF
SANTA MONICA DEMOCRATIC CLUB

As Amended March 30, 2011

ARTICLE I: NAME AND AFFILIATIONS

SECTION 1: Name: The name of this Club shall be the Santa Monica Democratic Club.

SECTION 2: Affiliations: This Club shall be chartered by the Los Angeles County Democratic Central Committee and shall be affiliated with the California Democratic Council and the appropriate Democratic organizations for the Districts covering Santa Monica.

ARTICLE II: OBJECTIVES

This Club is dedicated to furthering the political goals and aspirations of the people of Santa Monica and the community in which it functions and, to that end, shall strive:

1. To educate Club members and the general public as to issues and candidates of interest to the Club.
2. To act to further the adoption of the Club position on issues of importance to the community, the state or the nation.
3. To elect registered Democrats in partisan and non-partisan elections, whose views most closely correspond to those of the Club.
4. To promote accountability to the community on the part of elected officials.
5. To open the democratic process to all citizens on the basis of equality, regardless of race, creed, gender, sexual preference or age.
6. To pursue progressive values within the Democratic Party and within our community.

ARTICLE III: MEMBERSHIP AND DUES

SECTION 1: Membership: Only registered Democrats shall be eligible for membership in the Club, except a prospective member who, for reasons of age or citizenship, is ineligible to register to vote but who declares the intention to register as a Democrat when eligible.

New members shall be entitled to vote on Club matters thirty (30) days after dues are received. Ongoing members shall be entitled to vote upon payment of dues for the year. Membership must be renewed annually, with the exception of new members who join in the last three (3) months of the year, whose membership shall be deemed paid for the upcoming calendar year.

SECTION 2: Categories: The Executive Board may establish more than one category of membership in the Club, but all members shall have the same rights and privileges.

SECTION 3: Dues: Changes in annual dues shall be recommended by the Executive Board to the membership at a regularly called meeting of the Club after due notice, and shall be approved by a majority of the members in good standing present and voting.

Payment for membership shall be accepted only from accounts in the prospective member's name or which the prospective member controls.

SECTION 4: Use of Club Name: No officer, Executive Board member or Club member shall use the name of the Club in connection with any candidate or issue not endorsed by the Club.

ARTICLE IV: OFFICERS

SECTION 1: Duties: The officers of the Club shall be President, Vice President-Political Action, Vice President-Membership, Vice President-Programs, Vice President-Communication, Treasurer, Recording Secretary, and the Executive Board members elected and appointed as provided in Article V. The duties of the officers so elected shall be as follows:

- (A) The President shall preside at all meetings of the Club, sit as an ex-officio member of all committees, designate the chair of all special committees, act as primary spokesperson of the Club in all matters, including speaking for the Club on matters with respect to which the Club has taken a position, be first delegate to all conventions, council meetings, and Democratic groups and organizations, and perform such other duties as may be assigned from time to time by the Club or by the Executive Board.
- (B) The Vice President-Political Action shall chair the Political Action Committee, assume presidential authorities and duties in the absence of the President, and perform such other duties as may be assigned from time to time by the Club or by the Executive Board.
- (C) The Vice President-Membership shall chair the Membership Committee, and in the absence of the President and Vice President-Political Action assume the authorities and duties of the President and perform such other duties as may be assigned from time to time by the Club or by the Executive Board
- (D) The Vice President-Programs shall chair the Programs Committee, and in the absence of the President, Vice President-Political Action, Vice President-Membership, assume the authorities and duties of the President, and perform such other duties as may be assigned from time to time by the Club or by the Executive Board.
- (E) The Vice President-Communication shall chair the Communication Committee, and in the absence of the President, Vice President-Political Action, Vice President-Membership, and Vice President-Programs, assume the authorities and duties of the President, and perform such other duties as may be assigned from time to time by the Club or by the Executive Board.
- (F) The Treasurer shall maintain the financial records of the Club, including names, dates and amounts for all dues collected and funds expended; disburse the funds of the Club as authorized by the Club or by the Executive Board; make financial reports as needed or as requested; be responsible for all official financial reports; furnish necessary financial information to any entity or individual the Executive Board may hire to handle the filing of forms required by governmental bodies; and perform such other duties as may be assigned from time to time by the Club or by the Executive Board.
- (G) The Recording Secretary shall keep a record of votes and actions taken at meetings of the Club and of the Executive Board, maintain a file of any reports submitted and perform such other duties as may be assigned from time to time by the Club or by the Executive Board.

ARTICLE V: EXECUTIVE BOARD

SECTION 1: Composition: The Executive Board shall consist of the seven (7) elected officers, the immediate past president of the Club, five (5) members elected at large by the Club, and up to five (5) members appointed by the Executive Board. The appointments by the Executive Board may be made at any time.

SECTION 2: Duties: The Executive Board shall plan and direct the activities of the club and shall appoint representatives and/or delegates to meetings and conventions of the various councils and other bodies with which the Club is affiliated or with respect to which the Club is otherwise entitled to representation or at which the Executive Board has decided there should be a Club presence.

SECTION 3: Quorum: A quorum of the Executive Board shall be fifty percent (50%) of the Board for the transactions and decisions of the Club and of the Executive Board. A vote by a majority of the quorum shall be necessary on all matters binding upon the Club or Executive Board. However, the Executive Board may meet and take advisory votes without a quorum present.

SECTION 4: Voting: The Executive Board shall meet regularly, maintaining a record of votes taken at each meeting, whether at a scheduled or a special meeting.

The Executive Board may, when circumstances require an immediate vote and the Board is unable to have an actual meeting, vote electronically and/or telephonically. An attempt must be made to notify every Executive Board member of the issue and imminent vote. Contact shall be initiated by the Club President unless that person is not available, in which case(s) the regular order of succession shall take effect. A record will be kept of the vote and of the attempt(s), whether or not successful, to contact each Executive Board member.

SECTION 5: Removal: Any member of the Executive Board, elected or appointed, who has missed three (3) consecutive general meetings and/or three (3) consecutive Board meetings, without good and valid reason as determined by the Executive Board, shall be considered to have resigned the office and shall be so notified. Board members who are unable to attend a meeting shall notify the Club President.

SECTION 6: Vacancies: Any vacancy occurring during the term of any elected officer or other Board member shall be filled by a majority vote of the Executive Board, subject to ratification by a vote of the members in good standing at the next regularly called meeting of the Club. Any vacancy occurring during the term of any appointed Board member shall be filled in the same manner as said person was appointed initially.

SECTION 7: Disclosure, Transparency: No member of the Executive Board who holds an elective office (whether appointed or elected to such office) may participate in the process in which the Executive Board makes recommendation for endorsement to the membership, in a race involving the office s/he holds, during the year in which s/he is running for office.

Prior to the Executive Board initiating the process to recommend for endorsement, Board members shall disclose any campaign contributions, volunteer activities, employment with, and/or relationship to a candidate or a ballot measure.

If an Executive Board member is related to a candidate, is employed by a candidate or ballot measure committee, is involved in a campaign, or has contributed to a candidate or ballot measure campaign, the Board member shall recuse her/himself from the process of recommendation for endorsement. At the discretion of a majority of the Executive Board, recusal may be required for reasons not herein stated.

Section 8: Expenditures: The Executive Board may authorize expenditures up to \$250.00. In an emergency, the Board may authorize expenditures up to \$500.00, subject to approval of the membership at the next meeting.

ARTICLE VI: ELECTIONS

SECTION 1: Elections of Officers and Executive Board: Nominations for officers shall be made by the Executive Board. Nominations may also be made from the floor at the time of the election meeting, provided the nominee has given consent to run. The annual election meeting of the Club shall be held as early as possible in the year, but in no case later than April and, at least thirty (30) days prior to that meeting the Executive Board shall submit to the membership in writing by mail or electronically a candidate for each office and for the five (5) Executive Board members at-large. At its discretion, the Executive Board may decide to not recommend a candidate for one or more offices.

The election may be conducted by voice vote or by raising of hands or cards unless a request is made for a vote by secret ballot. Unless it is agreed by the membership to vote on all of the offices in one motion, the vote shall be taken in the order listed in Article IV, Section 1.

Candidates receiving the highest number of votes of the members in good standing present and voting shall be considered elected. The nomination and election of Executive Board Members shall be held immediately following the election of officers. The five (5) candidates receiving the highest number of votes for Executive Board at-large shall be elected.

All terms shall be for one (1) year immediately following the election.

SECTION 2: Endorsements: The Executive Board may make recommendations on candidates or issues to the membership. In an emergency, it may also act in its own name when required before the next scheduled or special meeting. The action must then be submitted to the membership for ratification.

Endorsement votes may only be held at duly called meetings of the Club, at least ten (10) days in advance of which written notice, whether electronic or print, has been given that an endorsement vote would be held. No more than three (3) votes may be taken on an issue or office under consideration. Only those candidates and issues receiving votes of at least sixty percent (60%) of those members present and voting in good standing on one or more of said endorsement votes shall be considered endorsed by the Club. On each round of voting after the first round candidates who receive less than twenty percent (20%) of the vote become ineligible for subsequent rounds.

The endorsement vote may be conducted by voice vote or raising of hands or cards unless a request is made for a vote by secret ballot. Whether by voice, raising of hands or cards, or by ballot, "No Endorsement" shall always be an option.

The Club may only endorse candidates who are registered Democrats, whether in partisan or non-partisan races.

The Club shall only endorse for offices in districts and areas where its primary membership, (which resides in Santa Monica), are eligible to vote.

ARTICLE VII: COMMITTEES

SECTION 1: Political Action Committee: This Committee shall be chaired by the Club's Vice President-Political Action, who will ensure the Committee duties are carried out.

This Committee shall be responsible for registering voters, coordinating and defining Club positions on various issues and candidates, and generally endeavoring to promote such Club positions. It shall prepare and keep current a list of all pending positions of the Club, prioritize said positions in terms of importance to the Club membership and the ability of the Club to affect the outcome on such matters, and develop specific recommendations for Club action. All persons requesting the Club to take a position on any candidate or issue must first present such request to this Committee whenever time permits, together with reasons as to why the Club should take such position and specific recommendations for Club action to effect such position. This process does

not preclude matters from being presented to the President of the Club, another Club officer or an Executive Board member, who should, in those instances, ensure that the V.P.-Political Action is also involved in the process. At the meeting when such matter is brought before the membership for a decision as to the Club position thereon, this Committee shall make its recommendations as to the suggested position of the Club and as to the manner in which the Club may effect such matter.

The duties and tasks assigned to this Committee may be carried out by the Executive Board as a whole, at the discretion of the President and V.P.-Political Action of the Club.

SECTION 2: Membership Committee: This Committee shall be chaired by the Club's Vice President-Membership, who will ensure the Committee duties are carried out.

This Committee shall maintain the roster of members and initiate policies and procedures governing the recruitment of new members and the involvement of all members in the activities of the Club, subject to the approval of the Executive Board.

SECTION 3: Programs Committee: This Committee shall be chaired by the Club's Vice President-Programs, who will ensure the Committee duties are carried out.

This Committee shall plan the programs and speakers for the regular meetings of the Club in consultation with the Executive Board, and shall procure the meeting place.

SECTION 4: Communication Committee: This Committee shall be chaired by the Club's Vice President-Communication, who will ensure the Committee duties are carried out.

This Committee shall maintain contact with Club members electronically, by written means such as through the U.S. Postal Service, through the print or electronic press, or through any combination of these tools. It will maintain and update the content of the Club's website and use social media as needed to publicize the Club's meetings, activities, objectives and positions. Public relations, media relations, correspondence and related acts shall be under the purview of the Communication Committee.

SECTION 5: Fundraising Committee: This Committee, which may be composed of the Executive Board as a whole, shall devise, implement and coordinate projects to increase the funds of the Club treasury, including developing specific fundraising events.

SECTION 6: Other Committees: The Executive Board may, from time to time, create such other committees as it deems necessary or appropriate to assist the Board in carrying out its functions.

ARTICLE VIII: MEETINGS

SECTION 1: Election Meetings: The annual meeting of the Club for purposes of electing offices shall be typically held in the early part of each year, but must be held no later than April. It shall be a regular meeting of the Club.

SECTION 2: Regular Meetings: There shall be at least ten (10) regular meetings of the Club in each calendar year, to be held at such times and places as may be designated by the Executive Board. Insofar as possible, meeting locations and times should be consistent with prior and subsequent meetings.

SECTION 3: Executive Board Meetings: There shall be at least ten (10) regular meetings of the Executive Board in each calendar year, to be held at such times and places as may be designated by the President.

SECTION 4: Special Meetings: Special Meetings of the Club may be held when called by the President (or by a Vice President in the event the presidency is vacated), by a one-third (1/3) vote of the members of the Executive Board or by written request, whether electronic or print, to the President by twenty percent (20%) of members of the Club in good standing. In the latter case, the President must call the meeting, with due notice to the

membership, as soon as practicable but at most within fifteen (15) days from the receipt of the request, but such special meeting may coincide with a regular meeting of the Club if such is scheduled to occur within said 15-day period.

Special meetings of the Executive Board may be held when called by the President (or by a Vice President in the event the presidency is vacated) or by a one-third (1/3) vote of the Executive Board.

Written notice of special meetings, whether electronic or print, shall be sent to all members of the Club, or members of the Executive Board, as the case may be, and such notice shall specify the agenda for the meeting and the items to be discussed and/or upon which a vote may be taken at such special meeting.

SECTION 5: Quorum: Fifteen (15) members in good standing at a regular or special meeting of the Club shall constitute a quorum for such meetings.

SECTION 6: Final Authority: The general membership of the Club shall be the final authority of the Club. Any position taken by the general membership shall be by a majority vote of the members in good standing present and voting at a regular or special meeting of the Club. Any action of the Executive Board may be overruled by the same vote of the general membership.

SECTION 7: Procedure: Meetings of the Club and of the Executive Board shall be conducted in accordance with the latest edition of Robert's Rules of Order, Revised for all matters of procedure not specifically covered by these Bylaws.

ARTICLE IX: DEFINITIONS

Categories (of membership): Groupings such as families, seniors, low-income or other groups which have identifiable characteristics.

Democrat: Person shown registered as a Democrat on the voter rolls. For purposes of this Club, potential members must be shown to be registered as Democrats on the rolls of the Los Angeles County Registrar-Recorder. Exceptions are those members residing outside of Los Angeles County, who must be shown to be registered as a Democrat in the area in which they reside.

Member in Good Standing: Member who has paid dues for the current year.

Straight Up or Down Vote: Voting only for or against a motion, a candidate or a measure, rather than voting on alternatives (as in the case of candidates).

ARTICLE X: AMENDMENTS

SECTION 1: Required Vote: An amendment to these Bylaws may be adopted by a majority vote of the members in good standing present and voting at a meeting of the Club at which a quorum is present.

SECTION 2: Prior Notice: Proposed amendments to these Bylaws shall be submitted to the membership in writing, whether electronic or print, at least thirty (30) days prior to the meeting at which such amendments will be considered.

SECTION 3: Effective Date: Any amendment to these Bylaws shall become effective as of the adjournment of the meeting in which it is adopted, unless otherwise specified at the time of the vote on adoption.