

DEMOCRATIC CLUB OF SUNNYVALE BYLAWS—Revised April 2017

ARTICLE 1 - NAME, STRUCTURE, AND PURPOSE

- 1.1. **Name.** The name of this organization shall be the DEMOCRATIC CLUB OF SUNNYVALE. It shall be referred to as either the “Democratic Club of Sunnyvale” or “DCS”, and, within these Bylaws as “the Club”.
- 1.2. **Organization.** The Organization of the Club shall consist of members and an elected and appointed leadership.
- 1.3. **Purpose.** The purpose of DCS shall be to help people learn about issues, to elect Democratic candidates, and to foster leadership. To that end we will:
 - 1.3.1. Hold regular meetings to educate members and the public on issues
 - 1.3.2. Influence state party positions
 - 1.3.3. Influence local government
 - 1.3.4. Increase Democratic Party registration
 - 1.3.5. Mobilize volunteers
 - 1.3.6. Publicize issues and events
 - 1.3.7. Work to raise the profile of the Democratic Party locally
 - 1.3.8. Continually recruit new members and encourage youth involvement; seek to have new energy and create a vital and energetic group
- 1.4. **Affiliation.** DCS shall be affiliated with the California Democratic Party (CDP) and chartered or accredited by the Santa Clara County Democratic Central Committee (SCCDCC).

ARTICLE 2 - MEMBERSHIP

- 2.1. **Eligibility.** The following persons shall be considered eligible for membership in the Club:
 - 2.1.1. Persons who are registered to vote as Democrats, or
 - 2.1.2. Residents of Sunnyvale 18 years or older who are ineligible to vote in U.S elections who are U.S citizens or permanent residents (“Green Card” holders) and who declare in writing that they support the Democratic Party and its platform, or
 - 2.1.3. Non-Residents of Sunnyvale 18 years or older who are ineligible to vote in U.S elections who are U.S citizens or permanent residents (“Green Card” holders) and who declare in writing that they support the Democratic Party and its platform, or,
 - 2.1.4. Residents of Sunnyvale 13 to 17 years old and who declare in writing that they support the Democratic Party and its platform, or
 - 2.1.5 Non-Residents of Sunnyvale 13 to 17 years old who declare in writing that they support the Democratic Party and its platform.

- 2.2. **Members in Good Standing.** An individual shall be considered a member in good standing and eligible to vote on Club matters if and only if:
- 2.2.1. Eligibility for membership, per section 2.1, has been verified by either the Membership Director or the Political Director, and
 - 2.2.2. An Executive Board member is able to confirm and attest through records or memory that the individual who is a Sunnyvale resident has attended at least one (1) previous DCS general membership meeting or primarily DCS-organized social event within the preceding 6 months; or if the individual is not a Sunnyvale resident, at least three (3) previous DCS general membership meetings or primarily DCS-organized social events within the preceding 12 months, and
 - 2.2.3. The member has paid all Club dues or is within the grace period for renewal.
 - 2.2.4. Attendance at a meeting or event will only be counted toward this requirement if an individual attended for at least one hour of the meeting or event.
- 2.3. **Duration of Membership.** If an individual meets only part of the criteria for a member in good standing as outlined in Sections 2.2 of these Bylaws, he/she will still be considered a member until such time as membership is terminated per Section 2.7, but shall not be considered a member in good standing with voting privileges.
- 2.4. **Dues.** Dues shall be paid by all members on an annual basis. Membership dues shall be paid at the time of joining the club, and then shall be paid every twelve (12) months. The dues amounts, rates and rate criteria shall be determined once a year by the Executive Board. Annual dues may be reduced or waived for individuals due to financial hardship at the President's discretion.
- 2.5. **Primary Club.** Each person in the process of joining or renewing membership in DCS shall specify whether or not she/he chooses to name DCS as her/his primary Democratic club as per state Democratic Party requirements. A member may not name more than one Democratic club as her/his primary club in the state of California.
- 2.6. **General Membership.** The General Membership of the Club, as defined in these Bylaws, shall consist of all members of the Club.
- 2.7. **Suspension or Termination of Membership.** Membership shall be considered terminated if the individual is no longer eligible for membership per Section 2.1 of these Bylaws or if membership dues are delinquent by more than three (3) months. Members may also be removed from the DCS membership roster with their consent. An individual may have her or his membership suspended or terminated for disruptive or unethical behavior that hinders the functioning of DCS or brings disrepute upon DCS by a two-thirds vote of members in good standing present and voting, a quorum being present. The Executive Board has the authority to decide if suspensions and banning will be temporary or permanent.

ARTICLE 3 - EXECUTIVE BOARD, DIRECTORS, OFFICERS, AND DELEGATES

- 3.1. **Executive Board Composition.** Members in good standing shall elect a Club leadership called the Executive Board. The Executive Board shall be comprised of up to nine voting Directors and Officers: a President, a Senior Director at Large who is ratified by the membership who shall generally be the immediate past president and runs unopposed, a Political Director, a Communications Director, a Membership Director, a Secretary, a Treasurer and two Directors at Large. This order shall also serve

as DCS officer order of succession in case the President is incapacitated or absent. If there are no candidates for the two Director at Large positions, these positions can be left open.

- 3.2. **Powers and Responsibility.** The Executive Board shall collectively bear the power and responsibility to transact administrative business for DCS, supervise the handling of all funds, ensure financial and regulatory compliance including the filing of timely and accurate reports as required by the IRS, FPPC and the Democratic Party; prepare an annual budget; set Club dues; authorize club expenditures; answer and send correspondence; make decisions pertaining to Club sponsorship of events and participation in coalitions and campaigns (other than electoral); disseminate written public outreach materials; oversee strategic direction for the Club and set the overall program for meetings; and appoint delegates for DCS. The Executive Board is authorized to act on behalf of DCS and take all lawful action consistent with these Bylaws and Club policy. The actions taken by the Executive Board shall become effective immediately and shall be considered the actions of DCS.
- 3.3. **Appointed Leaders.** The President may appoint or remove Club leaders such as a Meeting Coordinator, Hospitality Coordinator, Parliamentarian or others as desired to serve the Club and advise the Board, but these additional leaders shall not be considered members of the Executive Board.
- 3.4. **Role and Duties of the President.** The President has a strategic role to play in representing the vision and purpose of DCS. The President has general oversight over and input into all programs, finances and committees of DCS and works to ensure the success of the organization. The President ensures the proper functioning of the Executive Board, that there is full participation at meetings, all relevant matters are discussed and that effective decisions are made and carried out. The President shall:
 - 3.4.1. Establish the formal business agenda for, convene and preside over all DCS Executive Committee and general membership business meetings;
 - 3.4.2. Serve as spokesperson on behalf of the Club;
 - 3.4.3. Represent the Club at the meetings of the Santa Clara County Democratic Central Committee, and designate the alternate representatives from the board, generally including the Political Director;
 - 3.4.4. Oversee the preparation and filing of any paperwork required to be filed in compliance with the law and regulatory agencies, such as the IRS and FPPC;
 - 3.4.5. Make officer and committee chair appointments as provided for in these Bylaws;
 - 3.4.6. Oversee the content of member and public communications and the timely communication of information from the Democratic Party to the Executive Board and Club members; and
 - 3.4.7. Be a non-voting participant (ex officio) in any committees as she or he requests.
- 3.5. **Role and Duties of the Secretary.** The Secretary maintains all of the meeting records that are important for the smooth operation of DCS, thereby upholding legal requirements, and helps DCS to have historical memory, cohesiveness, accountability and consistency of action. The Secretary shall:
 - 3.5.1. Act as custodian of DCS' governing documents;
 - 3.5.2. Keep a correct and accurate record of attendance and proceedings (minutes) of all Executive Board meetings;
 - 3.5.3. Take minutes of any formal business conducted at general membership meetings such as motions made or resolutions passed, recording votes taken;
 - 3.5.4. Circulate draft minutes to the respective voting members of the meetings in a timely fashion;

- 3.5.5. Send a reminder notice of each decision requiring action to the relevant person, and report on action or matters arising from the previous minutes;
 - 3.5.6. Ensure that the approved minutes and documents of these meetings are available for member access;
 - 3.5.7. Identify and furnish the chairperson of each committee a copy of such resolutions as may be adopted by DCS that are applicable to its respective duties; and
 - 3.5.8. Maintain a list of current committees and committee members, with the assistance of committee chairpersons.
- 3.6. **Role and Duties of the Treasurer**. The Treasurer administers DCS' financial affairs, ensures that proper financial records and procedures are kept, and provides the Executive Board with an overview of DCS' finances that helps the Executive Board ensure the organization's viability and make financial plans and reports. The Treasurer shall:
- 3.6.1. Keep an accurate account of all Club funds, including restricted contributions received;
 - 3.6.2. Collect, process and deposit checks in a timely fashion, endorse checks "for deposit only" immediately upon receipt, and manage the Club's banking relationship;
 - 3.6.3. Prepare a list of all cash and checks immediately upon receipt and relay that information to the Membership Director and the Political Director;
 - 3.6.4. Work with the Membership Director to maintain up-to-date records of dues payments and donations received;
 - 3.6.5. Maintain an orderly file of duplicate deposit slips, copies of all checks, financial statements and receipts;
 - 3.6.6. Disburse funds as directed by the Executive Committee or as resolved by the Club membership;
 - 3.6.7. Present a draft annual budget two months before the end of the fiscal year;
 - 3.6.8. Submit written financial and budget reports at each meeting of the Executive Committee and as requested by the President;
 - 3.6.9. Report to the General Membership on the finances of the Club on a quarterly basis;
 - 3.6.10. Assist with the preparation and filing of any financial statements and paperwork required to be filed in compliance with the law and regulatory agencies, such as the IRS and FPPC; and
 - 3.6.11. At the discretion of the President, chair the Finance Committee and develop the annual budget.
- 3.7. **Role and Duties of the Membership Director**. The Membership Director stewards the relationship with our members and helps DCS to retain old members and recruit new ones. The Membership Director shall:
- 3.7.1. Work with the Treasurer to maintain an accurate list of members in good standing;
 - 3.7.2. Work with the Political Director to determine membership and voting eligibility;
 - 3.7.3. Track membership expiration dates, notify members of pending expiration of their membership and send membership renewal reminders;
 - 3.7.4. Promptly provide written acknowledgement to persons who have joined, renewed, or contributed funds, and keep a record of such acknowledgements;
 - 3.7.5. Collect membership records and paperwork to annually produce an accurate and verifiable listing of members who have designated DCS as their primary Club to the County Central Committee for chartering purposes;

- 3.7.6. Record meeting attendance at general membership meetings;
 - 3.7.7. Report on membership to the General Membership on a quarterly basis;
 - 3.7.8. Maintain the supply of name badges for members and guests at the general meetings;
 - 3.7.9. Provide the Executive Board with a membership and general meeting attendance report quarterly or as requested by the President;
 - 3.7.10. Maintain and update DCS members' postal and email addresses;
 - 3.7.11. Verify membership prior to elections and all votes, assisted by the Secretary or as provided for in these Bylaws; and
 - 3.7.12. Work with the Political Director to organize publicly-focused activities and events that are designed to recruit and increase membership.
- 3.8. **Role and Duties of the Political Director**. The Political Director helps to create and implement the political strategy for DCS' activities during election cycles and provide strategic guidance on the execution of campaigns and other initiatives. The Political Director shall:
- 3.8.1. Develop and organize political trainings, forums, and education;
 - 3.8.2. Communicate relevant political information to the Executive Board and General Membership in a timely manner;
 - 3.8.3. Assist the Membership Director with verifying eligibility of persons for membership;
 - 3.8.4. Follows up with prospective members as referred by Membership Director;
 - 3.8.5. Work with the Membership Director and Communications Director to organize activities to engage and recruit Democrats;
 - 3.8.6. Reach out to local political officers and influential local citizens to find ways to support our mutual goals;
 - 3.8.7. Provide notice of DCS endorsement opportunities to eligible candidates for office;
 - 3.8.8. Organize the Club endorsement process; and
 - 3.8.9. Coordinate political activities by Club members to support endorsed candidates and measures.
- 3.9. **Role and Duties of the Communications Director**. The Communications Director assists the President with internal and external communications and develops a strategic and pro-active public relations and communications program for DCS to increase its visibility and influence, and may serve as a spokesperson for DCS. The Communications Director shall:
- 3.9.1. Identify publicity opportunities for DCS and develop a publicity and events calendar;
 - 3.9.2. Build relationships with the media and the press;
 - 3.9.3. Works to increase the number of leaders and prospects on our email list and social media;
 - 3.9.4. Create public messages to gain support for the Club's goals;
 - 3.9.5. Oversee the design and development of publicity materials for DCS and coordinate their distribution;
 - 3.9.6. Assist the Executive Board with internal communications to the membership;
 - 3.9.7. Oversee content and design of the website and social media;
 - 3.9.8. Keep a record of any of the organization's publications (e.g. leaflets or newsletters); and

- 3.9.9. Prepare a report of DCS' activities for the year, for the Annual General Meeting.
- 3.10. **Role and Duties of the Senior Director at Large.** The Senior Director at Large shall assist the President in the operation of all affairs of DCS and perform the duties of the President in his or her absence. The Senior Director at Large shall foster leadership by personally recruiting candidates for public service and helping to cultivate the development of a Democratic leadership pipeline in Sunnyvale.
- 3.11. **Role and Duties of the Directors at Large.** The Directors at Large shall attend Board meetings, advise the Board and assume various roles as needed to support the Club.
- 3.12. **Delegates.** Delegates of DCS to SCCDCC and CDP regional endorsement meetings shall be appointed each time by the Executive Board. The appointed delegates must be registered Democrats who have designated DCS as their primary Club and who are members in good standing.
- 3.13. **General Powers and Duties of Outgoing Officers.** Outgoing officers of the Club shall deliver Club records and DCS property in their possession to their successors as soon as practicable. Records older than two years shall be archived at a location designated by the Executive Committee.
- 3.14. **Limitation of Powers.** The Executive Board shall not have the authority to:
- 3.14.1. Endorse candidates or ballot measures;
 - 3.14.2. Sponsor or co-sponsor events for any candidate or measure to appear on a ballot in Sunnyvale if not previously endorsed by DCS;
 - 3.14.3. Adopt or modify a DCS platform;
 - 3.14.4. Modify or suspend these Bylaws.
- 3.15. **Code of Conduct and Privacy.**
- DCS is committed transparency, accountability and integrity in conducting Club business and in safeguarding the personal information of Members. The Executive Board will use information from Members only to facilitate club business, which may include but is not limited to, communicating with members, promoting membership, meeting the requirements for maintaining a charter with local, state and national Democratic organizations, and analyzing data to better understand the needs of the club.
- Upon providing DCS with an email address, Members and visitors agree to be contacted about various Club activities. Persons who no longer wish to receive announcements will be removed from notification lists upon request.
- DCS will limit exposure of personally identifiable information so that only those who are required to process it for club business have access to the data only during their tenure. Membership information will not be disclosed to any campaign, the press, or other third parties, unless such disclosure is agreed upon in advance by a majority of the Executive Committee.
- Upon taking office, each member of the Executive Board shall sign both the Code of Conduct and Data and Document Destruction Policies. The text of these policies are found in the DCS Standing Rules. Further, the Executive Board will ensure that all

Committee and Task Force Chairs are instructed in and abide by these policies as well.

ARTICLE 4 - ELECTION OF EXECUTIVE BOARD

- 4.1. **Election.** The Executive Board Directors shall be elected annually at a General Membership meeting in the month of May.
- 4.2. **Term of Office.** The term of office shall be for approximately one (1) year without term limits and shall expire immediately upon the election of that officer's successor.
- 4.3. **Nominating Committee.** The President shall appoint a Nominating Committee, approved by the General Membership, comprised of at least three members in good standing who are not planning to run for the Executive Board, approximately two or three (2-3) months before the election. Nominating Committee members may not run for Executive Board positions. The Nominating Committee is charged with contacting all eligible members and explaining the elected officer positions that are available. The Nominating Committee should endeavor to recruit at least one more candidate for the Executive Board than positions available.
- 4.4. **Nominations.** Nominations for the Executive Board shall be made in the month preceding the election period. The Membership Director shall give timely notice to the General Membership that nominations are open prior to the nomination period being open. The nomination period will be for a minimum of thirty (30) days. Nominations, including self-nominations of any member who is eligible to serve may also be made from the floor during a relevant meeting.
- 4.5. **Acceptance of Nomination.** To have her/his name placed on the ballot, a nominee must have submitted a signed statement of consent to the Nominating Committee, or else publicly accept the nomination (if not a self-nomination) at the meeting at which the voting takes place.
- 4.6. **Eligibility to Serve.** No person shall be a candidate for more than one Director position at a time. A person shall be eligible for nomination who satisfies ALL of the following criteria. These requirements do not apply to the two Directors at Large who are only required to be members in good standing.
 - 4.6.1. Is a resident of Sunnyvale, and
 - 4.6.2. Is a member in good standing as defined in section 2.2 of these Bylaws, and
 - 4.6.3. Has specified DCS as his or her primary Club.
- 4.7. **Notification of Election.** The Membership Director shall notify all members of a Club election not less than thirty (30) days prior to the commencement of voting, except in case of a recall election as specified in these Bylaws.
- 4.8. **Election Committee.** The President shall appoint an Election Committee at least three (3) days before the election, comprised of the Membership Director and two other members in good standing who are not running for the Executive Board and who are not serving on the Nominating Committee, to
 - 4.8.1. Produce, maintain and interpret the policy and procedures of the election to ensure compliance with these Bylaws;
 - 4.8.2. Prepare for the balloting and conduct the affairs of the election;
 - 4.8.3. Act as judge in all matters arising from the election procedures;
 - 4.8.4. Be responsible for the tabulation of the results;
 - 4.8.5. Certify the election results to the membership;

- 4.8.6. Investigate election appeals and decide on them, including requiring new elections where they determine procedures have been violated.
- 4.9. **Candidate Statements.** Each candidate shall be allowed to make a statement of her/his qualifications for office. The Election Committee shall establish reasonable rules regarding the length and format of candidate statements.
- 4.10. **Voting.** The Election Committee shall determine a fair, democratic and expedient process for the voting, whether by secret written ballot or show of hands.
- 4.10.1. Only members in good standing may vote.
- 4.10.2. No proxy voting is allowed.
- 4.11. **Campaigning.** DCS shall not discriminate in favor of or against any eligible candidate in any DCS election. No DCS funds, resources or mailings will be used to assist any member's candidacy for the Executive Board. No candidate may solicit, accept or receive a material or in-kind contribution for his or her campaign from any person who is not a member in good standing of DCS.
- 4.12. **Fair Election.** Adequate safeguards to ensure a fair election shall be provided, including the right of any candidate to have an observer at the counting of ballots.
- 4.13. **Declaration of Election.** The candidate receiving a plurality of the votes for each office shall be declared elected. Ties shall be decided by a game of chance.

ARTICLE 5 - VACANCY & REMOVAL OF DIRECTORS

- 5.1. **Automatic Vacancy.** Any Director that misses three consecutive Executive Board meetings is automatically removed from office.
- 5.2. **Removal of Director by Executive Board.** An individual can be removed from the Executive Board by a unanimous vote of all other members of the Executive Board and an affirmative vote of members in good standing present and voting, a quorum being present, at the next general meeting.
- 5.3. **Interim Appointment.** If an Executive Board position with the exception of the President becomes vacant other than by recall, the Executive Board shall announce the vacancy to the General Membership and seek to appoint or have the members in good standing elect a new individual to fill the vacancy for the remainder of the term as soon as practicable. If the position of President becomes vacant other than by recall, the position will be filled by the order of succession outlined in Article 3 until a special election can be held by the General Membership to elect an individual to fill the vacancy as soon as practicable for the remainder of the term, Immediately following the election of a new President the acting president will step down and reassume their previous position for the remainder of the term.
- 5.4. **Recall of Board Director by Membership.** Members in good standing may call for a recall election by submitting to the Executive Board a petition of twenty per cent (20%) of the members in good standing.
- 5.4.1. The recall petition shall specify the name and position of the person to be recalled and the cause for recall, on each page. The recall petition shall include printed name, signature, and date. A separate recall petition must be circulated for each Executive Board Director subject to recall.
- 5.4.2. To be valid, signatures must be collected within three (3) months prior to submission of the petition.

- 5.4.3. Validation of petition signatures is to be completed by the Membership Director within ten (10) days of submission to the Executive Board, or if the recall is for the Membership Director or the Membership Director is unavailable, by another member of the Executive Board.
- 5.4.4. The Executive Board must schedule the recall election meeting to take place within six (6) weeks from the date of the validation of the recall petition, and notify the membership at least fifteen (15) days prior to the date of the recall election.
- 5.4.5. Such notification shall include a proponent statement from the proponent(s) of the recall and if possible, a rebuttal statement from the person being recalled. The proponent statement must be delivered to the President at least 28 days prior to the election, at which time a copy shall be made available to the person being subject to recall, who shall be notified by at least two different modes of communication (such as email, phone, or postal mail). The rebuttal statement is due to the President within six (6) days that the proponent statement is delivered to the individual being subject to recall. The individual shall also be afforded an opportunity to address all charges being made against him or her at the recall election meeting.
- 5.4.6. No action can be taken at the recall election meeting if a quorum is not present. In that case another recall election meeting shall be scheduled to take place within twenty (20) days with at least ten (10) days' written notice to all members.
- 5.4.7. Members of the Election Committee will be in charge of running the recall election and preparing the balloting.
- 5.4.8. The balloting shall be by secret ballot, and the counting of the ballots shall be done by an individual chosen by the proponents and another individual selected by the person being recalled, if possible. That individual may not be a person being subject to recall.
- 5.4.9. The ballot for the recall election shall appear as follows:
 Shall <name of officer> be recalled? ___Yes ___No
- 5.4.10. If a majority of the ballots cast, including blank ballots, are voted "Yes," then the recall shall be deemed successful and the position shall be declared vacant. An election to fill that vacancy shall be held immediately after the announcement of the results of the recall election, with nominations taken from the floor of the meeting.

ARTICLE 6 - COMMITTEES AND TASK FORCES

- 6.1. **Formation and Dissolution.** Except as otherwise provided in the Bylaws, the General Membership, Executive Board, or President may form, abolish, regulate, or modify Committees or Task Forces at any time for any reason they deem necessary or proper. However, each Committee or Task Force must have a minimum of three volunteers who are willing to serve in order to be formed or to exist.
- 6.2. **Committees vs. Task Forces.** Task Forces are set up to exist for an explicit time-limited duration, generally of six months or less, to research and deal with a specialized task or problem, and will generally be dissolved at the conclusion of their assigned work, after they have issued a set of findings or recommendations. Committees are focused on general tasks that require ongoing attention.
- 6.3. **Delegation.** The duties of elected and appointed leaders may be partially delegated to Committees and Committee Chairs, as appropriate.
- 6.4. **Committee and Task Force Chairs.**
 - 6.4.1. The Chair for each Committee or Task Force shall be a member in good standing who shall be selected, removed, or replaced by the President at will.

- 6.4.2. Committee and Task Force Chairs shall convene and set the agenda for their meetings and shall provide informal updates on their work to the Executive Board at least monthly. They are responsible for maintaining notes or minutes of their meetings, including a list of members, and sharing these with the DCS Secretary.
- 6.5. **Committee and Task Force Participation.** Members and volunteers may join any Committee or Task Force at the discretion of the Committee or Task Force Chair. The Chair shall have the discretion to remove committee members for repeated absences from committee meetings, at the request of the member, or for any reason deemed necessary.
- 6.6. **Limitation of Committee Powers.**
- 6.6.1. All limitations of powers of the Executive Board also apply to Committees.
- 6.6.2. Committees may not spend any Club funds without prior, explicit budget approval of the Executive Board.
- 6.6.3. The Executive Board by majority vote, a quorum being present, may alter, limit, or override any decision or recommendation of any Committee or Task Force.
- 6.7 **Limitation of Committee Powers.** Members and volunteers who express an interest to serve on a DCS Committee or Task Force to serve authorize the Executive Committee to share contact information to the Chair of the Committee or Task Force.

ARTICLE 7 - MEETINGS

- 7.1. **Procedure.** Club meetings will be conducted in a spirit of promoting consensus and inclusivity.
- 7.1.1. **Parliamentary Authority.** The chair of a meeting may call for informal discussion where appropriate. However, in the conduct of its formal business, the Club will follow Roberts Rules of Order (Newly Revised).
- 7.1.2. **Right to Submit Motions.** Any member in good standing shall have the right to submit motions in proper order of business, except where it conflicts with the endorsement or Bylaws amendment procedures in these Bylaws.
- 7.1.3. **Meeting Chair Succession.** If the President is absent or incapacitated, Section 3.1 of these Bylaws shall determine the order of succession for the presiding officer.
- 7.2. **Executive Board Meetings.**
- 7.2.1. **Frequency and Notification.** The Executive Board shall have at least one regularly scheduled meeting each quarter at a time and place published to the membership at least one week in advance and open to all members in good standing. The frequency of regularly scheduled meetings shall be determined by the Executive Board, but must be adequate to handle the business of DCS. The agenda shall be made available to Executive Board Directors at least one (1) week in advance.
- 7.2.2. **Attendance.** All Executive Board Directors shall make every effort to attend all Executive Board meetings. In addition, Directors are expected to attend all regular or special DCS meetings.
- 7.2.3. **Leave of Absence (LOA).** A Director who is absent for medical reasons and presents a doctor's note may take a LOA for up to two regular Executive Board meetings. In such cases their absences will not affect the quorum.
- 7.2.4. **Quorum for Executive Board Meetings.** A majority (more than fifty percent) of the filled seats on the Executive Board shall comprise a quorum. If there is no quorum at the scheduled

starting time of a properly announced Executive Board meeting, the presiding officer shall determine how long to wait for a quorum to be established before the Directors shall be authorized to take action as necessary on agenda items. If the time passes and a quorum is not present, the Executive Board may meet on matters of business set for in the agenda. Their votes, in this circumstance, shall have full force and validity as if a quorum of the Executive Board had voted. These votes shall be reported out to the Executive Board via email within 72 hours of being taken. Only non-binding advisory votes may be taken on matters that were not agenda items if a quorum is not present.

7.2.5. Special Executive Board Meetings. Special meetings of the Executive Board may be called by the President or upon written request to the President of a majority of the Executive Board members. Such meetings shall be announced with at least fifteen (15) days' notice, except in emergency situations.

7.2.6. Virtual Meeting/Telephone Action Polls. As an alternative to any regular or special Executive Board meeting, when an item is so urgent that waiting for action would likely lose strategic advantage or cause financial loss to DCS, an email and/or virtual meeting or telephone poll of the Executive Board may be taken. Where the issue is complex an emergency informational phone or video conference meeting may be held to explain the issue(s) and answer questions. Then a 72 hour email and/or phone poll may be taken. Such meetings shall be announced as far in advance as possible to the voting group by email and/or telephone. They shall also be announced to all members by web page and email if advisable depending on the issue. Actions taken in this way shall be just as valid and of equal effect as a vote done in person. A roll call of all votes shall be reported at the next scheduled Executive Board meeting.

7.3. General Membership Meetings.

7.3.1. Frequency and Notification. The Democratic Club of Sunnyvale shall hold regular meetings of the Club membership. The time and place of meetings shall be determined by the Executive Committee and announced no later than one week prior to the meeting date. At no time shall a period of more than 90 days lapse between regular Club meetings.

7.3.2. Official Directives. Any action taken by the General Membership at a membership meeting that are in accordance with these Bylaws shall prevail as the official policy and directives of DCS.

7.3.3. Quorum. A quorum for conducting official business at any General Membership meeting shall be at least twenty (20) percent of the current number of members in good standing.

7.3.4. Special General Membership Meetings. Special Membership Meetings may be called by the Executive Board with written notice as specified in these Bylaws.

7.3.5. Member Request for a General Membership Meeting. Whenever ten (10) percent of the General Membership submits a written request for a General Membership meeting to deal with a matter that does not pertain to endorsements, recall of Directors or Bylaws changes, the President shall call the meeting within ten (10) days after receiving the request. The General Membership must be notified by phone, email or mail, at least three (3) days prior to the meeting, of the time, date, place and purpose of the meeting.

7.3.6. Closed Meetings. In order to facilitate discussion of sensitive political matters, at the discretion of the presiding officer, a portion or the entirety of a General Membership meeting, especially the formal business portion of the meeting, shall be declared closed, and people who are not Democrats or alternatively, members in good standing removed from participation in or observation of the meeting.

7.3.7. Regular Order of Business. When appropriate, the regular order of business for General Membership meetings may include:

1. Roll Call/Determination of Quorum
 2. Review of Minutes of the most recent Executive Board meeting, General meeting and any intervening special meetings
 3. Written reports of committees
 4. Opportunity for Member input and reporting
 5. Topic of Discussion/Action or Training
 6. Adjournment
- 7.3.8. **Voting in Person.** There shall be no proxy, write-in or absentee votes at any meeting. All votes shall be cast in person.
- 7.3.9. **Annual Meeting.** An annual General Membership meeting shall be held every year to elect the Board of Directors for the Club.

ARTICLE 8 - POWERS OF THE MEMBERSHIP

- 8.1. **Challenge of Executive Board Actions.** Upon written petition signed by twenty (20) percent of the members in good standing, the membership shall have the right to challenge any actions taken by the Executive Board.
- 8.1.1. When a petition is received, the Membership Director or other member of the Executive Board shall verify the petition signatures within seven (7) days.
 - 8.1.2. The President shall schedule a meeting of the membership and shall publish such time and place of the meeting by written notice to each member.
 - 8.1.3. Such meeting shall be held no later than thirty (30) days from the date the written petition is received. At such meeting, the disputed actions of the Board shall be considered, debated, and affirmed or denied by the majority vote of a members in good standing present and voting, a quorum being present.
- 8.2. **Inspection of Rolls.** Any voting member of this Club has the right to inspect a current list of names of members in good standing of the Club for purposes reasonably related to this person's interest as a member.

ARTICLE 9 - ENDORSEMENTS

- 9.1. **Who or What Can Be Endorsed.** As permitted by law and the rules of the California Democratic Party, DCS may endorse Democratic candidates, ballot propositions, and local measures. DCS encourages members to bring to the attention of the Executive Board candidates and measures that should be considered for endorsement.
- 9.2. **What Endorsement Means.** Endorsement by DCS includes, but is not limited to:
 - 9.2.1. The use of DCS' name and logo in campaign communications during that election cycle;
 - 9.2.2. Any approved use of DCS funds, in conformance with FPPC and IRS regulations;
 - 9.2.3. Promotion of campaign activities to the General Membership;
 - 9.2.4. Recruitment of volunteers for precinct walking, phone banking, or campaign office volunteering.
- 9.3. **Candidate Endorsements.**

- 9.3.1. **Eligibility.** To be eligible for endorsement, a candidate must be a registered Democrat who is running for public office on the ballot in Sunnyvale or a position within the Democratic Party.
- 9.3.2. **Equal Consideration of Candidates.** In contested races, all known Democratic candidates at the time of endorsement must be given equal opportunity to appear or make a written statement. A concerted effort must be made to contact nonresponsive candidates through at least two modes of communication.
- 9.3.3. **Timing of Candidate Endorsements.** Endorsements of candidates may be made no sooner than three months prior to the filing deadline for that race.
- 9.4. **Ballot Measure Endorsements.**
- 9.4.1. **Eligibility.** Only propositions or measures that are slated to appear on the ballot in Sunnyvale, or have an FPPC-registered campaign committee working to get it on the ballot in Sunnyvale, are eligible to be considered for endorsement.
- 9.4.2. **Timing of Ballot Measure Endorsement.** A proposition or measure may be only be considered after the language of the proposed text to appear on the ballot has been finalized.
- 9.4.3. **Opposing a Measure.** DCS may choose to endorse a campaign working to oppose a ballot initiative or measure as well as to support a measure.
- 9.5. **Voting Eligibility and Threshold.** Only members in good standing may vote for the candidate or measure. An affirmative vote of at least two-thirds (2/3rds) of the eligible Club members present and voting, a quorum being present, shall be required to make an endorsement decision on a candidate, or take a position on a ballot proposition.
- 9.6. **Endorsement Process.** The process by which an endorsement is considered or voted on shall be governed by DCS' Standing Rules.
- 9.7. **Revocation of Endorsement.** Any improper or unapproved use of the DCS name or unethical campaigning may result in revocation of the endorsement. The DCS Executive Board may revoke an endorsement by a two-thirds (2/3) vote of its members.

ARTICLE 10 - AMENDMENT OF THESE BYLAWS

- 10.1. Amendments to the bylaws may be proposed by a member of the Executive Board and if approved by the Executive Board, put to a vote at a General Membership meeting if a copy of the proposed amendment is sent to all members in good standing at least fifteen (15) days ahead of the meeting date.
- 10.2. Amendments may also be proposed by the general Club membership in the following manner: the proposed amendment shall be submitted to a regular meeting of the Executive Board, in writing and signed by at least ten (10%) percent of the members in good standing. The Executive Board may recommend changes, approval or disapproval and shall issue a recommendation within thirty (30) days of submission. Within ten (10) days of the date the recommendation is issued, the membership will be sent a copy of the amendment, the recommendation, and notice of a meeting at which the amendment will be considered. The General Membership shall vote on proposed revisions at the next regularly scheduled meeting with at least fifteen (15) days notice, or a special meeting may be called.
- 10.3. Proposed changes must be voted on in an up-or-down vote. No amendments to the proposed amendments will be accepted from the floor. Should the changes be voted down, the Executive Board shall take input from the membership to submit a revised version at a future meeting that is

acceptable. All proposed Bylaws amendments must go through the vetting and notification process outlined in Sections 10.1 and 10.2 above.

- 10.4. Adoption of amendments shall require the establishment of a quorum and a two-thirds vote members in good standing present and voting, a quorum being present, and shall take effect immediately unless otherwise stated in the amendment.

ARTICLE 11 - DISSOLUTION

- 11.1. Dissolution of DCS requires unanimous approval of the Executive Board and approval of two-thirds of members in good standing.
- 11.2. Upon dissolution, all remaining assets (after expenses/liabilities are accounted for) are to be disbursed to a Democratic Party organization.