

# **ByLaws of the Peninsula Democratic Coalition**

## **Article I. Name**

Section 1.01 The name of this organization shall be the Peninsula Democratic Coalition, hereinafter referred to as the Coalition.

Section 1.02 The Coalition is an organization of the Democratic Party, duly accredited by the Santa Clara County Democratic Central committee. The coalition may also seek accreditation with the San Mateo County Democratic Central Committee.

## **Article II. Purpose**

Section 2.01 The purpose of the coalition is to promote and influence the aims and goals of the Democratic Party; to assist in the selection and election of Democrats to office locally, statewide and nationally; to provide a vehicle through which its members may participate at all levels of the Democratic Party; and to provide a forum for the education of our members and others as to issues of importance to the Party.

## **Article III. Membership**

Section 3.01 All registered Democrats, and those others unable to register, who support the Democratic Party and its platform, shall be eligible for membership upon payment of annual dues.

Section 3.02 The membership year shall run for twelve months from the month in which dues are paid. Membership renewals shall extend the term of membership for an additional 12 months.

Section 3.03 Membership shall be considered terminated if the member is no longer qualified per section 1 of this Article or its membership dues are delinquent by more than 90 days.

Section 3.04 Each member of the Coalition shall designate whether he or she chooses to have the Coalition named as their primary Democratic club. A member may not have more than one club named as their primary club.

## **Article IV. Officers and the Executive Board.**

Section 4.01 The Coalition shall have the following officers: President, Vice President, Secretary and Treasurer.

Section 4.02 There shall be an Executive board ("Board") consisting of the officers of the Coalition, and up to nineteen additional members elected at large.

Section 4.03 Each member of the Board shall be elected for a one year term. A Board member may designate an alternate who can vote in the member's absence. Such an alternate must be a member in good standing of the Coalition, and the PDC Secretary must be notified of the designation in order for it to be in effect.

Section 4.04 The board shall meet monthly. The President shall chair the Board meetings. In the absence of the President, the chair shall be filled by the Vice President, Treasurer or Secretary, in that order. A quorum shall be 2/5 of the members of the board, and decisions thereof shall be made by a 60% affirmative vote of those present.

Section 4.05 There shall be an Advisory Board consisting of Coalition members of good standing who are not members of the Executive Board and who have demonstrated a long-term commitment to the purposes of the Coalition. Advisory Board members shall be appointed by the President with the consent of the Executive Board, and shall serve during the same year that the Executive Board serves.

#### **Article V. Powers and duties of the Officers.**

Section 5.01 Powers and Duties of the President: The President shall be the chief executive officer and official representative of the Coalition and shall preside at all Board and Membership meetings. The President shall be responsible for implementing the broad overall program of the Coalition and for making periodic reports to the Board and Coalition with respect thereto.

Section 5.02 Powers of the Vice President: In the absence or incapacity of the President, the Vice President shall assume the powers and duties of the President. The Vice President shall maintain, or cause to be maintained, the membership list, and shall make it available to persons authorized by the Board.

Section 5.03 Powers and duties of the Secretary: The Secretary shall take and keep minutes of all Board and Membership meetings, shall keep a book of Resolutions and Board Actions, and shall be responsible for Coalition correspondence, and shall act as custodian of Coalition files and records. Such Coalition records shall be open for inspection by any member upon request.

Section 5.04 Powers and Duties of the Treasurer: The Treasurer shall be the custodian of the coalition funds and shall, upon due authorization, receive and disburse money for and on behalf of the Coalition and shall keep and maintain all financial accounts of the Coalition including bank deposit books, check books, and bank statements. The Coalition's financial records shall be available to Coalition members for inspection upon request. The Treasurer shall submit a written financial report at each meeting of the Board and as requested by the President. The Treasurer will be responsible for filing reports required by the State Fair Political Practices Commission (FPPC). The Treasurer shall also keep track of all funds raised by and spent on behalf of the various Chapters.

Section 5.05 General Powers and Duties of Outgoing Officers: Club records and correspondence will be delivered by outgoing officers of the coalition to their successors no later than March 15. Records older than two years will be archived at a location designated by the Board.

#### **Article VI. Powers and Duties of the Board.**

Section 6.01 The Board is charged with the responsibility to plan the overall program of the Coalition.

Section 6.02 The Board, on behalf of the Coalition, shall have the power to join organizations with which the coalition chooses to affiliate, and to appoint representatives to those organizations. The appointees will serve at the pleasure of the Board and shall represent the Coalition's interests as directed by the Board.

Section 6.03 The Board shall set the membership dues and newsletter subscription rates.

Section 6.04 The Coalition may publish a periodic newsletter to be made available to all members without additional cost. Subscriptions may be made available to non-members, at a price to be determined by the Board.

Section 6.05 The Coalition may publish other pertinent material as the Board deems appropriate.

Section 6.06 The Board shall have oversight of and take full responsibility for the content of all publications of the Coalition.

Section 6.07 County Central Committee Representatives: The Board shall select the representatives to the County Central Committee(s) to which the coalition is entitled.

Section 6.08 If any officer position becomes vacant other than by recall, it shall be filled by majority vote of the entire Board.

Section 6.09 The Board may fill vacant at large positions, except those created by recall, on the Board by majority vote of the entire Board.

Section 6.10 The Advisory Board is charged with providing special reports, studies and advice to the President and Executive Board, at their discretion and by their request. The Advisory Board shall not engage in any of the activities reserved to other Committees in these By-Laws.

## **Article VII. Committees**

### Section 7.01 Structure

(a) Unless otherwise provided for in these bylaws or by Board resolution, the President shall appoint the chair of each Committee, subject to the approval of the Board. Each Committee Chair shall then choose the other members of that Committee. A Committee member may be removed at any time and for any reason, or no reason, by that Committee's chair, and a Committee Chair may be removed at any time and for any reason, or no reason, by the Board.

(b) Each Committee Chair will maintain a procedures notebook describing responsibilities, activities, and detail of value to any successor. These notebooks shall be given to the newly-elected President by March 15 following the election.

(c) Permanent Committees: The President and Board shall establish a Membership Committee, a Newsletter Committee, and a Nominating Committee.

(i) The Membership Committee shall be responsible for billing members for renewal, soliciting new members, and serving as hosts and hostesses at Membership meetings.

(ii) The Newsletter Committee shall publish a newsletter at least quarterly. The Board shall have ultimate responsibility for the content of the newsletter.

(iii) The Nominating Committee shall consist of a Chair plus two to four additional members appointed by the President and approved by the Board. Neither the Chair of the Nominating Committee nor a majority of its members can either be officers of the Coalition or candidates for Coalition office. The Nominating Committee shall be appointed at the November Board meeting. The duties of the Nominating Committee are described in Article VIII.

Section 7.02 Other Committees may be created by the Board, as desired, with the chair chosen by the Board or appointed by the President subject to the approval of the Board. Any committee thus created may be abolished by the Board at any time. Examples of such committees include, but are not limited to, Telephone, Mailing, Voter Registration, Program, and Precinct.

## **Article VIII. Election of Officers and the Board**

Section 8.01 Qualifications for Office: Officers and Board members, in order to be selected, must be members in good standing for at least 90 days prior to their election. Members appointed to fill vacant positions on the Board must be in good standing for at least 30 days prior to their appointment.

#### Section 8.02 Nominating Process

- (a) Officers and Board members may be nominated by the Nominating Committee, by petition of 10 members in good standing or from the floor at the election meeting.
- (b) If the President has served for two or more consecutive years and the Nominating Committee wishes to recommend another year of service in that office then the Nominating Committee shall certify to the Board that (a) the person is willing and able to serve for another year; and (b) the Committee has sought other candidates for the office without success. The provisions for nominations to the office of President also apply to the office of Treasurer.
- (c) Petitions for nomination shall be delivered to the Chair of the Nominating Committee at least 40 days prior to the election. The names of all nominees shall be published and mailed to the Coalition members at least 30 days prior to the election.
- (d) The Nominating Committee shall propose members for the Advisory Board at the same time that the report of nominated Officers and Executive Board members is submitted. This proposal will be a non-binding memorandum of understanding to the President who takes office in March.

#### Section 8.03 Election

- (a) The election shall be held at the February membership meeting.
- (b) The Nominating Committee shall be responsible for tallying the votes. Officers and Board members declared elected shall assume their respective duties on March 1 of that year.

#### Section 8.04 Conduct of Elections

- (a) All contested elections shall be conducted by secret ballots. Except as provided below, only members present at the meeting may cast ballots; proxy votes shall not be allowed. Blank ballots will be counted towards determining the threshold requirement for election. Ties shall be broken by a coin toss or some other suitable random process.
- (b) The Board may choose to allow members to mail in a ballot prior to the meeting. This ballot will contain the names of all persons nominated by the Nominating Committee and by petition, and shall include twice as many spaces for write-in votes as there are positions to be filled. Instructions for marking the ballots shall also be included.
- (c) To preserve the secrecy of the ballots, the instructions for mailed ballots shall direct the member to seal his or her marked ballot in a plain white envelope. The member should make no markings on this envelope. This envelope shall then be placed in a second envelope, and the member shall both print and sign her or his name on this outer envelope, which shall be mailed or otherwise delivered to the Coalition as provided in the instructions accompanying the ballot. The outer envelopes shall be checked against the membership rolls before they are opened; and the inner envelopes shall be separated from the outer envelopes before the inner envelopes are opened.
- (d) Procedures shall be established whereby a person may revoke their mailed-in ballot if they desire to vote at the meeting. Blank ballots will not be given to anyone who has mailed in a ballot and who has not requested that that ballot be revoked.

#### Section 8.05 Recall

(a) A recall election can be called for by either two-fifths (2/5) of the Board or by a petition of ten per cent (10%) of the membership. The recall election must be scheduled at least 30 days but no more than 60 days from the date of the call for recall. The membership shall be notified at least 20 days prior to the date of the recall election. Such notification shall include a proponent statement from the proponent(s) of the recall and 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 recalled. The rebuttal statement must be delivered to the President at least 23 days prior to the election.

(b) The ballot for the recall election shall appear as follows:  
Shall <name of officer> be recalled? \_\_\_ Yes \_\_\_ No

(c) 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 IX. Powers of the Membership**

Section 9.01 Upon written petition signed by fifteen members in good standing, the membership shall have the right to challenge any actions taken by the Board. Within not less than seven, not more than fourteen days after receiving such written petition, the President shall call a meeting of the membership and shall publish such time and place of the meeting by written notice to each member. Such meeting shall be held no later than thirty 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 those members present and voting. The decision reached shall be final and binding until the election of the next Board.

## **Article X. Meetings**

Section 10.01 Membership meetings shall be held at the direction of the President and shall be held at least once each year in February. A quorum shall consist of at least 2/5 of the Board plus ten per cent (10%) of the membership, either in person or by mailed ballot.

Section 10.02 Procedure at all Board and Membership meetings shall be governed by Robert's Rules of Order except as otherwise herein prescribed.

## **Article XI. Political Endorsements**

Section 11.01 As permitted by law and the rules of the California Democratic Party, the Coalition may endorse Democratic candidates, ballot propositions, and local measures. The procedure varies according to the election type. In contested races, all candidates must be given equal opportunity to appear or make a written statement. No candidate shall be endorsed prior to one week following the filing deadline for the office sought.

Section 11.02 Partisan Offices

(a) The Board may endorse any Democratic candidate(s) for partisan office in a general or special election by a 2/3 vote of the entire Board.

(b) If the Board chooses not to endorse a Democratic candidate, or if none is available, no endorsement shall be made.

(c) The board may not endorse any candidate in a contested partisan primary. The Board may call a special endorsement meeting of the membership. The membership may endorse any Democratic candidate(s) by a 2/3 vote.

Section 11.03 Non Partisan Offices: The Board may endorse any Democratic candidate(s) for non\_partisan office by a 2/3 vote of the entire Board.

Section 11.04 Ballot Propositions and Local Measures: An official endorsement, either for or against, a ballot proposition or policy question can be made by the Board at a regularly scheduled meeting or at a special meeting with the following procedure:

(a) The President must notify Board members at least 10 days in advance of the meeting that one or more endorsements are on the agenda; the notice must indicate what endorsements are sought.

(b) There will be two votes taken at the Board meeting; both by open ballot. At the first vote the Chair of the meeting will ask for a count of those in favor and those opposed to the measure on which an endorsement is sought. If there is a majority either for or against the measure the second vote counts the votes for and against the question: Shall the PDC officially endorse the position just taken by a majority?

(c) An official PDC endorsement shall be contingent on receipt of "yes" votes on the endorsement question by 55% of the total board membership or 75% of the Board members voting, whichever number is greater.

(d) Official endorsements may be used publicly by the proponents or opponents of the issue. The vote count for and against the issue may be publicized in the PDC Newsletter.

Section 11.05 Democratic Party Offices: The Board may endorse any candidate(s) for Democratic Party office by a 2/3 vote of the entire Board.

## **Article XII. Amendments**

Section 12.01 Amendments to the bylaws by substitution, addition or repeal shall be made in the following manner: The proposed amendment shall be submitted to a regular meeting of the Board; it shall be in writing and signed by ten percent of the members or fifteen members, whichever is less. The Board shall study all amendments so submitted and shall issue a recommendation within fifteen days of submission. Within thirty 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. This membership meeting will be held not less than seven nor more than thirty days following the mailing to the membership.

Section 12.02 When submitted and considered in accordance with the procedure herein set forth, amendments to the bylaws shall be adopted or rejected by a majority of votes cast, and shall take effect immediately unless otherwise stated in the amendment.