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**CONSTITUTION AND BYLAWS
OF THE
AVALANCHE DEMOCRATIC CLUB OF SILICON VALLEY**

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Article I. Name and Location

The name of this organization is the "Avalanche Democratic Club of Silicon Valley" (ADCSV) an unincorporated, nonprofit association. The location of this organization is Santa Clara County, California.

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Article II. Origin and Purpose

The Avalanche Democratic Club of Silicon Valley was founded as a conduit of communication between Orchard City Indivisible and the Santa Clara County Democratic Party. We support and defend the Constitution of the United States of America and believe all people have the Right to Life, Liberty, and the Pursuit of Happiness.

Article III. Affiliation

A. Santa Clara County Democratic Central Committee. The ADCSV shall maintain affiliation with the Santa Clara County Democratic Central Committee. As a chartered and affiliated club, the ADCSV will comply with the bylaws of the Santa Clara County Democratic Central Committee and the California Democratic Party, as they apply to fully chartered local affiliates.

B. California Democratic Council. The ADCSV shall also maintain an affiliation with the California Democratic Council.

Article IV. Membership and Dues

A. Eligibility. Subject to the satisfaction of all requirements specified in this Article IV, membership in the ADCSV is open to all registered or preregistered Democrats who subscribe to the ADCSV's policies and purposes and who wish to assist in the advancement of its principles.

B. Dues Amount. Membership dues shall be \$15 per year per household, except that individual senior citizens age 65 and over and individual full-time students are eligible for a reduced rate of \$10 per year. The Steering Committee may adjust dues up or down no more frequently than once per year, subject to ratification by a majority of the members.

42 C. Payment; Good Standing. Members shall pay a minimum of one year's dues upon
43 initial enrollment and each renewal, and may pay up to an additional one year's dues in
44 advance. Initial membership shall become effective on the date the ADCSV receives a
45 member's first dues payment (the "Start Date") and shall end on the date immediately prior
46 to the end of the paid one or two year term, unless renewed. Renewal memberships shall
47 become effective upon the next yearly anniversary of the member's Start Date, provided
48 that the ADCSV receives payment no later than thirty (30) days following such anniversary.
49 Members will be provided reasonable notice of the amount and due date for renewal of
50 dues. If the ADCSV does not receive a member's payment for a renewal membership within
51 thirty (30) days following the yearly anniversary of the member's Start Date, his or her
52 membership will lapse. A member may cure a lapsed membership and resume good
53 standing by paying outstanding dues in full within one year of the last yearly anniversary of
54 the member's Start Date, which will be retroactive to such last yearly anniversary. If
55 payment is more than one (1) year overdue, membership and good standing will resume
56 effective upon the date dues are paid, which will become the new Start Date for the
57 member.

58
59 Only members whose dues are paid in accordance with the foregoing shall be
60 considered in "good standing" and eligible to hold office and to vote at any meeting of the
61 members of the ADCSV, subject to the further limitations specified in Article IV.D below.

62
63 D. Limitations on Holding Office, Voting. Only members in good standing shall
64 be eligible to hold office and to vote at any meeting of the members of the ADCSV. Only
65 members in good standing for not less than six (6) months may qualify to serve on the
66 Steering Committee (discussed further in Article VII below). Only members in good
67 standing for not less than three (3) months may vote on a matter of whether to endorse a
68 candidate for elective office or to declare a position on any ballot initiative or proposed
69 legislation (discussed further in Article XI.A below).

70
71 E. Member Information. Each member shall provide his/her full name, residence
72 or business address, telephone number and a valid email address (if available). A
73 member's information may be shared with other organizations as approved by the Steering
74 Committee only with the express consent of such member.

75 76 **Article V. Member Meetings**

77
78 A. Organizational Meeting. This Constitution and Bylaws (the "Bylaws") were
79 duly adopted, and the initial Steering Committee was elected, at the organizational meeting
80 of the ADCSV held on March 13th, 2018.

81
82 B. Regular Meetings. A regular meeting of the members to elect the Steering
83 Committee and to conduct other business as appropriate will be held each year in or around
84 March (the "annual meeting"). Additional regular meetings of the members to conduct the
85 ADCSV business (other than election of the Steering Committee) may be held periodically
86 on dates specified by a Co-Chair of the ADCSV.

87
88 C. Special Meetings. Special meetings of the members may be called at any
89 time upon the written request of ten (10) members or ten percent (10%) of the total
90 membership of the ADCSV, whichever is less, delivered to any member of the Steering
91 Committee.

92 D. Notice. All members shall be given notice of the date, time and location of all
93 member meetings, as well as a brief description of the subject matter(s) to be addressed
94 and any matter(s) intended to be voted upon, at least (i) fourteen (14) days in advance for
95 the annual meeting, and (ii) five (5) days in advance for all other member meetings, or
96 such longer period as provided in Article VI.B regarding proposed amendments to these
97 Bylaws. Notice shall be given by electronic mail or, if no email address has been provided,
98 by other practicable means. Notice will also be posted on the official ADCSV Internet portal.
99

100 E. Procedure; Participation by Non-Members. Member meetings will be
101 conducted in a manner to promote consensus decision-making to the extent reasonably
102 possible. Roberts Rules of Order Newly Revised shall be used to govern parliamentary
103 procedure at all member meetings, except that Roberts Rules of Order may be suspended to
104 conduct emergency business in the discretion of the chair of the meeting. Members not in
105 good standing and other persons, including visitors, may participate in a meeting of the
106 members of the ADCSV in the sole discretion of the meeting chair.
107

108 F. Community Gatherings. From time to time the ADCSV may sponsor
109 gatherings open to the general community to exchange ideas and share information on
110 topics of common interest. However, no official business of the ADCSV may be conducted
111 at such a community gathering. Notice of these events will be posted on the official
112 Internet portal of the ADCSV.
113

114 **Article VI. Quorum and Voting Requirements** 115 **For Member Meetings** 116

117 A. Quorum. No official action may be taken at any meeting of the members
118 unless a quorum of fifteen percent (15%) of all members or 9 members, whichever is less,
119 is present. In the absence of a quorum, a meeting of the members may be adjourned by
120 the vote of a majority of the members at the meeting, but no other business may be
121 transacted.
122

123 B. Member Voting; Supermajority Requirements. Each member in good
124 standing (as defined in Article IV.C above) is entitled to one vote. The affirmative vote of a
125 majority of all members present, entitled to vote, and voting at a duly noticed meeting at
126 which a quorum is present is required to pass any resolution or to elect any Steering
127 Committee member, except that a greater number of votes is required as follows:
128

- 129 1. The affirmative vote of two-thirds (2/3) of all members present, entitled to vote, and
130 voting at a duly noticed meeting at which a quorum is present is required to endorse
131 any candidate for elective office or to declare a position on any ballot initiative or
132 proposed legislation.
133
- 134 2. The affirmative vote of two-thirds (2/3) of all members present, entitled to vote, and
135 voting at a duly noticed meeting at which a quorum is present is required to amend
136 any provision of these Bylaws.
137

138 No vote on any action requiring greater than a majority vote may be taken unless
139 specific details of the proposed action were provided to members in the notice of meeting.
140 With respect to resolutions to amend these Bylaws, said notice must be given to all
141 members at least thirty (30) days in advance of the meeting and posted on the official
142 Internet portal of the ADCSV.

143 C. Proxies. The Steering Committee may adopt procedures to enable members
144 who cannot attend a meeting to cast their vote by proxy. The procedures shall include
145 appropriate safeguards to ensure authenticity and protect confidentiality, and shall specify
146 the means for revoking a proxy.

147 **Article VII. Steering Committee**

148
149
150 A. Term; Officer Positions. The Steering Committee is elected by the members
151 annually for one-year terms (or until their successors have been elected and qualified) and
152 is responsible for governing the ADCSV. The Steering Committee consists of at least seven
153 (7) officers: two (2) Co-Chairs, who shall be committed to a spirit of collaborative leadership
154 between them, as well as a Secretary, Treasurer and three (3) or more at-large officers.
155 The Nominating Committee may propose adjustments in the size of the Steering
156 Committee, and corresponding changes in the duties of officers, not less than thirty (30)
157 days prior to an annual meeting.

158
159 B. Eligibility to Hold Office. Any person in attendance at the organizational
160 meeting of the members may be elected to the Steering Committee. Thereafter, only
161 members in good standing (as defined in Article IV.C above) for not less than six (6)
162 months may qualify to serve on the Steering Committee.

163
164 C. Description of Duties. The duties of the officers elected to the Steering
165 Committee are as follows:

166
167 1. Co-Chairs. The Co-Chairs are responsible for the overall direction of
168 the ADCSV activities and serve as the spokespersons for the ADCSV. One of the Co-Chairs,
169 as agreed to between them, chairs each meeting of the members and of the Steering
170 Committee. In addition, the Co-Chairs are responsible for ensuring that the annual meeting
171 of the members occurs once per year; calling other regular meetings of the members;
172 calling meetings of the Steering Committee; appointing the chair of each standing and ad
173 hoc committee, subject to ratification by the members at the next member meeting;
174 appointing the members of each standing and ad hoc committee in consultation with the
175 respective chair of such committee; representing the ADCSV before the Santa Clara County
176 Democratic Committee and California Democratic Council; and collaborating with the other
177 officers in furthering the purposes of the ADCSV.

178
179 2. Secretary. The Secretary records and keeps minutes of all meetings of
180 the members and the Steering Committee; conducts balloting for all elections; maintains a
181 current list of all members; maintains copies of reports, correspondence and other writings
182 reflecting the official business of the ADCSV; performs such other duties as usually pertain
183 to this office in coordination with the Corresponding Secretary; sends minutes of member
184 meetings to all members in a timely fashion; sends minutes of Steering Committee
185 meetings to all officers in a timely fashion; sends to all members notices of the meetings of
186 the members, as well as notices of meetings of the Steering Committee and other
187 committees; performs such other duties as usually pertain to this office; and collaborates
188 with the other officers in furthering the purposes of the ADCSV.

189 3. Treasurer. The Treasurer maintains all financial records and accounts
190 of the ADCSV in compliance with applicable law; receives and disburses all member dues
191 and other funds of the ADCSV, keeping an accurate record of all receipts and
192 disbursements; regularly provides receipts for all disbursements and a current bank balance
193 reconciliation to at least one Co-Chair for his/her review and approval; deposits all the
194 ADCSV funds with a bank or banks approved by the Steering Committee; reports to each
195 annual meeting of the members and to each regular meeting of the Steering Committee the
196 current financial status of the ADCSV; files any reports required in accordance with
197 campaign finance or related regulations; performs such other duties as usually pertain to
198 this office; and collaborates with the other officers in furthering the purposes of the ADCSV.
199

200 4. At-Large Officers. The at-large officers will assist the other officers as
201 appropriate and collaborate with them in furthering the purposes of the ADCSV.
202

203 **Article VIII. Nominations and Elections of Officers**

204
205 A. Conduct of Elections. The initial election of officers shall be conducted at the
206 organizational meeting and thereafter at the annual meeting. Only members in good
207 standing for not less than three (3) months may vote to elect club officers. All contested
208 elections will be determined by secret ballot, while uncontested elections may be by voice
209 vote. If no candidate for a particular office receives a majority vote, a run-off vote will be
210 taken between the top two nominees for that office.
211

212 B. Nominating Process. The Nominating Committee will serve as a search
213 committee, encouraging the ADCSV members to run for leadership positions within the
214 ADCSV. The Nominating Committee will propose a slate of eligible candidates in writing to
215 the members in the notice given for the annual meeting. Further nominations from the floor
216 at the annual meeting may be considered if made and seconded by any two members
217 present and entitled to vote at the meeting.
218

219 C. Removal from Office. An officer may be removed from office before the
220 expiration of his/her term only upon (i) the unanimous vote of all other officers and (ii) the
221 affirmative vote of a majority of the members of the ADCSV.
222

223 D. Interim Appointments. If an officer resigns, is removed or is unable to fulfill
224 the remainder of the officer's term, the Co-Chairs shall appoint an acting replacement.
225 Such appointments shall be effective until the next annual meeting of the members or until
226 a special meeting of the members is called for the purpose of electing a replacement. At
227 the meeting (i) the acting replacement shall be confirmed by a majority of the members, or
228 (ii) a new replacement shall be elected to fill the remainder of the applicable term, provided
229 that the nomination for the new replacement is made and seconded by any two members
230 present and entitled to vote at the meeting.
231

232 In the event both Co-Chairs leave office simultaneously and before the end of their
233 terms (or if one leaves without appointing a replacement for the other), the remaining
234 Steering Committee members shall elect new Co-Chairs. Such appointments shall have the
235 effect of any other interim appointment and follow the same post-appointment procedure as
236 above.

237 **Article IX. Meetings of the Steering Committee**
238

239 A. Regular and Special Meetings. The Steering Committee will conduct a regular
240 meeting at least once per year (which may immediately follow the members' annual
241 meeting) and may meet more frequently in special meetings as appropriate at the discretion
242 of the Co-Chairs. All meetings of the Steering Committee are open to all members. The
243 ADCSV members attending Steering Committee meetings may address the board in the
244 discretion of the chair. No official action may be taken at any regular or special meeting of
245 the Steering Committee unless a quorum of fifty percent (50%) of all officers is present. In
246 the absence of a quorum, a meeting of the Steering Committee may be adjourned by the
247 vote of a majority of the officers at the meeting, but no other business may be transacted.
248

249 B. Notice to Members. All members shall be given notice of the date, time and
250 location of each regularly scheduled Steering Committee meeting at least ten (10) days in
251 advance by electronic mail and via the the ADCSV Internet portal. Members will be given
252 notice of special Steering Committee meetings by electronic mail and via the the ADCSV
253 Internet portal at the earliest practicable time.
254

255 C. Action By Written Consent. The Steering Committee in its discretion may also
256 take action by written consent (including electronic mail) upon agreement by a majority of
257 the Steering Committee members, provided that a report of all such actions is provided at
258 the next meeting of the members.
259

260 **Article X. Other Committees**
261

262 A. Standing Committees. There shall be five (5) standing committees of the
263 ADCSV, entitled Nominating, Endorsement, Fundraising, Membership and Publicity/Media,
264 and further described as follows:
265

266 1. A Nominating Committee comprised of at least three (3) members is
267 designated by the Co-Chairs prior to the annual meeting of the members and is responsible
268 for nominating suitable officer candidates for the Steering Committee and for recommending
269 suitable appointees to the standing and ad hoc committees of the ADCSV. Only members in
270 good standing for not less than three (3) months are eligible to serve on the Nominating
271 Committee.
272

273 2. An Endorsement Committee comprised of at least three (3) members
274 is responsible for receiving, reviewing, evaluating, and making a recommendation with
275 respect to, all requests for endorsement by the ADCSV of any candidate for elective office,
276 ballot initiative or proposed legislation and all proposals to make a campaign contribution.
277

278 3. A Fundraising Committee comprised of at least two (2) members is
279 responsible for proposing and organizing events or other activities to raise funds to be used
280 to further the purposes of the ADCSV.
281

282 4. A Membership Committee comprised of at least two (2) members is
283 responsible for developing proposals for and overseeing recruitment of new members and
284 addressing issues related to membership.
285

286 5. A Publicity/Media Committee comprised of at least two (2) members is
287 responsible for developing ideas for community outreach, assisting in the drafting of the
288 ADCSV's position statements, overseeing the ADCSV Internet portal, and furthering external

289 communication of the ADCSV's message.

290

291 D. Ad Hoc Committees. Ad hoc committees of the ADCSV may be formed from
292 time to time to address specific issues or projects if approved by the Steering Committee.
293 Approval of any ad hoc committee budget must come either from the Steering Committee
294 or the general membership. Any significant recommendation or proposal made by an ad
295 hoc committee must first be approved by the Steering Committee.

296

297 E. Committee Meetings. Meetings of committees will be held at such dates,
298 times and places as determined by the membership of each committee. All the ADCSV
299 members will be given notice of all committee meetings by electronic mail and via the
300 Internet portal at the earliest practicable time. All committee meetings are open to all
301 members. Notices shall contain the times of the meeting, the subject and the specific items
302 that may be expected to require a vote of the membership.

303

304 **Article XI. Endorsements**

305

306 A. ADCSV Endorsements. The ADCSV may from time to time endorse
307 Democratic candidates for office or declare a position on a ballot initiative or proposed
308 legislation.

309

310 1. Proposals for Endorsement. Any member may propose that the
311 ADCSV endorse a candidate for elective office or declare a position on a ballot initiative or
312 proposed legislation. A request for consideration of a candidate shall be referred for review
313 to the Endorsement Committee, which shall provide its recommendation at the next
314 meeting of the members.

315

316 2. Member Approval. The ADCSV may endorse any eligible candidate or
317 declare a position on any ballot initiative or proposed legislation upon the approval of the
318 members in accordance with Article VI.B. If requested by at least three (3) members,
319 voting shall be by secret ballot. Only members in good standing (as defined in Article IV.C
320 above) for not less than three (3) months may vote on a matter of whether to endorse a
321 candidate for elective office or to declare a position on any ballot initiative or proposed
322 legislation.

323

324 B. ADCSV Participation in State Party Endorsements. As a chartered Democratic
325 club, the ADCSV is entitled to participate in pre-endorsing conferences conducted by the
326 California Democratic Party ("CDP") at the regional level, as part of the CDP's multi-step
327 process for endorsing candidates and ballot propositions and initiatives. The ADCSV's
328 participation is governed by Article VIII, Section 3g(5)(c) the CDP Central Committee's
329 Bylaws (as amended November 2014), certain elements of which are described below.

330

331 1. In the year prior to the pre-endorsing process, a roster of the ADCSV
332 members in good standing and duly registered as members of the Democratic Party of
333 California as of July 1 of said year shall be submitted to specified county and state party
334 representatives in accordance with applicable party requirements. A "member in good
335 standing" has the meaning set forth in Article IV.C above, and the status of such members
336 included in the roster shall be certified by a Co-Chair, Secretary or Treasurer of the ADCSV.

