

Bylaws of the Democratic Activist for Women Now

Article I. Name

I.1. The name of this organization shall be the Democratic Activists for Women Now, hereinafter referred to as DAWN.

I.2. DAWN is an organization of the Democratic Party, duly accredited by the Santa Clara County Democratic Central Committee. DAWN may also seek accreditation with the Women's Caucus of the California Democratic Party.

Article II. Purpose

II.1. The purpose of DAWN is primarily to assist in the selection, appointment, and election of progressive Democratic women to office locally, statewide and nationally; secondarily to inform ourselves and others about and to support progressive issues and organizations. To achieve these goals this organization will provide a vehicle through which its members may participate at all levels of the Democratic Party.

Article III. Membership

III.1. All registered Democrats and any persons not yet eligible to vote who declare in writing that they support the Democratic Party and its platform shall be eligible for membership upon payment of annual dues.

III.2. The membership year shall begin in January and run for twelve months. Membership renewals shall extend the term of membership for an additional 12 months. A membership secured on the March schedule will be honored through the end of its term and upon renewal will be for the calendar year.

III.3. Membership shall be considered terminated if the member is no longer qualified per Section 1 of this Article or if membership dues are delinquent by more than 90 days.

III.4. Each member of DAWN shall designate whether he or she chooses to have DAWN named as their primary Democratic club. A member may not have more than one club named as her/his primary club.

III.5. All voting members shall be entitled to one vote at all regular and special meetings of the general membership. A voting member shall be defined as one who has paid membership dues 30 days prior to any general membership meeting.

Article IV. Officers and the Executive Board

IV.1. DAWN officers shall be: President, Executive Vice President, Vice President of Communications, Vice President of Programming, Vice President of Membership, Vice

President of Endorsements, Vice President of Policy, Vice President of Fundraising, Secretary, and Treasurer. Each officer shall be elected for two year terms. **There are no term limits.**

IV.2. There shall be an Executive Board ("Board") consisting of the officers of DAWN, and up to nine additional members elected at large. Each member of the Board shall be elected for two-year terms. **There are no term limits.**

IV.3. The Board is allowed to appoint by a Board vote one high school student and one college student to the Board for a one-year term each. The high school student must declare her/his commitment to the democratic party values, and will be a non-voting member of the Board. The college student must be a registered democrat and will be a voting member of the Board. Each member of the Board shall be elected for two-year terms.

The Board is allowed to appoint by a Board vote, one high school student and one college student to the Board for a one year term each. If either student is unable to register to vote as a Democrat, the student must declare their commitment to the Democratic Party Values.

The Board will vote them in and The Student is a voting member.

IV.4. 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 Executive Vice President. A quorum shall be a simple majority of the members of the Board, and decisions thereof shall be made by a simple majority affirmative vote of those present.

IV.5. Board members are expected to attend all Board meetings. Attendance via phone or other electronic remote face to face systems shall be considered as present at the meeting. After 3 absences (excused or unexcused) within 12 months, the Board member MAY be placed on NOTICE. Should a Board member accrue 4 absences (or more) in a 12 month period the Board member CAN be asked to RESIGN from the Board by a vote of the Board.

Article V. Powers and Duties of the Officers

V.1. Powers and Duties of the President

The President shall be the chief executive officer and official representative of DAWN and shall preside at all Board and Membership meetings. The President shall be responsible for implementing the broad overall program of DAWN, making periodic reports to the Board and DAWN with respect thereto, and DAWN external correspondence.

V.2. Powers and Duties of the Executive Vice President

In the absence or incapacity of the President, the Executive Vice President shall assume the powers and duties of the President. Executive Vice President shall be responsible for internal communication and assist the President with external relations. In addition, the Executive Vice President shall be responsible for preparing the agendas for the monthly board meetings.

V.3. Powers and Duties of the Vice President of Communications

The Vice President of Communications shall be responsible for external communications that include newsletters, email communications, website, and social media. The Board shall have ultimate responsibility for the content of external communications. A committee may be formed to assist the Vice President of Communications in fulfilling the publicity duties.

V.4. Powers and Duties of the Vice President of Programming

The Vice President of Programming shall be responsible for the internal and external agenda for all non-fundraising programs. A committee may be formed to assist the Vice President of Programming in fulfilling the programming duties.

V.5. Powers and Duties of the Vice President of Membership

The Vice President of Membership shall maintain or cause to be maintained, the membership list, and shall make it available to persons authorized by the Board. The Vice President of Membership shall be responsible for membership drives. A membership committee may be formed to assist in executing these duties.

V.6. Powers and Duties of the Vice President of Endorsements

The Vice President of Endorsements will be responsible for facilitating endorsement requests, administering procedures for endorsement as well as other activities related to political action by the organization. An endorsement committee may be formed to assist the Vice President of Endorsements in fulfilling endorsement duties.

V.7. Powers and Duties of the Vice President of Policy

The Vice President of Policy will be responsible for determining policy issues of highest importance to members, monitoring action items on policy issues pertaining to women in all levels of government and spearhead action campaigns. A policy committee may be formed to assist the Vice President of Policy in fulfilling the policy duties.

V.8. Powers and Duties of the Vice President of Fundraising

The Vice President of Fundraising shall also be responsible for scheduling fundraisers and organizing such activities as planned. A fundraising committee may be formed to assist in executing these responsibilities.

V.9. 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 act as custodian of DAWN files and records. Such DAWN records shall be open for inspection by any member upon written request.

V.10. Powers and Duties of the Treasurer

The Treasurer shall be the custodian of DAWN funds and shall, upon due authorization, receive and disburse money for and on behalf of DAWN and shall keep and maintain all financial accounts of DAWN including bank deposit books, checkbooks, and bank statements. DAWN financial records shall be available to DAWN 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) and the Federal Election Commission (FEC). The Board is allowed to consider hiring an outside entity to fulfill some of the Treasurer's duties.

The Board is allowed to consider hiring an outside entity to fulfill some of the Treasurer's duties or to conduct an outside audit of said duties.

V.11. General Powers and Duties of Outgoing Officers

Club records and correspondence will be delivered by outgoing officers of DAWN to their successors as soon as possible. Records older than two years will be archived at a location designated by the Board.

Article VI. Powers and Duties of the Board

VI.1. The Board is charged with the responsibility to plan the overall program of DAWN.

VI.2. The Board, on behalf of DAWN, shall have the power to join organizations with which DAWN chooses to affiliate, and to appoint representatives to those organizations. The appointees will serve at the pleasure of the Board and shall represent DAWN 's interests as directed by the Board.

VI.3. The Board shall set the membership dues subject to majority approval of those present and voting at the subsequent membership meeting.

VI.4. DAWN may publish other pertinent material as the Board deems appropriate.

VI.5. The Board shall have oversight of and take full responsibility for the content of all publications of DAWN.

VI.6. If any officer position becomes vacant other than by recall, it shall be filled by majority vote of the entire Board. The Board may fill vacant at-large positions, except those created by recall, on the Board by a majority vote of the entire Board.

VI.7. County Central Committee Representatives

The membership shall elect the representatives to the County Central Committee(s) to which DAWN is entitled.

VI.8. Gender Equity & Status of Women Director (GESW Director) of Santa Clara County Democratic Party Central Committee (SCCDCC)

At the SCCDCC meeting of September 4, 2014, the voting members adopted the *Resolution on Equal Representation in Elected Office and the SCCDP's Commitment to Improving the Status of Women in Santa Clara County*. This resolution resolves that the SCCDCC is committed to doubling the number of Democratic women in elected office and appointed office in Santa Clara County by the year 2020, the 100th anniversary of the 19th Amendment, through the creation of a Director position on the Executive Board of SCCDCC.

By the second meeting after SCCDCC's organizational meeting (March meeting of odd numbered years) when the County Chair presents a slate of SCCDCC director candidates, the candidate for Director of Gender Equity and the Status of Women is selected by the County Chair in collaboration with DAWN. The County Chair gives written notification prior to the meeting for election of Directors on the agenda to members of SCCDCC of the slate of candidates he or she presents at the election meeting. DAWN will coordinate to select the GESW Director with the County Chair in the months prior to County Chair's written notification of the slate of SCCDCC director candidates.

The selected GESW Director will report quarterly on the status of women both in Santa Clara County public jurisdictions and within the Santa Clara County Democratic Party. The GESW Director will lead the compilation and publication of an annual report of the current number and percentage of women in elected office in Santa Clara County and post the report on the Party website and in an electronic communication to all members. The GESW Director will lead this effort by recruiting, training and supporting democratic women seeking public leadership positions in collaboration with SCCDCC Director of Endorsements and Candidate Recruitment, SCCDCC Director of Issues, SCCDCC Director of Political Engagement, DAWN and any other interested SCCDCC Directors, clubs and parties.

Article VII. Committees

VII.1. Structure

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 solicit other members to join that Committee. A Committee member may be removed at any time and for any reason by that Committee's Chair, and a Committee Chair may be removed at any time and for any reason by the Board.

VII.2. Permanent Committees

In addition to the committees established to assist the Vice Presidents in executing their duties, a nominating committee shall be established by the President and the Board.

Article VIII. Election of Officers and the Board

VIII.1. Qualifications for office

Officers and Board members, in order to be elected, 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.

VIII.2. Nominating process

Officers and Board members may be nominated by the Nominating Committee, through a process prescribed by the Nominating Committee. The names of all nominees shall be communicated to DAWN members at least 30 days prior to the election. Candidates not vetted through the nomination process will not be considered during the election.

VIII.3. Election

The election shall be held at a membership meeting by May 31 in even years. Votes will be tallied by the Nominating Committee. Officers and Board members declared elected shall assume their respective duties immediately following the election.

VIII.4. Conduct of Elections

All contested elections shall be conducted by written ballots. Only members present at the meeting may cast ballots; proxy votes shall not be allowed. Blank ballots will be counted towards determining the threshold required for election. Ties shall be broken by a coin toss or some other suitable random process. The floor cannot nominate a candidate who has not been vetted through the nomination process.

VIII.5. Recall

A recall election can be called for either by five members (25%) of the membership of the Board or by a petition of 10% of the members. The recall election must be scheduled within 60 days from the date of the call for recall. The membership shall be notified at least 30 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.

The ballot for the recall election shall appear as follows:

Shall <name of officer> be recalled? ! Yes No

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

IX.1. Upon written petition signed by 10% of the members in good standing, the membership shall have the right to challenge any actions taken by the Board. When a petition is received, 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. Such meeting shall be held no later than days sixty 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.

IX.2. Assembly District Committee Representatives

The Board shall appoint the representatives to the Assembly District Committee(s) to which DAWN is entitled.

Article X. Meetings

X.1. Membership meetings shall be held at the direction of the President and shall be held a minimum of **2 times** each year. A quorum shall consist of a simple majority of the Board.

X.2. Procedures at all Board and Membership meetings shall be governed by Robert's Rules of Order except as otherwise herein prescribed.

Article XI. Political Endorsement

XI.1. As permitted by law and the rules of the California Democratic Party, DAWN may endorse Democratic candidates, ballot propositions, and local measures. The procedure varies according to the election type. Any use of the DAWN name other than "DAWN endorses..." must be approved by the DAWN board. Any improper or unapproved use of the DAWN name or unethical campaigning by a candidate may result in revocation of the endorsement. The DAWN board may revoke an endorsement by 2/3 of the voting board. The Executive Board has the authority to bypass the endorsement process in the case of a vacancy.

XI.2. Partisan and non-partisan offices

DAWN may endorse any Democratic candidate(s) for partisan or non-partisan office in a general, primary or special election. The Board will submit a consent calendar with its recommendations to the entire membership present at an endorsement membership meeting. The consent calendar may be passed with a simple majority vote.

Any race may be pulled from the consent calendar for discussion and vote. Should a motion other than the Board's recommendation be made and seconded for a race that

has been vetted in the DAWN endorsement process, the motion must pass with 60% of the vote of the entire membership present, in order to overturn the Board's recommendation in that particular race. No motions from the floor shall be accepted for races not on the consent calendar.

If DAWN chooses not to endorse a Democratic candidate, or if none is available, no endorsement shall be made.

XI.3. Democratic Party Offices

DAWN may endorse any candidate(s) for Democratic Party office by a simple majority of the entire membership present and voting as permitted by Democratic Party procedures.

XI.4. State Party Endorsements

As a chartered Democratic club, DAWN is entitled to participate in pre-endorsing conferences conducted by the California Democratic Party ("CDP") at the regional level, as part of the CDP's multistep process for endorsing candidates and ballot propositions and initiatives. DAWN's participation is governed by CDP Central Committee's Bylaws, Article VIII: Section 3g.(5)(c), which is summarized below.

a. In the year prior to the pre-endorsing process, a roster of DAWN members both in good standing and duly registered as members of the Democratic Party of California as of July 1 of said year shall be submitted to specified county and state party representatives in accordance with applicable party requirements. A "member in good standing" has the meaning set forth in Article III.1. above, and the status of such members included in the roster shall be certified by the President, Secretary or Treasurer of DAWN.

b. DAWN member representative(s) to a particular pre-endorsing conference shall be from a roster described above. As to those Assembly Districts in which DAWN members reside (e.g. AD 24, AD 28), DAWN may designate one representative who is a resident of such Assembly District for each full (not a fraction thereof) 20 members in good standing registered to vote in the Assembly District who were listed on the roster. The DAWN President shall select the representative(s) to the pre-endorsing conference, subject to agreement of the member and the approval by the DAWN Board at a meeting or by written consent, and that the overall list of representatives to all conferences be equally apportioned between men and women, to the extent possible. As DAWN members who are also members of other club(s) may only be counted for representation once, the applicable Central Committee Regional Director will assign such members to DAWN or another club's roster in accordance with Central Committee Bylaws.

Article XII. Amendments

XII.1. Amendments to the bylaws by substitution, addition or repeal may be proposed by a number of the board and approved by the board as a recommendation to be voted on at a membership meeting as outlined below, or by the general membership in the following manner: The proposed amendment shall be submitted to a regular meeting of the Board. The Board shall study all amendments so submitted and shall issue a recommendation within 60 days of submission.

Within sixty 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 30 days following the announcement to the membership.

XII.2. 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.

Originally passed: January 24, 1993

Amended: Sept. 18, 1994; Mar. 5, 1995; Jan. 21, 1996; Mar. 16, 1997; Sept. 30, 2001; Sept. 22, 2002; Apr. 24, 2005; May 21, 2006; Mar. 14, 2010; Jan. 26, 2014; Jun. 24, 2015; Feb. 7, 2016, July 31, 2021.

The DAWN Bylaws shall be reviewed every 2 years.