

**Peninsula Democratic Coalition
Amended and Restated BYLAWS**

Article I

Name

- A. The name of this organization shall be the Peninsula Democratic Coalition (hereinafter referred to as the “PDC” or the “Club”).
- B. The PDC is an organization of the Democratic Party (also referred to herein as the “Party”), duly chartered by the Santa Clara County Democratic Central Committee and the San Mateo County Democratic Central Committee.

Article II

Purpose

The purpose of the PDC is to promote and influence the goals and objectives 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 the PDC’s members and others in regard to issues of importance to the Party.

Article III

Membership

- A. A member shall be considered to be active, in good standing and eligible to vote only if such member is (1) current on payment of dues to the PDC (except in the instance of financial hardship and/or upon approval by the President) and (2) a registered democrat (except if such member is unable to register, but supports the Democratic Party and its platform).
- B. Membership year shall run for twelve months from the month in which dues are paid, and each renewal thereof shall extend the term of membership for an additional 12 months.
- C. Membership shall be considered terminated if a member is no longer qualified Section A of this Article or if membership renewal dues are delinquent by more than 90 days.
- D. Each member of the PDC shall designate whether he or she chooses to have the PDC named as their primary Democratic club for purposes of determining the PDC’s number of voting members in the California Democratic Party Pre-Endorsement Conference. A member may not have more than one club named as their primary club.

Article IV

Officers and the Executive Board

- A. The PDC shall have the following officers: President, Vice President, Secretary and Treasurer.
- B. There shall be an executive board (“Board”) consisting of the officers of the PDC, the President of the Peninsula Young Democrats (“PYD”) or their designee, and up to eighteen additional members elected at large, for a total of twenty-three (23) members.
- C. Each member of the Board shall be elected for a one-year term and shall be members in good standing prior to and throughout their term(s) of office.
- D. The Board shall meet monthly. The President shall chair the Board meetings. In the absence of the President, the role of meeting chair shall be filled by the Vice President, Treasurer or Secretary, in that order.
- E. The quorum required for business to be conducted at any meeting of the Board shall be 40% of the members of the board, and decisions thereof shall be made by an affirmative majority vote of those present.

Article V

Powers and Duties of the Officers

- A. Powers and Duties of the President: The President shall be the chief executive officer and official representative of the PDC and shall preside at all Board and Membership meetings. The President shall be responsible for implementing the broad overall program of the PDC and for making periodic reports to the Board and PDC with respect thereto.
- B. Powers and Duties 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 be responsible for assisting the President, as needed, including coordination of Board and Member meetings, checking in with the Board’s committee chairs prior to each Board meeting to ensure that updates on any projects or events will be presented to the Board.
- C. 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 PDC correspondence, and shall act as custodian of PDC files and records. Such PDC records shall be open for inspection by any member upon request.
- D. Powers and Duties of the Treasurer: The Treasurer shall be the custodian of the PDC funds and shall, upon due authorization, receive and disburse money for and on behalf of the PDC and shall keep and maintain all financial accounts of the PDC including bank deposit books, check books, and bank statements. The PDC’s financial records shall be available to PDC 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 Federal Elections Commission and/or any other required filings.

- E. General Powers and Duties of Outgoing Officers: Club records and correspondence (whether paper or electronic files) will be delivered by outgoing officers of the PDC to their successors no later than March 15, or as soon thereafter as reasonably possible. Records older than two years will be archived electronically and stored in an accessible location online for reference, if necessary, by future Officers and the Board.

Article VI

Powers and Duties of the Board

- A. The Board is charged with the responsibility to plan the overall program of the PDC.
- B. The Board, on behalf of the PDC, shall have the power to join organizations with which the PDC chooses to affiliate, and to appoint representatives to those organizations. The appointees will serve at the pleasure of the Board and shall represent the PDC's interests as directed by the Board.
- C. The Board shall set the membership dues and newsletter subscription rates.
- D. The PDC 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 PDC may publish other pertinent material as the Board deems appropriate.
- E. The Board shall have oversight of and take full responsibility for the content of all publications of the PDC.
- F. County Central Committee Representatives: The Board shall select the representatives to the County Central Committee(s) to which the PDC is chartered.
- G. If any officer position becomes vacant other than by vote of the membership, it shall be filled by majority vote of the entire Board.
- H. The Board may fill vacant at large positions, except those created by vote of the membership, on the Board by majority vote of the entire Board.

Article VII

Committees

- A. 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.
 - b. Each Committee Chair will maintain a written or electronic record of procedures describing responsibilities, activities, and detail of value to any successor. These

notebooks shall be given to the newly elected President following the election.

- i. Permanent Committees: The President and Board shall establish a Membership Committee, a Communications Committee, and a Nominating Committee.
 1. The Membership Committee shall be responsible for billing members for renewal, soliciting new members, and serving as hosts and hostesses at Membership meetings.
 2. The Communications Committee shall be responsible for coordinating communications from the PDC to its members through any means of effective communication, including, but not limited to a newsletter, social media, and media publications. The goal is to publish a newsletter at least quarterly, but this schedule may be amended from time to time as determined by majority vote of the Board. The Board shall have ultimate responsibility for the content of the newsletter.
 3. 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 PDC or candidates for PDC office. The Nominating Committee shall be appointed at the November Board meeting. The duties of the Nominating Committee are described in Article VIII.
- ii. 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

- A. Officers and Board members must be members in good standing prior to their election.
- B. Nominating Process
 - a. Officers and Board members may be nominated by the Nominating Committee, by petition of any member 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:
 - i. the person is willing and able to serve for another year; and
 - ii. 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 PDC members at least 30 days prior to the election.
- C. Election
 - a. The election shall be held by voice vote (or by written ballot, only if requested in advance of the meeting) at the February membership meeting.
 - b. The Nominating Committee shall be responsible for tallying the votes, in the instance that the vote is conducted by written ballot.
 - c. Officers and Board members declared elected shall assume their respective duties on March 1 of that year.

Article IX

Meetings

- A. 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 ten percent (10%) of the membership.
- B. Procedure at all Board and Membership meetings shall be governed by Robert's Rules of Order except as otherwise herein prescribed.
- C. Code of Conduct.
 - a. The PDC is committed to providing a welcoming, respectful, friendly, safe, supportive, and harassment-free environment for club members and all others associated with the PDC and expects all such individuals to act professionally, respecting the personal rights and dignities of all so as to create a productive, inclusive environment. All individuals should feel welcome and safe within the PDC regardless of their sex, gender, gender identity, gender expression, sexual orientation, pregnancy, race, color, ethnicity, national origin, ancestry, religion, creed, age, physical or mental disability, medical condition, genetic information, marital status, military or veteran status, body size, domestic violence victim status, or any other legally protected classifications.
 - b. Adoption of the California Democratic Party ("CDP") Code of Conduct.
 - i. The PDC hereby adopts the CDP Code of and incorporates the CDP Code, as it now exists or as it may hereafter be amended, as a part of these bylaws. A copy of the current CDP Code can be found at <https://cadem.org/wp-content/uploads/2020/07/Code-of-Conduct-FINAL-1.pdf>.
 - ii. If the CDP Code is hereafter amended by the CDP, the amended CDP Code shall be considered to:
 - 1. Have superseded the version appended hereto, and,

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2. Be operative as if appended hereto, and at the earliest possible convenience, the current CDP Code shall be appended to these bylaws, without need for further action by this Caucus.
3. Violations. Any violation of the Code shall be considered a violation of these bylaws and shall subject the member to discipline thereunder, if applicable. Such discipline shall be in addition to any disciplinary actions by the CDP or any of its constituent parts.
4. Availability. Copies of the CDP Code shall be:
 - a. Made a part of the notices of any and all meetings of this PDC by inclusion of an appropriate link, and,
 - b. Made available to members attending any such meeting by the officer responsible for check in.
5. Filing. In addition to the process for the filing of any disciplinary charges under these bylaws, or under the bylaws of the CDP, the parliamentarian of this PDC or, in their absence or when the conduct in issue involves the parliamentarian, any officer of this PDC is responsible for and charged with receiving and ensuring the prompt processing of any complaint of violation of the CDP Code. These two (2) tracks for processing such a complaint are not mutually exclusive and the failure to process a complaint under these bylaws shall not constitute a failure to exhaust administrative remedies barring initiation of any process under the auspices of the CDP Conduct Commission.

Article X

Political Endorsements

- A. As permitted by law and the rules of the California Democratic Party, the PDC 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.
- B. Partisan Offices: The Board may endorse any Democratic candidate(s) for partisan office in a general or special election by a 60% vote of the entire Board, consistent with the endorsement of the CDP. If the Board chooses not to endorse a Democratic candidate, or if none is available, no endorsement shall be made.
- C. Non-Partisan Offices: The Board may endorse any Democratic candidate for non-partisan office by a 60% vote of the Board.
- D. Ballot Propositions and Local Measures
 - a. An official endorsement, either for or against, a ballot proposition or policy

question can be made by the Board at a regularly scheduled or special meeting with the approval of 60% of the Board members present, so long as there is a quorum present for the meeting.

- b. Official endorsements may be used publicly by the proponents or opponents of the issue.
- c. The vote count for and against the issue may be publicized in the PDC Newsletter.
- E. Democratic Party Offices: The Board may endorse any candidate for Democratic Party office by a 60% vote of the Board.
- F. Pre-Endorsement Conference Candidates
 - a. Members in good standing may be invited to participate in the CDP Pre-Endorsement Conference on behalf of the PDC.
 - b. The executive board shall submit the roster of recommended Pre-Endorsement Conference Candidates to the PDC board for approval prior to submission of the list to the CDP.

Article XI

Amendments

- A. Amendments to the bylaws shall be presented at any general meeting of the Members and shall be adopted or rejected by a majority of votes cast at the meeting.
- B. Approved amendments shall take effect immediately upon approval, unless otherwise stated in the amendment.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that:

1. I am the presently elected and acting Secretary of the Peninsula Democratic Coalition; and

2. The attached Bylaws are the Amended and Restated Bylaws of the Peninsula Democratic Coalition, as recommended by the Board and duly adopted by the Membership.

IN WITNESS WHEREOF, I have subscribed my name on this ____ day of
February 2023.

_____, Secretary

