

**CONSTITUTION AND BYLAWS
of the
SOUTH BAY DEMOCRATIC COALITION**

ARTICLE I

NAME

Section 1. The name of this club shall be South Bay Democratic Coalition, hereinafter called SBDC.

ARTICLE II

MEMBERSHIP

Section 1. Only duly registered Democrats in the county of Santa Clara shall be eligible for membership in this organization. Exceptions can be made upon approval of 2/3 of the membership present at a regular membership meeting.

Section 2. Each member of SBDC shall designate that SBDC is chosen as his/her primary club. A member may not have more than one club named as their primary club.

Section 3. Dues will be set by the Executive Board.

Section 4. The membership year shall run for twelve months (12) from the date on which the initial membership application and dues have been received. Renewals shall extend the term of membership for twelve (12) months from the anniversary of the initial membership date. Membership terminates three months past the membership anniversary if not renewed.

Section 5. A "member in good standing" is hereby defined to be anyone eligible for membership under Section 1 who has paid their dues.

ARTICLE III

PURPOSE

Section 1. To participate in the Democratic Party, to cooperate and communicate with other Democratic Associations, Committees and Clubs, to assist Democratic functions in Santa Clara County, and to perform such other activities as the membership may decide.

Section 2. To provide a speaker's forum for the education of members and others on current issues and allow Democratic candidates to present their stands on issues concerning the office they are seeking.

Section 3. . To engage in such legislative, political, educational, civic, welfare and other activities as will further the interests of the membership of the organization, advance ethical standards in the political system, and promote equal participation in the political process without regard to race, religion, nationality, physical disability, creed, gender, sexual orientation, age, ethnic origin or economic status.

Section 4. All activities of the SBDC shall be in conformance with State law and the basic principles of the Democratic Party.

ARTICLE IV

MISSION STATEMENT

In addition to supporting Democratic Party activities and goals, SBDC promotes local, state and federal government that is equally responsive to all eligible voters. Our priorities are working for campaign finance reform, non-partisan redistricting in all states, the assurance that all citizens can easily exercise their right to vote, assuring the integrity of the vote, and election of the president by popular vote.

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ARTICLE V

OFFICERS AND EXECUTIVE BOARD

Section 1. Executive officers of SBDC shall be President, Vice President Treasurer and Recording Secretary.

Section 2. The Executive Board (E-Board) shall consist of the four (4) officers of Sec. 1 and up to five (5) Board Members elected at large.

Section 3. Each at-large Executive Board member shall be the chair of a committee or an active member of a committee.

ARTICLE VI

DUTIES OF OFFICERS

Section 1. The President

- A. Shall be Chief Executive Officer and official representative of SBDC.
- B. Shall set the agenda and preside at all regular and special meetings of SBDC and Executive Board.
- C. Shall preserve order and enforce the constitution and bylaws of SBDC.
- D. Shall be an ex-officio member of all committees.
- E. Shall appoint and/or remove Chairs of Committees as needed, with the approval of a majority of the E-Board. Committee Chairs in turn may solicit other Club members to serve on the committee. Chairs may also remove members with the approval of a majority of the committee.

Section 2. The Vice President

- A. Shall assist the President in the performance of all duties and act in his/her absence.
- B. Shall become the Acting President on the death or resignation of the President until a special election can be held at the second regular meeting after the vacancy in the Presidency.
- C. The Vice President shall ensure that each committee be populated and fulfill its responsibilities.

Section 3. The Treasurer

- A. Shall collect dues, donations or other funds and shall keep and maintain an accurate record of all financial transactions of this organization and summarize such transactions in a report at the regular membership meeting.
- B. Shall pay all bills and disbursement authorized by the Executive Board.
- C. Shall complete and file all financial reports required by law and government regulations.
- D. Shall maintain an accurate membership list.
- E. Shall send a renewal reminder at least one month before his/her membership anniversary.
- F. Shall provide a roster, including only members in good standing, as certified by the President or Treasurer,

to the Chair of the County Democratic Party and the appropriate Regional Director no later than July 1 of the year immediately prior to that in which the state Party holds its Pre-endorsement Conferences.

Section 4. The Recording Secretary

- A. Shall take minutes and distribute the agenda of regular, special, annual and Executive Board meetings.
- B. Shall list all members in attendance at general meetings.
- C. Shall assign an alternate if unable to attend Executive Board meetings.

ARTICLE VII

ELECTION OF THE EXECUTIVE BOARD

Section 1: Nominating Committee

- A. A Nominating Committee shall be established at the September regular membership meeting. Executive Officers shall not serve on the Nominating Committee and Committee members shall not be candidates for executive office. All other members in good standing for at least 180 days may volunteer or be nominated to be members of the Nominating Committee, except in the inaugural year.
- B. The Committee shall consist of 5 members.
- C. The President shall call for volunteers to the Committee from the floor during the regular membership meeting
- D. If fewer than 5 members volunteer, those members shall be on the committee. The President shall then call for nominations from the floor to fill any remaining vacancies.
- E. Should there be more such nominees and/or volunteers than would constitute a committee of 5, the NC members shall be chosen by a random drawing.
- F. All volunteers and nominations to the Committee shall be subject to the approval of the membership present at the meeting.
- G. The Nominating Committee shall elect a chairperson. The Chair shall submit the Committee's report at the October meeting, after which the Nominating Committee will be discharged of its duties.
- H. Nominations for all officers and members-at-large may be made from the floor at the October meeting. All candidates shall have full and prompt access to the current mailing list of all members.

Section 2: All SBDC members in good standing who have been members for at least 180 days shall be eligible to serve on the Executive Board except in the inaugural year and with the exceptions noted in Section 1, A.

Section 3. The election shall be held at the regular meeting held in November of each year.

Section 4. Contested elections shall be conducted by secret ballot using an instant runoff voting procedure.

Section 5. Newly elected officers shall assume their duties on January 1 of the year following the election in November.

Section 6. The Executive Board shall have the power to fill all vacancies.

Section 7. A member of the Executive Board may be recalled by a two thirds vote of the entire membership of SBDC by a mail ballot following a membership meeting at which the recall question was discussed after at least ten days notice to members. A special election shall be held to fill any vacancy created by a recall election.

ARTICLE VIII

THE EXECUTIVE BOARD

Section 1. The Executive Board shall have the power to regulate and supervise all SBDC elections.

Section 2. Between membership meetings, the Executive Board shall perform all the duties necessary to the proper administration of the affairs of SBDC consistent with the constitution and bylaws.

Section 3. All decisions of the Executive Board shall be by a majority vote of the members present.

Section 4. A simple majority of the Executive Board shall constitute a quorum.

Section 5. The Executive Board at any time may require from an officer a full and detailed statement of account of any action or business done in the name of SBDC.

Section 6. The Executive Board shall ensure that membership meetings are held on a regular basis, as required in Article IX, with the time and location well publicized to members.

Section 7. The Executive Board shall notify the membership of the date, time and place of all Executive Board meetings at the regular monthly meetings. It shall notify all members of the date, time and place of any emergency meetings. All members in good standing may attend all Executive Board meetings.

ARTICLE IX

MEETINGS

Section 1. Regular membership meetings shall be held monthly at a time and place determined by the Executive Board, subject to the approval of the membership. When special circumstances require, the President may change the date and time of a monthly meeting, provided at least twenty four (24) hours notice is given to the members.

Section 2. Special meetings may be called by the President, the Executive Board, or on petition by the majority of the members for the transaction of any special business. Any member wishing to circulate such a petition shall be provided a current membership list by the Treasurer.

Section 3. A quorum shall be the lesser of ten (10) voting members or twenty-five percent (25%) of the membership, one of whom shall be an officer, and no official business of the SBDC shall be taken in the absence of a quorum.

Section 4. Proxy voting shall not be allowed.

Section 5. Reasonable effort shall be made by the Executive Board to notify all members of all meetings.

ARTICLE X

COMMITTEES

Section 1. The Executive Board or the membership shall have the power to establish standing, select or ad hoc

committees. Such committees may formulate plans, investigate issues, and conduct business and affairs.

Section 2. Meetings of standing committees shall be held as necessary.

Section 3. Standing committees and their duties may include, but are not limited to:

A. Newsletter Committee--Shall publish a newsletter which shall report on all activities of SBDC, as well as report on areas of concern on state and national issues.

B. Membership Committee--Shall be responsible for developing proposals for and overseeing recruitment of new members and addressing issues related to membership.

C. Program Committee--Shall plan and coordinate programs for monthly meetings, including arranging for speakers on current issues

D. Events Committee---Shall plan and coordinate special social events, including, but not limited to, an annual summer picnic and holiday part

E. Fundraising Committee--Shall propose and organize events or their activities to raise funds to be used to further the purposes of SBDC.

F. Endorsement Committee--Shall be responsible for making a recommendation with respect to all requests for SBDC endorsement of any candidate for elective office, ballot initiative or proposed legislation.

G. Media/Publicity Committee--Shall be responsible for community outreach, including the media, and other clubs and organizations as appropriate

H. Hospitality Committee--Shall be responsible for correspondence with members, speakers, and others as directed by the Executive Board and greet speakers and special guests at general meetings.

Section 4. Chairs of committees shall have no vote in committee meetings, except to break a tie.

Section 5. The chair of each standing committee shall report its activities to the Executive Board for inclusion in the Club newsletter.

ARTICLE XI

ENDORSEMENTS

Section 1. The SBDC may endorse any nominee or candidate for public office who is a registered Democrat, and may endorse or oppose any ballot proposition or issue, provided such an endorsement falls within the function and purposes of the organization.

Section 2. Endorsements shall require a two-thirds (2/3) vote of members in attendance at a regular meeting after due notice has been given to the entire membership of SBDC. Such notice shall be given no less than 5 days prior to the meeting.

Section 3. All endorsements shall be given active support. The type of support to be given an endorsement may be determined at the time of the endorsement or may be established at subsequent meetings.

Section 4. New members must have joined at least 30 days before an endorsement vote in order to vote.

Section 5. Renewing members must have their dues paid in order to vote.

Section 6. As regards California Democratic Party Pre-endorsement Conferences, a roster including only members in good standing, as certified by the President or Treasurer, shall be provided to the Chair of the County Democratic Party and the appropriate Regional Director no later than July 1 of the year immediately prior to the state Party's endorsing process. The Club's representatives to any Pre-endorsement Conference shall

be from this roster and shall be equally apportioned between men and women, to the extent possible. Said representatives shall be appointed by the President, subject to approval of the Executive Board.

ARTICLE XII

AMENDMENTS

Section 1. The constitution and bylaws of SBDC may be amended by a two thirds (2/3) vote of the members present after due notice has been given to the entire membership of SBDC, provided that such amendments or repeals have been introduced at the previous meeting of the Executive Board, who may make recommendations. Such notice shall be given not less than five (5) days prior to said meeting at which the constitutional proposal shall be submitted.

ARTICLE XIII

PARLIAMENTARY AUTHORITY

Section 1. All questions or concerns not covered by this Constitution and Bylaws shall be governed by the current edition of Roberts Rules of Order Newly Revised in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the club may adopt.