



# ESCONDIDO DEMOCRATIC CLUB

## Bylaws

### Article I – Name

**Section 1 - Name:** The name of this organization shall be the Escondido Democratic Club (EDC).

### Article II – Purpose

**Section 1 - Mission:** The EDC provides opportunities for active political participation for members of the California Democratic Party in the Escondido area. We unite to defend democratic principles, to take progressive stands on the issues facing us and to support Democratic candidates for office, thereby contributing to the democratic process in America.

**Section 2 - Values:** All of us are equal under the law and deserve the protections that the law provides. All of us deserve the opportunities that would enable us to live full and meaningful lives. Diversity is a strength and a cause for celebration — not a reason to be divided.

**Section 3 - Vision:** The future belongs to those who can dream it and are willing to work toward fulfilling the dream. The EDC is a catalyst for change in Escondido. We will recruit, endorse and support candidates for city, county, state and federal offices.

#### Section 4 - Goals:

- To educate our members on local issues and on the larger political issues facing the citizens of the United States.  
To support Democratic candidates and other progressive candidates who reflect the values

of the Democratic Party.

- To advocate for progressive stands on important issues.
- To encourage participation in self-government.
- And to have fun doing it!

## Article III – Membership

**Section 1 – Qualifications:** Any person who is a registered Democrat and who subscribes to the stated purpose of the EDC, shall be eligible for full membership in the club.

**Section 2 – Eligibility:** Every person who is eligible to be a member of the EDC and who has paid annual dues shall be a full member. Questions concerning an individual's eligibility shall be resolved by the Executive Board.

**Section 3 – Full Members:** Individuals who are full members of EDC are eligible to participate in the following EDC activities: participate in discussions concerning endorsements and elections, vote on business decisions including endorsements and elections, hold office and directorships.

**Section 4 – Associate members:** Individuals who are not registered as Democrats may become associate members of the EDC. Associates are not considered full members and are therefore not eligible to vote, hold a position on the Executive Board or represent the EDC at Democratic Party activities.

**Section 5 – Dues:** The annual dues shall be set by the Executive Board. Dues are payable annually at the beginning of the calendar year. Dues not paid by the first day of the following month will result in the loss of full membership until they are paid in full.

**Section 6 – Removal:** Any member whose actions are judged by a majority of the Executive Board to be detrimental to the EDC may be expelled from the club, upon recommendation of the Executive Board, by a two-thirds vote of those members present and voting at a called meeting of the club.

## Article IV – Officers

**Section 1 – Elected officers:** The elected officers of the EDC shall be the President, Vice President for Political Action, Vice President for Fund Raising, Vice President for Membership, Vice President for Communications, Secretary, and Treasurer. Elected officers shall take office January 1, following their election and shall hold office for two years or until their successors are elected. For officers

elected Fall 2017, when the EDC is transitioning from one to two year (staggered) terms, the following officers will serve one year: President, Secretary, VP of Communications; and the following officers will serve two years: VP of Political Action, Treasurer, VP of Membership, and VP of Fundraising. Officers elected Fall 2018 and after will all serve full two year terms.

**Section 2 – Official duties:** The duties of the elected officers shall be as follows:

- A. President.** The President shall set the agenda for and preside over all meetings of the Executive Board and of the membership; serve as the official representative of and spokesperson for the club in public; make decisions for the club on policy when specifically empowered to do so by the Executive Board; and advise the membership of pertinent matters affecting the welfare of the Democratic Party and the club. In addition the President will ensure that an annual plan is created that outlines the yearly goals and objectives of the club and that a supporting budget is developed. The President will also ensure that an annual review of the club treasury is conducted.
  
- B. Vice President for Political Action (VPA).** The Vice President for Political Action shall be the second-ranking officer of the Club, and shall preside at meetings of the Executive Board and of the membership in the absence or inability of the President. The VPA is responsible for coordinating the club's candidate evaluation, its political advocacy, as well as legislative activities. The VPA shall perform such other duties as the President may direct. The VPA under the direction of the President shall create an annual prioritization of issues in which the club will engage in at the national, regional and local level.
  
- C. Vice President for Fund Raising (VPF).** The Vice President for Fund Raising shall be responsible for developing and implementing a program to meet the fund raising goals established each year in the Club's Annual Plan. The VPF will manage volunteers and committees necessary to implement the program and perform such other duties as the President may direct.
  
- D. Vice President for Membership (VPM).** The Vice President for Membership recruits new members, maintains membership records, encourages current and former members to renew their memberships and promotes participation in EDC functions. The VPM shall perform such other duties as the President may direct. The VPM will endeavor to attract members who agree with the mission, values and vision of the EDC and the county Democratic Party.
  
- E. Vice President for Communications (VPC).** The Vice President for Communications coordinates the communications activities of the Club, which include publicizing Club activities to local news media, production and distribution of a newsletter, maintenance of the web site, emailing messages to the list of members and friends, creation of such

additional communications vehicles, print or electronic, as may be required by Club programs. The VPC also seeks opportunities to increase awareness of the Club in the region and perform such other duties as the President may direct.

**F. Secretary.** The Secretary shall maintain a record of all meetings of the Executive Board and of the membership; be prepared to read the minutes of the previous meeting at the current meeting of the Executive Board or of the membership; receive and maintain in official club records the reports of elected officers, directors of standing committees and chairs of recognized caucuses; maintain a compendium of standing rules, resolutions and policies adopted by the Executive Board or the membership; handle correspondence as directed by the President or Executive Board; serve as Club historian and perform such other duties as the President may direct.

**G. Treasurer.** The Treasurer shall maintain the financial records of the club; receive and disburse funds of the club; with guidance from the Executive Board prepare an annual budget of anticipated revenues and expenses; provide addenda to the budget as required; report the financial status of the club to the Executive Board on a regular basis; make periodic reports to the membership; prepare and submit all required Political Action Committee reports on a timely basis; work with the President on the annual audit of Club finances and perform such other duties as the President may direct.

**H. Directors.** Directors will take charge of reaching selected goals within major areas of EDC activities. Directors shall be appointed by a two-thirds majority of the elected officers of the Executive Board.

**Section 3 – Removal of an officer:** An officer may be removed from office upon recommendation of a two-thirds majority of the Executive Board on a roll call vote or upon submission of a petition signed by at least 25 percent of the full members. Such recommendation or petition must be submitted to the membership at a called meeting and shall require a two-thirds majority of the members present and voting to remove the officer.

**Section 4 – Vacancy in office/succession:** In case of vacancy in the office of president, the vice president for political action shall assume the duties of president pending election of a replacement. For any elected position, the vacancy shall be announced to the membership through Club media and at the first meeting following its occurrence. The Executive Board shall identify and nominate a successor. The nomination shall be presented to members at the next meeting. If no other candidates are placed in nomination from the floor, a motion can be accepted to elect the Board's nominee. Should other candidates be nominated, the election will be postponed until the next regularly scheduled meeting to allow the nominees time to campaign.

**Section 5 – Officers represent the club:** Officers are elected to guide the Club. However, ultimately

the Club's perspective is determined by the general membership. When representing the Club in public, officers shall reflect the perspective taken by the Club, in regard to advocating for candidates or issues.

## **Article V– The Executive Board**

**Section 1 – Composition of the Board:** The Executive Board shall consist of the elected officers and appointed directors. The authorized number of Executive Board members shall number no more than eleven. The members of the Executive Board must be members in good standing of the EDC.

**Section 2 – Voting in case of even numbers:** The officers shall be elected as provided for in Article VI. Directors, not to exceed four, may be appointed by a majority of the elected members of the Executive Board. Should only one or three directors be appointed, resulting in an even number of Board members, the President will not vote, unless the President's vote is required to break a tie vote by the other Board members present.

**Section 3 – Meetings and spending authority:** The Executive Board shall meet at the call of the President or upon call of a majority of the Executive Board. Meetings require five days' notice, which may be waived in the case of an emergency by a two-thirds majority of the Executive Board. Emergency actions or funding to a maximum of \$500 may be authorized upon agreement of two-thirds of the elected officers. A "good faith" effort shall be made to poll all members of the Board. If necessary, the elected officers may be polled by telephone or email. Any action taken by this method shall be communicated to the other Executive Board members in a timely manner.

**Section 4 – Quorum for Executive Board:** The quorum for meetings of the Executive Board shall be four of the elected members. Proxies shall not be valid at meetings of the Executive Board. No one member of the Executive Board shall have more than one vote.

**Section 5 – Open meetings:** Meetings of the Executive Board shall be open to all members unless the board by a two-thirds vote calls for a closed session. Discussion at any Executive Board meeting may be limited by a majority vote of the board to members of the board. General members may submit items by email or letter for the Executive Board agenda to the President at least five days in advance of the meeting.

**Section 6 – General duties:** The duties of the Executive Board shall be to approve the budget; approve the President's annual plan; authorize the receipt of revenue and payment of expenses; approve the annual audit of Club finances; set the membership dues; formulate policy, approve projects, and make decisions regarding the hiring of paid staff. The board may create and disband ad-hoc committees and review their activities.

## Article VI– Elections

**Section 1 – Election of officers:** EDC officers shall be elected at the October membership meeting of each year. The term of office shall run from January through December for the two following years.

**Section 2 – Nominating committee:** Officers may be nominated in one of two ways: by a Nominating Committee or from the floor immediately prior to the voting for each office. The Nominating Committee shall be appointed by the Executive Board and shall report to the membership at the September meeting. The Nominating Committee shall have at least three members, none of whom is seeking election during the period of service of nominees.

**Section 3 – Commitment to diversity:** In developing its slate of nominees, the Nominating Committee shall make its best effort toward diversity and gender equity in elected offices.

**Section 4 – Election of slates:** The officers may be elected as a group. If there are contested races, the officers shall be elected individually in the order of President, Vice President for Political Action, Vice President for Fund Raising, Vice President for Membership, Vice President for Communications, Treasurer, Secretary. The election of officers shall be by voice vote or show of hands; however, if there is only one nominee for an office, and provided there is no objection, the candidate can be elected by acclamation. To be elected, a nominee must receive a majority of the votes cast for that office. If no nominee receives a majority on the first ballot, a runoff shall be held between the two nominees receiving the greatest number of votes.

**Section 5 – Vacancies of position:** In the event a position is not filled in the annual election of officers or there is a vacancy because of resignation or removal, a special election shall be held to fill the position according to the procedures for nominating and electing officers in the annual election. (Art. IV, §4; Art. V, §1-4). An officer elected in a special election shall take office immediately.

**Section 6 – Eligibility to vote in elections:** To be eligible to vote in any election, members must have been full members for at least 25 days prior to the election.

**Section 7 – Election to non-Executive Board positions:** Delegates and alternates from the club to conferences, caucuses, councils, conventions and other meetings including representatives to the California Democratic Party and the San Diego County Democratic Party shall be elected at a properly noticed, called meeting by plurality of full members. Members may cast as many votes as there are delegates to be elected.

Candidates for delegates must have been full members for at least 90 days prior to their election as delegates. Specifically, to be a delegate to the California Democratic Party Pre-Endorsement

Conference, the delegate must be a member in good standing (i.e., a full member) as of July 1 of the year they are elected.

When delegates and alternates cannot be elected at a regular or specially called meeting, or there are not enough delegates or alternates to fill the positions allotted to the club, the President, or the President's designee, shall have the power to fill any vacancy with any full member. Such appointments shall be temporary with the appointee subject to replacement upon the arrival of any regularly-elected delegate or alternate. When selecting delegates an effort shall be made to reflect the diversity of the membership.

**Section 8 – Central Committee Representation:** The President shall represent the EDC as an associate member of the SDCDP Central Committee. If the President is already a Central Committee member or chooses not to serve, a different representative may be elected to serve his / her term as described in Section 7. An Associate Member application for the EDC's representative must be submitted to the SDCDP within 30 days of his / her selection by the club.

## **Article VII– Meetings**

**Section 1 – Frequency of meetings:** Meetings of the membership normally shall be held monthly.

**Section 2 – Quorum for membership meetings:** A quorum must be present for any EDC business to be conducted which requires a vote. A quorum for meetings shall be 20 full members at the time of the meeting. Proxies shall not be valid at membership meetings.

**Section 3 – Notice of meetings:** Notice shall be given to members of all meetings in a timely fashion. "Notice" means inclusion in routine email messages, on social media and on the EDC website. "Timely fashion" is at least two weeks in advance.

**Section 4 – Right to remove members from meetings:** Meeting attendees should refrain from obnoxious behavior and treat others with mutual respect and courtesy at all times. Unruly members or guests may be asked to leave.

## **Article VIII- Endorsements**

**Section 1 – Endorsement procedures:** Endorsement of candidates and of ballot propositions shall be governed by the current "Standing Rules for Endorsements".

**Section 2 – Amending Standing Rules:** The Standing Rules for Endorsements may be amended by a two-thirds vote of members present and voting at any meeting where a quorum is present and

provided that notice of the amendment was included with notice of the meeting.

## **Article IX - Rules of Procedure**

**Section 1 – Parliamentary authority:** The current edition of *Robert's Rules of Order, Newly Revised* shall be the parliamentary authority for the club on all questions not covered by these bylaws.

**Section 2 – Parliamentary appeal:** Questions of interpretation of these bylaws may be appealed to the Executive Board, whose decision shall be final.

**Section 3 – Ex-officio members to Executive Board:** The Executive Board may designate an employee to be an ex-officio member of the board, but no employee shall be a voting member of the board.

**Section 4 – Confidentiality of records:** Membership records shall be confidential, and the use of the club mailing lists shall require a two-thirds vote of the Executive Board.

## **Article X – Amendments**

**Section 1 – Amendments to bylaws:** These bylaws may be amended by a two-thirds vote at a membership meeting after the proposed amendment has been presented at the preceding meeting. Two weeks' notice must be provided of each meeting.

## **Article XI – Bank Debit Cards**

**Section 1 – Debit card:** The EDC will maintain two debit cards linked to the Club checking account. One card will be in possession of the President, the second will be in possession of the Treasurer.

**Section 2 – Spending limits:** The spending limits for the debit cards will be set as follows:

- \$0 - \$50 dollars for expenses, without Board approval, per month, per card for a total of \$100.
- \$101 - \$500 dollars for expenses, with Board approval.
- \$501 and up for expenses, with membership approval.

**Section 3 – Authorized signers:** The authorized signers for the debit cards will be the President and the Treasurer.