

BYLAWS OF THE DEMOCRATIC CLUB OF SEAL BEACH

ARTICLE I. NAME

The name of this organization shall be the DEMOCRATIC CLUB OF SEAL BEACH.

ARTICLE II. PURPOSE AND MISSION

The purpose and mission of the Democratic Club of Seal Beach shall be to:

- focus its efforts within the cities of Seal Beach, Los Alamitos and the unincorporated area known as Rossmoor and its boundaries shall be coterminous with the Los Alamitos Unified School District, which also serves all three communities.
- actively engage in the election and support of Democratic candidates and the principles of the Democratic Party as defined by the Democratic Party of Orange County and the platforms of the California Democratic Party and the Democratic National Committee.
- advance progressive Democratic goals, working with individual club members and supporting local candidates, through public policy and political issue analysis, education, fundraising, recruitment, coordination with other Democratic groups and other activities.
- provide information, exchange of ideas and social events.
- act in compliance with State and Federal laws and regulations.

ARTICLE III. MEMBERS

Section III.1 - Any registered Democrat may become a Club member, hereafter known as a Member, by submitting a written application and paying annual dues, unless such dues have been waived.

Section III.2 - Any person devoted to the principles of the Democratic Party who is ineligible to register as a voter, provided they have expressed the intent to register as a Democrat immediately upon becoming eligible, may become a Member.

Section III.3 - A Member shall be considered in good standing and eligible to vote on all matters coming before the Club if her/his dues are current or have been waived due to economic hardship and she/he is in compliance with the other voting provisions of these Bylaws.

Section III.4 - The majority of Club Members must reside within the Los Alamitos Unified School District.

Section III.5 - The Club cannot require or use any test of membership or oath of loyalty which has the effect of requiring prospective or current members to acquiesce in, condone or support discrimination on the grounds of race, color, creed, national origin, physical ability, sex, age, religion, ethnic identity, sexual orientation or economic status.

Section III.6 - Any person devoted to the principles of the Democratic Party who is registered or intends to register as having No Preferred Party may become an Associate Club Member without vote.

Section III.7 - The Members in good standing have the authority to:

- elect the Club's Officers.
- amend the Club bylaws.
- make recommendations to the Board on issues relating to policy and programming.
- conduct and vote, by majority vote, on all other Club business not assigned to the Board of Directors or separately described in these Bylaws.

ARTICLE IV. MEMBERSHIP MEETINGS

Section IV.1 - The Club shall hold regular meetings of its Members based upon a schedule and method of notification jointly agreed to by the Members and the Board of Directors. Regular meetings must be noticed at least 10 days in advance. Such Membership meetings may be held face-to-face or in some other manner jointly agreed to in advance by the Members and the Club's Board of Directors. Every year, one such meeting of the Members shall be called the Annual Meeting which will be held in January.

Section IV.2 - Special meetings of the Club held in a manner jointly agreed to in advance by the Members and the Club's Board of Directors may be called at any time by the President or Vice-President or by majority vote of the Board of Directors with at least 10 days prior written notice by email or some other previously agreed upon method of communication with the Club Members.

ARTICLE V. BOARD OF DIRECTORS

Section V.1 - The Board of Directors, hereafter known as the Board, shall consist of the:

- president, vice president, secretary and treasurer hereafter known as the Club's Officers.
- chairs of the Standing Committees
- immediate past president of the Club if she/he agrees to serve.

Section V.2 - Board members are elected or appointed as outlined in Articles VI and VII of these Bylaws. Any member of the Board may be appointed to serve as chair of one or more of the Board's committees, task forces or teams.

Section V.3 - The Board shall have the authority to:

- conduct the day to day business and affairs of the Club.
- make final determination as to issues to be addressed after seeking input from the Club Members.
- prepare the annual Club budget and all special events budgets or delegate the preparation of any or all such budgets to committees.

- vote on all proposed expenditures exceeding an agreed upon amount.
- establish work teams, task forces and/or committees as necessary to carry out its work.
- delegate authority to act in the name of the Club on either a temporary or ongoing basis to any one or all of the Officers, standing committees, task forces or teams as deemed appropriate.
- exercise other responsibilities granted to it by the Members.

Section V.5 - The Board shall meet on a regular basis at a time and date determined by the Board. The President, Vice President or a majority of the Board may call special meetings at any time after giving prior notice in a manner previously agreed upon by the Board.

Section V.6 - All Board members shall:

- participate in all regular or specially called meetings of the Board whether held in person, by video or phone conference call or email unless excused for reasons previously agreed upon by a majority vote of the Board.
- organize and chair a committee when appropriate for the purpose of carrying out or causing to be carried out all of the responsibilities assigned to them.
- be responsive to communications amongst Board members in a timely manner.

Section V.7 - A majority of the Directors then in office shall constitute a quorum for the transaction of any business. Each Director present at any meeting shall have one vote regardless of the number of Board positions held. A majority vote of Directors present at any meeting is required to pass any motion.

ARTICLE VI. RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS

Section VI.1 – Officers

The President shall:

- be the executive officer and primary spokesperson for the Club.
- preside at Club meetings and activities and at meetings of the Board,
- appoint standing Committee Chairs and specify their responsibilities, both subject to approval of the elected Club officers or the Board,
- represent the Club at official Democratic Party functions or appoint another member of the Board to do so.
- serve at his/her discretion as an ex-officio member with voice but not vote on any or all committees, task forces, and teams or appoint the Vice President to serve in his/her place.
- act in any other capacity as requested to do so by the Board or by the vote of the Members.

The Vice President shall:

- perform the functions of the President in the temporary absence of the President,
- become President if the office becomes vacant,
- serve as an ex-officio member with voice but not vote on any committee, task force or team when requested to do so by the President.

- act in any other capacity as requested to do so by the President, the Board or by the vote of the Members.

The Secretary shall:

- record all actions of the Board and Club in the form of minutes of their respective meetings.
- submit Board records to the Board for review and approval and General Membership records to the Members for review and approval.
- Maintain, or cause to be maintained Club and Board meeting attendance records.
- maintain a file of such minutes and other related Club records for such length of time as may be requested by the Board or required by local, state, or federal regulations.

The Treasurer shall:

- receive and disperse all Club funds.
- keep a copy of the Club's financial records for such length of time as may be requested by the Board or required by local, state, or federal regulations.
- report on a regular basis to the Members and the Board. regarding the finances of the Club.
- file or cause to be filed all reports required by Secretary of State, The Fair Political Practice Committee and/ or the Federal Elections Committee.
- insure that no Club funds are transferred to a non-Democrat running for elective office.
- submit all financial records for review by an ad-hoc Audit Committee appointed by the Board within 60 days after the end of each calendar year.

Section VI.2 – Standing Committee Chairs and Their Appointment Process

The number of Standing Committees and their responsibilities will change over time depending on the size of the Club's membership and the activities it is engaged in. When elected, the President shall appoint, subject to approval by the elected Club Officers, all Standing Committee Chairs, whose responsibilities shall be specified at the time of their appointment. After the initial appointments following the election, the President can make additional appointments to new standing committees, with specified responsibilities, and recommend changes to existing committees subject to approval by the Board.

Section VI.3 – Other Board Members

The immediate past President of the Club, if she/he agrees to serve, shall:

- be a member of the Board with voice and vote.
- serve in any capacity mutually agreed to by the President and the Board.

ARTICLE VII. ELECTION OF OFFICERS

Section VII.1 – Starting at the end of 2018, and every two years thereafter, the President shall appoint a Nominating Committee of five (5) members two months before the Club's Annual Meeting; three (3) from the existing Board appointed by the President and two (2) non-Board members elected by the Club Members.

Section VII.2 - The Nominating Committee shall:

- prepare a slate of nominees for the four elected officers,
- nominate only persons who are residents of Seal Beach, Los Alamitos or Rossmoor and have been members in good standing for at least 30 days
- submit the slate of candidates to those Club Members eligible to vote no later than one month before the Club's Annual Meeting.

Section VII.3 - The President shall conduct the election every two years during the Club's Annual Meeting in a manner decided on by a vote of the Club Members.

Section VII.4 - At such Club Annual Meeting, persons who have been Club members in good standing for at least 30 days shall:

- have the authority to make nominations from the floor.
- vote on the slate of nominees as presented.
- install the newly elected Officers directly following the vote.

Section VII.5 - The President, with the approval of the Board, may appoint persons to fill vacancies on the Board in between the Club's Annual Meetings.

ARTICLE VIII. TERMS AND LENGTH OF OFFICE FOR BOARD MEMBERS

Section VIII.1 -The Officers elected at the first election in 2017 shall serve until the Annual Meeting in January 2019. Officers elected after that shall serve for two years beginning immediately after every other Annual Meeting starting in January of 2019. They shall serve in their elected capacity unless removed from office by death, resignation, neglect of duty or failure to attend Club and/or Board meetings.

Section VIII.2 - There shall be no limitation on the number of terms a Board member may serve in any one position except for the office of the President which shall be limited to three terms.

Section VIII.3 - The Board may, by majority vote, remove any of its members for neglect of duties or failure to attend Club and/or Board meetings.

ARTICLE IX. COMMITTEE, TASKFORCE & TEAM MEMBERS

Section IX.1 - Members of the Board's Standing Committees as outlined in these Bylaws as well as members of ongoing or ad hoc Club or Board committees, taskforces, or teams shall be appointed as needed by the appropriate committee, taskforce or team chair or the President with the approval of the Board. Members of the Board and its various committees, taskforces and teams shall work in consultation and collaboration with one another to the fullest possible extent.

Section IX.2 - When deemed appropriate, the Club may form and organize other committees, subject only to guidelines developed by the Board and/or the rules and regulations of the Orange County Democratic Party (DPOC). Such committees are not authorized to speak in the name of the Club without prior consultation with and approval by the Board.

Section IX.3 - The majority of persons serving on any Club or Board committee shall be Club Members in good standing but persons with specifically desired expertise who are not Members for whatever reason may be added as needed as long as Members remain in the majority.

ARTICLE X. DUES

Membership dues shall be set annually by majority vote of the Board subject to the review and approval of the Members and are payable on a schedule to be determined by the Board. Any dues structure set by the Board shall include a procedure for the waiver of dues/fees due to economic hardship.

ARTICLE XI. PROCEDURES

Section XI.1 - Decisions made by the Board, the Members and/or any of the Club or Board committees, taskforces or teams should be by consensus of the voting members of the respective bodies. In instances where consensus cannot be obtained, *ROBERT'S RULES OF ORDER, REVISED* shall govern the procedure of all meetings. Proxy voting shall never be permitted in any regular meeting of the Club, or of the Board, or any committee, taskforce or team of the Club or the Board.

Section XI.2 - Only persons who have been Club members in good standing for at least 30 days have the right to vote in any matter coming before the Club or any of the Club or Board committees, taskforces or teams.

Section XI.3 - As a Chartered Club of the Democratic Party of Orange County, hereafter in these Bylaws known as the DPOC, the Club, its Board and all committees, taskforces and teams must abide by all rules and regulations initiated by the DPOC, including those listed in Article XII of these Bylaws.

ARTICLE XII. ENDORSEMENT AND/OR FINANCIAL SUPPORT OF CANDIDATES/ORGANIZATIONS

Section XII.1 - Club Members - as individuals - may be active in support of any candidate for public office or any organization but may not use the name of the Club, the Board or any committee, taskforce or team of either body unless authorized to do so by the DPOC.

Section XII.2 - The Club, the Board or any committee, taskforce or team thereof may not endorse non-Democrats in any race or provide financial support for non-Democrats or any non-Democratic sponsored/endorsed organization unless authorized to do so by the DPOC.

ARTICLE XIII. REPRESENTATIVES TO CALIFORNIA PRE-ENDORSING CONFERENCES

Section XIII.1 - One Club representative to the CA Democratic Party Pre-Endorsing Conferences shall be allocated for each full (not a fraction thereof) twenty (20) Club Members in good standing who are registered to vote in the Assembly District and who were listed on the roster submitted by the Club to the DPOC and the appropriate DPOC Regional Director no later than July 1 of the year immediately prior to the endorsing process. All such Club representatives must be residents in the Assembly District and duly registered members of the CA Democratic Party,

Section XIII.2 - For purposes of the above Section XIII.1:

- only members in good standing who are registered Democrats as of the July 1 deadline shall be included on the Club roster submitted to the DPOC.
- "Member in Good Standing" shall mean a member for at least 30 days whose dues are current or have been waived due to economic hardship.
- the status of such members shall be certified by the Club's President, Secretary or Treasurer.
- the Club's representatives to any pre-endorsing conference must be from the roster.
- the overall list of representatives to all conferences should be equally apportioned between women and men to the extent possible.

Section XIII.3 - Said representatives shall be selected by majority vote of the Board.

ARTICLE XIV. AMENDMENTS TO & ADOPTION OF THE BYLAWS

Section XIV.1 - The Bylaws of the Democratic Club of Seal Beach may be amended either by a two-thirds vote of Members who are eligible to vote attending a regular or specially called meeting of the Club or by a two-thirds vote of those eligible voting Members responding by a specific Board designated date to a request to vote on a ballot sent to them by email or hard copy.

Section XIV.2 - If voting on proposed changes to the Bylaws is to take place at a regular or specially called meeting of the Club, a copy of the proposed changes should be distributed to Members attending a Club meeting prior to the meeting during which the expected vote will take place. If such a distribution has not been made, a copy of the proposed changes should be sent to all eligible voting Members by email or hard copy at least 10 days in advance of the meeting at which the voting will take place.

Section XIV.3 - These Bylaws and any amendments thereafter shall go into effect immediately after adoption by vote of the Club members.

Bylaws Adopted by the Club Membership on _____

As certified by _____ Secretary, Democratic Club of Seal Beach