

By laws
Sunset Community Democratic Club
(with 1997 Amendments)

ARTICLE I - NAME AND OBJECTIVES

Section 1. Name. This organization is named the SUNSET COMMUNITY DEMOCRATIC CLUB (hereinafter the "Club").

Section 2. Objectives. The purpose of this Club is to encourage and develop political awareness among residents of San Francisco (with an emphasis on the Greater Sunset District in San Francisco) and to foster active participation in the democratic processes of government by all San Francisco residents; to encourage qualified Democrats to run for elective office and seek appointive positions; to demand a high standard in government; to seek justice and equality for all peoples; and to support the principles and objectives of the California Democratic Party. The Club seeks membership which is representative of the ethnic and cultural make-up of the residents of the Greater Sunset District

Section 3. Effective Date. These Bylaws are effective June 19, 1989 and were amended in June 1997 (and March 2004)

ARTICLE II - MEMBERSHIP AND MEETINGS

Section 1. Eligibility. The Club is open for participation by all persons who support the objectives of the Club and are registered Democrats.. Voting members shall be limited to residents of San Francisco who are registered Democrats and who reside in the Greater Sunset area, defined by zip codes 94116, 94122, 94127, 94132, and in 94131 in the area Northwest of Clarendon Avenue. Residency shall be based upon voter registration information filed with the Department of Elections. Eligible persons become members by paying annual membership dues, in an amount established by the Board of Directors (hereinafter "Board"). Eligibility to vote shall be determined by the criteria set forth in Article II, Section 5. All non-voting members shall be deemed Associate Members.

Section 2. Place of Membership Meetings. The Board establishes the meeting locations for general membership meetings and for Board meetings at a residence or facility in the Greater Sunset District.

Section 3. Meeting Notices. The Club holds at least four general membership meetings per year. General membership meetings are called by the President or a majority of the Board. Five days' notice by first class mail constitutes proper notice for all meetings. Forty-eight hour notice by telephone, e-mail, or facsimile transmission is sufficient notice of a Board meeting under special circumstances. Each notice gives the time and place of the meetings.

Section 4. Meeting Rules. Meetings are conducted in accordance with these Bylaws. Where these Bylaws do not address themselves to a situation, Robert's Rules of Order applies where applicable.

Section 5. Eligibility to Vote. There are two sets of rules for determining which voting members are eligible to vote on candidates for office, on ballot measures and for club officers.

Current voting members must be verified by the Membership Secretary to be voting members for at least thirty (30) days and be attendees at two or more prior Club meetings, at least one of which took place within the previous twelve (12) months. Attendance while non-members will count toward current members' eligibility to vote.

Renewing voting members must be verified by the Membership Secretary to have renewed prior to the vote, to have renewed within six (6) months of the expiration of the prior membership, and to have attended two or more prior Club meetings, at least one of which took place within the previous twelve (12) months. Attendance while non-members will count toward renewing voting members' eligibility to vote.

The Membership Secretary is the final arbiter of a current member's voting status as outlined in this article and a renewing member's right to vote.

Section 6. Attendance. Official attendance at a meeting is constituted by the members' signing of the attendance list, which is kept by the Membership Secretary or his/her designee.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors (hereinafter the "Board") consists of the officers, the ex-officio President, and such other persons as are selected by the membership. There are no less than five (5) Directors and no more than fifteen (15) Directors. The President is the chairperson of the Board.

Section 2. Election of Directors. Directors are elected by eligible Club members at the meeting closest to April 1st. The term of the office for a Board member is one (1) year.

Section 3. Nominations. Two months prior to the scheduled election of the Board and the President, the Club will request nominations from the Club membership for the Board and for President. One month prior to the scheduled election of the Board, all nominations must be received by the Club. Any nominee receiving a majority of the votes of the members present at the general election on or about March 1st will be declared elected.

Section 4. Vacancies. The Board will not fill a vacancy unless such vacancy causes there to be fewer than five members on the Board. If such a Board vacancy occurs, the Board will nominate a new member who must then be approved by a majority of the members present at the next general membership meeting. Such new member will hold office for the remainder of the vacating member's term.

Section 5. Powers of Directors Related to Club. The powers of the Board include, but are not limited to:

- a) The Board will elect all officers other than President at the first meeting following the regular election of the Directors and the President.
- b) Management of the business and welfare of the Club.
- c) Removal of a Club officer or Board Member by 2/3 majority vote of the Board when such member has a record of poor attendance at Board meetings.

- d) Selection of a member to fill a Club office or Board position, vacated due to resignation, death or removal by majority vote of the Board.

Section 6. Action Without a Meeting. In the event of an emergency, the Board may take action without a meeting. Before taking such action the majority of the Board must approve of the action.

Section 7. Board Meetings. Board meetings will be held at least quarterly. Additional meetings will be held at the call of the President or upon the written request of three or more Board members. All Board meetings will be announced in advance in accordance with Article II, Section 3. and will be open to the general membership.

Section 8. Quorum. One-half of the Board, but no less than three Directors, must be present to have a quorum at a Board meeting.

Section 9. Attendance at Board Meetings. A Board member who misses three or more consecutive meetings will be required to request approval (by majority vote of those present) from the remaining Board members to continue on the Board.

ARTICLE IV - OFFICERS

Section 1. Officers. The Board will elect the following officers: 1) Vice-President; 2) Treasurer; 3) Membership Secretary and 4) Secretary. No person may serve in more than one officer position.

Section 2. Tenure. Officers will serve one-year terms commencing in March immediately following the election and terminating at the next March election. The maximum number of consecutive terms a member may hold in the same elected office is three terms. After one year out of a particular office, a member can be re-elected to that same office.

Section 3. President. The President will be the chair of the Board and chief executive officer of the Club. Among the President's duties and powers are:

- a) To represent the Club at political functions or delegate others to attend such functions.
- b) To preside at meetings of the membership and of the Board.
- c) To create ad hoc committees.
- d) To appoint committee chairpersons and members.

Section 4. Vice-President. The Vice-President is responsible for implementing program goals determined by the President and the Board. The Vice President fills in as President during the President's absence and is next in succession in the event the position becomes vacant before the term has expired. The Vice President will assist Board members with projects. The Vice President shall:

- a) Assist the President in setting goals, creating ideas and providing direction.
- b) Be aware of all deadlines.
- c) Coordinate and assist Board member's projects.
- d) Fill in for the President during his/her absence.
- e) Succeed the President and serve the remainder of the term in the event the position becomes vacant before the term has expired.

Section 5. Recording Secretary. The Recording Secretary (hereinafter the "Secretary") is elected by the members of the Board and holds a term of office of one year. The Secretary shall :

- a) Record minutes of all regular and special board meetings and all regular and special general membership meetings.
- b) Ensure that minutes are drafted and reviewed prior to the following regularly scheduled meeting, and can be approved for posting during the next regularly scheduled meeting.
- c) See that all meetings, regular and special, are notice properly as outlined in Article II, Section 3.
- d) Attend all regular and special meetings of the Board and the general membership.
- e) Designate an alternate to perform functions of the Secretary in the event of an unavoidable and excused absence from any meeting of the Board or the general membership.
- f) Keep a copy of all agendas, minutes and bylaws generated during his/her term of office and make the complete record available to the next Secretary of the organization.

Section 6. Treasurer. The Treasurer is the chief financial officer of the Club and is responsible for the sound fiscal management of the Club's financial resources. The Treasurer is elected by the general membership. The Treasurer shall:

- a) Collect all membership dues and other fees or assessments set y the general membership.
- b) Shall maintain the Club checking account as authorized by the general membership of the executive Board and shall make a regular report to the general membership on the fiscal condition of the Club.
- c) Shall make monthly reports of the Club accounts to the Board.
- d) Shall issue any and all checks to confirmed vendors and payees.
- e) Shall be responsible for all filing all applicable reports to the Ethics Department and/or relevant governing authorities.

Section 7. Membership Secretary. The Membership Secretary will:

- a) Assist the Treasurer in collecting annual membership dues and in reconciling the list of members with the Club's monthly deposits.
- b) Keep custody of and maintain the official roll and Attendance record, including the meeting attendance lists.
- c) Verify eligible voters for candidates, endorsements, Club Officers and Board members.

Section 8. PAC Chair. The PAC Chair shall:

- a) Coordinate slate cards and advertisement related to endorsements
- b) Coordinate all meetings associated with Club endorsements and education on ballot issues and candidates for elected office.
- c) Provide educational opportunities for Club members on ballot issues and candidates for elected office.

The PAC Chair shall plan endorsement related activities and events in an approximate schedule as outlined below:

- a) August: Set endorsement meeting date for September, obtain list of proponents and opponents on ballot issues and for candidates for elected office. Begin scheduling a location for the endorsement meeting and contacting proponents and opponents for issues and candidates.
- b) September: Compile preliminary information from sources such as the California State handbook and the Department of Elections. Design Club ballots for upcoming meetings and hold endorsement meeting.
- c) September through October: Compile and layout Club slate card and manage printing and mailing.

ARTICLE V - COMMITTEES

Section 1. Standing Committees. There may be the following standing committees whose chairperson and members are appointed by the President:

- a) **Program** - Organize and plan the programs for the general membership meetings and/or special events.
- b) **Political Action** - Study, discuss and make recommendations to the Club on the endorsement of candidates for public office, propositions and issues.
- c) **Membership** - Recruit and involve new members in Club activities.
- d) **Communications** - Publicize and communicate the Club's activities to the members, general public and media.
- e) **Finance/Fundraising** - Review and monitor the Club's financial status and plan and organize fundraising activities and events.

Section 3. Ad hoc Committees. There may be the following temporary or ad hoc committees whose chairperson and members are appointed by the President:

- a) **Bylaws** - The committee will revise and update the Bylaws and submit recommendations to the Board as needed; and
- b) **Miscellaneous** - Such other committees as the President may require.

ARTICLE VI - ENDORSEMENTS

Section 1. Endorsements. Formal endorsements of candidates for public offices where there are only two candidates, ballot propositions, and non-ballot issues will be made at general membership meetings by a vote of fifty percent (50%) plus one vote of the eligible voting members attending the meeting.

If an endorsement on a non-ballot issue is needed before the next general membership meeting, the Board of Directors can endorse such issue on behalf of the Club by two-thirds (66%) vote of all Board members. Such endorsements will be presented at the next general membership meeting for approval by a simple majority vote of eligible voting members at the meeting.

Section 2. Candidate Appearances. Notices of appearances of candidates at Club meetings will be included in the meeting notice (See Article II, Section 3).

Section 3. Democratic Endorsements. Only currently registered Democrats may be endorsed for partisan and/or non-partisan offices.

Section 4. Information. Members of the Club will be given an opportunity to:

- a) Receive information from the committee responsible for endorsing candidates and issues on the background of candidates and information on the issues.
- b) Hear and discuss the analysis and recommendations of the committee responsible for endorsing candidates and issues.
- c) Make nominations from the floor in addition to the recommendation of the committee responsible for endorsements.

Section 5. Eligibility to Vote. See Article II, Section 5.

Section 6. Deadlock. If no candidate receives the vote required under Section 1 of this Article, the Club shall use a ranked-choice voting procedure, as outlined in Section 7 of this Article.

Section 7. Voting Procedures

Members shall be instructed to rank their choice of candidate in order of preference for each race. Candidates may be ranked up to the number of candidates in the race. If a member chooses to not vote in a particular race, the ballot will be counted as a "no endorsement" vote for that race only. Members shall also have the option of voting for just one candidate if they so choose, however, if that candidate is eliminated then that ballot shall be counted as "no endorsement". If a ballot is left blank that shall also count as "no endorsement."

The procedure for counting ranked-choice ballots shall proceed thus:

- a) The total number of ballots received shall be counted. This number shall be the denominator used in each race which is used to determine the threshold of 60 percent required for endorsement.
- b) For each race, the ballots shall be separated into stacks for each candidate and one stack for blank and/or "no endorsement" ballots.
- c) If one candidate has secured 60 percent of the total number of votes, then that candidate receives the club endorsement. If no candidate receives 60 percent, then the candidate with the least amount of first choice ballots is eliminated.
- d) The ballots of the candidate who has been eliminated are redistributed to the other candidates, according to the voter's second choice. If only one candidate is selected on a ballot and that candidate has been eliminated, then the ballot goes into the "no endorsement" stack.
- e) This process is repeated until either one candidate receives 60 percent of the total ballots, or two candidates are left. If neither candidate has 60 percent at that point, then the Club takes a position of "no endorsement" in that race.
- f) Once a ballot goes into the "no endorsement" stack, it stays there and does not get cycled further.
- g) In a race where there are multiple candidates and a voter's preferred candidate has been eliminated in a round *and* their second choice has already been eliminated, then the voter's next highest choice is used to decide where that ballot is to be placed next.
- h) If a situation arises after a cycle of redistribution that candidates other than the one with the most votes are tied and one cannot be eliminated, the decision of which candidate to eliminate shall be decided by coin toss.

Section 8. No Endorsement. A choice of "No Endorsement" will be included on the ballot for any endorsement. Blank votes shall also be considered as a "No Endorsement" vote.

Section 9. Use of Name. The Club's name shall not be used by any candidate, committee, or issue committee in any public media or in any other way prior to the Club's endorsement.

ARTICLE VII - GENERAL PROVISIONS

Section 1. Disbursements. All disbursements of Club funds over \$50 (fifty) must be made within the budgetary limits of the Club's annual budget, and be approved by the Board.

In addition, any disbursement of Club funds must be charged to the proper financial account and authorized by the signature of any the following officers: 1) President; 2) Vice-President or 3) Treasurer.

Section 2. Proxies. Voting by proxy will not be allowed at general membership, Board or committee meetings.

Section 3. Titles and Heading Not To Control. The titles to Articles and headings of sections in these Bylaws are placed herein for the convenience of reference only and in case of any conflict, the text rather than such titles or headings, shall control.

Section 4. Severability. If any provision of these Bylaws is held illegal or invalid for any reason, then such provision will be deemed omitted. The remaining provisions of the Bylaws will remain in force as long as such provisions enable the objectives and purposes of the Club to be accomplished. Should any of the provisions or parts of these Bylaws be declared illegal or invalid, the Board will immediately meet to consider whether it is prudent and possible to adopt a new provision to take the place of that declared illegal or invalid.

ARTICLE VIII - AMENDMENTS, TERMINATION AND INTERPRETATION.

Section 1. Amendments. Any proposed amendment(s) to these bylaws must be read at a general meeting of the membership, and then read again at the following general meeting as old business. After the second reading, eligible voting members may vote on the proposed amendments. A vote of two-thirds (66%) of the eligible members attending the second meeting is required to approve a bylaw amendment.

Section 2 Termination. The membership will have the right to discontinue or to terminate the Club by a vote of two-thirds (66%) of all Club voting members. In the event of termination, the assets then remaining in the Fund, after providing for any expenses, will, at the Board's discretion, be distributed to either another Democratic Club or a non-profit organization, which shall be proposed at a general meeting of the membership and then voted on at the following general meeting.

Section 3. Interpretation. Interpretation of these Bylaws is vested in the Board of Directors, who will resolve each interpretation issue: a) by meeting in accordance with the notice provisions of Article II, Section 3 and b) by a vote of a majority of the

Board. Interpretation of these Bylaws can also be resolved by a vote of a majority of the Board at a meeting noticed in accordance with Article II, Section 3.