

THE BYLAWS OF ROSE PAK DEMOCRATIC CLUB

ARTICLE I

NAME AND ORGANIZATION

Section 1.1 Name. The name of this organization shall be the Rose Pak Democratic Club.

Section 1.2 Charter. The Rose Pak Democratic Club will be chartered with the Democratic Central Committee, and will work as closely as possible with all levels of the Democratic Party.

ARTICLE II

PURPOSE

Section 2.1 The Rose Pak Democratic Club shall work to elevate the voices of Asian Pacific Islander residents in San Francisco. The Rose Pak Democratic Club aims to engage residents to be more informed, involved, and active in the political process and to provide a forum to discuss issues of strong interest to the API community.

Section 2.2 The Rose Pak Democratic Club will commit to forming coalitions and supporting causes that advance our collective vision for social and economic justice.

Section 2.3 The Rose Pak Democratic Club shall commit to promoting civic engagement through community service activities.

ARTICLE III

MEMBERSHIP

Section 3.1 All registered Democrats, who live, work, or attend school in the City and County of San Francisco, shall be eligible for membership. Non-citizens or non-residents who live, work, or attend school in the City and County of San Francisco otherwise unable to vote in county, state, and federal elections may be regarded as members if they **intend to register as Democrats when eligible** the Rose Pak Democratic Club. and individuals that intend to register as Democrat when eligible. General membership shall be extended to any individual whose interests align with

the purposes of this organization, and who makes payment of membership dues. Voting privileges will be extended only to members in accordance with parameters as outlined in Article III, Section 3.4.

Section 3.2. Dues will be set by the Executive Board and adjusted as necessary. At the sole discretion of the Executive Board, any member may be excused from payment of dues, if such payment would create an economic hardship.

Section 3.3. Membership shall be renewed annually at the first general meeting of the year. Inactive members not in good standing shall not have membership privileges, including the privilege to vote on club business, endorsements and officer elections. If the member has not renewed by the first February general membership meeting of the following year, they shall be removed and must re-join as a new member. Members who renew may resume all of their club privileges.

Section 3.4. Voting privileges will be extended only to members who are in good standing. A member is in good standing if he or she: [A] is currently over the age of fourteen; [B] is currently living, working or attending school in the City and County of San Francisco; [C] has attended six general or Executive Board Meetings over the prior twelve calendar months; [D] has completed sixteen hours of volunteer work, including serving as an Officer or as a Member on Committees, for Club activities or in Club-sponsored community service over the prior twelve calendar months; and [E] has paid his or her membership dues.

Section 3.5. Any member who deliberately misrepresents a Club position or a Club's endorsement may be removed. Additionally, any member engaging in conduct deemed unbecoming during the execution of Club business may also be removed. Should the Executive Board choose to initiate removal proceedings against any member, the member will be provided at least ten days' notice of any proceeding, as well as an opportunity to be heard and to respond. The member shall be removed by two-thirds majority vote of the membership. Any member failing to appear at a removal proceeding shall be determined to have resigned his or her membership.

ARTICLE IV

THE EXECUTIVE BOARD

Section 4.1 Composition of the Executive Board. The officers of this Club shall be a President, a Vice President, a Secretary and a Treasurer and Membership & Outreach Director. This Club may also have, at the discretion of the Executive Board, other officers as may be elected or appointed in accordance with the provisions of these Bylaws. Officers must be Club members in good standing as defined by these Bylaws.

Section 4.2 Powers of Executive Board. Subject to the provisions and limitations of any applicable laws and subject to any limitations created by these Bylaws, the activities and affairs of this Club shall be conducted, and all organizational powers shall be exercised, by or under the direction of the Executive Board. The Executive Board may delegate the management of the activities of this Club to any person or persons, or committees, however composed, provided that the activities and affairs of this Club shall be managed and all powers shall be exercised under the ultimate direction of the Executive Board.

Section 4.3 Executive Board Activities. The Executive Board shall be responsible for performing all the duties necessary to the proper administration of the affairs of the Club be consistent with the Bylaws. At its sole discretion, the Executive Board may require from any Officer or Club Member, a full and detailed statement of any action taken or business transacted in the name of Club. The Executive Board shall also ensure that membership meetings are held on a regular basis with proper notice. All Club members in good standing may attend Executive Board meetings.

ARTICLE VI

OFFICERS

Section 5.1 Officers' Duties.

The President shall: preside at all regular and special meetings; preserve order and enforce the by-laws of the Rose Pak Democratic Club; be ex-officio members of all committees; appoint, subject to the approval of the membership at a meeting, members of committees, when election is not called for; be responsible to the Executive Board for their individual actions that compromise the integrity of the club; be a delegate to all bodies to

which the Club sends a delegate or shall appoint delegates to attend functions or meetings of other organizations as official representatives of the Club, unless a membership meeting decides an election shall be held; and represent this organization at public and/or political functions or will appoint delegates to attend such functions.

The Vice President shall: assist the President in the performance of all duties and act in his or her absence; 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; and coordinate outreach effort in regards to co-sponsored activities, and events.

The Treasurer 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; pay all bills and disbursements authorized by the Executive Board; prepare, or cause to be prepared, a report of the financial status of the organization annually in written form which shall be kept in a file accessible for at least seven years; and complete and file all financial reports required by law and government regulations.

The Secretary shall: take minutes, or cause minutes to be taken, and distribute the agenda of regular, special, annual and Executive Board meetings; ensure that all members sign an attendance sheet at each meeting; conduct correspondence as directed by the President, Executive Board or by the majority of the membership, and to read all correspondence or summary thereof at meetings; and perform any other such duties with the approval of the Executive Board as may be necessary for the proper and effective administration of the affairs of the Club.

The Membership & Outreach Director shall be responsible for organizing membership events, coordinating recruitment drives, and supporting outreach efforts. The Director shall be responsible for tracking eligibility of voting privileges for each member.

Section 5.2 Election of Officers. Officers shall be elected at an annual meeting of the club each January. Each Officer shall serve for a term of approximately two years and shall continue to serve until a successor

Officer has been elected and qualified, unless the Officer has resigned or been removed from office. No Officer may serve more than two consecutive terms; provided, however, that an unexpired term of less than half of a full term shall not count as a term for the purpose of this limitation. Any Officer who has served two consecutive terms shall remain off of the Executive Board for at least one year prior to being eligible to serve as an Officer again.

Section 5.3 Nomination of Officers. Any Club Member in good standing may nominate a Member for an Officer position, including the act of nominating herself or himself as a candidate. Only nominations of Members in good standing will be accepted. The nomination must be received in writing, including electronic mail, by the Secretary or designee identified by the Executive Board, at least five days prior to the scheduled election.

Section 5.4 Qualification of Officers. Any person whose interests align with the purposes of this organization may be elected to serve as an Officer provided the candidate is a Club Member in good standing as defined in these Bylaws.

Section 5.5 Officers' Standard of Care. Officers shall perform the duties of an Officer, including duties as a member of any Executive Board committee, in good faith, in a manner that the Officer believes to be in the best interests of this Club and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of an Officer, an Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by: (A) One or more Officer of this Club whom the Officer believes to be reliable and competent in the matters presented; (B) Counsel, independent accountants or other persons as to matters which the Officer believes to be within that person's professional or expert competence; or (C) any committee upon which the Officer does not serve that is composed exclusively of any or any combination of Officers and persons described in these bylaws as to matters within the Club's designated authority, which committee the Officer believes to merit confidence, so long as, in any case, the Officer acts in good faith, after reasonable inquiry when the need therefor is indicated by the

circumstances and without knowledge that would cause that reliance to be unwarranted.

Section 5.7 Officer Vacancies and Resignations. A vacancy or vacancies in the Board shall be deemed to exist in case of (A) the death, resignation or removal of any Officer; (B) the declaration by resolution of the Executive Board of a vacancy in the office of an Officer who has been declared of unsound mind by a final order of court, or been convicted of a felony, or been found by a final order or judgment of any court to have breached any fiduciary duty to the Club; or (C) the failure of the Executive Board or Membership, at any meeting at which any Officer or Officers is or are to be elected, to elect Members in good standing to fill the number of Officer seats. Except as provided herein, any Officer may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time at which it will become effective. If the resignation is to become effective at a later time, the Executive Board may elect a successor Officer before such time, to take office as of the date when the resignation becomes effective.

Section 5.8 Officer Removal. Any Officer may be removed, with or without cause, by the vote of the two-thirds majority of the Membership at a special meeting called for that purpose or a regular meeting, provided that proper notice of that meeting is provided to all Club Members. Officer vacancies may be filled by approval of the Executive Board on an interim basis until a regularly-scheduled election or special election may be held. Each Officer so selected to fill an Officer vacancy shall hold office until the expiration of the term of the Officer whom he or she replaced and shall continue to serve until a successor has been elected and qualified.

Section 5.9 Rights of Inspection. Each Officer shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind of the Club that are not deemed confidential. This right of inspection shall include the right to copy and make extracts of the non-confidential information, including books, records and documents of every kind

Section 5.10 Contracts with Officers. No Officer of this organization nor director of any other corporation, firm, association or other entity in which one or more of this organization's officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this organization, unless (a) the material facts regarding that Director's financial interest in such contract

or transaction or regarding such common directorship, officership or financial interest are fully disclosed in good faith to the Board or are otherwise known to all Officers, prior to the Board's consideration of such contract or transaction, and such full disclosure or prior knowledge is noted in the minutes of the Board meeting; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote(s) of the interested Officer(s); (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that this organization could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) this organization enters into the transaction for its own benefit and the transaction is fair and reasonable to this organization at the time it is entered into. This Section 5.10 does not apply to a transaction that is part of a public or charitable program of this organization if it (a) is approved or authorized by this organization in good faith and without unjustified favoritism, and (b) results in a benefit to one or more Officers or their families because they are in the class of persons intended to be benefited by the public or charitable program of this organization.

ARTICLE VI

MEETINGS

Section 6.1 Place of Meeting. Meetings of the Club shall be held at any place within or outside the State of California that has been designated from time to time by resolution of the Executive Board.

Section 6.2 Annual Meetings. The Club shall hold an annual meeting for the purposes of organization, the selection of Officers (when required by these Bylaws) and the transaction of other business. The annual meeting shall be held with at least ten days' notice, annually, in January of each year, provided, however, that the Board may by resolution fix another date or time for the annual meeting. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day.

Section 6.3 Regular Meetings. Regular meetings, in addition to the annual meeting, of the Club may be held with notice to the Membership on such dates and at such times as may be fixed from time to time by the Board.

Section 6.4 Special Meetings.

(A) Special meetings of the Club or of the Executive Board for any purpose or purposes may be called at any time by the President, the President-Elect or the Vice President;

(B) Notice of the date, time and place of special meetings shall be given to each member of the Executive Board by (i) personal delivery of oral or written notice; (ii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or electronic transmission, either directly to the Officer or to a person at the Officer's office who would reasonably be expected to communicate that notice promptly to the Officer; (iii) facsimile; (iv) electronic mail; or (v) other electronic means. Any such notice shall be addressed or delivered to each Officer at such Officer's address, phone number, facsimile number or electronic mail address as it is shown upon the records of this organization or as may have been given to this organization by the Officer for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Executive Board are regularly held;

(C) Notice of a special meeting given personally or by telephone, facsimile, electronic transmission or other similar means of communication, shall be delivered, telephoned, or otherwise sent, as appropriate, at least 48 hours before the time set for the meeting; and

(D) Notice of a special meeting shall state the time and date of the meeting and the place, if the place is other than this organization's principal office. The notice need not specify the purpose of the meeting.

Section 6.5 Quorum of the Executive Board. For a meeting of the Executive Board, a simple majority of the number of the Officers then in office constitutes a quorum of the Executive Board for the transaction of business. Every action taken or decision made by a majority of the Executive Board present at a duly held meeting at which a quorum is present shall be regarded as the act of the Executive Board, except as otherwise set forth in these Bylaws and subject to federal and state law, including without limitation, those provisions relating to: (A) approval of contracts or transactions in which an Officer has a direct or indirect material financial interest; (B) approval of certain transactions between

organizations having common administration or management; (C) creation of and appointments to committees of the Executive Board; and (D) indemnification of Officers. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of any Officer(s) from that meeting, if any action taken is approved by at least a majority, or such higher standard as is required by these Bylaws or by state and federal law, of the required quorum for such meeting.

Section 6.6 Quorum of the General Membership. For a meeting of general meeting of the membership, a simple majority of the number of members in good standing shall constitute a quorum.

Section 6.7 Voting. Each Officer present shall be entitled to one vote on each matter presented at a meeting. No Officer may vote by proxy. At an annual meeting, the Officer whose terms are expiring shall, until the end of such meeting at which their successors have been elected, be entitled to vote upon all matters, including the election of their successors.

Section 6.10 Action Without Meeting. Any action required or permitted to be taken by the Executive Board may be taken without a meeting, if all Officers shall consent, individually or collectively, in writing to such action. An Officer may give consent in writing via electronic mail or other electronic means. Such action by written consent shall have the same force and effect as a unanimous vote of the Executive Board and the written consent or consents shall be filed with the minutes of the proceedings of the Executive Board.

Section 6.11 Adjournment. A majority of the Executive Board present, whether or not a quorum is present, may adjourn any meeting of the Executive Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Officers if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Officers who were not present at the time of the adjournment. At the adjourned meeting, the Executive Board may transact any business that may have been transacted at the original meeting.

Section 6.12 Conduct of Meetings. Meetings of the Board shall be presided over by the President or, if the President is absent, by the Vice-

President or in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Officers present at the meeting. The Secretary shall, if present, assure that minutes of any meeting of the Executive Board are recorded and maintained.

Section 6.13 No Proxy Voting. Proxy voting shall not be allowed.

ARTICLE VII

COMMITTEES

Section 7.1 Establishment of Committees. The Executive Board, by resolution adopted by a majority of the Officers then in office, may create one or more committees, each consisting of any non-Officers, to serve at the pleasure of the Executive Board. Appointments to committees shall be by majority vote of the Officers then in office. The Executive Board may appoint one or more Officers as alternate members of any such committee, who may replace any absent member at any meeting. Any member of any committee may be removed, with or without cause, at any time by the Executive Board. The Executive Board may, at any time, revoke or modify any or all of the authority that the Executive Board has delegated to a committee, increase or decrease (but not below two) the number of members of a committee and fill vacancies in a committee. Any such committee shall have all the authority of the Executive Board, to the extent provided in the Executive Board resolution, except with respect to: (A) the filling of vacancies on the Executive Board or on any committee of the Executive Board;; (C) the amendment or repeal of these Bylaws or the adoption of new or restated Bylaws; (D) the amendment or repeal of any resolution of the Executive Board that, by its express terms, is not so amendable or repealable; (E) the creation of other committees of the Executive Board or appointment of members to any committee of the Executive Board; (F) the expenditure of Club funds to support a nominee for Officer after there are more people nominated for Officers than can be elected; (G) the approval of any self-dealing transaction; or (H) the merger, reorganization, voluntary dissolution or disposition of substantially all of the assets of this organization.

The Executive Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless

the Executive Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Executive Board. Minutes shall be kept of each meeting of each committee and shall be filed with the corporate records.

Section 7.2 Media Committee. The Media Committee shall be a standing Committee composed of at least two Officers and a non-Officer member at all times. The Media Committee may also include other persons who are not Officers as determined by Executive Board resolution. The Media Committee shall be responsible for the Club's "rapid response" to time sensitive issues upon a procedure and process developed and approved by the Executive Board. The Media Committee shall also identify media opportunities for the Club and shall publish a newsletter or website which shall report on all the activities of the Club, as well as report on areas of concern on state and national issues. The President shall serve as chairperson of the Media Committee or the Executive Board may appoint a member or another officer to chair the Committee.

Section 7.3 Political Action Committee. It shall be the duty of the Political Action Committee (PAC) to organize and conduct the endorsement process for all local non-partisan, Democratic primary and general elections, including candidates and propositions. The PAC may make recommendations to the general membership for measures and candidates. The Political Action Committee shall be chaired by an Officer designated by the Executive Board. All members are able to attend any PAC meetings. To gain voting privileges for the PAC, a member must be in good standing and attend any required qualifying PAC meeting as determined by the Executive Board. **SECTION VIII**

INDEMNIFICATION

Section 8.1 Definitions. For the purposes of this Article IX, "agent" means any person who is or was an Officer, employee or other agent of this organization; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes, without limitation, attorneys' fees and any expenses of establishing a right to indemnification under these Bylaws.

Section 8.2 Indemnification in Actions by Third Parties. This Club shall, to the maximum extent of the law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding, by reason of the fact that such person is or was an agent of this organization, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by such person in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of this Club and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this organization or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 8.3 Indemnification in Actions by or in the Right of this Club. This Club shall, to the maximum extent of the law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of this Club, to procure a judgment in this Club's favor by reason of the fact that such person is or was an agent of this Club, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of this organization, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section: (A) in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this organization in the performance of such person's duty to this organization, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine; (B) of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (C) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 8.4 Indemnification Against Expenses. To the extent that an agent of this organization has been successful on the merits in defense of any proceeding referred to in these Bylaws or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 8.5 Required Determination. Except as provided in these Bylaws, any indemnification under this Article shall be made by this Club only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct of these Bylaws, by: (A) majority vote of a quorum consisting of Officers who are not parties to such proceeding; or (B) the court in which such proceeding is or was pending upon application made by this Club or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by this organization.

Section 8.6 Advance of Expenses. Expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered by this Article may be advanced by this Club prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8.7 Other Indemnification. No provision made by this Club to indemnify its Officers for the defense of any proceeding, whether contained in the Articles, these Bylaws, a resolution of members or Officers, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such officers may be entitled by contract or otherwise.

Section 8.8 Forms of Indemnification Not Permitted. No indemnification or advance shall be made under this Article, except as provided in these Bylaws, in any circumstances where it appears: (A) that it would be inconsistent with a provision of the Articles, these Bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or (B) that it

would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8.9 Insurance. This Club shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any agent of this Club against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this organization would have the power to indemnify the agent against such liability under the provisions of this Article.

SECTION IX

ENDORSEMENTS

Section 9.1 The Rose Pak Democratic Club may endorse any nominee or candidate for public office who is a registered Democrat, and may endorse or support any position on any issue, provided such an endorsement falls within the function and purposes of the organization and its members and is not in conflict with rules governing endorsements of the California Democratic Party.

9.2 Endorsements shall be coordinated by the Political Action Committee. All endorsement elections shall be transparent. Ballots and any other materials shall be made available to the full membership for review.

Section 9.3 To make a recommendation, the PAC must vote in the affirmative by at least a 60% supermajority for the endorsement of any candidate or measure to become official. All recommendations shall be confirmed by a 60% affirmative vote of the eligible voting members present at the Endorsement meeting.

Section 9.4 Endorsement meetings shall take place prior to an election after due notice has been given to the entire membership. All members in good standing may vote in the endorsement process. The PAC shall work with the Executive Board to organize Endorsement meetings.

Section 9.5 For all single-seat, single-choice races (such as President, Senator, Congressperson, Governor and other statewide

offices, State Senate, and State Assembly), all eligible candidates will appear on one ballot and voting members may vote for only one candidate. A candidate must receive more than 60% of the vote to be endorsed. If no candidate receives a number of votes greater than 60%, then no candidate will be endorsed.

Section 9.6 For single-seat, multi-choice races with more than one candidate (such as Mayor, District Attorney, City Attorney, Sheriff, Treasurer, Assessor-Recorder, and Supervisor), the following voting methodology shall follow:

A. All eligible candidates will appear on one ballot. The option to recommend “No Endorsement” to the General Membership will be included on the ballot in all rounds of voting. The Club may vote “No Endorsement” for any round, but will require 66% of the votes. There will be no more than three ranked choices recommended for any office.

B. Selection of First Choice. A vote for first choice candidate is taken from among all of candidates. Members may select up to two candidates for first choice. To receive the sole first choice recommendation, a single candidate must be the only one to receive at least 60% of the votes cast. If two candidates receive 60%, a dual endorsement will be given to the top two. If no candidate receives 60%, additional ballots will be taken until a first choice is selected or “No Endorsement” receives 66% of the vote. When a first choice endorsement has been determined, voting will commence for second choice.

C. Selection of Second Choice. The endorsement for a second choice endorsement will commence according to the same rules as for the first choice ranking except only one candidate can be chosen. The first choice candidate will be excluded on any ballots for the determination of the second choice endorsement. When a second choice recommendation has been determined, voting will commence for the third choice ranking.

D. Selection of Third Choice. The endorsement of the third choice endorsement will commence according to the same rules for second choices. The names of the candidates selected for first and second choices will be excluded from the ballots for determination of the third choice.

Section 9.7 For all multi-seat, multi-choice races (such as Board of Education, Community College Board, and San Francisco Democratic County Central Committee), all eligible candidates will appear on one ballot and voting members may vote for as many candidates as seats are open.

A candidate must receive a number of votes greater than 60% to be endorsed. If the number of endorsed candidates exceeds the number of seats available, then the candidate or candidates with the fewest votes will be eliminated. In the case of a tie for last place, the Executive Board is empowered to hold an emergency runoff in order for the Membership to determine a last-place winner. The Club shall not endorse more candidates than seats available.

Section 9.8 Endorsements for ballot measures must receive an affirmative vote of 60% of the membership. The PAC may provide a recommendation to the membership for consideration.

Section 9.9 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. The PAC shall follow the endorsements of the Club membership for any fundraising or political activity. ¹

Section 9.7 The Executive Board shall nominate representatives for any California Democratic Party pre-endorsement sessions. Club representatives must be members in good standing as defined by these Bylaws. All Membership rosters provided to participate in the pre-endorsement process will only include Club Members in good standing.

¹ Adopted at General Meeting on February 28, 2018

ARTICLE X

OTHER PROVISIONS

Section 10.1 Amendments. These Bylaws may be amended or repealed by two-thirds majority vote of the Membership.

Section 10.2 Maintenance of Records. This organization shall keep the following: (A) Adequate and correct books and records of account; and (B) Minutes of the proceedings of its members, Executive Board, and committees of the Board. The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

Section 10.3 Loans to Officers. This organization shall not lend any money or property to or guarantee the obligation of any Officer or member of this Club; provided, however, that this Club may advance money to an Officer for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Officer would be entitled to reimbursement for such expenses by this organization.

Section 10.4 Annual Report. The Executive Board shall cause a written annual report or treasurer's report to be prepared annually. This report shall be reviewed by the Executive Board to report on to all of the Club's members at the annual meeting. The report shall be accompanied by a report on this Club of independent accountants or, if there is no such report, by the certificate of an authorized officer of this organization that the financial statements included in the annual report were prepared without audit from this Club's books and records. The annual report shall contain the following information, in appropriate detail, for the fiscal year: (A) the assets and liabilities, , of this organization as of the end of the fiscal year; (B) the principal changes in assets and liabilities, of this organization; (C) the revenue or receipts of this organization, both unrestricted and restricted to particular purposes; and (D) the expenses or disbursements of this organization for both general and restricted purposes.

Section 10.5 Financial Audit. This organization shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of two hundred fifty thousand dollars or more, excluding grant or contract income

from any governmental entity for which the governmental entity requires an accounting.

Section 11.6 Fiscal Year. The fiscal year of this Club shall end on December 31.

Section 11.7 Electronic Transmission. Subject to any guidelines and procedures that the Board may adopt from time to time, the terms “written” and “in writing” as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmissions, such as facsimile or email, provided: (A) for electronic transmissions from this organization, this organization has obtained an unrevoked written consent from the recipient to the use of such means of communication; (B) for electronic transmissions to this organization, this organization has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (C) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

ADDENDUM

The Rose Pak Democratic Club seeks to amend its Bylaws to add Section 3.4.1 which pertains only to the June 5, 2018 election. Because this section is limited in scope and time, Section 4.4.1 shall be deleted from the Bylaws on June 6, 2018 without further action by the members.

Section 3.4.1. Voting Privileges for June 5, 2018 Election. Voting privileges for the June 5, 2018 will be extended only to members who are in good standing. For purposes of the June 5, 2018 election, the definition of a member in good standing shall be amended to the following requirements. The member must: [A] be currently over the age of fourteen; [B] be currently living, working or attending school in the City and

County of San Francisco; and [C] have paid his or her membership dues at least ten (10) days prior to any membership vote. The requirements of Section 4.4 shall apply to all other elections.²

² Adopted at General Membership Meeting on March 26, 2018.

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that:

1. I am the duly elected and acting Secretary of Rose Pak Democratic Club, a California nonprofit public benefit organization; and

2. The foregoing Bylaws consisting of seventeen pages constitute the Bylaws of such organization as duly adopted by the membership on _____, 2018, and have not been amended or modified since such date.

IN WITNESS WHEREOF, I have executed this Certificate as of this _____, 2018.

Acting Secretary