



United Democratic Club of San Francisco
Bylaws
Adopted: February 24, 2016
Last Amended: March 7, 2021

ARTICLE I. ORGANIZATION

Section 1. Name

The official name of this Organization shall be UNITED DEMOCRATIC CLUB OF SAN FRANCISCO.

Section 2. Affiliation

The United Democratic Club of San Francisco (“Club”) shall be affiliated with the San Francisco Democratic Party (“SFDCCC”) and the California Democratic Party (“CDP”). The Club shall charter in accordance with SFDCCC Bylaws and Policies and with the CDP in order to be eligible for pre-endorsement conference participation.

Section 3. Purpose

Develop an engaged membership inclusive of all Democrats in San Francisco based on philanthropic, civic, and political service, and purposefully develop new leaders with a strong commitment to act in public service.

ARTICLE II. MEMBERSHIP & MEETINGS

Section 1. Club Membership

1. Membership in the club shall be open to registered Democrats. General Members must have met the first two of the following membership qualifications, and Voting Members must have met all three of the following membership qualifications:
 1. Be a registered Democrat or, if ineligible to register to vote, have declared their intention to register as Democrats upon becoming eligible to vote;
 2. Met dues obligations as defined in the Policies and Procedures Manual;

3. Attended at least four qualifying meetings within the past 12 months, at least three of which must be political, civic engagement, or philanthropic events sponsored by the Club.

Section 2. Members in Good Standing for Purposes of State Democratic Party

1. For purposes of the State Democratic Party, a “member in good standing” of the United Democratic Club of San Francisco can be a “General Member” or a “Voting Member” as defined in Article II, Section 1 of the Club’s bylaws.

Section 3. Qualifying Meetings

1. All meetings and events officially associated with the Club at the time of the event shall be considered a qualifying meeting.

Section 4. Voting

1. Voting Members shall be able to vote in officer elections, for endorsements, and to amend these Bylaws.
2. Electronic voting shall be scheduled by the Vice President of Internal Operations in accordance with these Bylaws and obligations as defined in the Policies and Procedures Manual for a period lasting at least seven days (168 hours), and Voting Members shall receive electronic notification prior to the start of any voting period.
3. In-person voting may be held at any time during an electronic voting period by a majority vote of the Board, and Voting Members shall receive electronic notification at least 24 hours prior to in-person voting.

ARTICLE III. OFFICERS

Section 1. Elected Officers

1. The Elected Officers of this Club shall be: President, Vice President of Political Engagement, Vice President of Member Engagement, Vice President of Communications, Vice President of Events, Vice President of Internal Operations, and the Vice President of Finance.
2. Each Elected Officer shall lead a Board Committee of the same name: President’s Committee, Political Committee, Membership Engagement Committee, Communications Committee, Events Committee, Internal Operations Committee, and Finance Committee.

3. The Immediate Past President shall serve as a Non-Voting Officer of the Elected Board, and as a voting Officer of the full Board as defined in Article IV; Section 2 of these Bylaws.

Section 2. Appointed Officers

1. There shall be at minimum eight Appointed Officers of this Club, and each Standing Committee shall have at least one Appointed Officer member.
2. Appointed Officers may be nominated by any member of the Elected Board, and must receive a confirmation vote by a majority of Elected Officers and have signed a Board Member Agreement prior to being seated on the Board.
3. Of the minimum eight Appointed Officers, the President shall have sole authority to appoint an Internal Communications Director and a Policies and Procedures Director in addition to the required Appointed Officer to the President Committee.

Section 3. Duties

1. All Elected and Appointed Officers shall raise \$100 for the club through fundraising or recruiting new members.
2. President: Chair of the Board and serve on all committees of the Board, direct all aspects of the Club including charter affiliation, Club priorities, schedule of meetings and votes, compliance with Bylaws, and relationships with other organizations.
3. Vice President of Political Engagement: Organize members into action for endorsed campaigns and positions, and encourage and support members to take part in the political process.
4. Vice President of Member Engagement: Recruit and retain members, and recruit volunteers and leaders for the Club and for philanthropic, civic and political events.
5. Vice President of Communications: Develop and execute an external communications strategy to promote the Club, publicize activities and events, and engage our audience with information and news.
6. Vice President of Events: Develop, organize and execute events, including weekly, monthly, and annual events, and special events that are aimed at recruiting, retaining, educating, and engaging members.
7. Vice President of Internal Operations: Manage internal operations including membership, voting, mailing lists, communications and charter affiliation with SFDCCC and CDP,

pre-endorsement delegates and compliance with Bylaws.

8. Vice President of Finance: Serve as treasurer and manage all committee finances.
9. Appointed Officers shall complete duties as defined in the Policies and Procedures Manual.

Section 4. Election of Officers

1. All Elected Officers shall be elected annually at an election to be held in the first quarter of each calendar year.
2. All candidates for office must be Voting Members and shall file an "intent to run" and a signed Board Member Agreement with the Vice President of Internal Operations at least ten days prior to the scheduled election.
3. The election shall be administered by the Vice President of Internal Operations or a designee on the Internal Operations Committee as defined in the Policies and Procedures Manual.
4. Up to four Voting Members may serve as election observers in accordance with the Policies and Procedure Manual.
5. Any Elected Officer who declares intent to run for any public office (excluding Democratic Party Positions) that appears on any San Francisco ballot shall step down from their Officer position immediately. Declaring intent to run is defined as pulling papers or forming an exploratory committee, or otherwise publicly announcing candidacy.

Section 5. Term of Office

1. Officers shall serve until the conclusion of the next duly noticed officer election, unless removed pursuant to these Bylaws.
2. At the conclusion of the term, unless re-elected, the President shall become the Immediate Past President until a subsequent President becomes eligible to assume the role of Immediate Past President.

Section 6. Vacancy

1. In the case of a vacancy of an Appointed or Elected Officer position, the President may nominate a replacement as an interim Officer for confirmation by a majority vote of the Elected Board.

2. In the case the duties of a vacant office need to be fulfilled, the President shall assume the duties of that office or appoint those duties to another member of the Board until the Appointed or Elected Officer position is filled in accordance with these Bylaws.
3. In the case of a vacancy of the President, the Vice President of Internal Operations shall assume the duties of the President. The Elected Officers shall nominate a replacement President by majority vote at least two days (48 hours) prior to the next regularly scheduled full Board meeting. At the next regularly scheduled full Board meeting, the full Board shall confirm or reject the nominee by majority vote. If confirmed, the President shall serve until an election of officers is scheduled as per Article III; Section 4 of these Bylaws.

Section 7. Removal

1. Any officer may be removed by two-thirds supermajority vote by Elected Officers at a meeting of the Board contingent upon the following procedures:
 1. Any Voting Member of the Club may request removal in writing to the Internal Communications Director, and the vote must be held within 31 days of the written request.
 2. Written charges shall be provided against the officer to every member of the Board (including Appointed Officers) at least two (2) weeks in advance of a regular or special meeting at which the removal shall be moved.
 3. The officer shall be given the opportunity to answer said charges and to know the identity of their accuser(s).
 4. A motion for removal, if passed, shall take effect immediately, at which time a vacancy shall be declared pursuant to Section 6 of this Article.
2. An officer who is absent physically and/or electronically for three consecutive properly noticed Board meetings may be removed by two-thirds supermajority vote by Elected Officers at a meeting notwithstanding Article III, Section 7.1.

ARTICLE IV. BOARD

Section 1. Board

There shall be a Board holding all the powers and duties of the Club.

Section 2. Board Membership

1. The Elected Board shall consist of Elected Officers of the Club.
2. The full Board shall consist of the following members:
 1. All Elected Officers of the Club;
 2. All Appointed Officers of the Club; and
 3. The Immediate Past President of the Club.

Section 3. Board Meetings

1. The Board shall conduct regular monthly meetings on the third Wednesday of each month.
2. The President, or at least four Elected Officers, may convene a special meeting in writing to the Internal Communications Director at least five days (120 hours) prior to the convening of the meeting.
3. Meetings may be rescheduled or canceled by a vote of two-thirds majority of the Board at least two days (48 hours) prior to the convening of the meeting.
4. Board Meetings shall be open to Board Members and invited guests.

Section 4. Board Notice, Agenda and Minutes

1. Notice of all meetings of the Board shall be prepared and distributed by the Internal Communications Director at least four days (96 hours) prior to the convening of the meeting.
2. The agenda for all meetings shall be distributed electronically to the Board at least two days (48 hours) prior to the convening of the meeting. Any member of the Board may place an item on the agenda of a regular or special meeting of the Board by written request to the Internal Communications Director and the leader of the Board Committee they serve on at least three days (72 hours) prior to the meeting.
3. An item may be added to the agenda of a meeting after the noticing deadline through a two-thirds supermajority vote of the Board present and voting.
4. The Internal Communications Director shall distribute minutes of Board meetings to all Board members prior to the next meeting of the Board.

Section 5. Board Procedure and Action

1. The Board shall have the power to amend the Policies and Procedures Manual, adopt such resolutions as may be in order, and take such actions as may be appropriate and consistent with these Bylaws.
2. The Board may issue endorsements of non-ballot issues. This is open but not limited to endorsements of other clubs or organizations, policy positions, pending votes before local, state or federal legislative bodies, and community events by at least a fifty percent plus one vote majority.
3. All meetings of the Board shall be run according to these Bylaws and Robert's Rules of Order (Newly Revised).

Section 6. Board Voting

1. Board Members must be present at a meeting, or participating in a meeting electronically, in order to vote.
2. Board Members may not vote absentee or via proxy.
3. Business of the Board may be voted on between meetings via electronic communication, as long as one day (24 hours) is provided for every Board member to respond to a call for a vote. All votes by electronic communication shall be conducted in compliance with Article VIII, Section 2.1. The Internal Communications Director shall record all actions taken and include those records on the agenda and in the minutes of the next meeting of the Board.

Section 7. Board Quorum

1. Except as otherwise provided, the presence of a quorum is required for the conduct of any business before the Board.
2. A total of eight (8) Board Members and at least four (4) Elected Officers of the Board shall constitute a quorum. In the event there are fewer than four (4) Elected Officers, or fewer than eight total Board Members, quorum shall be defined as a majority of Elected Officers.

ARTICLE V. STANDING AND SPECIAL COMMITTEES

Section 1. Committees

1. Committees are led by the President and Vice Presidents of the same name: President Committee, Member Engagement Committee, Political Engagement Committee,

Communications Committee, Events Committee, Internal Operations Committee, and Finance Committee.

2. Any member of the Club may serve as a member of a Committee by appointment of the President or Committee Chair.
3. Membership on a Committee does not constitute membership on the full Board.

Section 2. Special Committees

1. A Special Committee may be created, at the direction of the President or majority vote of the Board, for any club issues in need of special consideration. Any member of the Club may be a member of a Special Committee.
2. The Chair of any Special Committee must be a Voting Member of the Club, and shall be appointed by the President and approved by a majority vote of the Board.
3. Any member of the Club may serve as a member of a Special Committee by appointment of the President or Special Committee Chair.
4. Membership on a Special Committee does not constitute membership of the Board.

ARTICLE VI. ENDORSEMENT PROCEDURE

Section 1. Overview

1. The Club may endorse:
 1. A registered Democrat for political office;
 2. Any initiative, measure, advisory petition, or action;
 3. Any registered Democrat running for any office in the Democratic Party structure.
2. The Club may not endorse:
 1. Non-Democrats for any position.

Section 2. Endorsement Procedure for Candidates and Ballot Measures

1. The Internal Operations Committee shall manage the endorsement procedures in accordance with the Policies and Procedures Manual and this Section of the Bylaws.

2. All candidates and measures qualified for the ballot with the Department of Elections shall be informed in writing of endorsement procedures.
3. All candidates and measures qualified for the ballot with the Department of Elections shall be invited to communicate with membership electronically and/or in-person.
4. A questionnaire may be required at the discretion of the Internal Operations Committee, and uniformly applied to candidates in each race or campaigns for each measure.
5. To receive the Club's endorsement:
 1. Ballot measures must receive more than half of votes cast for Yes or No, excluding blank ballots or abstentions;
 2. Candidates not subject to ranked choice voting must receive the votes of more than half of participating Voting Members;
 3. Candidates subject to ranked choice voting must receive more than half of votes cast, excluding blank ballots or abstentions to receive the sole endorsement of the Club. If no candidate receives more than half of votes cast, then for candidates receiving at least 25% of votes cast the Club shall endorse 1st, 2nd and 3rd choices in order of votes received.
6. An option of "No Position" shall be included on the ballot for every candidate or ballot measure. "No Position" shall be included as a contestant in the vote count.
7. The Club shall take a position of "No Endorsement" if no candidate, ballot measure or "No Position" meets the requirements for endorsement.
8. The Board is permitted to submit recommendations for any item under endorsement consideration by the Club. Such a recommendation must have the support of two-thirds of the Board to be presented to the Club's membership.
9. If any candidate or measure endorsed by the Organization misrepresents the endorsement of the Organization, the endorsement may be revoked by a two-thirds supermajority vote of the Board pursuant to Article IV, Section 6.3. This includes failure to include the specific ranking of any endorsement or other specific comments. Details of the endorsement shall be provided in writing to the endorsed candidates and ballot measure by the Vice President of Internal Operations, and the candidate/ballot measure committee may be required to sign to acknowledge receipt.

ARTICLE VII: POLICIES AND PROCEDURES MANUAL

Section 1. Policies and Procedures

1. Specific policies and procedures of the Club shall be incorporated into the Club Policies and Procedures Manual. Nothing in said manual may override these Bylaws.
2. Application of the Policies and Procedures Manual may be suspended by two-thirds (2/3) of the Board members present and voting in-person or electronically.
3. The Policies and Procedures Manual may be amended at any regularly scheduled meeting of the Board at which a quorum is present by a majority vote of those present and voting.

ARTICLE VIII. GENERAL PROVISIONS

Section 1. Expenditures

1. All expenditures of Club funds must be in compliance with the rules set forth in the Policies and Procedures Manual and in compliance with local, state, and federal laws.

Section 2. Organizational Records

1. The Elected Officers of the Club shall archive organizational records including, but not limited to, Board votes, paid communications, photos, memorabilia, meeting minutes, leadership rosters, conference notes, agendas, credentials reports and other statements periodically and at the close of each year. Such records serve to preserve the history of the Organization for future members.

ARTICLE IX. AMENDMENT OF THE BYLAWS

Section 1. Amendment

1. These Bylaws may be amended by two-thirds (2/3) vote of all the Voting Members voting electronically or in person.
2. Any amendments to the Bylaws shall take effect immediately after the change(s) is approved unless a specific exception is stated in the motion to amend.

Section 2. Notice

Electronic notice to amend the Bylaws, and specific proposed amendments, shall be provided to all Voting Members ten (10) days prior to any vote to amend Bylaws.

Section 3. Emergency Amendment

1. The Elected Board may make emergency amendments to the Bylaws with a two-thirds majority vote subject to ratification by Voting Members within 28 days in accordance with this section.

ARTICLE X. SUSPENSION OF THE BYLAWS

1. Any section of these Bylaws may be suspended by a two-thirds (2/3) vote of those present and voting at any meeting of the Board. A motion to suspend must identify the Article and Section being suspended and may not suspend more than one Section. This Article may not be suspended.
2. Any suspension of the Bylaws shall only persist until the end of the meeting at which the suspension was passed.

ARTICLE XI. DISSOLUTION

1. Dissolution requires unanimous approval of the Board.
2. Upon dissolution, all unspent funds (after expenses/liabilities are accounted for) will be donated to a nonprofit charity organization(s) with approval of the Board by a majority vote prior to dissolution.

ARTICLE XII. SELECTION FOR REPRESENTATIVES AT THE CALIFORNIA DEMOCRATIC PARTY PRE-ENDORSEMENT CONFERENCES

1. The Elected Board shall choose the representatives for pre-endorsement conferences. Any representative chosen must be a "member in good standing" as defined in Article II, Section 2 of the Club's bylaws.
2. The Club shall provide a roster of only "members in good standing" to the Chartering Authority and the Regional Director.

ARTICLE XIII. ACCESS TO EVENTS AND MEETINGS

Section 1. Language Access

1. Language services in Spanish, Chinese, and Filipino must be available at all public meetings of the club upon request. Best efforts shall be made to provide services in additionally requested languages. Requests for interpretation services must be received in writing to the Internal Communications Director at least 5 business days in advance of

the meeting to help ensure availability. Notification of this service shall be included in all public notices of the Club in English, Spanish, Chinese, and Filipino.

Section 2. Disability Access

1. All meetings and public events of the Club, including committee meetings, fundraisers, and events, must be wheelchair accessible. Sign language interpreters, readers, large print agendas, and access to sound systems for those who are hard of hearing shall be made available upon request. Requests must be received in writing to the Internal Communications Director at least 5 business days in advance of the meeting to ensure availability, although best efforts will be made to accommodate requests received after this period. Best efforts shall be made to provide all other access accommodation requests. In order to accommodate persons with severe allergies, environmental illness, multiple chemical sensitivity or related disabilities, notice shall be included in all meeting announcements to remind attendees of those who may be sensitive to perfumes and various other chemical-based scented products. Notification of this policy shall also be included in all public notices of the Club.