

# **Westside Family Democratic Club Bylaws**

## **ARTICLE I. ORGANIZATION**

### **Section 1. Name**

The official name of this organization shall be Westside Family Democratic Club of San Francisco.

### **Section 2. Affiliation**

The Westside Family Democratic Club of San Francisco ("Club") shall be affiliated with the San Francisco Democratic Party ("SFDFCCC") and the California Democratic Party ("CDP"). The Club shall charter in accordance with SFDFCCC Bylaws and Policies and with the CDP to be eligible for pre-endorsement conference participation.

### **Section 3. Purpose**

To make San Francisco's west side a great place for families to live and raise children by increasing voter participation in Democratic politics in Districts 1, 4, and 7.

## **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 four 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;
  3. Reside in San Francisco supervisorial districts 1, 4, or 7;
  4. Attended at least three qualifying meetings within the past 12 months.

### **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 Club 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 Secretary in accordance with these Bylaws for a period lasting at least seven days (168 hours), and Voting Members shall receive electronic notification before 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 before in-person voting.

# **ARTICLE III. OFFICERS**

## **Section 1. Elected Officers**

1. The Elected Officers of this Club shall be: President; Vice President of Compliance and Treasurer; Vice President of Member Engagement; Secretary; Vice President of Communications, Vice President of Events, Vice President of Internal Operations, and Vice President of Political Engagement.
2. 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. Appointed Officers may be nominated by any member of the Elected Board, and must be a General Member in accordance with Article II, Section 1.1, and receive a confirmation vote by a majority of Elected Officers before being seated on the Board.

## **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 Compliance and Treasurer: Manage internal compliance functions, including corporate and financial filing requirements, charter affiliation with SFDCCC and CDP, and compliance with these Bylaws.
4. Vice President of Member Engagement: Recruit and retain members, including by maintaining a public website and meeting calendar.
5. Vice President of Communications: Develop and execute internal and external communications strategies to promote the Club, recruit and retain members, publicize activities and events, and engage our audience with information and news.
6. Vice President of Political Engagement: Maintain and run the Club's processes for endorsements and selecting delegates to CADEM meetings; run the Club's elections.
7. Secretary: Maintain the Club's records, including Bylaws, minutes of meetings, and membership records.
8. Appointed Officers shall complete duties as designated by the Elected Board.

## **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" with the Vice President of Political Engagement at least ten days before the scheduled election.
3. The election shall be administered by the Vice President of Political Engagement or a designee.
4. Up to four Voting Members may serve as election observers.
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. If 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. If the President's office becomes vacant, the Vice President of Compliance shall assume the duties of the President. The Elected Officers shall nominate a replacement President by majority vote at least two days (48 hours) before 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 Vice President of Compliance, 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 those charges and to know the identity of the 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.
2. Any member of the Board may place an item on the agenda of a regular or special meeting of the Board by adding it to the agenda directly, or by written request to the President at least three days (72 hours) before the meeting.
3. The Secretary shall distribute minutes of Board meetings to all Board members before the next meeting of the Board.

## **Section 4. Board Procedure and Action**

1. The Board shall have the power to adopt resolutions 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 5. Board Voting**

1. Board Members must be present at a meeting, or participating in a meeting electronically, 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 Secretary shall record all actions taken and include those records on the agenda and in the minutes of the next meeting of the Board.

## **Section 6. 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 majority of Board Members and a majority of Elected Officers of the Board shall constitute a quorum. If there are fewer than seven total Board Members, quorum shall be defined as a majority of Elected Officers.

# **ARTICLE V. STANDING AND SPECIAL COMMITTEES**

## **Section 1. Committees**

1. Any Elected Officer may create a committee of which he or she is Committee Chair, in the same name of the Elected Officer's function: President Committee, Compliance and Finance Committee; Member Engagement Committee; Secretary's Committee; Communications Committee; and Political Engagement 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. Any candidate running for office who is not a registered Democrat.

### **Section 2. Endorsement Procedure for Candidates and Ballot Measures**

1. The Political Engagement Committee (or, if no such committee exists, the Vice President of Political Engagement) shall manage the endorsement procedures in accordance with this Section of the Bylaws.
2. A questionnaire may be required at the discretion of the Political Engagement Committee (or Vice President of Political Engagement), and uniformly applied to candidates in each race, or to campaigns for each measure.
3. 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.
4. 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.
5. The Club shall take a position of “No Endorsement” if “No Position” meets the requirements for endorsement, or if no candidate, or ballot measure meets the requirements for endorsement.
6. The Board is permitted to submit recommendations for any item under endorsement consideration by the Club. Such a recommendation must have the support of a majority of the Board to be presented to the Club’s membership.
7. If any candidate or measure endorsed by the Club misrepresents the endorsement of the Club, 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 Political Engagement, 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 may be incorporated into a Club Policies and Procedures Manual. Nothing in such a manual may override these Bylaws.
2. Application of the Policies and Procedures Manual may be approved by a majority of the Elected Board.
3. 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.
4. 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, if such a manual is adopted, 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 Club for future members.

## **Section 3. Code of Conduct**

1. The Club will follow the CDP Code of Conduct.

## **Section 4. Disability Access**

1. All meetings and activities of the Club shall be wheelchair accessible.

# **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 before 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 before 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.