

# EL CERRITO DEMOCRATIC CLUB BYLAWS

Approved 2002 and Amended August 26, 2003, June 24, 2008, June 23, 2015, November 24, 2015, February 28, 2017, October 20, 2018, and January 26, 2021

**I. Name:** The name of this organization is the EL CERRITO DEMOCRATIC CLUB (ECDC).

**II. Purpose:** The ECDC is a political organization for residents of El Cerrito, Kensington, and neighboring communities, chartered by the California Democratic Party, which:

- A. Provides a forum for area residents to discuss and explore issues of local, state, national, and/or international importance.
- B. Provides an opportunity for area residents to participate in a significant way in the election campaign process.
- C. Coordinates the exchange of ideas, plans, and information for the mutual benefit of its members.
- D. May endorse candidates and take positions on legislation and issues of interest to its members.
- E. Acts to promote the public welfare, serve the principles of democracy, oppose unfairness and discrimination, and does this by reason and with justice.

**III. Membership:** Any person becomes a “member in good standing” (hereafter “member” or “members”) upon verified payment of annual dues and proof of registration in the Democratic Party. ECDC administrative information about members (e.g., name, address, phone number, e-mail address) is confidential except when disclosure would serve or promote ECDC activities or administration. Renewing members are renewed upon payment of annual dues.

**IV. Annual Dues:** The members shall determine the amount of the annual dues at the August meeting and shall be at least \$5/year. Dues may be waived by the Executive Board for good cause, such as inability to pay. Annual dues are for the calendar year. Dues must be paid by June 1st. Annual dues paid after August 1st shall cover the remainder of the calendar year and the following calendar year.

## V. Meetings.

**A. Meetings.** Members shall meet regularly (member meeting), usually monthly but at least quarterly, at times, dates, and locations to be determined by the membership. Unless otherwise noticed, meetings shall include discussion of and action upon ECDC business. The January organizational meeting shall include the election of officers and setting of the calendar. Additional meetings may be called by the Executive Board or by a vote of the members at any meeting. Notice of an additional meeting shall be mailed to the members pursuant to Section V.B.1(a) or (b) (Notice), or given at least 72 hours in advance by telephone, electronic mail, or any combination of means.

**B. Notice.** Members have a right to notice and to deliberate on proposed ECDC actions.

1. *Notice Defined.* Notice exists when the text of a proposed action and its implementation plan is either:
  - a. Mailed or electronically mailed to the members, in the ECDC News or otherwise, at least three (3) days prior to a regularly scheduled member meeting at which action is proposed, or
  - b. presented at a member meeting, informing the members that the members will be asked to act upon the proposal at a subsequent meeting.
2. *Notice Unnecessary.* No notice is required when a proposed action is fairly encompassed by an ECDC action previously taken that is still in effect.

3. *Waiver of Notice.* Notice of a proposed action may be waived by a 2/3 vote of the members present and voting at a meeting, provided that those voting for the waiver constitute at least a majority of the required quorum for the meeting.
- C. Conduct of Meetings.** The President or his/her designee shall preside at all meetings. Attendance and adequate minutes shall be taken at each meeting. The members shall designate a Rules of Order to guide matters not specifically covered by these Bylaws or standing rules.
- D. Quorum.** Quorum at a meeting consists of five percent of the membership, but not less than 10 members.
- E. Voting.**
1. Only members in good standing (dues paid or waived) may vote.
  2. Any proposal that has been properly presented as specified in Section VI.B.1(a) or (b) (Notice) may be adopted by a simple majority of the members present and voting at the meeting, provided that those voting for the proposal constitute at least a majority of the required quorum for the meeting.
  3. Any proposal for which Notice has been waived as provided by Section VI.B.3 (Waiver) may be adopted by the 2/3 vote of the members present and voting at the meeting, provided that those voting for the proposal constitute at least a majority of the required quorum for the meeting.
  4. Members may not vote by proxy.
- F. Meeting Minutes and Recordings:** Minutes of Executive Board and member meetings shall be Action Minutes summarizing the actions taken. The Secretary may add additional information. Recordings of online meetings shall be for the purposes of completing the minutes and verifying minutes. Recordings will be destroyed once the meeting minutes are adopted.

**VI. Newsletter:** ECDC shall distribute a newsletter to all members, including hardcopy newsletter subscribers, preceding each regularly scheduled member meeting. Within the limits of the budget, the newsletter shall include information on ECDC business, such as action taken at member and Executive Board meetings, notice of proposed actions as provided in Section V.B. (Notice), and any other matters as specified in these Bylaws.

**VII. Officers.** Administration of ECDC shall be conducted by its Officers (Section VII.E). In performing their duties, officers shall adhere to and be guided by the decisions of the members and Executive Board. The members may elect additional officers as needed. Any officer may appoint an assistant or assistants to aid in the performance of the officer's duties.

**A. Term of Office.** The term of office for all officers is one year.

**B. Nomination Process.** Nominations are made by the general membership during the January organizational meeting.

**C. Vacancies.** A vacancy in an office (for instance, by death or resignation) shall be filled by majority vote of the members present at any meeting, the notice of which shall have specified the proposed action as provided in Section V.B.1(a) or (b) (Notice).

**D. Election Process.** Officers shall be ECDC members and elected by a majority vote of the members present at the January organizational meeting. Election shall be by written ballot if contested. No member shall be elected to serve in more than one office concurrently.

**E. Positions and Duties.**

1. President: responsible for overall administration and management of ECDC, conducting meetings of the members and the Executive Board, assuming or assigning responsibilities of other offices that are vacant or not otherwise being performed, and representing ECDC positions as spokesperson. Committee chairs may be appointed by the president, subject to member confirmation.

2. Executive Vice President: in addition to acting in the absence of the President, is responsible for encouraging the development of action plans to achieve ECDC policy objectives, overseeing those plans, maintaining the ECDC policy platform and updating the platform to include policies approved by the membership in accordance with Section V.E (Voting).

3. Immediate Past President: act as President in the absence of the President and Executive Vice President.

4. Vice President-Membership: responsible for membership lists, accessing online voter information, membership development and recruitment, affiliation with other Democratic organizations, and annual re-chartering of ECDC.

5. Vice President-Treasurer: responsible for keeping and maintaining adequate and correct accounts of ECDC financial transactions, depositing all ECDC funds, distributing ECDC funds as authorized, and drafting a budget.

6. Vice President-Publications: responsible for the publication and distribution of ECDC News, ECDC miscellaneous publications, and development and maintenance of ECDC presence on the Internet.

7. Vice President-Records: responsible for member and Executive Board meeting minutes, meeting attendance records, and maintenance of ECDC's permanent records. The Vice President-Records may promulgate and implement a reasonable document retention policy.

8. Vice President-Programs: responsible for planning, scheduling, and arranging ECDC programs and speakers for ECDC meetings and special events, including the annual dinner.

9. Vice President-Media: responsible for relations with print and other media, monitoring press coverage, preparing press releases regarding ECDC meetings and actions, and acting as corresponding secretary preparing or overseeing ECDC correspondence.

F. **Removal.** A petition to remove an officer for cause may be submitted by ten members or the Executive Board. Reasons for removal include, but are not limited to, missing three consecutive Executive Board meetings without a valid excuse, or failure to faithfully perform the duties of the office. Members shall vote by secret ballot on the removal petition at a meeting the notice of which shall have specified the proposed removal as provided in Section V.B.1(a) or (b) (Notice). Removal shall require the majority vote of the members present at the meeting. The vacancy created by removal of an officer shall be filled as provided in Section VII.C (Vacancies).

### **VIII. Executive Board (“E-Board”):**

**A. Membership.** The E-Board consists of Officers.

**B. Duties.** The E-Board acts for the membership between member meetings on:

1. administrative details;
2. follow-up actions on issues upon which ECDC has taken a position;
3. time sensitive issues that must be decided before the next member meeting, and;
4. calling additional meetings as specified in Section V.A (Meetings).
5. The E-Board shall act with restraint and discretion.

**C. Actions.** The Executive Board may act in a meeting or by a poll.

1. Meetings. E-Board meetings require prior notice to all E-Board members; action at E-Board meetings requires a quorum of five officers, and approval of action by a simple majority of those Officers present.

2. Polls. A majority of all Board members is required to approve an action taken by a poll. The Executive Board may not vote by proxy. All actions of the Executive Board shall be reported at the next member meeting, the membership confirming, when appropriate, the actions taken.

3. Committee Chairs. Committee Chairs shall attend Executive Board meetings when their Committee reports and shall have advisory votes in actions pertinent to their Committee.

**IX. Endorsement of Candidates, Taking Positions on Ballot Issues, and Making Campaign Contributions:** ECDC may endorse candidates for public office, take positions on ballot issues, and contribute to political campaigns (“Endorsement Actions”). All Endorsement Actions shall be taken in accordance with ECDC Standing Rules on Endorsement.

An Endorsement Action may only be taken at a member meeting after notice has been provided to members in the ECDC News or otherwise, distributed in accordance with Section V.B.1 (Notice). All votes on Endorsement Actions are final and may not be set aside or reconsidered, even if the result is that no candidate is endorsed for a seat or no action is taken on a ballot issue or proposal to contribute to a political campaign.

**X. Use of ECDC Identity:** No person may use or authorize the use of the ECDC name, address, mailing permit, or any other item that would identify ECDC, except as follows:

- (1) listing ECDC as an endorser when endorsement has been properly obtained pursuant to Section IX, or
- (2) upon receiving the approval of 60% of the members present and voting at a meeting, but not less than 5% of the membership or 10 members, whichever is greater, provided notice of the exact use and the materials in which the item is to be used are provided pursuant to Section V.B. (Notice). No use may extend beyond the time specified by the members.
- (3) an officer or former officer of the Club may use their title with appropriate designation for former status.
- (4) an existing or former officer’s title may be used in endorsement of another candidate so long as the title/former title is identified as “used for identification purposes only”.

**XI. Amendments:** An amendment to these Bylaws may be considered at any member meeting in which notice is provided under Sections V.B.1(a) and (b). The affirmative vote of 2/3 of the members present and voting at the meeting, but not less than 5% of the membership or 10 members, whichever is greater, is necessary to adopt an amendment.

The members may adopt, amend, or waive any of the ECDC Standing Rules by a 2/3 vote of those present and voting at a meeting, provided that those voting for the adoption, amendment, or waiver constitute at least a majority of the required quorum for the meeting. ECDC shall not promulgate standing rules inconsistent with these Bylaws.

**XII. Representation to the Contra Costa County Democratic Central Committee:** ECDC is affiliated with the Contra Costa County Democratic Central Committee (DPCCC) and entitled to a voting delegate to the DPCCC. ECDC shall select a DPCCC Representative and a DPCCC Alternate to two year terms starting in January of odd numbered years, starting in January 2019. Members shall select the DPCCC Representative and DPCCC Alternate during the September meeting of even numbered years. The affirmative vote of at least 50% of the members present and voting, but not less than 5% of the membership or 10 members, whichever is greater, is necessary to select the DPCCC Representative and DPCCC Alternate. All members present at the meeting are eligible to vote. Before the vote, candidates may speak. Voting by proxy shall not be permitted. Balloting shall be by show of hands or by secret ballot at the discretion of the ECDC Executive Board. The ECDC Executive Board shall determine the process for voting administration, and may select a member or members to serve as judge(s) to monitor the fairness of the voting. Members that are already DPCCC voting member are not eligible candidates to represent ECDC. The ECDC Executive Board shall appoint members to serve any unfilled delegate positions.