

LAMORINDA DEMOCRATIC CLUB BY-LAWS

(As Amended by the Membership on January 9, 2025)

Article 1. Name, Purposes and Affiliation

Section 1.1. Name: The name of the Club shall be the Lamorinda Democratic Club or LDC.

Section 1.2. Nature of the Club: The Club is organized as a not-for-profit political organization and is to function as a local affiliate of the California Democratic Party, in accordance with applicable State and Federal laws.

Section 1.3. Purpose of the Club: The Club is formed to carry out the following purposes of its members and consistent with its core Democratic values:

- a. To support and elect Democratic candidates and to encourage potential candidates who share our Democratic ideals.
- b. To foster continuing Democratic action in the Lamorinda (and neighboring) communities and to provide an enduring local structure affiliated with the California Democratic Party.
- c. To develop and encourage a grass-roots voice within the California Democratic Party and to foster continuing adherence to Democratic ideals within the Party.
- d. To work to secure the future of the Party and its ideals in the communities.
- e. To promote accessibility to Party activities among all interested citizens and to encourage more Democrats to become active in political affairs.
- f. To have fun being Democrats.

Section 1.4. Affiliation: The Club shall be chartered, and remain chartered, with the Democratic Party of Contra Costa County (DPCCC).

Article 2. Membership

Section 2.1. Members: Membership in the Club shall be open to all registered Democrats and to all persons under the age of voting registration who intend to register as Democrats when they register to vote.

a. Diversity shall be encouraged, and the Club shall actively recruit members in an effort to have a diverse Club membership.

b. Renewing members become members in good standing immediately upon payment of annual dues. New members (including those individuals who were not members in the previous year) will become members in good standing 21 days after payment of annual dues.

Section 2.2. Demographic Focus: The focus of the Club shall be the organizing of Democratic action in the communities of Lafayette, Moraga and Orinda and other nearby areas as shall best serve the purposes of the Club and those wishing to join the Club.

Section 2.3. Dues: The Board of Directors shall have the authority to establish classes of membership, such as individual, family, student, supporter, benefactor, etc.

a. Dues shall be set so as to provide the Club with funds for its activities but not so high as to discourage membership.

b. Membership dues shall be due January 1st of each year. Only members in good standing are eligible to vote on any matters related to the Club's elections of its officers, endorsements, finances or these bylaws brought before the membership for a vote. Only such eligible members

shall be able to participate as officers of the Club or as chairs of any Club committees empowered to act in behalf of either the Club or its Board of Directors.

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a. Dues shall be set so as to provide the Club with funds for its activities but not so high as to discourage membership.

b. Membership dues shall be due January 1st of each year and shall be delinquent March 31st of the same year.

c. Only members in good standing are eligible to vote on any matters related to the Club's elections of its officers, endorsements, finances or these bylaws brought before the membership for a vote. Only such eligible members shall be able to participate as officers of the Club or as chairs of any Club committees empowered to act in behalf of either the Club or its Board of Directors. Other members of the Club may, however, participate as volunteers in other capacities.

Article 3. Officers

Section 3.1. The officers shall be

a. President

b. First Vice-President

c. Second Vice President

d. Immediate Past President

e. Treasurer

f. Secretary

Section 3.2. The duties of the officers:

a. The President shall act as the Chief Executive and conduct the meetings of the members and of the Board of Directors and shall act as the Club Representative. The President may appoint members of the Board of

Directors to serve in additional roles such as Parliamentarian, General Meeting Secretary, or Club Historian.

b. The First Vice President shall act in the absence of the President. The First Vice President will assist the President in such other functions as are mutually agreed to by them.

c. The Second Vice President shall act in the absence of the President and the First Vice President. The Second Vice President will assist the President in such other functions as are mutually agreed to by them.

d. The Treasurer shall keep an accurate record of all receipts and expenditures and shall provide periodic reports to the Board of Directors. The Treasurer shall prepare an annual budget, forecasting dues and other receipts by appropriate categories. Spending on any proposed projects shall be shown as separate categories, anticipating each project's total cost. The spending by categories and any specific project categories shall be deemed approved by the Membership as

required by Section 4.2.b.2 when the annual budget is approved by a vote of the Board and Membership prior to the end of the first quarter of the budget year.

e. The Secretary shall record the minutes of all Board of Director meetings. The Secretary shall oversee LDC electronic document storage. In the absence of the Secretary, the President shall appoint an Acting Secretary.

Article 4. Board of Directors

Section 4.1. Members of the Board of Directors shall be

a. Officers

b. d. Chairs of LDC committees established by the President with the consent of the Board of Directors

c. Members-at-large

All non-officer members of the Board of Directors shall be appointed by the President and accepted by a

vote of the Board of Directors

e. No officer or other member of the Board of Directors shall remain on the Board of Directors automatically upon resignation, termination, or replacement, except the Immediate Past President.

Section 4.2. The Board of Directors' Powers

a. The Officers of the Club's Board of Directors (Section 3.1.) shall as serve as the Executive Committee.

b. The powers of the Board of Directors:

All administrative matters of the Club shall rest with the Board of Directors. All other (non-administrative) powers rest with the membership except as provided for in Section 4.4. or in cases deemed by the Board to be of emergency nature may be approved and acted upon by a two-thirds (2/3) vote of the Board of those who participate in the voting and within the time constraints established by the solicitor(s) of the vote.

2. Decisions on behalf of the Club, that involve unbudgeted expenditures of \$2,000 or more, shall be made only by a vote of the membership.

3. In no event shall the Board of Directors or its officers allow the Club's treasury to go into deficit without sufficient funds to continue to maintain its basic operations without at least ninety (90) days prior notification of such impending circumstance. In such a case, the Board of Directors or its officers shall suggest solutions to resolve the deficit.

4. Shall set the amount of annual Dues needed to support the activities of the LDC.

c. When timing of urgent matters does not allow for waiting until the next monthly meeting of the Board of Directors, a majority vote of the Board of Directors is empowered to make and effect all administrative decisions on behalf of the Board of Directors.

Section 4.3 Club Representatives

a. Under the Club's charter with the Democratic Party of Contra Costa County (DPCCC), an elected Club member and the member's alternate can become voting representatives to the DPCCC for a term of 2

years according to the provisions of Sections 4.3.b. and 4.3.c. The "Club DPCCC Voting

Representatives Application” is required to be submitted to the DPCCC within 30 days of the intended acceptance as voting members.

b. Club representatives to the DPCCC – and any other official representatives, delegates and alternates from the Club to conferences, caucuses, councils, conventions and other meetings (apart from the California Democratic Party (CADEM) candidate endorsement process representatives described in Section 4.3.d.) – shall be nominated by a vote of the Club’s Board of Directors and approved by the membership. The voting member and alternate must not already be a voting member of the DPCCC or must be willing to relinquish their current voting status upon accepting the Club voting member status. The voting member and alternate must be acceptable to the requirements of the DPCCC.

c. Club representatives described in this Section, when participating in voting and discussion in that capacity, shall adhere to and represent the Club’s official positions wherever applicable, and shall agree to do so prior to their selection.

d. Club Representatives allowed by the CADEM candidate endorsement process shall be appointed by the LDC Board of Directors from among all members in good standing. Any roster submitted to CADEM for participation in the CADEM pre-endorsement caucuses will only have members in good standing, as defined in these Bylaws, as of the date set by the CADEM Chair prior to the caucuses.

Section 4.4. Board of Directors Meetings

a. The Board of Directors shall meet once a month prior to general membership meetings or as deemed necessary by the President or upon a vote of the majority of its officers or members and as is consistent with Article 6, section 6.1.

b. A majority of the Board of Directors or 5 members of the Board (which ever is less) shall constitute a quorum. The next meeting(s) of the Board of Directors shall be announced at each meeting.

c. All Board of Directors meetings shall be open to the general membership. However, attendees who are not members of the Board of Directors must be invited by at least two members of the Board and may neither participate nor address the Board or its business except as called upon by the presiding officer of the Board during its meeting.

d. Board of Directors members shall have no more than three unexcused absences per year. If a Board of Directors member has a genuine conflict and has notified the President of the Board, an absence shall be excused. Failure to do so may be cause for termination as a member of the Board of Directors, subject to a Board of Directors recommendation to the membership for a vote.

e. The Board of Directors, with the approval of the President and/or a majority of the Board’s officers, may be requested to vote on majority basis by electronic means (email or telephone) on a matter which normally would be brought for consideration at a regular Board of Directors meeting. Any Board of Directors member may request that the vote count be revealed to him or her and to other members of the Board of Directors by the solicitor of the vote.

f. Only the President is authorized to request, or authorize a request be made by another Board officer on behalf of the President, a majority vote by the Board to authorize an unbudgeted

expenditure less than \$2,000 by an electronic vote of the Board of Directors. Such requests shall be made only after consultation with the Treasurer to assure adequate funds.

g. Any decision of the Board of Directors without an abstention or assenting vote of the President shall not stand as approved by the Board of Directors unless the decision was made by 60% or more of the votes cast.

h. The Secretary or an attending member of the Board of Directors shall make available a summary of Board of Directors' meeting to all Board of Directors members at the next Board of Directors meeting.

The President shall report to the general membership at its next meeting such matters as may be deemed of significance by the President and/or by a consensus or majority of the Board of Directors.

i. The Board of Directors, at the discretion of the LDC President or with the approval of a majority of the Board of Directors, may hold meetings and conduct business, including votes of its membership, by teleconference or video conference, provided reasonable measures are taken to permit all members connected to the virtual meeting at the time the vote is taken to hear the proceedings concurrently.

j. One or more Board Members may attend, participate, and vote by teleconference or video conference in an in-person LDC Board Meeting if authorized by the President or a majority of the Board of Directors.

Article 5. Elections

Section 5.1. The President shall appoint the Nominating Committee in August of each year.

The Board of Directors must approve the appointments.

Section 5.2. The nominees for officers shall be submitted to the membership in October of each year.

Section 5.3. The election of officers shall take place at the General Meeting in November of each year.

Section 5.4. The election of officers shall be conducted by a show of hands by the general membership at the November meeting, following any nominations of members in good standing (along with at least one seconding nomination) from the floor by members in good standing (as defined in Section 2.1.b.).

Section 5.5. Officer terms run from January through December of each year. Terms will begin at the beginning of the January membership meeting, but no later than January 31.

Article 6. Meetings

Section 6.1. General Meetings shall be held as designated by the Board of Directors.

a. General Meetings shall be scheduled, when practical, at least three weeks in advance.

Section 6.2. Procedure of meetings: All meetings shall be conducted in accordance with appropriate Robert's Rules of Order when the Club President or presiding officer deems matters of procedure for formal votes by the membership necessary.

Section 6.3. Notices of the general membership meeting shall be published in the LDC newsletter (printed or electronic, as deemed appropriate by the Board of Directors) and may be

supplemented by other electronic notices (email, website and/or telephone). The notices shall contain the time and place of the meeting, the subject of the meeting and the specific items that require a vote of the membership.

Section 6.4. Virtual Meetings: With the approval of a majority of the Board of Directors, the LDC may hold general meetings and conduct business (including votes of members in good standing) by teleconference or videoconference, provided reasonable measures are taken to permit all members connected to the virtual meeting at the time the vote is taken to hear the proceedings concurrently.

Section 6.5. Hybrid Meetings: The Board of Directors may permit one or more of the LDC's members in good standing to attend and participate in an in-person meeting by teleconference or videoconference, and vote audibly or by an electronic medium, if authorized by the President or a majority of the Board of Directors.

Section 6.6. Electronic Voting: When the President or a majority of the Board of Directors identifies an important, timely issue that the LDC's membership must decide before its next scheduled meeting, the club may vote on that matter by electronic mail to all members in good standing. The communication will make clear that a vote of the members is included in the message and will include a deadline to respond, allowing for at least 72 hours.

Article 7. Removal of Officers, Directors, and Members

Section 7.1. An officer or a director of the Club may be removed from office for such causes as misconduct in exercising his or her duties; neglect of duty in office; affiliation with or registration to vote as a member of another political party; public avowal of preference for another political party; public advocacy that voters not vote for nominees of the Democratic Party; public avowal of a preference for a candidate who is opposed to the nominee of the Democratic Party, or affiliation with an organization that is repugnant to the principles of the Democratic Party.

Section 7.2. Process of removal of an officer or a director

a. A petition for removal shall be made in writing, be signed by at least five (5) Club members in good standing, state the grounds for the proposed removal, and be delivered to either the President or the Secretary at least three (3) weeks prior to the next General Meeting.

b. Upon receipt of such petition, the members of the Club and the person proposed to be removed shall be informed, and the petition shall be placed on the agenda for the next General Meeting.

c. At said General Meeting, the person proposed to be removed shall be afforded an opportunity to respond to the charges.

d. Removal shall require a two-thirds vote, by secret ballot, of the members present, and, if approved, must be followed immediately by the election of an Acting Officer to complete the term of the removed officer.

Section 7.3. A member of the Club may be removed for such cause as failing to meet the requirements for membership as set forth above.

Section 7.4. Process of removal of a member:

a. A petition for removal shall be in writing, be signed by at least three (3) members in good standing, and state the grounds for the proposed removal.

b. The procedure shall then be that set forth for removal of an officer or a director.

Article 8. Endorsements

Section 8.1 Prohibitions:

a. The Club membership shall only endorse persons who are registered Democrats and have shown to support or accept LDC's core Democratic values.

b. The Club shall only authorize the publication of its Democratic Party affiliation in support of only Democratic candidates in any contest. Further, the Club will not endorse a candidate in any public electoral contest if the State or County Democratic Central Committee has declared a Democratic candidate to be offensive to the principles of the Democratic Party.

Section 8.2 Definitions and Process:

a. Measure. A measure is any Yes/No ballot or legislative proposal or question, including but not limited to candidates and ballot or legislative measures and propositions at various levels: local, regional, state or national. The Club may endorse such measures and may endorse events supportive of its core Democratic values.

b. Contest. A contest is a measure or candidate race.

c. Positions. The specific positions of a candidate in a candidate race are the candidate's and not necessarily the Club's. The positions of the Club on a measure or proposed legislation are "Yes," "No," and "Neutral".

5d. Measures will be considered for endorsement only after discussion by the membership.

e. The Endorsement Process:

1. Balloting will be by a show of hands unless 5 or more members present request a secret ballot.
2. Endorsement votes/ballots shall be limited to candidates or issues properly nominated by the membership or a nominating committee, if either the Board of Directors or the membership creates such a committee. All balloting shall also include "No Endorsement" as a choice for each contest.

3. The endorsement threshold is sixty percent (60%) affirmative votes of the total votes cast on any endorsement position, measure or event.

4. The endorsement threshold shall be calculated as the smallest whole number bigger than or equal to the product of the percent threshold times the number of participating votes.

5. The actual vote tally shall not be disclosed to the press or general public.

f. Only endorsed measures and/or contests, including "No Endorsement", shall be published or mentioned in LDC ads, website, and literature. For all other measures and/or contests, the club has "No Position" and there will be neither "pro" nor "con" mention of them in LDC ads, website, or literature.

g. The Board of Directors of the Club may on its own authority, and representing only itself (i.e. – not the Club as a whole), take a position on a measure by majority vote if it deems a vote of the membership is impractical due to time constraints. Such positions by the Board of Directors will be reported to the members at its next regular meeting and, where feasible, in its website, newsletter and/or emails. If the Membership at the next regular meeting requests to vote and contravenes the prior endorsement by the Board of Directors by 60 percent (60%) or more, the

Board shall rescind its prior action and shall act in favor of the Membership's vote (where feasible, in its website, newsletter and/or emails).

Article 9. Amendments

Section 9.1. The By-Laws may be adopted or amended by the members at any General Meeting, provided that

- a. Such an amendment is placed on the agenda at least fourteen (14) days prior to such meeting to allow for notice to all members in good standing. A proposal for an amendment shall be in writing, be supported by at least three (3) members in good standing, and shall require at least a sixty percent (60%) vote by the members in attendance at said meeting.
- b. An approved amendment shall take effect immediately after approval

Article 10. Supersedure

Section 10.1. Upon adoption by at least sixty percent (60%) vote of the members in good standing, as in Article 9, the By-Laws set forth herein shall supersede any prior By-Laws of the Lamorinda Democratic Club.