

# **BYLAWS OF THE BERKELEY DEMOCRATIC CLUB**

## **ARTICLE I NAME**

The name of this association shall be the Berkeley Democratic Club (hereinafter referred to as "the Club").

## **ARTICLE II OBJECTS AND PURPOSES**

### **Section 1.**

It shall be the object of this Club to promote and support the Democratic Party by: inspiring greater participation in the democratic process; by developing new leaders and bringing forward positions that are consistent with Democratic Party values; and working to improve the quality of life of the people of Berkeley, Alameda County, California and the Nation.

### **Section 2.**

This Club will support only candidates registered as Democrats in all primary, general, and special election campaigns.

### **Section 3.**

This Club will support state and national Democratic Party platforms.

### **Section 4.**

The Club shall be a Democratic club and shall charter with the Alameda County Democratic Central Committee.

### **Section 5.**

These bylaws hereby incorporate by reference Section 9(a) of the California Democratic Party Bylaws and Rules and the same as may be amended from time by time.

## **ARTICLE III PRINCIPAL OFFICE**

The principal office for the transaction of the business of the Club is as may be hereafter fixed and located in the City of Berkeley, State of California, by the board of directors,

which board is hereby granted full power and authority to change said principal office from one location to another within said city.

## **ARTICLE IV**

### **MEMBERSHIP**

#### **Section 1. Members**

Membership in this Club shall be open to all persons, whether or not residents of the City of Berkeley, who subscribe to the objects and purposes set forth in Article II.

#### **Section 2. Classes of Membership and Annual Dues**

The classes of membership and annual dues for each shall be as determined by resolution of the board of directors from time to time; provided, that any change in the amount of dues shall be effective 30 days after written notice of the same is sent by mail or email to each member (or to a household of each couple in the case of couple membership) at his or her address or email address as shown on the records of the Club. The board of directors may designate individuals or classes of persons, such as elected Democratic officials, to be Honorary Members of the Club, but they shall have no right to vote unless they shall have paid all applicable dues. Members whose dues were paid for in at least one of the three prior years shall be in good standing with the right to speak and vote upon payment of dues for the current year. All others shall be in good standing with the right to speak and vote at meetings of members 60 days following the date on which their applicable dues have been received by the Secretary or other officer.

#### **Section 3. Voting and Other Rights of Members**

Each member, including each person registered with the treasurer under a couple's membership, shall be entitled to one (1) vote, provided, however, that only members who are registered to vote in the City of Berkeley shall be entitled to vote in any Club elections or contests for the endorsement of candidates for Berkeley City offices or other offices the political jurisdiction of which is entirely within or coterminous with the city limits of Berkeley, or for the endorsement of, or other action on, any initiative, referendum or other matter which is to be submitted to the voters of the City of Berkeley or which otherwise relates solely to the City of Berkeley. No members who are delinquent in the payment of dues at the time of any vote shall be entitled to vote.

#### **Section 4. Unauthorized Use or Exploitation of the Name of the Club**

A member of this Club shall be disqualified as a member for the unauthorized use or exploitation of the name of the Club.

## **Section 5. Membership Meetings**

Meetings of the Club shall be held upon call of the board of directors, the President or any three directors, which call shall specify the time and place of the meeting and the matters known to the party calling the meeting to be raised at such meeting. Upon receipt of notice of such call, the Secretary shall (or upon the failure or inability of the Secretary to do so, any officer may) cause written notice of the meeting to be sent by mail or email to each member (or to a household of each couple in the case of couple membership) at his or her address or email address as shown on the records of the Club. Such notice shall be mailed or emailed at least ten days prior to the date of the meeting.

## **Section 6. Special Meetings**

Special meetings of the members of the Club for any purpose or purposes may be called at any time by the President of the Club or by any three (3) directors.

Written notice of the time and place of special meetings of the members shall be given in the same manner as a regular meeting of the members.

## **Section 7. Quorum**

A quorum for any meeting of members shall be twenty-one (21) members whose dues have been fully paid for the current calendar year and who are otherwise qualified to vote.

## **Section 8. Meetings During Public Emergencies**

In the event that a declaration of public health or other emergency by a California state or Alameda County official prevents public gatherings, the board may convene a Club meeting, including a meeting to consider and make Club endorsements, telephonically and a quorum shall be determined by enumerating the total number of members eligible to vote that have participated. The board may also elect to convene a physical meeting at a place and in a manner in compliance with such declaration.

# **ARTICLE V BOARD OF DIRECTORS**

## **Section 1. Number of Directors**

The board of directors shall consist of such number of directors as shall be determined from time to time by resolution of the board of directors; provided, however, that until changed, the number of directors shall be 13; and, provided further, that no reduction in the number of directors shall take effect until the end of the term of any director whose office would be affected by such reduction. In addition, the two most recent past-

Presidents shall be ex-officio voting members of the board of directors. No person who is an elected official, or who has not been a fully paid member of the Club for six months, shall be eligible to serve as a director of the Club, except, in the case of an elected official, upon a unanimous vote of the board of directors, an elected official may be declared eligible to serve as a director of the Club.

## **Section 2. Quorum**

Five members of the board of directors shall constitute a quorum for the transaction of business.

## **Section 3. Powers of Directors**

All powers of the Club shall be exercised by or under the authority of, and the business and affairs of the Club shall be controlled by, the board of directors, consistent with the objects and purposes set forth in Article II.

## **Section 4. Election and Term of Office**

The term of office of each director (other than the ex-officio directors) shall be two years. Successors for directors whose terms of office are then expiring shall be elected at a meeting of members held in March of the year such terms expire in accordance with Section 14 of this Article. A director may succeed himself, herself, or themself in office.

Any director, other than ex-officio, who is absent for three meetings of the board of directors in a year shall no longer be a director and his or her seat shall be deemed to be vacant unless the absence has been caused by illness, military duty or excused by the board of directors on the date of the meeting. The President or Secretary of the Club must be notified of such absence in advance of the meeting. A director shall be deemed present at a meeting and qualified to vote on matters before the board actions counted if a speaker phone (or equivalent telephonic technology) is available and the director makes use of it.

## **Section 5. Vacancies**

Vacancies on the board of directors shall be filled by a majority vote of the remaining directors then in office even though less than a quorum, or by the sole remaining director. A successor director so elected shall serve until the next organization meeting held pursuant to Article V, Section 7 of these bylaws.

## **Section 6. Place of Meeting**

Regular meetings of the board of directors shall be held at any place, within or without the City of Berkeley, that has been designated from time to time by resolution of the board of directors or by written or verbal consent of all members of the board. Special meetings of the board may be held at a place designated in the notice of such meeting.

## **Section 7. Organization Meeting**

In March of each calendar year, the board of directors shall call a regular membership meeting for the purposes of organization, election of directors, and the transaction of other business. Election of officers shall be as provided for in Article VI, Section 2.

## **Section 8. Other Meetings**

Special meetings of the board of directors for any purpose may be called at any time by the President or by any three (3) directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by mail or by other form of written or electronic communication, charges prepaid, addressed to each director at his or her address or email address as it is shown on the records of the Club at least five (5) days before the date of the meeting.

## **Section 9. Action Without a Meeting**

Any action by the board of directors may be taken without a meeting if a supermajority consisting of two thirds of members of the board consent orally or in writing to such action.

## **Section 10. Removal**

If the board of directors determines that an individual director has acted in a manner which is inconsistent with the best interests of the Club, the board may remove such director from office by vote of a majority of the full number of authorized directors,. At least ten (10) days prior to such vote, an officer of the Club shall provide written notice to such director and afford him, her, or them the opportunity to present his or her position in person or in writing to the board,

## **Section 11. Compensation**

The directors shall receive no compensation for their services as directors of the Club.

## **Section 12. Executive Committee**

There shall be an Executive Committee consisting of the officers of the Club, the immediate past-President and such additional directors as may be determined by resolution of the board of directors. Between meetings of the board of directors, the Executive Committee shall have all power and authority of the board of directors other than the power to elect or remove officers, change dues or qualifications of members, or amend these bylaws. Notwithstanding the foregoing, any expenditure over \$200 from the Club's regular bank account for an item that has not been already approved as part of the Club's annual budget shall require the affirmative vote by a majority of directors for approval.

## **Section 13. Advisory Directors**

The board may by resolution from time to time designate Advisory Directors who shall be entitled to receive notice of meetings of the board of directors and to speak at such meetings, but without any vote. The President of the Club or any director may consult with any Advisory Director from time to time as they may deem appropriate and the board may assign such duties or responsibilities to Advisory Directors as from time to time seem in the best interest of the Club.

## **Section 14. Nominating Committee**

Not more than four nor less than two months prior to the first day of March of each year, the President, with the approval of the Executive Committee, shall appoint a Nominating Committee which shall consist of not more than five nor less than three persons, at least two of whom shall be current members of the board of directors. The President shall also be an ex officio voting member of the Nominating Committee. The Nominating Committee shall meet on call of the person designated by the President to be chair of the Nominating Committee and shall nominate persons to be elected to the board of directors of the Club, including persons nominated to fill vacancies pursuant to Article V, Section 5, which election shall be conducted at a meeting held for that purpose in March of each year. The names of the persons so nominated shall be contained in a notice of the meeting sent to members not less than 20 days prior to the date of the meeting. Members of the Nominating Committee are not eligible for nomination. Other persons may be nominated for election to the board of directors at such meeting, provided notice of intention to make such nomination signed by not less than 12 members of the Club qualified to vote at the meeting shall have been filed with the Secretary of the Club not less than seven days prior to the date of such meeting of members.

## **ARTICLE VI**

## **OFFICERS**

### **Section 1. Officers**

The officers of this Club shall be a President, a Vice President, a Secretary, and a Treasurer. The board of directors may appoint such assistant vice-presidents, assistant secretaries and/or assistant treasurers as it deems to be in the best interest of the Club, which individuals may act in the name of the Vice President, Secretary or Treasurer, as the case may be, in the absence of such officer, but shall not be deemed to be members of the Executive Committee. Any person other than the President may hold more than one office. Only members of the board of directors shall be eligible to hold any office.

### **Section 2. Election**

At the organizational meeting held pursuant to Article V, Section 7, the membership shall elect all officers of the Club for terms of two years and until their successors are elected and qualified. No director may serve as President or Vice-President for more than four consecutive years. Election of officers shall be held in each odd numbered year.

### **Section 3. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the board of directors.

### **Section 4. President**

Subject to the control of the board of directors, the President shall have general supervision, direction and control of the business and affairs of the Club. He, she, or they shall preside over all meetings of the members and at all meetings of the board of directors and shall have such other powers and duties as may be prescribed from time to time by the board of directors. The President shall be an ex-officio member of all committees of the Club.

### **Section 5. Vice President**

In the absence or disability of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

## **Section 6. Secretary**

The Secretary shall keep a full and complete record of the proceedings of the board of directors, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the Club and shall discharge such other duties of the office as prescribed by the board of directors.

## **Section 7. Treasurer**

The Treasurer shall receive and safely keep all funds of the Club and deposit them in the bank or banks that may be designated by the board of directors. Those funds shall be paid out only on checks of the Club signed by the President, Vice President, Treasurer, or Secretary, or by such officers as may be designated by the board of directors as authorized to sign them. The Treasurer shall also be responsible for maintaining the Club's membership roll and shall also have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

## **ARTICLE VII ENDORSEMENT**

The Club may endorse, support, oppose, or take no position for any candidate or ballot measure in any election or for any legislation as provided for below.

### **Section 1: Board Evaluation Panel**

The board of directors may serve as an evaluation panel and may convene one or more meetings for the purposes of interviewing candidates and proponents and opponents of ballot measures. Only candidates who are registered Democrats may be evaluated and nothing in this Article VII, Section 1 shall be construed as requiring all candidates (whether registered Democrats or not) to be evaluated by a board panel. The evaluation panel may at its sole discretion make a recommendation or not make a recommendation for any office or ballot measure notwithstanding whether an interview for the office or ballot measure was held or not. A majority vote of directors present and voting, excluding any abstentions, is required to make an endorsement recommendation to the Club's membership. Directors may cast votes for an endorsement recommendation via "absentee ballot" subject to a board approved excused absence by the directors present at the evaluation panel. The absentee ballot shall be sent either written or electronic format to the President or the director presiding over the evaluation panel, and the information on the ballot will not be made available to the present directors until the present directors are prepared to vote on the recommendation.

For a primary election, where the possibility exists that two Democrats may advance to the general election, the majority of board of directors present may but shall not be

required to determine that two candidates may be endorsed by the Club. When such a determination has been made, each member may cast votes for two candidates and if two candidates each receive a sixty-percent vote, two endorsements shall be made. The procedures for balloting shall be the same as set forth in Section 3 for multiple candidates seeking multiple seats for one office

No announcement or publication of the board's recommended endorsements shall be made until after presentations by candidates or supporters and opponents of a ballot measure who have accepted invitations have been made to the membership, excepting that ballots may be marked indicating the board recommendation.

### **Section 2: Percentage Required for Endorsement**

An affirmative vote of sixty-percent (60%) of those members voting, abstentions excluded but including "no endorsement", is required for any candidate or measure to obtain the endorsement of the Club. The sixty-percent (60%) threshold shall be calculated by multiplying the number of votes cast, excluding abstentions but including "no endorsement", by 0.6 and if a whole percent number is not obtained, rounding up to the next whole percent number. The following ballots shall be deemed void and not counted towards the total number of ballots cast: (i) blank ballots; (ii) ballots with votes for more candidates than offices to be filled; and (iii) ballots marked with a write-in candidate name.

### **Section 3: Form and Number of Ballots**

The board of directors shall determine the form of ballot and balloting instructions for each endorsement vote by the membership as further provided herein:

**When more than one candidate (not including "no endorsement" as a candidate) is seeking a seat to be determined by ranked-choice voting:** Ballots shall be prepared in a ranked-choice format. Each ballot for an office subject to ranked-choice voting shall have "no endorsement" as a voting choice and "no endorsement" shall be treated as if it were a candidate for the purposes of qualifying ballots. The first candidate who receives sixty-percent (60%) of the ballots cast shall be endorsed by the Club. There shall only be one ballot for a ranked-choice seat.

**When multiple candidates are seeking one seat that is not determined by ranked-choice voting:** Each ballot for an office or measure shall have "no endorsement" as a voting choice and "no endorsement" shall be treated as if it were a candidate for the purposes of qualifying ballots. The board of directors may, at its discretion, hold a second ballot subject to written notification of such second ballot to membership. The board of directors shall determine the form and manner of conducting a second ballot and written notification shall be by providing balloting instructions with the ballots at the time of endorsement voting by membership and by posting such instructions on the Club's website no later than three (3) calendar days prior to the date of a meeting called for the purpose of making endorsements. A maximum of two ballots shall be taken for

any one elected office. In the event of a second ballot, the candidate (s), excluding "no endorsement," receiving less than ten percent (10%) of the votes cast shall be dropped from the second ballot. If no candidate receives sixty-percent (60%) of the ballots cast in the second ballot, "no endorsement" shall be made.

**When multiple candidates are seeking multiple seats for one office:** the following procedure shall be followed:

- (i) Each ballot for an office shall have "no endorsement" as a voting choice and "no endorsement" shall be treated as if it were a candidate for the purposes of qualifying ballots.
- (ii) If "no endorsement" and no other candidate receive sixty-percent (60%) or more of the votes in a first ballot, then "no endorsement" shall be made for any of the seats for that office and no second ballot shall be taken.
- (iii) If "no endorsement" and one or more other candidates receives sixty-percent (60%) or more of votes in a first ballot, then a second ballot shall be taken and the number of seats available in the second ballot shall be determined by treating "no endorsement" in the same manner as other prevailing candidates, eliminating a corresponding seat from being available on the second ballot.
- (iv) If one or more candidates receive sixty-percent (60%) of the ballots cast in the first ballot and an endorsement has not been made for any remaining seats, a second ballot shall be taken. The candidate(s) receiving endorsement in the first ballot shall be dropped from the second ballot.
- (v) If no candidate (including "no endorsement") receives sixty-percent (60%) of votes cast on the first ballot, a second ballot shall be taken, dropping the candidate (excluding "no endorsement") with the least number of votes. If two or more candidates are in a tie for the least number of votes received in the first ballot, then all candidates in the tie shall be dropped from the second ballot.
- (vi) If a second ballot is taken pursuant to subsections (iii) and (v) above and no candidate receives sixty-percent (60%) of the ballots cast, no additional ballot may be taken and the Club's position shall be "no endorsement" for the remaining available seats for the office.

**Ballot measures:** Only one ballot shall be taken for a measure. If no position in favor or opposed to the measure receives sixty-percent (60%) of the ballots cast, "no endorsement" shall be made and the Club may indicate that it has no position on the measure.

**Legislation:** The board has the discretion to consider endorsement of legislation either by (i) submitting the request for endorsement to the membership in which case

endorsement shall require a majority vote of the membership at a meeting properly noticed for such purpose, or (ii) by obtaining a supermajority consisting of two-thirds (2/3<sup>rd</sup>) of directors who consent orally or in writing to such endorsement. Any endorsement of legislation by the board may be reconsidered by the membership if ten (10) or more members in good standing submit a written request to a Club officer within fifteen (15) calendar days of such Board endorsement of legislation in which case the Board's endorsement shall be nullified and endorsement shall be considered and voted upon by the membership at the next general membership meeting or a special meeting called by the board for that purpose.

#### **Section 4. Personal Endorsements of Berkeley Candidates and Measures by a Director**

In the event that a director personally endorses a candidate for a City of Berkeley office or a position on a City of Berkeley ballot measure prior to any board panel convened pursuant to Article VII, Section 1 to interview candidates for such office or ballot measure campaigns, such director will be ineligible to participate in the board interviews regarding the same. Further, a director making a such personal endorsement shall not be entitled to vote on a board recommendation and shall recuse himself, herself, or themselves from board deliberations for such office or ballot measure. In the event that the director's endorsement is different from the candidate or position on a ballot measure duly endorsed by the Club, such director shall take a leave of absence from the board until after the election in which the candidate or ballot measure appears. Such director may, however, continue to participate in Club committees, events, and other activities.

#### **Section 5. Director Engaged as a Campaign Consultant or as a Named Officer of a Campaign Organization**

A director who receives monetary compensation from a candidate or has been named as an officer for a campaign organization for a City of Berkeley elected office or City of Berkeley ballot measure campaign shall be ineligible to participate in any board panel convened pursuant to Article VII, Section 1 to interview candidates for such office or representatives from such ballot measure campaigns. Further, a director receiving such compensation or serving as a named officer shall not be entitled to vote on a board recommendation and shall recuse himself, herself, or themselves from board deliberations for such office or ballot measure. In the event that the candidate or ballot measure campaign from which the director receives compensation or for which the director serves as a named officer is different from the candidate or ballot measure campaign duly endorsed by the Club, such director shall take a leave of absence from the board until after the election in which the candidate or ballot measure appears. Such director may, however, continue to participate in Club committees, events, and other activities.

#### **Section 6. Director who Files for Elected Office**

Any director who files a statement of organization for any office (excepting for the office of member, Alameda County Democratic Central Committee) shall take a leave of absence from the board immediately effective on the day of such filing through the

earlier of (i) the date set by the City of Berkeley for filing for the office in the case of a director who decides not to file papers the office; (ii) the date that the director files to close his or her candidate committee; (iii) or the date of certification of election results for such office. Such director may, however, continue to participate in Club committees, events, and other activities.

### **Section 7. Use of Director Name**

It is the responsibility a director to communicate the Club's endorsement restrictions set forth in this Article VII to the campaigns in which a director is participating. In no case shall a director permit his or her title as Club director or officer be used by a City of Berkeley candidate or ballot measure campaign unless such candidate or position on the ballot measure has been endorsed by the Club.

## **ARTICLE VIII MEMBERSHIP LIST**

The Club's membership list shall be held and maintained only by officers of the Club. Distribution of the membership list to any person or organization is prohibited except upon a majority vote of the directors or except as may be required for the purposes of chartering with the State Democratic Party. In the event that any member of the Club violates this Article VIII, the board of directors may revoke such member's membership in the Club upon a sixty-percent (60%) majority vote of the directors present and voting. Prior to any vote by the board of directors to revoke such member's membership in the Club, such member shall be given an opportunity to address the board of directors in person or telephonically.

## **ARTICLE IX AMENDMENT OF BYLAWS**

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the members of the Club or the vote of a majority of a quorum at a meeting of the members called for that purpose and which is the vote of the majority of those present and voting.

## **ARTICLE X SUSPENSION OF BYLAWS**

Any section of these Bylaws (excepting this article and section) may be suspended by a supermajority consisting of two-thirds (2/3<sup>rds</sup>) of directors present and voting at a board meeting or two-thirds (2/3<sup>rds</sup>) of members in good standing at a general membership meeting. A motion to suspend the Bylaws shall identify the article and section to be suspended and such motion may not suspend more than one article. Only one motion to suspend the Bylaws shall be considered at any one board or general membership meeting. Any suspension of the Bylaws shall only be in effect through the end of the

meeting at which the motion to suspend the Bylaws was adopted.

**ARTICLE XI**  
**SELECTION OF DELEGATES FOR CALIFORNIA DEMOCRATIC PARTY PRE-ENDORSEMENT CAUCASES**

The board shall select members to nominate to the California Democratic Party (“state party”) for service as delegates to any pre-endorsement caucus or conference convened by the state party. Any member nominated by the board must be a member in good standing as defined in Article IX, Section 2 of these Bylaws. The Club shall provide a roster of its members in good standing and list of nominated delegates to the state party Regional Director.

**ARTICLE XII**  
**MISCELLANEOUS**

Any matter not covered by these Bylaws shall be governed by Robert's Rules of Order, as revised, to the extent applicable.