

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 reference Article X of the [California Democratic Party Bylaws and Rules](#) and may be amended from time to 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 groups of persons, such as elected Democratic officials, to be Honorary Members of the Club, but they shall have no right to vote unless they have paid all applicable dues. Members whose dues were paid for in at least one of the three prior calendar years shall be in good standing with the right to speak and vote upon payment of dues for the current calendar 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 individuals registered with the treasurer under a couple's membership, shall be entitled to one (1) vote. However, only members registered to vote in the City of Berkeley are eligible to vote in any Club elections or contests for the endorsement of candidates for Berkeley City offices or other offices whose political jurisdiction is entirely within or coterminous with the city limits of Berkeley. This also applies to the endorsement of any initiatives, referendums or other matters submitted to the voters of the City of Berkeley or 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 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 three 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 themselves 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 telecommunications 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 if it is 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 or special meetings of the board of directors shall be held at any physical or virtual location that has been designated by the board of directors or by written or verbal consent of a majority of members of the board.

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 \$300 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. Residency Requirements

Only members who are current Berkeley residents shall serve on the Berkeley Democratic Club Board of Directors.

Section 14. Nominating Committee

The President, with the approval of the Board of Directors, 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 before December 1.

The President shall also be an ex-officio voting member of the Nominating Committee.

The Nominating Committee 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. The election takes place at a membership meeting in March each year, and members receive a notice containing the nominated individuals' names at least 14 days before the meeting. Members of the Nominating Committee are not eligible for nomination. Other persons may be nominated for election to the board of directors if a notice of intention signed by at least 12 eligible members is filed with the Secretary of the Club at least seven days before the membership meeting.

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, 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, but are not required to, be evaluated, by the board panel. The evaluation panel may make a recommendation whether an interview for the office or ballot measure was held or not. 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 in 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. A majority (>50%) vote of directors is required to make an endorsement recommendation to the Club’s membership. A candidate or ballot measure will not be officially endorsed until the membership has an opportunity to vote in accordance with the endorsement schedule set by the Board. 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: Candidate Elections

Candidates will be scored on a 0-5 (0 is worst, 5 is best) scale with abstentions allowed, which don't affect a candidate's average score. All candidates with an average score greater than or equal to 60% (≥ 3.0) will be endorsed in order of highest to lowest average, with co-equal endorsement rankings allowed for ranked choice races. The candidate with the highest score above 60% (≥ 3.0) in single seat races will be endorsed. See ballot example in Figure 1, and tabulation example in figure 2.

Figure 1: Ballot Example

	Worst		Best			
	0	1	2	3	4	5
Andre	○	○	○	○	○	●
Blake	○	●	○	○	○	○
Carmen	○	○	○	○	●	○
David	○	○	○	○	●	○
Ella	●	○	○	○	○	○

Figure 2: Tabulations

Candidate	Average Score	Endorsement/Ranking
Aiden	4.3	1st
Bob	3.7	2nd (tied)
Camila	3.7	2nd (tied)
DeMar	3.0	4th
Grace	2.9	Not endorsed
Hiram	2.8	Not endorsed

Ballot measures: If no position in favor or opposed to the measure receives equal to or greater than sixty-percent ($\geq 60\%$) of the ballots cast, “no endorsement” shall be made and the Club may indicate that it has no position on the measure. If a ballot is left blank, the vote will count as an abstention.

Application: This methodology shall be used for board endorsements as well as in the general endorsement meetings.

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 (2/3rd) 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 3. 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 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. If an individual works for, is related to, or resides with, a potential candidate, he/she/they will also not be able to participate in board deliberations or votes. Once the board has voted on candidates and/or ballot measures, individual board members are allowed to make personal endorsements. If a director's personal endorsement is different from the Club's, they are prohibited from using their Berkeley Democratic Club director title and can only speak in their personal capacity pursuant to Article VII, Section 6 "Use of Director Name." In the event that the director's endorsement diverges from the candidate or position on a ballot measure duly endorsed by the Club, the director shall recuse oneself from the board specifically related to the endorsed candidate or ballot measure until after the election in which the said candidate or ballot measure appears. The director may, however, continue to participate in Club committees, events, and other activities.

Section 4. 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 or representatives from such ballot measure campaigns. Furthermore, a director receiving compensation or serving as a named campaign 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 5. Director who Files for Elected Office or Opens a Candidate Committee

If any director files a statement of organization for any office, excluding the office of a member of the Alameda County Democratic Central Committee, they shall take an immediate leave of absence from the board effective on the day of filing. If the board member is not elected, they may resume their position on the board following the conclusion of their campaign. Such director may, however, continue to participate in Club committees, events, and other activities.

Section 6. Use of Director Name

It is the responsibility of 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 one'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 one's membership in the Club, such member shall be given an opportunity to address the board of directors.

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 membership meeting called for that purpose and which is the vote of the majority of those present and voting. Amendments to the bylaws must be noticed and made available through written notice and posting on the Club's website ten days prior to the meeting

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 (2/3rds) of directors present and voting at a board meeting or two-thirds (2/3rds) 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 Berkeley Democratic Club Bylaws meeting at which the motion to suspend the Bylaws was adopted.

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

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 IV, 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.