

BYLAWS OF THE BERKELEY DEMOCRATIC CLUB
Approved May 2026

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

The purpose of the Club is to promote and support the Democratic Party by:

- a. encouraging participation in the democratic process;
- b. developing new leaders and advancing positions consistent with Democratic Party values; and
- c. improving 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 the 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.

A member shall be considered in good standing upon payment of dues for the current calendar year if that member paid dues in at least one of the prior three calendar years. All other members shall become eligible to speak and vote 60 days after the Club receives their dues payment.

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 that relate solely to the City of Berkeley. No member who is 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 may be suspended or removed for unauthorized use of the Club's name or endorsement in a manner determined by the board to be materially misleading or contrary to the interests 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 currently serving elected official shall be eligible to serve as a director unless declared eligible by a unanimous vote of the board.

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 objectives 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 to directors whose terms are expiring shall be elected at a meeting of members held between January and June 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 absent from three regular board meetings within a calendar year shall automatically vacate their seat unless the board excuses the absence due to illness, military service, family emergency, or other good cause.

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 designated by the board of directors or by the written or verbal consent of a majority of directors present and voting.

Section 7. Organization Meeting

In the first half 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 that may be taken at a board meeting may also be taken without a meeting upon the written or electronic consent of two-thirds of the authorized directors.

Section 10. Removal

If the board of directors determines that an individual director has acted in a manner that is inconsistent with the best interests of the Club, the board may remove such director from office by a 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 powers and authority of the board of directors, other than the power to elect or remove officers, change dues or the 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 already been approved as part of the Club's annual budget shall require the affirmative vote of 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 each year, and members receive a notice listing the nominated individuals 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, who 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 two-year terms, 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 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 on any candidate or ballot measure in any election, or on any legislation, as provided below.

Section 1: Board Evaluation Panel

The board of directors may convene one or more meetings to interview Democratic candidates and proponents and opponents of ballot measures. Directors may cast votes for an endorsement recommendation via “absentee ballot,” subject to a board-approved excused absence by the directors present. The absentee ballot shall be sent in either written or electronic form to the presiding President or director. A majority (>50%) vote of directors present and voting 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. Ballots may be marked indicating the board’s recommendation.

Section 2: Candidate Elections

Members may score each candidate from 0 to 5, with:

0 indicating opposition to endorsement and
5 indicating the strongest support for endorsement.

Blank responses shall be treated as abstentions and shall not be included in calculating a candidate’s average score.

Any candidate receiving an average score of at least 3.0 shall be eligible for endorsement.

In a single-seat race, the eligible candidate with the highest average score shall receive the Club’s endorsement.

In a ranked-choice or multi-seat race, all eligible candidates shall be endorsed in descending order of average score, with ties permitted. See the ballot example in Figure 1, and the tabulation example in Figure 2.

Figure 1: Ballot Example

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

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

A ballot measure shall be endorsed only if either the ‘support’ or ‘oppose’ position receives at least 60% of votes cast, excluding abstentions. Otherwise, the Club shall take no position.

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 that purpose; or
- (ii) obtaining a supermajority consisting of two-thirds (2/3) of directors who consent in writing or electronically to the endorsement.

Any board endorsement of legislation 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 following the board's endorsement. Upon receipt of such a request, the board's endorsement shall be nullified, and the proposed endorsement shall be considered and voted upon by the membership at the next general membership meeting or at a special meeting called by the board for that purpose.

Section 3. Personal Endorsements of Berkeley Candidates and Measures by a Director

If a director personally endorses a candidate for public office or supports or opposes a ballot measure within Alameda County before any board endorsement convening or community forum pursuant to Article VII, Section 1, that director will be ineligible to moderate or participate in the board interviews regarding the same.

A director who has made a personal endorsement shall also recuse from all board deliberations and votes related to that office or ballot measure. Such a director shall not be present during any board deliberations or votes on that candidate or measure.

If a director works for, is related to, or resides with a potential candidate, he/she/they shall not participate in, be present for, or vote during board deliberations regarding that candidate.

Further, any director who donates to or volunteers for a candidate or ballot measure shall recuse themselves from moderating any interview or forum related to that candidate or measure.

Once the board has voted on its recommendations, directors may make personal endorsements. However, if a director's personal endorsement differs from the Club's official position, 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."

A director who publicly supports or participates in a campaign opposing the Club's endorsed candidate or ballot measure shall not participate in confidential board discussions, campaign strategy, endorsement planning, communications planning, or campaign activities specifically related to that race or measure.

Such directors may continue to participate in general board business, Club committees, and other Club activities unrelated to the endorsement or campaign.

Section 4. Director Engaged as a Campaign Consultant or as a Named Officer of a Campaign Organization

A director who receives compensation from a candidate or ballot measure campaign, or who serves as a campaign officer or paid consultant, shall:

- (a) not participate in endorsement deliberations, recommendations, or voting regarding that candidate or measure;
- (b) not moderate or oversee any related forum or interview; and
- (c) take a leave of absence from the board for the duration of the campaign if the campaign relates to a City of Berkeley office or Berkeley ballot measure.

Such directors may continue to participate in general Club activities unless otherwise determined by the board.

Section 5. Director Who Files for Elected Office or Opens a Candidate Committee

Any director who files as a candidate for elected office, excluding membership on the Alameda County Democratic Central Committee, shall take an immediate leave of absence from the board effective upon filing.

If the director is not elected, the director may resume service upon the conclusion of the campaign.

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 to 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 of directors present and voting 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 by a majority vote of members present and voting at a properly noticed membership meeting at which a quorum is present.

**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 a 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.