



Bylaws

Amended April 11, 2019

ARTICLE I — NAME AND PURPOSE

Section 1.01. Name. The name of the club is the Eastlake Bonita Democratic Club (EBDemocrats).

Section 1.02. Geographical Area. The geographical area covered by the EBDemocrats centers on Eastlake, Bonita, and western Chula Vista. The EBDemocrats also encourages membership from other south San Diego County communities.

Section 1.03. Purpose. The purpose of the EBDemocrats is to promote and bring up for discussion, the goals and ideals of the Democratic Party. Therefore, the Club will actively support Democratic candidates, contribute to party leadership, responsibility and harmony, The Club shall educate the membership and stimulate active interest in the Democratic Party.

Section 1.04. Charter. The Eastlake Bonita Democratic Club shall be chartered by the San Diego County Democratic Central Committee. The requirements for such charter are at the dictates of the Central Committee.

ARTICLE II - MEMBERSHIP

Section 2.01. Eligibility. Any person who supports the purpose of the Club and is a registered member of the Democratic Party shall be eligible for membership. People who are not registered or eligible to vote, but state that they would register as a Democrat, are also eligible.

Section 2.02. Good Standing. Every person who is eligible to be a member of this Club and who has paid (or had waived) his or her annual dues shall be a member in good standing. Only members in good standing shall be included in the Club roster.

Section 2.03. Term of Membership. The term of membership shall be one year from January 1 through December 31 with dues payable January 1 of each year or upon application for membership and/or membership renewal. The term of membership shall be one year renewable at the end of the term provided the member continues to qualify for membership and upon receipt of dues, or the granting of a dues waiver. Members who join in November or

December shall be considered as having paid through December 31 of the following year. A member in good standing shall have until March 1 of the following year to maintain their membership in good standing.

Section 2.04. Dues. Annual dues shall be established by the Executive Committee of the EBDemocrats and brought to Club members for approval. The Executive Committee may, by majority vote, offer discounted memberships to families, students, members joining mid-year, or other groups. EBDemocrats applicants who qualify for a dues waiver shall be so authorized by a majority vote of the Executive Committee upon receipt of a written request.

Section 2.05. Duties. The members shall advise the Executive Committee and other members of the Club of the resources, needs, problems and conditions that exist in the area served by the Club. The members shall promote the growth of the Club, carry its purposes and have general charge of its affairs and assets. Any eligible member may be appointed to serve on a Standing Committee by the Executive Committee.

Section 2.06. Expulsion. Any member whose actions are judged by a majority of the Executive Board to be prejudicial or detrimental to the Club may be expelled from the Club, upon recommendation of the Executive Board, by a two-thirds vote of those active members present and voting at a General meeting of the Club.

ARTICLE III - OFFICERS

Section 3.01. Elected Officers. The elected officers of the Club shall consist of President, Vice President, Secretary, and Treasurer. Elected officers are members of the EBDemocrats Executive Committee. The elected officers shall hold office until the end of the term. No elected officer shall serve for more than four consecutive years in the same office.

Section 3.02. Alternates. There will be no more than one person per position, but an elected office may assign an alternate to serve in his/her position in the event of a temporary absence. The alternate must meet the same eligibility requirements as for the officers.

Section 3.03. Eligibility. Any member in good standing as of 90 days prior to election or appointment is eligible to serve as an officer with the exception of candidates for local, state, and/or national elections. San Diego Democratic Central Committee candidates may also serve.

Section 3.04. Removal of Officer. Any officer may be removed by a vote of two-thirds of the members in good standing present at any general meeting of the Club at which a quorum is present, provided that a notice of this pending action was included in the meeting notice. Should any officer fail to attend three regularly scheduled meetings in succession, the office may be declared vacant without notice by the Executive Committee. Any vacant elective office shall be filled pursuant to Section 4.02 of Article IV.

Section 3.05. Resignation of Officer. Any officer may resign at any time by giving written notice to the President or the Secretary of the Club. If an officer runs for any office that would render him/her ineligible, the officer is required to resign. Any resignation shall take effect as stated on such notice.

Section 3.06. President's Duties. The President shall, subject to any limitations specified by the Club, have general supervision, direction and control of the business of the Club and be responsible for insuring that the Club is in compliance with the legal and constitutionally defined parameters of its Charter as authorized by the San Diego Democratic Central Committee and the Democratic Party. The President shall preside at all meetings of the Club and of the Executive Committee. The president shall represent the club at the San Diego County Council of Clubs. The President shall have other powers and duties as authorized by the Club.

Section 3.07. Vice President's Duties. In the absence or disability of the President, the Vice-President shall perform all of the duties of the President, and, shall have all the powers of and be subject to all the restrictions as the President. The Vice-President shall perform other duties as directed by the Club.

Section 3.08. Secretary's Duties. The Secretary shall keep custody of all records of all votes and minutes of general and Executive Committee meetings, and shall give notice as required by these Bylaws of all meetings. The Secretary shall have custody of all books, records and papers of the Club, except the financial records in the charge of the Treasurer. The Secretary shall provide copies of any minutes to members on request. The Secretary shall keep an up-to-date membership list, answer written correspondence as appropriate, and perform other duties as directed by the Club.

Section 3.09. Treasurer's Duties. The Treasurer shall keep all accounts of all monies of the Club received or disbursed, and shall deposit all monies and valuables in the name and to the credit of the Club in such banks or depositories as the Club shall determine in a timely manner. The Treasurer shall prepare monthly reports of the Club's financial condition for presentation at the monthly general meetings, and shall make all financial records of the Club available to any officer of the Executive Committee for inspection after the receipt of reasonable notice or for an official audit. The Treasurer shall also be responsible for the collection of dues. It is the Treasurer's responsibility to compile a yearly budget from the recommendations of the Executive Committee and submit it for adoption at the next regularly scheduled meeting after the installation of Elected Officers.

ARTICLE IV - ELECTIONS OF OFFICERS

Section 4.01. Nominating Committee. The Executive Committee shall appoint a Nominating Committee at the September meeting with the approval of the Club. The Nominating Committee shall consist of at least one member in good standing. Members of the Nominating Committee may not run for office.

Section 4.02. Nomination Process. Members in good standing may contact the committee with nominations between the September and October meetings. There must be at least one nomination for each elected office. Nominations shall be closed at the close of the Nomination Committee's presentation at the October meeting.

Section 4.03. Annual Elections. Those members nominated by the October general meeting shall be voted on at the November meeting by the members in good standing. For offices with more than one nominee, the vote shall be by secret ballot. Election shall be by majority vote. If no person receives a majority of votes cast, a run-off election shall be held between the two persons receiving the greatest number of votes, and the person who subsequently receives a majority of votes cast shall be declared elected. Newly elected officers will attend any November and/or December Executive Committee meetings.

Section 4.04. Special Elections to Fill Vacancies. Any vacancy of an officer shall be filled for the unexpired term by appointment by the Executive Committee, subject to ratification by the Club at the next regular meeting at which a quorum is presented. If the Club does not ratify the choice of the Executive Committee, nominations shall be accepted from the floor at that meeting. Election will be by secret ballot and the person receiving a majority of votes cast shall be declared elected. If a run-off is required, it shall be held as described in Section 4.02 of this Article.

ARTICLE V - MEETINGS

Section 5.01. General Meetings. General meetings shall be held on a monthly basis unless otherwise determined by the Club or Executive Committee. General meetings shall be held at a time and place specified by the Executive Committee.

Section 5.02. Quorum. A quorum at all general meetings for the transaction of business shall be no less than 15 percent of the eligible Club members in good standing, including proxies. In the event a quorum is not present at a meeting of the Club or committee of the Club, those present at the time and place announced for said meeting, may adjourn for general discussion. The business portion of the meeting shall be tabled until the next general meeting or a special meeting may be called by the Executive Committee or President to conduct that business.

Section 5.03. Notice of Meetings. Notice of any meeting of the members, except as otherwise provided herein, shall be given at least five (5) days prior to the meeting.

Section 5.04. Parliamentary Authority. Robert's Rules of Order, Newly Revised, shall be the parliamentary authority for the Club on all questions not covered by these Bylaws.

ARTICLE VI -EXECUTIVE COMMITTEE

Section 6.01. Organization

4 Composition. The Executive Committee shall be comprised of the elected officers and the Chairs of the Standing Committees.

2. Quorum. A quorum at an Executive Committee meeting is a majority of its members.

3. Meetings. Executive Committee meetings shall be called by the President or by a majority of its members, as the business of the Club may require.

Section 6.02. Powers. The Executive Committee is empowered to plan meetings and events of the Club, and to act on all matters specifically referred to it by the Club. If immediate action is required between meetings of the Club (as determined by the Executive Committee), the Executive Committee, as limited by Section 6.03 of the Article, may act for the Club. Any action taken pursuant to this Section is subject to ratification of the Club at its next general meeting.

Section 6.03. Limitations. Notwithstanding the powers delegated to the Executive Committee, the Executive Committee shall not:

1. Endorse any candidate or adopt a position on any ballot measure.
2. Adopt, amend or repeal these Bylaws.
3. Amend or repeal any action for the Club that, by its express terms, cannot be amended or repealed by the Executive Committee.
4. Adopt a budget.
5. Take any action contrary to a directive of the Club.

ARTICLE VII — STANDING COMMITTEES

Section 7.01. Standing Committees. The Executive Committee may establish Standing Committees. Each standing committee shall have such powers and perform such duties as may be authorized by the Club. The following are examples of standing committees with their general functions indicated:

1. Program Committee—Plans the educational and political programs for general meetings of the Club.
2. Membership Committee—Plans and implement programs to maintain current membership and to recruit additional members.
3. Political Action Committee—Drafts and implements an annual political action plan to support candidates, promote voter registration, and get-out-the-vote drives, to determine political issues of interest to the Club and to help orient the Club's political activity.
4. Fundraising Committee—Conducts fundraising activities to meet the financial needs of the Club.

ARTICLE VIII - FINANCES

Section 8.01. Check Signing Authority. All elected officers are authorized to sign checks on Club bank accounts. No check may be written without the approval of the Executive Committee. The expenditure of money for operating expenses and activities of the Club, up to five hundred dollars (\$500.00) may be spent with approval of the Executive Committee for furtherance of the mission of the club. Money above that amount must be approved by a majority vote of the members in good standing at a meeting that has a quorum.

Section 8.02. Inspection of Records. Any member in good standing shall have access to all financial records upon giving forty-eight (48) hours notice. Inspection of the records pursuant to this notice shall be at a reasonable time and place.

Section 8.03. Fiscal Year. The Club shall operate on a fiscal year from January 1 through December 31.

Section 8.04. Audits. The Treasurer shall make all financial records of the Club available for review by the Officers of the Club or an independent auditor as identified by the Executive Committee and ratified by the membership no earlier than October 31 and no later than the date new officers are installed for the new election cycle.

ARTICLE IX – ENDORSEMENTS

Section 9.01. Limitations. The Club may endorse in partisan and non-partisan elections, and may endorse or oppose initiatives, referendums and other plebiscites provided that notice of possible endorsement is given the members at least five (5) days prior to the meeting. In a partisan contest, the Club may only endorse Democratic candidates unless there are no Democratic candidates or unless the Club determines that all Democratic candidates for the office are unacceptable.

Section 9.02. Procedures.

1. A quorum of 15% of all eligible Club members is required for an endorsement vote to take place. Eligible members are those who have been Club members for no less than 32 days of the calendar year prior to the endorsement meeting, and are in good standing by virtue of having paid their dues. Candidates who are Club members in good standing may vote.
2. The election shall be by secret ballot only. The option of "No Endorsement" shall always be an alternative on the ballot.
3. Fifty percent (50%) plus one of those present and eligible to vote at a properly noticed meeting at which a quorum is present is required to receive the Club's endorsement, to determine a candidate acceptable or unacceptable, or to take a position on a ballot measure. In all instances where no single candidate receives the fifty percent plus one required for the Club's endorsement, the top two vote-getters will participate in a run-off election during the endorsement meeting in which the vote was taken.
4. In order to receive the Club's endorsement, a candidate must complete and return (to the President and Executive Committee) the Club's Candidate Questionnaire. The questionnaire must be received two (2) weeks prior to the general membership meeting at which the endorsement vote will be taken.

ARTICLE X - PROHIBITED ACTIVITIES

Section 10.01. No part of the net income of the Club shall inure to the benefit of or be distributable to the officers of the Club except that the Club shall have the authority to pay reasonable compensation for services actually rendered to or for the Club and for appropriate reimbursement of expenses incurred for the Club operating expenses.

Section 10.02. Compensation. No member of the Club may receive compensation for serving as an officer of the Club or for performing duties normally associated with fulfilling the responsibilities of her/his elected or appointed position, except for reasonable reimbursement for expenses incurred for Club operating expenses. In limited circumstances, as approved by the Executive Committee in advance, Club officers and/or members may be reimbursed for expenses incurred to represent the Club.

Section 10.03. Contracts. No member or officer of the Club shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the Executive Committee and unless the fact of such interest shall be known or disclosed to the Club at the meeting at which such contract is authorized. Detailed guidelines regarding compensation

and contracts and Conflict of Interest Policy shall be found in the Policy and Procedures Manual.

Article XI. Conflict of Interest

Whenever a member of the Club has a financial or personal interest in any matter coming before the Club, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. After the withdrawal of the member(s) with conflicts of interest, any transaction or vote shall follow standard procedure. The minutes of the meeting at which such votes are taken shall record such disclosure.

Article XII. AMENDMENT OF THE BYLAWS

Bylaws may be amended by a vote of 50% + 1 of members in good standing present and voting at a properly noticed meeting called for such purpose and at which a quorum is present. Proposed changes shall be mailed, emailed or faxed upon request to each member at least five (5) days prior to such a meeting.

Statement of Policy on Meeting Protocol:

The Club invites a variety of speakers to its meetings. It is always the intent of the Club to provide a forum for the flow of information between speaker and audience, and to maintain order and civil exchanges. To facilitate such an atmosphere of mutual respect, the Club will maintain the following guiding principles:

1. Invited guests (speakers) must be allowed to finish their presentation before questions will be taken.
2. Members should write their questions on cards provided, and limit them to two. The meeting moderator will then randomly work through all questions submitted, within the time frame available.
3. No personal vendettas, arguments, or personal attacks, please.
4. Questions should be topic-focused; the goal should be to resolve topic issues and move on to the next issue.

Article XIII CLUB REPRESENTATIVES

Section 1: California Democratic Party

Club representatives to the California Democratic Party's Pre-Endorsement Conferences shall be allocated as follows: one representative, resident in the Assembly District, for each full

(not fraction thereof) 20 registered Democratic members in good standing in the Assembly District who are listed on a roster submitted, by July 1 of each odd-numbered year, to both the San Diego County Democratic Party and the appropriate CDP Regional Director(s). The roster shall be certified by the Club's President, Secretary, or Treasurer. Representatives should be equally apportioned between men and women to the extent possible.

Section 2: San Diego County Democratic Party

Under the Club's charter with the San Diego County Democratic Party, its President is a representative to the SDCDP Central Committee as an Associate Member. If the President is already a Central Committee member or chooses not to serve, a different representative may be selected to serve his or her term according to the provisions of Sections 2 and 3 of this Article. An Associate Member application, for the President or any other representative, must be submitted to the SDCDP within 30 days of his or her selection by the Club.

Section 3: Selection

Club representatives to the CDP and SDCDP - and any other official representatives, delegates, and alternates from the club to conferences, caucuses, councils, conventions, and other meetings - shall be selected by a vote of members in good standing at a duly noticed club meeting or, if that cannot occur at a regular or special meeting, by designation of the President.

Section 4: Adherence to Club Positions

Club representatives described in this Article, when participating in voting and discussion in that capacity, shall adhere to and represent the Club's official positions on endorsements and other matters wherever applicable, and shall agree to do so prior to their selection. If the Club's official position on endorsement of a candidate is eliminated from consideration, the Club representatives shall vote in the second round for the position that achieved the second-highest number of votes in the Club's endorsement vote.