



## **BYLAWS DEMOCRATIC WOMAN'S CLUB OF SAN DIEGO COUNTY**

### **ARTICLE I - NAME**

The name of this organization shall be the **Democratic Woman's Club of San Diego County**, hereafter referred to as DWC-SD or the Club.

### **ARTICLE II - PURPOSE**

SECTION 1. The purpose of this Club shall be to amplify women's issues through education and advocacy and to foster democratic ideals by stimulating active interest in the Democratic Party, supporting the party platforms, contributing to party leadership and responsibility, providing a constructive role for the volunteer in Democratic politics, and developing an activist base.

### **ARTICLE III - MEMBERSHIP**

#### **SECTION 1 - ELIGIBILITY**

Anyone registered as a Democrat or is ineligible to vote (due to age, non-residency or other legal impediment) but pledges to register as a Democrat when eligible, and who supports the purpose of the Club as stated in Article II above, shall be eligible to be a full voting member of this Club and have all the rights and privileges of the General Membership category.

Non-Democrats who are registered to vote other than Republican and want to affiliate with the DWC-SD may become Associates of the Club. Associates do not count toward a quorum, are ineligible to vote, hold a position as a Club Officer or to represent the Club at Democratic Party activities. Associates may not make or second a motion, but they may participate in Club discussions.

#### **SECTION 2 - GOOD STANDING**

All eligible members whose annual dues are currently paid shall be a General Member in good standing.

Any member whose actions are determined to be prejudicial or detrimental to the Club by the Executive Board may be expelled from membership by a two-thirds vote at any general meeting, at which a quorum exists, so long as the member has been properly noticed. Notice that such an action is being considered shall be sent via registered mail and electronic mail to the member subject of the removal at least fourteen (14) days prior to the meeting.

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## **SECTION 3 - DUES**

- A. Dues are payable upon joining the Club and shall be renewed annually on that anniversary date. Members will be given a one (1) month grace period before their membership is considered lapsed.
- B. Payment of dues shall not be obligatory to anyone for whom it constitutes an economic hardship after due consideration and approval by the Executive Board.
- C. Dues shall be reviewed, annually, at the October meeting of the Executive Board. Any changes recommended will be voted on at the October General Membership Meeting.

## **SECTION 4 - VOTING**

Any member who has paid their dues by the beginning of a general meeting and has been verified by an Executive Office shall be eligible to vote on club matters during the General Meeting except those listed below.

A General Member in good standing who has attended at least two (2) prior meetings, as a member, in the previous twelve (12) months shall be eligible to vote for Club Officer elections and Club endorsements.

Proxy voting shall not be permitted.

## **ARTICLE IV - OFFICERS**

### **SECTION 1 - ELECTED OFFICERS**

Any member who has been in good standing for ninety (90) days is eligible to serve on the Executive Board as an elected officer, except for the office of President. To serve as President the member must be in good standing for at least one (1) year before the election. Elected officers of the DWC-SD shall be the President, External Vice President, Internal Vice President, Secretary, Treasurer, Director of Membership and Director of Communications. Each officer shall be elected at the general meeting in February and will hold office for two years.

Should any elected member of the Executive Board decide to seek election to a public office for which the club may endorse, the member must resign from the Executive Board effective immediately upon publicly announcing their candidacy. This includes but is not limited to announcing at the club or any form of media; or filing with any government entity.

An elected officer may be removed from office by resolution of a two-thirds ( $\frac{2}{3}$ ) vote of the voting members at a General Meeting for cause, which may include missing three unexcused

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consecutive meetings or non- performance of duties. The membership and the officer must be notified fourteen (14) days in advance of the meeting of the proposed action against the officer.

## **SECTION 2 - DUTIES**

### **A. President**

The President shall be the Chief Executive Officer of the DWC-SD. The President's duties shall include but are not limited to act as the official spokesperson for the Club; preside over all general Club membership and Executive Board meetings; appoint committees as necessary and as detailed in these bylaws; and direct the response to any emails, correspondences, phone calls or requests. The President, also, shall represent the Club at all Democratic Party events and community organizations; attend monthly meetings as required by the San Diego County Democratic Party (SDCDP); stimulate active interest in the political process; and work as a liaison with other Democratic clubs and the Democratic Party. The President should have a working knowledge of the Robert's Rule of Order and the bylaws of the Club.

### **B. External Vice President**

The External Vice President shall be responsible for all duties of the President if the President is not able to fulfill the duties as stated in the bylaws or is temporarily unavailable. They shall research opportunities to connect with other organizations to amplify DWC-SD issues and act as liaison with NOW, Run Women Run, League of Women Voters, Planned Parenthood, ACLU, and other organizations which will enhance the effectiveness of furthering the Club's mission to support women. The External Vice President should act as stand in for the President, when necessary, at these external organizational meetings. They will make recommendations on issues upon which the DWC-SD should act or bring focus; organize participation at festivals and parades; and perform other duties or responsibilities as directed by the President.

### **C. Internal Vice President**

The Internal Vice President shall be the direct liaison with campaigns, to encourage membership participation (walks, fundraisers etc.) in the campaigns of our endorsed candidates and assist with fundraising drives in support of local women's issues per the Club's mission. They shall be responsible for the annual audit and will serve as the chair of the audit committee. The Internal Vice President will coordinate with the External Vice President to ensure club members' participation at festivals and parades. The Internal Vice President shall prepare and preside at meetings of the Executive Board in the absence or inability of the President; will perform other duties as the President may direct; and be responsible for all duties of the President, if the President and the External Vice-President is not able to fulfill the duties as stated in the bylaws.

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## **D. Secretary**

The Secretary shall keep the minutes of the general meetings and executive committee meetings, coordinate with the President to conduct correspondence and maintain the Club's records.

## **E. Treasurer**

The Treasurer shall be responsible for the deposit of dues and other income; maintain an accurate record of Club receipts and expenditures; issue checks and credit card payments authorized by the Executive Board and/or a majority of members at Club meetings; and provide a monthly written report of the Club's financial status and financial records to the audit committee when required. The Treasurer is also responsible for the filing of all required financial forms as required by the state. The Treasurer will create a budget for approval by the Executive Board and membership, annually, at the January meeting.

## **F. Director of Membership**

The Director of Membership (hereinafter referred to as DOM) shall be responsible for maintaining the Club's membership list. The DOM will serve as the chief credentialing officer at all DWC-SD general meetings and endorsement meetings. Together with the Treasurer, the DOM will be responsible for staffing the registration table at all Club meetings and events. In addition, the DOM will notify the Executive Board on the status of member renewals and will provide a monthly status report on Club membership to the Executive Board.

## **G. Director of Communications**

The Director of Communications (hereinafter referred to as DOC) shall be responsible for Club communications, including but not limited to updating the Club's website and Facebook page; sending out email notices in advance of meetings; and posting updates on the Club's other social networking accounts. The DOC will work with the President in shaping the Club's message and will coordinate with the Director of Membership to make sure the Club's email list is updated. The DOC will be responsible for setting up and communicating Zoom meeting links, as necessary.

## **SECTION 3 - ELECTIONS**

Elections shall be held annually at the February meeting. The offices of President, Internal Vice President, Secretary and Director of Membership will be elected in odd numbered years. The offices of External Vice President, Treasurer and Director of Communications will be elected in even numbered years.

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The nominating committee shall consist of three (3) members elected at the October meeting. The Chair of the Nominating Committee will serve as the presiding officer for the Club elections.

The Nominating Committee shall solicit interest from the membership for all the open elected offices and shall validate prospective nominees' eligibility. The Nominating Committee shall select at least one candidate for each elective office and report their selections at the February meeting. At that meeting the Chair of the Nominating Committee will open the floor for additional nominations and a secret ballot may be held upon the request of any member. Those nominees who receive a majority vote shall be declared elected. If no person receives a majority of votes cast, a run-off shall be held between those two persons receiving the greatest number of votes. The person receiving a majority of the votes shall be declared elected.

## **SECTION 4 - VACANCIES**

Should any officer resign or fail to attend three general meetings or Executive Board meetings in a row, without cause approved by the Executive Board, the Executive Board shall declare that office vacant and appoint a successor to that office to complete the unexpired term. Any such appointment must, however, be approved by the membership at the next general meeting. At that meeting, nominations to fill the vacancy shall also be accepted from the floor. Voting may be held by secret ballot upon request of any member. A majority vote of members in good standing is required to elect a replacement officer.

## **SECTION 5 - APPOINTED OFFICERS**

The President may appoint a Parliamentarian and any other officers not otherwise specified by these bylaws, as required for the general well-being of the Club. These appointments will be for one (1) year terms.

## **ARTICLE V- MEETINGS**

### **SECTION 1 - GENERAL MEETINGS**

There shall be a minimum of six (6) general meetings each year, at least one (1) of which shall be in February and one (1) in October. Other general meetings shall be held at such times and places as specified by a majority of the Executive Board.

### **SECTION 2 - QUORUM**

A quorum shall be the number of elected officers plus ten percent (10%) of the membership in good standing at the time of the meeting, but not fewer than six (6) members. A quorum at any general meeting shall include those whose membership is in good standing but does not include Associates.

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## **SECTION 3 - PARLIAMENTARY AUTHORITY**

The parliamentary authority is the most recent edition of Robert's Rules of Order, Newly Revised.

## **SECTION 4 - NOTICES**

At least fourteen (14) calendar days prior to a general meeting, the DOC shall send, meeting notices via electronic mail, or any other appropriate method to accommodate members with disabilities, to each Club member in good standing when any of the following items will be discussed and voted upon:

- Club elections and filling of vacancies
- Proposed amendments to bylaws
- Proposed resolutions
- Endorsements of candidates and/or ballot measures

Such notice shall specify the time, place and date of the general meeting and describe the event. When the membership has not been provided with fourteen (14) days' notice for proposed resolutions or candidate endorsements the assembled members may vote by two-thirds ( $\frac{2}{3}$ ) majority to waive the required notice.

## **ARTICLE VI - EXECUTIVE BOARD**

### **SECTION 1 - FUNCTION**

The Executive Board shall approve expenditures and carry out the club business between general meetings in a manner consistent with actions taken at the general meetings, and perform any other duties provided for in these bylaws. The President shall approve any written correspondence on behalf of the Club. The President shall be the sole spokesperson of the Club, except where otherwise specifically provided for in these bylaws. The President may delegate any of these duties to another member of the Executive Board as needed.

### **SECTION 2 - MEMBERSHIP**

Membership of the Executive Board shall include all currently elected Club officers, current Committee Chairs, and the immediate past president.

### **SECTION 3 - MEETINGS**

The President shall call a meeting, of the Executive Board as needed, with advanced notice.

Special meetings may be called by a majority of the currently elected members of the Executive Board at any time. A majority of the currently elected members of the Executive Board shall constitute a quorum.

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## **ARTICLE VII - COMMITTEES**

### **SECTION 1 – STANDING COMMITTEES**

Standing committees that are necessary for the conduct of the Club's business shall be formed and shall include the Nominating Committee, the Endorsement Committee, the Fundraising Committee, the Audit Committee, and the Programming Committee, plus those deemed necessary by the President and the Executive Board.

### **SECTION 2 – SPECIAL COMMITTEES**

Special committees are those that have been deemed desirable to carry on the general or specific activities of this Club and may include the Special Events Committee, the Political Action Committee, the Hospitality Committee, and others approved by the Executive Board.

### **SECTION 3 – ELIGIBILITY**

Chairpersons and members of committees must be members in good standing. Any member may serve on a committee, but the chairpersons shall be chosen by the President with approval of the Elected Officers.

## **ARTICLE VIII - CANDIDATE ENDORSEMENTS**

For rules governing candidate endorsements refer to the DWC-SD Candidate Endorsement Policy.

## **ARTICLE IX - CLUB REPRESENTATIVES**

### **SECTION 1 - CALIFORNIA DEMOCRATIC PARTY (CDP)**

Club representatives to the CDP Pre-Endorsement Conferences shall be allocated as follows:

One representative, resident in the Assembly District, for each full (not fraction thereof) twenty (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 (SDCDP)**

Under the Club's charter with the SDCDP, its President is a representative to the SDCDP Central Committee as an Associate Member. If the President is already a member of the Central Committee or chooses not to serve, a different representative may be selected to serve their term according to the provisions of Sections 3 and 4 of this Article. An SDCDP Associate Member application, for the President or any other representative, must be submitted to the SDCDP within thirty (30) days of their selection by the Club.

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## **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 appointed by a vote of members in good standing at the October meeting in odd numbered years or, if that cannot occur at a regular or special meeting, by designation of the President with approval of the Executive Board.

## **SECTION 4 - ADHERENCE TO CLUB POSITIONS**

Club representatives shall adhere to and represent the Club's official positions on endorsements and other matters when participating in voting and discussion in that capacity, wherever applicable, and shall agree to do so prior to their appointment.

## **ARTICLE X - AFFILIATION**

The Democratic Woman's Club of San Diego County shall maintain a charter with the San Diego County Democratic Party and adhere to the SDCDP bylaws and policies governing duly chartered Democratic Clubs. The Club shall affiliate as an associate member of the SDCDP Central Committee and pay the current annual fee.

## **ARTICLE XI - AMENDMENTS**

These bylaws may be amended by a majority vote at a general meeting after such amendment has been presented at the preceding general meeting and notice has been provided as specified in Article V, Section 4 of these bylaws.

## **ARTICLE XII - ADOPTION**

These bylaws shall become effective immediately upon their adoption and shall be the governing rules of the club.

Date: **8/18/14**

Added Article IX Club Representatives added to comply with State requirements for attending early endorsement conferences. Linda Perine, President, May 2015

Amended Article III Membership, Sections 3 Dues and 4 Voting to clarify renewal of dues and to set when voting rights commence. John Loughlin, President, June 2015

Amended Article IV Officers, Sections 1 Elected Officers and 2 Duties to add VP Internal Affairs and VP External Affairs. Susan Peinado, President, January 2018

Amended Article VIII Candidate Endorsements to refer to the Candidate Endorsement Policy. Susan Peinado, President, August 2019

Fully Revised and Updated, LaWana Richmond, President, February 2021



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Amended Article III Membership, Section 4 Voting to clarify qualifications to vote for Club officers and Club endorsements. LaWana Richmond, President, November 2021