

UPTOWN DEMOCRATIC CLUB IN SAN DIEGO

BYLAWS Amended April 26, 2016

ARTICLE I

Purpose

The purpose of the Uptown Democratic Club in San Diego is to promote the goals and ideals of the Democratic Party. To further this end, the Club will actively support Democratic candidates, contribute to party leadership, responsibility and harmony, and stimulate active interest in the Democratic Party by providing constructive roles for volunteers. The Club will be active primarily in the area known as Uptown, San Diego.

The purpose of the Uptown Democratic Club is primarily effected through the mechanism of interpersonal interaction which thesis is defined in Robert's Rules Chapter I, Section I, the first two bullets of which are replicated here:

Section I The Deliberative Assembly

- It is a group of people, having or assuming freedom to act in concert, meeting to determine, in full and free discussion, courses of action to be taken in the name of the entire group.
- The group meets in a single room or area or under equivalent conditions of opportunity for simultaneous aural communication among all participants.

In pursuit of the furtherance of political participation advocated by party leaders and of the purpose to stimulate active interest in the Democratic Party the Uptown Democratic Club additionally provides educational and developmental roles for new activists through its categories of Associate Membership.

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 voting membership. Voting rights of members begin 28 days after paying dues and joining the club.

Section 2.02 Member in Good Standing. Any person who is eligible for voting membership and who has been current in payment of Club dues (or had them waived) for the last 28 days shall be a member in good standing and be entitled to all privileges of membership.

Section 2.03 Any Democratic Elected Official who resides in any portion of the City of San Diego is an honorary member of the club with voting rights when present. Their dues are waived. They are not counted towards quorum requirements but are counted towards quorum when present.

Section 2.04 Dues.

Annual dues shall be established by the Club. Each membership shall be valid for a full year, and will expire the day after one year after the member's dues are received by the Club, such date of originally receiving the dues payment herein referred to as the "anniversary date". The Secretary shall send a renewal notice to each member no later than one month before his/her membership is due to expire. A club member who renews their dues on or not earlier than 90 days before the expiration date of their membership shall retain their anniversary date through the following year and that date shall not precess to an earlier date.

Section 2.05 Waived Dues.

Dues may be waived by the club's executive board upon showing good cause, but only for applicants who have attended and participated in at least one of the previous 3 club meetings. The anniversary date for purposes of membership and the start of the 28-day wait for voting rights for a member whose dues are waived is the date of the club meeting at which he or she attended the meeting and applied to receive the waiver of dues. There is no implication for when the club's executive board must approve the waiver request, but indeed may do so on application thereto or later.

2.06 Lapsed Dues.

Section 2.06 Lapsed Dues. Members whose dues or waiver have lapsed for no more than 6 months may pay or have dues waived and immediately resume their voting rights at any meeting. For this purpose, the the lapsed period includes the entire 6th month after the anniversary date.

2.07 Snail Mail or Electronic Dues Payment.

Section 2.07 Snail Mail or Electronic Dues Payment. Members who pay dues electronically or by U.S. Postal Mail without attending any of the 3 meetings on or before the epayment date or postmark shall be Associate Members. Such Members may convert to Voting Membership by attending and signing in to any regular or special meeting of the club and notifying any or several club officers of their desire to convert their Associate Membership to Voting Membership. Voting Rights start 28 days after such request for conversion as specified in Section 2.02.

2.08 Democratic Associate Members.

Any person who supports the purpose of the Club and the purpose, values and goals of the Democratic Party and who is registered as a Democrat but is a member of one or more of the prescribed categories in this section shall be eligible for non-voting associate membership. Prescribed categories are 1) Members who joined as part of a bulk membership and 2) Members who paid dues electronically or by snail mail without attending any of the previous 3 meetings on or before the payment or postmark.

Section 2.09 Non-Democratic Associate Members.

Any person who supports the purpose of the Club and the purpose, values and goals of the Democratic Party but who is not registered as a Democrat but is a member of one or more of the prescribed categories in this section shall be eligible for non-voting associate

membership. Prescribed categories are 1) persons who are not yet 18 years old, 2) persons who are working on, but have not yet been granted U.S. citizenship but have stated an intention to register Democratic as soon as they are able and 3) persons registered to vote as No-Party-Preference. Associate members may speak at club meetings but shall not be counted in the membership total used to establish the number of Club Representatives that the Club is allowed to appoint to the California Democratic Party Pre-Endorsement Conferences nor shall be counted towards quorum requirements. Associate members may not hold elective office in the Club. Associate Members are required to pay club dues.

Section 2.10 Duties. The members shall advise Club officers 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 on its purposes and have general charges of its affairs and assets.

Section 2.11 Lifetime Members. Club members who have contributed substantially to the Club and/or to the Democratic Party over a sustained period of time may be granted Lifetime Membership by a majority vote of the club present and voting. Their dues are waived. They are not counted towards quorum requirements but are counted towards quorum when present.

Section 2.12 Bulk Memberships.

Members who are registered Democratic and whose dues are paid by someone else, including payments for multiple memberships, without attending any of the previous 3 meetings on or before the payment shall be Democratic Associate Members. Such Members may convert to Voting Membership by attending and signing in to any regular or special meeting of the club and notifying any or several club officers of their desire to convert their Democratic Associate Membership to Voting Membership. Voting Rights start 28 days after such request for conversion as specified in Section 2.02.

ARTICLE III

Officers

Section 3.01 Elected Officers. The elected officers of the Club shall consist of President, Vice President, Secretary and Treasurer. The elected officers shall hold office until the installation of new elected officers at the December general meeting. No elected officer shall serve for more than four consecutive years in the same office.

Section 3.02 Eligibility. Any member in good standing as of 90 days prior to election or appointment is eligible to serve as an officer.

Section 3.03 Removal of Officer. Any officer may be removed by a vote of two-thirds of the members present at any general meeting of the Club at which a quorum is present, provided 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 Board. Any vacant elective office shall

be filled pursuant to Section 4.02 of Article IV.

Section 3.04 Resignation of Officer. Any officer may resign at any time by giving written notice to the President or the Secretary of the Club. Any such resignation shall take effect on the date of receipt of such notice or at anytime specified therein, and, unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.05 President's Duties. The President has the responsibility of providing overall leadership to the Club in consultation with, and under the direction of the Club. He/she shall chair all meetings of the Club and of the Executive Board. The President shall appoint the chairs and members of the standing committees and shall be an ex-officio member of each. The chairs of standing committees shall be ratified by the Club at the next Club meeting on or after which that appointment takes place and notification of that ratification shall be included in the respective meeting notice. The president, attending as a committee ex-officio member, shall not be counted towards quorum of that committee. The President shall have such other powers and duties as may be authorized by the Club.

Section 3.06 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 , when so acting, shall have all the powers of and be subject to all of the restrictions on the President. The Vice-President shall perform such other duties as may be authorized from time to time by the Club.

Section 3.07 Secretary's Duties. The Secretary shall keep or cause to be kept a record of all votes and minutes of general and Executive Board 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 for the financial records in the charge of the Treasurer. The Secretary shall provide copies of any minutes of any Club meetings to members on request. The Secretary shall keep an up-to-date membership list and send dues renewal notices as listed in Article II, Section 2.04.

Section 3.08 Treasurer's Duties. The Treasurer shall keep, or cause to be kept, 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. 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 for an audit. The Treasurer shall be responsible for the collection of dues. It is the Treasurer's responsibility to compile a yearly budget from the recommendations of the Executive Board and submit it for adoption at the next regularly scheduled meeting after installation.

ARTICLE IV

Elections of Officers

Section 4.01 Nominating Committee. The President shall appoint a Nominating Committee at the September meeting with the approval of the Club. The Nominating Committee shall nominate at least one candidate for each elective office and report these nominations at the regularly scheduled meeting for October. These selections shall constitute nominees, and the floor shall be open for further nominations by the members then present.

Section 4.02 Annual Elections. Those members nominated at the October general meeting shall be voted on at that meeting by the members by secret ballot. Election shall be by majority of votes cast, a run-off election shall be held between those two persons receiving the greatest number of votes, and the person who subsequently receives a majority of votes cast shall be declared elected. Officers' terms begin at the December holiday party. If there is no December meeting, officers' terms begin on January 1.

Section 4.03 Special Elections to fill Vacancies. Any vacancy of an officer shall be filled for the unexpired term by appointment by the Executive Board, subject to ratification by the Club at the next regular meeting at which a quorum is present. If the Club does not ratify the choice of the Executive Board, 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 Board. General meetings shall be held at a time and place specified by the Executive Board.

Section 5.02 Quorum. A quorum at all general meetings for the transaction of business shall be no less than 15 percent of the Club's voting members in good standing. Quorum requirements shall be reduced proportionately for repeat "no-shows" by reducing the total number of members used for the calculation of quorum by one for each voting member who has not attended any of the immediately preceding 3 regular meetings counting the current meeting as one of the 3..

Section 5.03 Notice of Meetings. Notice of any meeting of the members, except as otherwise provided herein, shall be given five (5) days prior to the meeting. Notice shall be by mail sent to the member's usual address or by such other means as is reasonably calculated to inform the member. Notice may be waived by any member who so chooses. Individual members may opt in to email-only notice and are responsible to maintain their correct email address with the Secretary in doing so. The Club may not distribute those email addresses to any third party and must use the addresses only for Club business.

Section 5.04 Special Meetings. A special meeting of the Club may be called by the

Executive Board or President. Notice shall be given to members in the fashion as listed in Article V, Section 5.03 and the agenda for the special meeting will be limited to no more than two specific items.

Section 5.05 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 Board

Section 6.01 Organization.

- Composition. The Executive Board shall be comprised of the President, Vice President, Secretary, Treasurer and the chairs of the Standing Committees.
- Quorum A quorum at an Executive Board meeting is half of its members unless only elected officers are present in which case a quorum is a majority of the elected officers (3). An elected officer who is also a standing committee chair shall be counted as one member and shall be considered an elected officer for purposes of quorum.
- Meetings. Executive Board meetings may be called by a majority of its members or by the President. The location, date and time of Executive Board meetings shall be determined by a majority vote of the Executive Board.

Section 6.02 Powers. The Executive Board is empowered to plan general meetings and events of the Club and to act on all matters specifically referred to it by the Club. The location, date and time of club meetings, programs and events including a written agenda shall be produced by a majority vote of the executive board and implemented by the presiding officer. If immediate action is required between meetings of the Club (as determined by the Executive Board), the Executive Board, as limited by Section 6.03 of this 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. All decisions of the Executive Board shall be determined by a majority vote.

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

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

Section 6.04 No Dual Votes. An officer who is chair of one or more standing committees has only one vote on the Executive Board.

ARTICLE VII

Standing Committees

Section 7.01 Standing Committees. Each standing committee shall have such powers and perform such duties as may be authorized by the Club. The following standing committees have the general functions indicated:

- Program Committee – to plan for general meetings of the Club.
- Membership Committee – to plan and implement programs to maintain current membership and to recruit additional members.
- Political Action – to develop and support candidates, to promote voter registration and get-out-the-vote drives, to determine issues of interest to the Club and to help orient the Club's political activity around them and to help with other activities designed to promote the purpose of the Club.
- Fundraising Committee – to develop fundraising activities to meet the financial needs to the Club.
- Democratic Professional Committee –to demonstrate the Democratic Party's Professional credentials and to provide a networking venue for members of the Democratic Professional constituency.

ARTICLE VIII

Finances

Section 8.01 Check Signing Authority. All elected officers are authorized to sign checks on Club bank accounts. All checks shall be signed by the Treasurer and one other authorized signatory. The general membership shall establish the maximum amount of money which may be expended at the discretion of the President and/or Executive Board.

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 October 1 through September 30.

Section 8.04 - Reporting to the club. The Treasurer shall make a report on the club finances at each general club meeting.

ARTICLE IX

Endorsements

Section 9.01 Limitations.

The Club may endorse candidates for partisan and non-partisan public elective and Democratic Party offices and delegates, and may endorse or oppose initiatives, referendums and other plebiscites provided that notice of possible endorsements is given the members at least two (2) weeks prior to the meeting at which the possible endorsements are to take place. That notice must include the offices or initiatives,

referendums or other plebiscites to be endorsed, and at the endorsement meeting, only those offices or issues may be endorsed or rated.. Either the club's executive board or the club itself may schedule an endorsement meeting.

A. The club shall endorse only registered Democrats.

B. A candidate is a person who declares that he is seeking a particular public or Democratic Party office or position, even if that declaration occurs before the official filing period for that office or position.

C. Non-Democratic candidates may only be rated acceptable or unacceptable.

D. In addition to the notification requirement of at least two (2) weeks prior to the endorsement, notification shall be made either at a previous meeting of the general membership or by mail. Members who have opted-in to email-only notification as per Section 5.03, Notice of Meetings, may be notified by email.

E. A quorum of 15% of all eligible Club voting members is required for an endorsement vote to take place. Candidates who are Club members in good standing may vote. Dues are waived under this section for Lifetime Members and Democratic Elected Officials.

F. Prior to voting on a candidate race, the club may rescind the scheduled endorsement vote for that race (Robert's Rules Section 35) with a simple majority vote after a motion and a second from any voting members. Similarly, prior to voting on a candidate race, and after a motion and a second from any voting members and by a simple majority vote the club may forgo an endorsement and immediately consider rating candidates in the race. Additionally, upon the rescission of a scheduled endorsement vote, the club may immediately consider rating candidates in the race upon a simple majority vote to do so. If no endorsement vote is taken, nor candidates rated in a race, then the outcome shall be listed as "No Position" in that race. Any publication of a "No Position" outcome by the club will clearly define the difference between "No Endorsement" and "No Position".

G. Endorsements by the Club shall not be construed as the official endorsement of either the California Democratic Party (CDP) or the San Diego County Democratic Party. Words to that effect shall be clearly visible wherever the club's endorsement is referred to.

H. Any publication of endorsements by the club shall clearly delineate between endorsed candidates and candidates rated acceptable.

9.02 Procedures For Friendly Incumbent Endorsements.

A. The Uptown Democratic Club may make Friendly Incumbent Endorsements without the need of secret ballots, but notification requirements in Section 9.01 must still be met. A candidate shall be considered an incumbent for the purposes of this section only if the candidate is seeking reelection to the same body in which that candidate currently serves. For this purpose, the State Assembly, State Senate, House of Representatives and the U.S. Senate are considered different bodies. Any other Democrat known to the club to have expressed an interest in running for the seat being endorsed under this section, in addition to the Friendly Incumbent, shall also be notified according to the requirements in Section 9.01. A Friendly Incumbent may be endorsed by a voice vote or a show of hands with a 60% majority of members voting; however, voting shall be by secret ballot when requested by any member eligible to vote.

B. A Friendly Incumbent need not apply for the club's endorsement; however, if no Friendly Incumbent Endorsement is passed, then the candidate in question may still apply for an Other than Friendly Incumbent Endorsement under Section 9.03 of this Article.

9.03 Procedures For Other than Friendly Incumbent Endorsements.

A. The election shall be by secret ballot only. Each candidate eligible for the club's endorsement shall appear on the secret ballot. The option of "no endorsement" shall always be an alternative on the ballot.

B. A Democratic San Diego County resident candidate for a non-statewide office must apply for the club's endorsement.

C. A 60 percent vote at a properly noticed meeting at which a quorum is present is required to receive the Club's endorsement, to rate a candidate acceptable or unacceptable, or to take a position on a ballot measure.

D. If no candidate receives the required 60 percent vote for endorsement, subsequent ballots shall be taken deleting the candidate(s) receiving the least number of votes and those receiving no votes on the previous ballot. All candidates tied for the least number of votes shall be deleted from subsequent ballots even if that results in the Club's taking a "no endorsement" position, in which case, the candidates may be rated.

E. If after the completion of balloting, no candidate has received the 60 percent of the vote required for an endorsement, the chair may entertain motions to rate one or more of the candidates. If a candidate is endorsed in a given race, the remaining candidates in that race shall not be rated. Ratings shall be "acceptable", "not acceptable" or "Do-Not-Vote-For".

F. Candidates for statewide office who have applied for the CDP endorsement are automatically eligible for the club's endorsement.

G. Any Democratic Presidential Candidates on the California Secretary of State's list of presidential candidates are automatically eligible for the club's endorsement.

ARTICLE X

Club Representatives

SECTION 10.1: 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. The Club's officers shall determine the number of club representatives that it is qualified to elect/appoint based upon its roster.

SECTION 10.2: 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 3 and 4 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 10.3: 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 10.4: 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.

ARTICLE X I

Amendment of Bylaws

Bylaws may be amended by a vote of two-thirds of members present and voting at a properly noticed meeting called for such purpose and at which a quorum is present. Proposed changes shall be mailed to each member at least five (5) days prior to such a meeting.

Amendments Log.

Dec 14, 2013: The following text shows the specific changes adopted (language deleted is contained in parentheses) and language added is in (ALL CAPITAL LETTERS):

Article III Officers Section 3.01 ...The elected officers shall hold office until the installation of new elected officers at the (July) DECEMBER general meeting. ...

Article IV Elections of Officers Section 4.01 ...The President shall appoint a Nominating Committee at the (March) SEPTEMBER meeting with the approval of the Club. The Nominating Committee shall nominate at least one candidate for each elective office and report these nominations at the regularly scheduled meeting for (June) DECEMBER. ...

Section 4.02 ... Those members nominated at the (June) DECEMBER general meeting shall be voted on at that meeting by the members by secret ballot. ...

Previous last amendment date to Dec 14, 2013: BYLAWS Amended March 28. 1995.

June 24, 2014 Section 2.03 get rid of proxies for Democratic Elected Officials.

Add Section 2.06 Associate Members, Section 2.07 Lifetime Members.

Section 3.05 President's Duties. Reword and require committee chairs appointed by the

President to be ratified by the club.

ARTICLE IV Elections of Officers moved from December to October with stated reason.

ARTICLE VI Change name from “Executive Committee” to “Executive Board” matching CDP & SDCDP terminology. Change quorum to majority of elected officers if no committee chairs present at Executive Board meeting.

Executive Board Section 6.01 Organization.

An elected officer who is also a standing committee chair shall be counted as one member and shall be considered an elected officer for purposes of quorum.

Section 6.02 Meetings. Executive Board meetings may be called by a majority of its members or by the President. The location, date and time of Executive Board meetings shall be determined by a majority vote of the Executive Board.

The location, date and time of club meetings, programs and events including a written agenda shall be produced by a majority vote of the executive board and implemented by the presiding officer.

Section 6.04 No Dual Votes. An officer who is chair of one or more standing committees has only one vote on the Executive Board.

ARTICLE VII Standing Committees Professional Committee – to demonstrate the Democratic Party’s Professional credentials and to provide a networking venue for members of the Democratic Professional constituency.

Article VIII Finances Section 8.04 - Reporting to the club. The Treasurer shall make a report on the club finances at each general club meeting.

ARTICLE IX, Endorsements Section 9.01 Limitations.appended rules required by the Club’s chartering and parent organization, SDCDP Central Committee.

April 28, 2015 Section 2.01 Eligibility. Add Voting rights of members begin 28 days after paying dues and joining the club.

Section 2.02 Member in Good Standing. Add 28 days eligibility text.

Section 2.04 Dues Add Dues may be waived...

Section 9.02 Procedures.Bullet #1: Delete sentence specifying 32 days prior membership requirement for endorsement voting because replaced by 9.01, 9.02’s 28-day prior membership requirement for all voting and sentence allowing last-minute catch-up on dues.

May 26, 2015. Section 2.02 added “(or had them waived)”.

Renumbered ARTICLE X to ARTICLE XI Amendment of Bylaws and added entirely new ARTICLE X – CLUB REPRESENTATIVES.

April 26, 2016. Two paragraphs added to Article I, Purpose, to make it clear that the club is primarily for meetings, which in turn requires clear voting, attendance and quorum rules, and for “training” new activists by allowing non-voting associate membership. Text is literally excerpted from Robert’s Rules Chapter 1, Section 1 – “The Deliberative Assembly”.

Article IX: Added Section for Friendly Incumbent Endorsements at Section 2 moving existing Section 2 to 3. Added language to Section 1 clarifying that the club may endorse candidates for Democratic Party positions and delegates. Tightened notification to include the office or initiative to be endorsed. Added 9.02 Procedures F. club may rescind

a scheduled endorsement vote or convert it to rating candidates in a given race:

Renumbered, rebulleted as appropriate.

Article II: tightened up definitions and procedures for waived, lapsed and snail mail or electronically-paid dues. Added provision Bulk Membership members as associate members.

Amended Section 5.02 Quorum reduced for repeat no-shows.