

DEMOCRATIC PARTY OF THE SAN FERNANDO VALLEY

BY-LAWS

(Adopted by the General Assembly on February 5, 2011)

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ARTICLE I NAME, PRINCIPAL MEETING PLACE

1. The name of this organization is the Democratic Party of the San Fernando Valley (Political Action Committee), also known as DP/SFV.
2. The principal meeting place shall be in the San Fernando Valley of Los Angeles County, California, the actual location to be determined by the Executive Board.

ARTICLE II PURPOSE AND PRINCIPLES

PURPOSE

It shall be the purpose of this organization in all of its endeavors to coordinate Democratic Party activity in the San Fernando Valley; to motivate party members; to develop leadership; to increase party responsibility; to contribute to the growth and influence of Democratic Clubs and the Democratic Party; to maintain and promote harmony within party ranks; to maintain a Democratic visibility in the San Fernando Valley and contiguous areas; and to encourage greater participation in the political process by all Democrats and to motivate non-Democrats to join our party.

PRINCIPLES

1. To promote, support and assist in conducting political campaigns in the San Fernando Valley for the nominees of the Democratic Party;
2. To inform members and the public about local, state, national and international issues, about candidates, and about party positions;
3. To cooperate with and be a resource of information and membership for all Democratic Party Clubs and Organizations in the San Fernando Valley.
4. To raise money to aid Democratic activities;
5. To promote and maintain area precinct organization, voter registration and club development;
6. To originate and advance Democratic functions in the San Fernando Valley;

ARTICLE III DEFINITIONS

1. Geographic Area - The geographic area for determining general membership in the DP/SFV shall be based on the Assembly District structure of the California Democratic Party and shall include all assembly districts whose parts or whole lie within what is commonly known as the San Fernando Valley, and its contiguous areas.
2. Chartered Democratic Club - A Democratic Club that has been chartered by the California Democratic Party or a County Democratic Party.
3. Affiliated Clubs - Chartered Democratic Clubs that have satisfied DP/SFV's annual affiliation requirements.
4. General Members - Those Democrats who are designated as voting members under the qualifications set forth in Article IV. General members have the privilege of voting on issues and on candidates for the Executive Board at the general membership meetings.
5. Executive Session - An executive session as designated in Article V shall refer to that portion of a meeting of the Executive Board in which there is a discussion pertaining to the conduct or qualifications of an individual, and a majority of the Executive Board members present determine that the nature of the anticipated discussion should be restricted to Executive Board members.

ARTICLE IV GENERAL MEMBERSHIP

General Assembly membership shall be accorded to the following who by their residence within and/or officially constituted representation thereof meet the requirements relating to the defined Geographic Area:

1. Democratic federal, state, county, and city elected officials and legislators, or their representatives;
2. Democratic State Central Committee members;
3. Los Angeles County Democratic Central Committee members;
4. Members in good standing, for at least two months before the general meeting, of a chartered Democratic Club which has affiliated with DP/SFV;
5. In order to affiliate with DP/SFV, a Democratic Club must:

1. be Chartered by either the California Democratic Party, or a County Democratic Party,
2. pay annual affiliation fees as determined by the Executive Board,
3. provide a current list of its club officers including name, address, phone number, email address (or statement indicating the officer either does not wish to provide his or her email address or does not have one), and title of the office the officer holds in the Club, and, provide a current list of its members including name, address, and phone number.
 - a. The mere provision of an email address pursuant to the above rule does not constitute consent to receive notice by email.
 - b. Once affiliated, all club members on the list submitted may be considered members of DP/SFV.
 - c. DP/SFV may only use an affiliated club's membership list to notify members of the General Membership meeting, fundraising and educational events planned by DP/SFV, unless otherwise authorized by the affiliated club's President. These limits shall not apply to e-mail addresses possessed by DP/SFV prior to the adoption of this bylaw, or obtained by DP/SFV via the personal consent of an individual.
6. Other organizations may also send one delegate, who must be a registered Democrat at least two months before the general meeting; any such delegates are subject to the approval of the Executive Board.
7. No person may claim more than one vote, even though membership qualification is held in more than one category.
8. General membership is not automatic. An individual or club may be expelled for cause by a two-thirds vote of the Executive Board present and voting.
9. Accurate general membership rolls shall be maintained by the Credentials Committee. It is the responsibility of each Chartered Democratic Club and other organizations affiliated with DP/SFV to submit to the Credentials Committee a list of names and addresses of their current membership in good standing in a timely fashion, no less than twice yearly, and at least thirty days before a general membership meeting.

ARTICLE V MEMBERSHIP MEETINGS

1. A biennial meeting of the membership shall be held at a time and place determined by the Chair and approved by the Executive Board of each odd numbered year no later than March.
 - a. A special meeting may be called by the Executive Board or upon a petition of one-fifth of the number of members that attended the previous general membership meeting.
2. The election meeting of all members of the Board shall be held at the biennial meeting of the membership.
3. The Executive Board shall meet at least six times annually on a regular schedule determined by the Executive Board. A special or emergency meeting may be called by the Chair or acting Chair, or the majority of the Officers and Chairs Committee, or by two-fifths of the Executive Board.
4. Written notice of Executive Board meetings shall be given no later than 10 days before the scheduled meeting and may be by U.S. mail, fax, or e-mail.
5. Written notice to the general membership must be sent no later than 10 days before any

meeting of the general membership. DP/SFV's newsletter to the members may serve as written notice to the general membership.

6. Executive Board meetings are open to all General Members, except when the Board is in Executive Session.

ARTICLE VI OFFICERS AND DUTIES

1. The Officers of DP/SFV shall be:
 - a. Chair, who shall preside over meetings, serve as external spokesperson, propose the annual budget and calendar, and supervise all activities of DP/SFV and its committees. At the conclusion of the term of office for the Chair, that Chair, unless reelected, shall be known as the Immediate Past Chair, and will become an Ex-officio member of the Executive Board, with full voting rights.
 - b. First Vice Chair, who shall preside in the absence of the Chair. In addition, the First Vice Chair shall be responsible, at the direction of the Chair, for the functioning of certain standing and special committees. In the absence or disability of the Chair, the First Vice Chair shall perform the duties of the Chair. The Officers shall be responsible for the budget and administration of any office of DP/SFV.
 - c. Second Vice Chair, who shall be responsible, at the direction of the Chair, for the functioning of certain standing and special committees. In the absence or disability of the Chair and the First Vice Chair, the Second Vice Chair shall perform the duties of the Chair.
 - d. Recording Secretary, who shall record minutes, and assist in the preparation of the agenda of the Executive Board.
 - e. Corresponding Secretary, responsible for preparing and transmitting DP/SFV authorized notices.
 - f. Treasurer, appointed by the Chair and subject to approval by a majority of the Executive Board present and voting. If the Treasurer is not a member of the Executive Board, then the Treasurer shall be an at-will employee of DP/SFV subject to termination by the Chair and a majority of the Executive Board present and voting. The Treasurer shall be responsible for preparing all required government reports and maintaining the financial records of DP/SFV in conformity with local, state, and federal law. The Treasurer, if a member of the Executive Board, shall receive and disburse funds and maintain the financial records of DP/SFV. The Treasurer shall report to the Executive Board and any Assistant Treasurer.
 - g. Assistant Treasurer, a member of the Executive Board appointed by the Chair and subject to approval by a majority of the Executive Board present and voting, if the Treasurer is not a member of the Executive Board. The Assistant Treasurer shall receive and disburse funds, maintain the financial records of DP/SFV, and transmit funds and financial information to the Treasurer, if any, of DP/SFV. The Assistant Treasurer shall assume and carry out all of the duties of the Treasurer, including making required government financial reports, whenever DP/SFV does not have an appointed Treasurer.

2. The Chair may appoint a parliamentarian from among the General Members.

ARTICLE VII EXECUTIVE BOARD, OFFICERS AND CHAIRS, AND DUTIES

Executive Board Members are expected to serve on at least one active committee or subcommittee, and volunteer to their best ability at DP/SFV campaign offices, fundraisers, and events. The Executive Board shall consist of:

1. The following members, duly elected from the general membership, whose eligibility is designated in Article IV:
 - a. The officers elected by the general membership;
 - b. Fifteen (15) At-Large members elected by the general membership and any additional At-Large members needed to fill open assembly district seats or other vacancies.
 - c. Three members from each of the Assembly Districts in the geographic area, elected in their respective Assembly District Caucuses.
 - i. If any Assembly District fails to elect three Executive Board members, such vacant positions shall be added to the At-Large member positions and be filled by the voting of the general membership.
 - ii. Members elected or appointed to represent an Assembly District shall cease holding such position upon moving from the Assembly District.
2. One representative selected by each affiliated Democratic club.
3. In addition, members of the Democratic National Committee and Regional Directors of the State Democratic Party in the geographic area as well as the Chair of the Los Angeles County Democratic Central Committee shall be Ex-officio members of the Executive Board and shall have full voting rights.
4. The Officers and Chairs Committee shall consist of the following:
 - a. The officers of the Executive Board and the Standing Committee Chairpersons with such special duties as approved by the Executive Board.
 - b. The Chair may appoint other chairpersons to the Officers and Chairs Committee as deemed appropriate by the Chair.

ARTICLE VIII ELECTIONS

1. All officers, other than those to be appointed as provided above, and Executive Board members shall be elected at the biennial election meeting for a two-year term to serve until the election of the succeeding officers and Executive Board.
2. All elections of officers and Executive Board members shall be conducted by secret ballot.
3. Assembly Districts may choose to vote for their members by a show of hands, but only if a majority of those present in a caucus vote for this procedure.
4. Members-at-Large will be elected after the voting for officers and after the voting for

Assembly District representatives.

5. Club Representatives shall be selected by each affiliated club to serve for a term determined by that club, and shall notify the Chair prior to the next Executive Board meeting of such selection.
6. Any Executive Board member or General Member who wishes to run for office shall notify the Nominating Committee in a timely manner. The Nominating Committee shall submit its report of all candidates running for office no later than the January meeting prior to the election meeting. Nominations will also be accepted at the time of the report of the Nominating Committee.
7. Any person nominated as Chair must have served as a member of the Executive Board for at least two years immediately prior to taking office. Any person nominated for any other office must be a member in good standing of an affiliated club for at least one year.
8. Any person who is being considered for or is currently serving in an Officer, Committee Chair, Assembly District, or Member at Large position shall be required to disclose if they expect to receive compensation from any political source(s) during their term. A political source is defined as a political officeholder, candidate for political office, professional lobbyist, or other entity whose interests may intersect with DP/SFV business.

ARTICLE IX QUORUM

1. A quorum for any regularly scheduled general membership meeting shall be 30 members.
2. A quorum for an Executive Board meeting shall be a number equal to a majority of the elected members of the Board. All members present at the meeting, including Club Representatives and Ex-officio members, shall be counted for determining the existence of a quorum.
3. A quorum for the Officers and Chairs Committee meeting shall be a total of five members including at least the Chair or the two Vice Chairs.
4. Failing to have a quorum will limit the Executive Board to acting as a committee of the whole, and will restrict the committee from changing officers or authorizing the expenditure of funds beyond a limit previously approved by the Executive Board.
5. If the vote of the Executive Board when acting as a committee of the whole exceeds the votes necessary for a majority when a quorum is present, the business transacted shall be as valid as if a quorum had been present.

ARTICLE X COMMITTEES

1. The following shall be designated as standing committees:
 - a. Officers and Chairs
 - b. Budget Committee, comprised of all officers
 - c. Events
 - d. Fundraising
 - e. External Communications and Publicity

- f. Political Action
 - g. Credentials
 - h. Technology
2. The following shall be designated as special committees:
 - a. Endorsement
 - b. By-Laws
 - c. Labor
 - d. Nominating Committee
 - e. Financial Review, to meet and review financial reports and discuss issues concerning reports to government entities

Other committees appointed by the Chair or Executive Board:

1. The Chair shall appoint a member of the Executive Board as chairperson of each standing, special or ad hoc committee.
2. The Chair and each standing committee's chairperson shall appoint three or more members, drawing from both the Executive Board and the General Members. The Chair and other committee chairpersons shall appoint such members necessary for each committee to function effectively.
3. Other special or ad hoc committees shall be created as the Chair deems advisable or as recommended by a majority vote of the Executive Board or the General Members present and voting.

ARTICLE XI ENDORSEMENTS

1. This organization may endorse state ballot measures; legislation; local issues; and candidates, who are registered Democrat, in local, state, national, or special primary or runoff elections and in nonpartisan elections with a sixty percent (60%) majority of those present and voting at a noticed meeting of the Executive Board.
2. Notice of a meeting of the Executive Board shall provide that endorsements will be on the agenda for any endorsements to take place. Endorsements may also be made with or without notice based on a unanimous vote of the Executive Board.
3. The Endorsement Committee should make recommendations on endorsements by the Executive Board.
4. Rescission of an endorsement requires the same notice and voting procedure as an endorsement.

ARTICLE XII REMOVAL AND REPLACEMENT

REMOVAL

1. If a member of the Executive Board gives oral notice of resignation to an elected officer of the Executive Board, the Corresponding Secretary shall notify the member in writing that the resignation is accepted and that a replacement will be appointed. The resigning member will

have two weeks to respond in writing if the resignation was in error. No replacement shall be made until the time to challenge has passed.

2. Any member of the Executive Board or club representative present at fewer than 2/3 of regularly scheduled Executive Board meetings in a single term year shall automatically be removed from the Executive Board. The Corresponding Secretary shall notify in writing any person who is one absence away from being removed.
3. An officer or Executive Board member may be replaced for nonperformance or lack of participation or negligence of the duties of the position in a manner that is detrimental to the purposes and welfare of this organization and/or for violations of the organization's By-Laws or Standing Rules according to the following procedures:
 - a. A written complaint concerning an officer, other than Chair, or an Executive Board member signed by five members of the Executive Board shall be submitted to the Chair, who will present it to the Officers and Chairs Committee at a closed meeting to determine its merit and whether to present the complaint to the Executive Board for consideration. The Officers and Chairs Committee shall determine whether the charges are such that the member should be given the opportunity to answer the charges to the Committee; or
 - b. A written complaint concerning any officer or a member of the Executive Board endorsed by one-third of the members of the Executive Board is submitted to the Chair, the officer or Executive Board member shall receive two weeks written notice of the charges and the opportunity to answer the charge at the next Executive Board meeting; and
 - c. Removal requires a sixty percent (60%) vote of the Executive Board members present and voting at that meeting.
4. A member may be censured or expelled for acts detrimental to the purposes and welfare of this organization and/or for gross violations of the organization's By-Laws or Standing Rules according to the following procedures:
 - a. A written complaint concerning any officer, other than Chair, or member of the Executive Board signed by five members shall be submitted to the Chair who will present it to the Officers and Chairs Committee at a closed meeting to determine its merit and whether to present the complaint to the Executive Board for consideration. The Officers and Chairs Committee shall determine whether the charges are such that the member should be given the opportunity to answer the charges to the Committee; or
 - b. A written complaint concerning any officer or member of the Executive Board endorsed by one-third of the members of the Executive Board is submitted to the Chair, the officer or Executive Board member charged shall receive two weeks written notice of the charges and the opportunity to answer the charge at the next Executive Board meeting; and
 - c. Censure or expulsion requires a sixty percent (60%) vote of the Executive Board members present and voting at that meeting.
5. The Chair may request the resignation of a Standing Committee chairperson. In the event the chairperson does not resign upon request of the Chair, the Standing Committee chairperson shall be retained only by a sixty percent (60%) vote of the members present and voting at the

next Executive Board meeting.

6. Special Committee chairpersons serve at the pleasure of the Chair and may be removed by the Chair at any time.

REPLACEMENT

1. Clubs may replace their representatives at any time with notice to the Chair or the Acting Chair. A club representative who has been removed pursuant to absence policy may not be reappointed to that capacity for the remainder of the term year.
2. Should vacancies occur within the Executive Board or among the officers, the Chair or Acting Chair shall appoint replacements with the approval of the Executive Board. In the call for the meeting of the Executive Board at which such approval of appointments are to be considered, the name(s) and position(s) and qualifications of the nominees shall be given. The appointee may have the opportunity of addressing the Executive Board before the voting. Any member may request a secret ballot. Upon approval, the appointee(s) shall assume the title and the duties of the position for the remainder of the period for which the original member was elected. In the event of a vacancy of a member elected pursuant to Article VII, A., 3., then the members of the Executive Board residing in that Assembly District shall caucus and select a replacement. If the members of the Assembly District fail to appoint a member by the next Executive Board meeting, the Chair shall appoint a replacement subject to Executive Board approval.
3. The Credentials Committee shall maintain a list of eligible candidates for replacement of all other vacancies on the Executive Board for recommendations to the Chair, as needed.

ARTICLE XIII PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern meetings of the Executive Board and the General Members in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Executive Board or members may adopt.

ARTICLE XIV AMENDMENT OF BY-LAWS

1. Proposed amendments to these By-Laws must be reviewed and approved by a majority of the Executive Board before being submitted to the full general membership for adoption.
2. A commentary on the proposed amendments must then be noticed to the general membership and be available for distribution at least ten (10) days prior to a scheduled meeting of the general membership.
3. Adoption may be at any general membership meeting by a sixty percent (60%) affirmative vote of those members present and voting, recognizing that a quorum is present.
4. In the event of an emergency as determined by a sixty percent (60%) vote of the Executive Board members present and voting, proposed By-Laws Changes may be considered in force at the time of such vote, but must be ratified as provided above in order to continue in force

beyond the date of the next general membership meeting.

ARTICLE XV PROXIES

1. Proxy and absentee voting shall not be valid in this organization. The member must be present at the time the vote is taken to participate.
2. If the Executive Board adopts a system using approved alternates for absent members of the Executive Board, the alternate must be present at the time the vote is taken and must indicate the member being replaced so that there is no duplication of votes.

ARTICLE XVI DISSOLUTION

In the event of the dissolution of DP/SFV, all residual funds and possessions will become the property of the Los Angeles County Democratic Central Committee.