

DEMOCRATIC PARTY OF THE SAN FERNANDO VALLEY

BYLAWS

(Adopted by the General Assembly on February 7, 2022)

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ARTICLE I NAME, MEETINGS

1. The name of this organization is the Democratic Party of the San Fernando Valley, also known as DPSFV. DPSFV is a Political Action Committee.
2. DPSFV conducts a bi-annual General Assembly (see Articles V and VI), and regularly scheduled Executive Board meetings (see Article VII).
 - a. General Assembly members (further defined in Article VI) include, but are not limited to, members of all the clubs affiliated with DPSFV who live within the referenced Assembly Districts.
 - b. General Assembly members are sometimes referred to as the “general membership”.
 - c. Executive Board members (further defined in Article IX) are a smaller group which includes those elected from affiliated clubs at the General Assembly who live within the designated Assembly Districts, and appointed club representatives who may or may not live in a designated Assembly District.
3. 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. General Assembly and Executive Board meetings may be held virtually at the discretion of the Chair (see Article XIII, 1).

ARTICLE II PURPOSE

The main purpose of this organization is to originate, advance, and coordinate Democratic Party activity in the San Fernando Valley. This includes the following, and such other matters as may be permitted by law:

1. Motivation
 - a. Motivate party members to increase participation in the political process, and persuade non-Democrats to join our party;
2. Leadership
 - a. Develop leadership throughout DPSFV;
3. Relationships with the Democratic Party, Clubs, and Other Like-Minded Organizations
 - a. Contribute to the growth and influence of Democratic Clubs and the Democratic Party;
 - b. Maintain and promote cooperation within party ranks, including like-minded groups that share our values, and are working to elect DPFSV’s endorsed candidates and legislation;
 - c. Cooperate with and be a resource of information for membership of DPSFV- affiliated Democratic Clubs. Additionally, work with like-minded organizations with whom we choose to work with;

4. Public Outreach
 - a. Maintain a Democratic visibility in the San Fernando Valley and contiguous areas;
 - b. Inform members and the public about local, state, national and international issues, about candidates, and about party positions;
 - c. Promote and maintain voter registration;
5. Promote, support and assist in campaigns for DPSFV's endorsed candidates, as well as other important races outside of, but deemed important to, our geographic area;
6. Advocate for DPSFV's endorsed positions and resolutions;
7. Raise money to aid Democratic activities.

ARTICLE III DEFINITIONS

1. Geographic Area -
 - a. The geographic area for DPSFV begins with the Assembly District (AD) structure of the California Democratic Party that includes all Assembly Districts whose parts or whole lie within what is commonly known as the San Fernando Valley. (See Appendix 1 for the list of these ADs in place as of the date of these updated bylaws.) These districts can be re-addressed if those lines are changed by the results of re-districting, or for other reasons, and must be approved with a sixty percent (60%) vote of those present and voting at the next General Assembly.
 - b. The geographic area is expanded to include territory covered by other clubs that wish to affiliate for strategic reasons, or were included under older Assembly District structures and wish to remain affiliated. (Examples of strategic reasons are to flip seats in their area from Republican to Democrat; to advocate for state- wide issues; to increase diversity, and to include members that live in the San Fernando Valley but belong only to a club outside of it.)
2. Chartered Democratic Club - A Democratic Club that has been chartered by the California Democratic Party or a County Democratic Party, or other entity as permitted by California Elections Code Section 20201.
3. Affiliated Clubs - Chartered Democratic Clubs that have satisfied DPSFV's annual affiliation requirements in Article IV.
4. General Assembly Members - Those Democrats who are eligible to vote under the qualifications set forth in Article V and VI. General Assembly members have the right to vote on issues and on candidates for the Executive Board at the General Assembly.

5. Executive Board- Includes those Officers, At-Large, and Assembly District members elected at the General Assembly, as well as appointed club representatives, the Parliamentarian, the Controller, the Chair of the LA County Central Committee (aka "LACDP"), Ex-officio members and the Immediate Past Chair that have full voting rights in accordance with Article IX .
6. Executive Session- An executive session shall refer to that portion of a meeting of the Executive Board in which the only individuals present are members of the Executive Board in good standing or their alternate if they are the voting member during that meeting.
 - a. A committee executive session shall refer to that portion of a meeting of a committee in which only the individuals present are members of the committee in good standing.

ARTICLE IV AFFILIATION WITH DPSFV

In order to affiliate with DPSFV, a Democratic Club must:

1. Be Chartered by either the California Democratic Party, or a County Democratic Party, and
2. Pay annual affiliation fees as determined by the Executive Board, and
3. Have at least one member that lives in one of the Assembly Districts referenced in Article III.1.a.

ARTICLE V GENERAL ASSEMBLY

1. Each odd-numbered year, a biennial meeting of the General Assembly shall be held at a time and place determined by the Chair and approved by the Executive Board no later than February.
2. 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 Assembly meeting.
3. Notice of a regularly scheduled or special General Assembly must be given to all members at least thirty (30) days prior to the General Assembly meeting.
4. The election meeting of all members of the Executive Board shall be held at the biennial General Assembly meeting of the membership.
5. A quorum is required for any official business to be conducted. The quorum for any regularly scheduled or special General Assembly shall be equal to the total of three (3) members times the number of clubs affiliated with DPSFV as of 12/31 prior to the General Assembly.

ARTICLE VI GENERAL ASSEMBLY MEMBERSHIP AND VOTING

General Assembly membership, who has voting rights in accordance with Articles III.1.a and III.4, shall be accorded to the following who by their residence within and/or officially constituted representation thereof meet the requirements relating to the Assembly Districts in the Geographic Area defined by Article III.1.a:

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 (aka "LACDP") members;
4. Members in good standing, for at least two months before the General Assembly, of a chartered Democratic Club which has affiliated with DPSFV;
5. In order to determine who may vote or run for an elected position in the General Assembly, a DPSFV affiliated Democratic Club must, prior to the General Assembly:

- a. Provide a current list to the DPSFV Credentials Committee, at least 30 days prior to the meeting, 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 in good standing, including name, address, e-mail and phone number.
 - b. The mere provision of an e-mail address pursuant to the above rule does not constitute consent to receive notice by e-mail.
 - c. All club members on the list submitted may be considered members of DPSFV, and eligible to vote and run for an elected position in the General Assembly if they live in one of the Assembly Districts referenced in Article III.1.a.
 - d. DPSFV may only use an affiliated club's membership list to notify members of the General Assembly, fundraising and educational events planned by DPSFV, unless otherwise authorized by the affiliated club's President. These limits shall not apply to e-mail addresses possessed by DPSFV prior to the adoption of this bylaw, or obtained by DPSFV via the personal consent of an individual.
6. In order to determine who may vote in the General Assembly, accurate General Assembly membership rolls shall be maintained by DPSFV's Credentials Committee.
7. No person may claim more than one vote, even though membership qualification is held in more than one category.
8. An individual or club may be expelled for cause by a two-thirds vote of the Executive Board present and voting.

ARTICLE VII EXECUTIVE BOARD MEETINGS

1. 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.
2. Written notice of Executive Board meetings shall be given no later than seven (7) days before the scheduled meeting via e-mail.
3. Executive Board meetings are open to all DPSFV members of affiliated clubs, except when the Board is in Executive Session.
4. Executive session may be entered into with a motion, second, and majority vote of those present and eligible to vote. Voting members should bear in mind the Democratic Party's commitment to openness and transparency balanced against the nature of the anticipated discussion. Although not required, discussions which it may be advisable to consider in Executive Session include, but are not limited to:
 - a. Personnel Issues

- b. Contract Issues
- c. Litigation Issues
- d. Campaign Strategy
- e. Member Disciplinary and Other Proceedings Involving the Right to Privacy, such as those involving the conduct or qualifications of an individual,
- f. Committee topics when appropriate.

ARTICLE VIII OFFICERS, TREASURER, PARLIAMENTARIAN, AND DUTIES

1. The Officers of DPSFV shall be :

- a. The Chair shall preside over general assembly and executive board meetings, serve as external spokesperson, approve and execute the annual budget and calendar, may sign and execute contracts, and supervise all activities of DPSFV and its committees.
 - i. 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 a member of the Executive Board, with full voting rights, for one subsequent term, as long as they do not move out of the DPSFV referenced area.
 - ii. A Chair that resigns before the end of their term, may be appointed as an immediate Past Chair, but only with a 2/3 vote of the Executive Board. An Immediate Past Chair selected in this capacity would serve for the duration of the term and would serve alongside any current Immediate Past Chair(s).
- 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 inability to perform the duties of the Chair, the First Vice Chair shall perform the duties of the Chair except for those described in VIII, 1aii.
- 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 inability to perform the duties of the Chair and the First Vice Chair, the Second Vice Chair shall perform the duties of the Chair except for those described in VIII, 1aii.
- 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 DPSFV authorized notices and correspondence.
- f. Controller, appointed by the Chair, subject to approval by a majority of the Officers, and ratified by a majority of the Executive Board. Upon appointment, the Controller becomes a member of the Executive Board, with full voting rights at the Executive Board, if not already a member. The Controller shall assist the Chair and oversee the Treasurer in collecting funds, maintaining the financial records of DPSFV, transmitting financial information to the Treasurer, if any, and regularly report to the Executive Board the financial standing and activity of DPSFV.

2. Treasurer, appointed by the Chair, subject to approval by a majority of the Officers, and ratified by a majority of the Executive Board. The Treasurer shall be a contractor of DPSFV subject to termination by the Chair and a majority of the Officers. The principal duties of the Treasurer are to prepare and execute the statements required to be filed under the political campaign finance laws to which DPSFV is subject, and to provide accounting services to DPSFV. The Treasurer shall deposit funds, disburse funds on the request of the Chair and Controller, and provide regular financial reports to the Chair and Controller.

3. The Chair, subject to approval by a majority of the Officers, and ratified by a majority of the Executive Board, may appoint a parliamentarian from among the DPSFV members, who will be a full voting member at the Executive Board.
4. Officers and the Parliamentarian are required to live in one of the Assembly Districts referenced in Article III.1.a. with two possible exceptions. For the Controller and Parliamentarian positions, if no one with the relevant skill set is readily available who lives within the referenced Assembly Districts, the positions may instead be appointed from among the membership of a DPSFV affiliated club, but must be approved by 75% of Executive Board members present and voting.

ARTICLE IX EXECUTIVE BOARD AND OFFICERS REQUIREMENTS

The Executive Board shall consist of the following members:

1. Those duly elected at the General Assembly, whose eligibility is designated in Article VI:
 - a. The officers elected at the General Assembly;
 - b. Fifteen (15) At-Large members elected at the General Assembly.
 - c. Three members from each of the Assembly Districts in the geographic area designated in Article III.1.a , elected in their respective Assembly District Caucuses.
 - i. Members representing an Assembly District shall cease holding such position upon ceasing to be a resident of the Assembly District.
2. One alternate each for those elected as At-Large and Assembly District members in IX.1 above, who lives in one of the Assembly Districts referenced in Article III.1.a, chosen by the elected member . At- Large and Assembly District members shall notify the Chair prior to the next Executive Board meeting of their alternate choice.
3. One representative and one alternate selected by each affiliated Democratic club, to serve for a term determined by that club. Alternates vote at Executive Board only in the absence of the club representative. Club representatives shall notify the Chair prior to the next Executive Board meeting of such selection. Club representatives and their alternates do not have to live in one of the Assembly Districts designated in Article III.1.a.

4. Members of the Democratic National Committee and the Regional Directors of the State Democratic Party in the geographic area shall be Ex-officio members and shall be considered in good standing at Executive Board meetings so long as they do not miss more than three Executive Board meetings in a single term year and have met their dues commitment pursuant to IX, 9. The Corresponding Secretary shall notify in writing any person who is one absence away from losing their good standing.
5. The Parliamentarian and Controller appointed by the Chair in accordance with Article VIII.
6. The Chair of the Los Angeles County Democratic Central Committee (aka "LACDP") shall be considered a member of the Executive Board and shall have full voting rights at the Executive Board and General Assembly.
7. Executive Board Members are required to serve on at least one active committee or subcommittee, dedicate (thirty) 30 hours at the campaign office, and volunteer to the best of their ability at DPSFV fundraisers and events.
8. The Officers and Chairs meetings shall consist of the officers of the Executive Board and Committee Chairpersons with such special duties as approved by the Executive Board.
9. Beginning with the new term at March 1, 2021, Executive Board members, including alternates and replacements during the term who are not exempt, will be required to pay dues annually, the amount to be set at the beginning of each two-year term by a proposal from the Officers, and approved by the Executive Board. Members who have not paid their dues within sixty (60) days of becoming a member of the Executive Board are considered out of good standing and may be subject to removal. Excluded from the dues requirements are:
 - a. Club representatives and their alternates, whose clubs have already paid affiliation fees in accordance with Article IV;
 - b. The Chair of LACDP, whose organization charters DPSFV.
 - c. Those members granted a waiver for claiming financial hardship.

ARTICLE X ELECTIONS

1. All officers and Executive Board members, other than those to be appointed as provided above, shall be elected by a majority vote at the biennial General Assembly for a two- year term to serve until the election of the succeeding officers and Executive Board.
2. All elections of Officers and At-Large Executive Board members shall be conducted by ballot, which shall be maintained by the Corresponding Secretary for a period of at least sixty (60) days, or if there is a challenge, until such time as the challenge is resolved and all appeals exhausted. Ballots may be inspected by any member upon reasonable written request.
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. An Executive Board member or General Assembly member who wishes to run for an Officer Position other than Chair MUST have served twelve (12) months on the Executive Board within the prior three years, must be a member in good standing of an affiliated club for at least one year, and shall ideally notify the Nominating Committee timely. Nominations will also be accepted at the time of the report of the Nominating Committee. The Nominating Committee shall submit its report of all candidates running for office before the conclusion of the January meeting prior to the election meeting.
6. Any person nominated as Chair must have served as a member of the Executive Board for either:
 - a. At least two terms prior to taking office, or
 - b. At least one term, with one of the term years having served as either an Officer or a Committee Co-Chair.
7. Before running for Executive Board, DPSFV members shall be required to disclose if they expect to receive compensation from any source(s) that is involved in politics or governance during their term. A source is defined as a political officeholder, candidate for political office, professional lobbyist or legislative advocate, or other entity whose interests may intersect with DPSFV business.

ARTICLE XI QUORUM FOR EXECUTIVE BOARD

1. A quorum is required for any official business to be conducted.
2. A quorum for an Executive Board meeting shall be a number equal to a majority of the voting members of the Executive Board. This number does not include alternate members. If an Alternate member is attending the meeting for a voting member, the Alternate counts toward quorum instead of the voting member.
3. A quorum for the Officers and Chairs meeting shall be a total of five members including at least the Chair or the two Vice Chairs.

ARTICLE XII COMMITTEES

1. The following shall be designated as standing committees:
 - a. Budget, comprised of all officers
 - b. Events
 - c. Fundraising
 - d. External Communications and Publicity
 - e. Political Action (Rapid Response, Legislative, Resolutions)
 - f. Credentials
 - g. Endorsement

2. The following shall be designated as special committees:
 - a. Officers and Chairs
 - b. Bylaws
 - c. Nominating
 - d. Financial Review, to meet and review financial reports
 - e. Technology
 - f. Campaign
 - g. Diversity
3. Other special committees may be created as the Chair deems advisable, or as recommended by a majority vote of the Executive Board present and voting.
4. The Chair shall appoint a member of the Executive Board as chairperson of each standing, or special committee.
5. The Chair and each standing committee's chairperson shall appoint three or more members, drawing from either the Executive Board or the General Members. The Chair and other committee chairpersons shall appoint such members necessary for each committee to function effectively. Members of Bylaws and Endorsement committees are to be appointed by a majority of the officers.
 - a. Executive Board Alternates do not serve as alternates to their elected members in committees.
6. A committee's meetings may be held virtually at the discretion of the committee's chair and must notify the DPSFV Chair prior to the meeting being noticed.

ARTICLE XIII ENDORSEMENTS

1. This organization may endorse 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.
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 XIV REMOVAL AND REPLACEMENT

REMOVAL

1. All resignations of an Executive Board member must give written notice of resignation to an elected officer of the Executive Board. The Corresponding Secretary has five (5) days to confirm receipt in writing that the resignation is accepted and that a replacement will be appointed.
2. With the exception of the Chair of the Los Angeles County Democratic Central Committee, if three (3) meetings of the Executive Board are missed in a single term year (which runs March 1 to February 28/29) by both the elected member (and their alternate if applicable), both the elected member and their applicable alternate are automatically 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 (including alternates) may be removed for nonperformance, failing to meet dues requirements, 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 Bylaws, Standing Rules, or Anti-Harassment and Retaliation Policy according to adopted procedures.
 - a. By a majority vote of the officers, a member of the Executive Board who has been accused of violating the Anti-Harassment and Retaliation Policy may be suspended from attending/participating in all DPSFV forums, activities, and meetings (whether in-person or electronic) until final adjudication.
 - b. Removal requires a sixty percent (60%) vote of the Executive Board members present and voting at that meeting.
4. Any DPSFV member with a concern regarding a Committee Chair may make a complaint to the Executive Board Chair. The Chair may request the resignation of a Committee chairperson. In the event the chairperson does not resign upon request of the Chair, the Committee chairperson shall be retained only by a sixty percent (60%) vote of the members present and voting at the next Executive Board meeting.

REPLACEMENT

5. Clubs may replace their representatives and alternates at any time with seven (7) days notice to the Corresponding Secretary. A club representative or alternate who has been removed pursuant to absence policy may be reappointed to that capacity for the remainder of the term year.
6. Should vacancies occur of At Large members within the Executive Board, the Chair, with a majority Executive Board approval, shall appoint a replacement(s) from the membership referenced in Article III.1.a. The new At Large member may choose their alternate in accordance with Article IX.2.
7. In the event of a vacancy of a member elected pursuant to Article IX.1.c., then the members of the Executive Board residing in that Assembly District shall caucus (with notice in the regular meeting notices) and select a replacement with a majority vote. If the members of the Assembly District fail to appoint a member, the Chair shall appoint a replacement from that Assembly District, subject to Executive Board approval by a majority vote. 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. The new Assembly District member may choose their alternate.
8. Should vacancies of Officers occur within the Executive Board, the Chair shall appoint replacements subject to Executive Board approval by a majority vote. Upon approval, the appointee(s) shall assume the title and duties of the position for the remainder of the period for which the original member was elected.

ARTICLE XV PARLIAMENTARY AUTHORITY

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

ARTICLE XVI AMENDMENT OF BYLAWS

1. Proposed amendments to these Bylaws must be reviewed and approved by a majority of the Executive Board before being submitted to the full General Assembly for adoption.
2. A commentary on the proposed amendments must be made available upon request, and must be noticed to the General Assembly at least ten (10) days prior to the General Assembly.
3. Adoption may be at any General Assembly 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 Bylaws 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 Assembly.

ARTICLE XVII PROXIES

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.

ARTICLE XVIII DISSOLUTION

In the event of the dissolution of DPSFV, all residual funds and possessions will become the property of the Los Angeles County Democratic Central Committee (aka "LACDP").

APPENDIX 1

Until November 30, 2022, the Assembly Districts that defined the San Fernando Valley in Article III.1.a, and in which an affiliated club member must live in to vote at General Assembly, are:

The 2021-2022 legislative term's AD 38, 39, 43, 45, 46, and 50

As of December 1, 2022, the Assembly Districts that define the San Fernando Valley in Article III. 1. A, and in which an affiliated club member must live in to vote at General Assembly, are:

AD 40, 42, 43, 44, 46, 51, and 52

These ADs are the core of the San Fernando Valley, and can be changed under the provisions set forth in Article XVI.