

## **Auburn Area Democratic Club Bylaws**

*AADC BYLAWS were approved on August 3, 2012; then signed by 2012 President, Paul Berger and 2012 Treasurer, Paulette Walter.*

*Revised February 6, 2014 (Membership changed to July 1st to June 30th annually).  
Revised March 5, 2015 (Membership Directory added); then signed by President, Kathryn Yue, and Treasurer, Paulette Walter.*

*November 5, 2015 Article XIV (Committees) was totally revised and approved by membership to include four Standing Committees. 2015-2016 President, Sunny Carraway, and Secretary, Paulette Walters, signed this revision into the Bylaws.*

*October 31, 2017 Articles VI: Dues; Article VIII: The Executive Board; Article XII: Finance; and Article XIII: Endorsements and Campaign Contributions were voted by AADC Membership to be modified; then signed by President, Jan Bell, and Secretary, Laura Newby.*

*October 4, 2018 Article X: Election of Officers was voted by AADC Membership to be modified; then signed by President, Kermit Carraway, and Secretary, Victor Monjaras.*

*December 6, 2018 Removal of Article IX, Section E: Representative at Large; revision of Article VIII, Section A: Executive Board; and addition of new Article XIV, Section C.5: Communications Committee were voted by AADC Membership; then signed by President, Kermit Carraway, and Secretary, Victor Monjaras.*

*June 6, 2019 Addition of new Article VIII: Membership Voting; revision of numbering of old Articles VIII through XVIX; revision of Article XVII: Amendments and Revisions; and miscellaneous revisions of sections related to majority vote to now refer to new Article VII were voted by AADC Membership then signed by President, Ed Koons, and Secretary, Victor Monjaras.*

### **Preamble**

We join together as the Auburn Area Democratic Club to foster and perpetuate the ideals and principles of the Democratic Party, stimulate active interest in government affairs, and promote social justice and well-being for all citizens.

### **Article I: Name**

The title of the organization shall be Auburn Area Democratic Club, hereinafter referred to as AADC (or the Club).

### **Article II: Bylaws**

These Bylaws shall govern the organization, operation and function of AADC consistent with the provisions of the Bylaws of the Placer County Democratic Central Committee (Placer County Democratic Party, hereafter called PCDP).

### **Article III: Purpose**

- A. The AADC is an organization of individuals who are concerned with promoting the growth and influence of the Democratic Party at all levels of government.
- B. AADC is a political organization for residents of Auburn, California and neighboring communities and is chartered by the PCDP.
- C. This Club is organized for the purpose of strengthening the Democratic Party and never will endorse publicly a candidate for political partisan office other than a candidate of the Democratic Party. The AADC shall engage in legislative, political, educational, civic and other activities to further the interests of the Club, advance ethical standards and promote equal participation in the political process. The Club shall:
  - 1. recruit and support nominees of the Democratic Party, Democratic candidates and office holders in local, state and national elections who are pledged to, and working for, the fulfillment of the Democratic Party Platforms;
  - 2. develop leadership within our Club and our community, and encourage and support Democrats to run for political office;
  - 3. provide a forum for area residents to discuss and explore issues of local, state, national and international importance;
  - 4. provide an opportunity for area residents to participate in a significant way in the election campaign process;
  - 5. make efforts to register Democratic voters;
  - 6. work with other Democratic clubs and like-minded community organizations to achieve mutual goals;
  - 7. inform members and the public about candidates, legislation, issues, trends and other matters of Democratic Party interests;
  - 8. foster a positive relationship between the Democratic Party and our community through outreach programs and activities.
- D. AADC may endorse candidates and take positions on legislation and issues of interest to its members as outlined by these Bylaws and the Bylaws of the PCDP.

### **Article IV: Affiliation**

- A. The AADC is established and operates under Charter of the Placer County Democratic Party and is bound by the rules and bylaws of the PCDP. The Club shall comply with bylaws of the PCDP and the California Democratic Party, as they apply to fully chartered local affiliates and operates in compliance with the appropriate

laws of the State of California. All items within this Club's charter and bylaws are within the jurisdiction of the Placer County Democratic Central Committee (PCDP), the Charter and Bylaws of the California Democratic Party (CDP), and all California Statutes. The Club was duly chartered by the PCDP on June 10, 2004.

- B. The Club may also affiliate itself with other like-minded organizations as recommended by the Board and voted on by a majority of members in good standing in accordance with Article VIII.

### **Article V: Membership**

- A. Any individual qualifies for Club membership if:
  - 1. the individual is a registered Democrat;
  - 2. or the individual is ineligible to vote due to age, non-residency, or other legal impediment, but intends to register as a Democrat when eligibility is attained, and;
  - 3. supports the purposes of the Club.
- B. An individual shall be considered a member in good standing and eligible to vote if:
  - 1. the member is current on Club dues and;
  - 2. the member has not been removed from the Club.
- C. Membership records shall be confidential and for the use of the Club only, and will not be shared with outside entities or with individual Club members for non-Club business. The Secretary will provide a Directory of members, their mailing address, their phone numbers and e-mail address to members who request one. The member receiving the Directory must agree to maintain the required confidentiality and use the directory only for Club purposes. Any member who does not want their name or other information in the directory must notify the Treasurer when paying their annual dues.
- D. A member may be removed from membership by a two-thirds (2/3) vote of members in attendance at a regularly scheduled Club meeting for engaging in activities inconsistent with the purposes of the Club.
- E. Membership in AADC shall be for a term of one year beginning July 1st of each year and payment of dues and ending on June 30th of the following year. The exceptions are Life and Honorary Memberships which are life memberships.
- F. Renewal memberships shall become effective upon the next year's July 1st date, provided that AADC receives payment no later than thirty (30) days following (by August 1st).

- G. New AADC members can join at any time and their first year's membership dues will be prorated so the following year their renewal date will be July 1st (see proration schedule on [www.auburndemocrats.com](http://www.auburndemocrats.com) website).

### **Article VI: Dues**

- A. Each member shall pay dues as follows:

General Membership – \$25 per year

Student (Full time) – \$10 per year

Kennedy Membership – \$50 per year

Sustaining Membership – \$5 per month (\$60 yearly)

Roosevelt Membership – \$100 per year

Jefferson Membership – \$250 per year

Life Membership – \$500 one time  
(Life Membership may also be for a couple.)

Honorary Membership – No dues shall be required. Individuals may become honorary members for life upon a majority vote of members in accordance with Article VIII.

- B. Dues may be changed by a vote of the majority of the membership in accordance with Article VIII.

### **Article VII: Rules for Meetings**

- A. Regular Club meetings shall be held on the first Thursday of each month or such day as the membership or Board may determine.

1. Regular meetings shall not be cancelled more than three times within the calendar year and no more than two regular meetings may be cancelled in succession.
2. A quorum shall consist of 20% of the members or 15 members present at a Club meeting, whichever is less.

- B. Special Club meetings may be called by the President at any time or in the absence of the President by any two officers or by a petition of the majority of the members. A petition by the majority of the members for a Special meeting must be submitted at a scheduled meeting of the Board, and the Board will notify the membership of the Special meeting.

- C. Notice of Special meetings shall be deemed sufficient if such notice includes the date, time, and place of the meeting and is received by the members at least 24

hours prior to the meeting. The notice must be directed to all members in any of the following manners:

1. Notice in writing by US mail;
  2. Notice in writing by e-mail;
  3. Telephone message.
- D. To place an item on the agenda for a Regular membership meeting a member must make a verbal request, or submit a written request to the President or a Board member prior to the Club's regular monthly meeting. Written requests may be sent via e-mail.
1. The request must include the presenter's name and a brief summary of the presentation.
  2. The President or Board will review the request(s) and decide if the topic meets with the Club's purpose. Not all community activities are within the purview of the Club.
  3. If a member or guest has not been included on the agenda they may come to a Club meeting early, speak with the President and request to be put on the agenda. At the President's discretion the speaker may be allowed to speak and will be limited to 3 minutes.
- E. The Club shall use the most recent edition of the Newly Revised Roberts Rules of Order as a guideline for governing parliamentary procedure at all official meetings of the organization provided they are not inconsistent with these Bylaws or the rules of the PCDP.
- F. The Club may suspend the order of business for emergency business.

### **Article VIII: Membership Voting**

- A. Membership votes can be accomplished using one of the following four methods at the discretion of the AADC President:
1. online voting via any method that is secure and ensures that only members can vote (e.g., AADC's membership software) and where a quorum has been established;
  2. secret paper ballots at a Club meeting where a quorum has been established and counted by two AADC officers who agree on the count;
  3. raised hands at a Club meeting where a quorum has been established and counted by two AADC officers who agree on the count;
  4. voice vote at a Club meeting where a quorum has been established with the result determined by one AADC officer.

- B. Unless otherwise specified, a majority vote shall be considered the following depending on the form of the vote:
1. for voting online: 50%+1 of all members who voted or;
  2. for voting at a Club meeting: 50%+1 of all members present at the time of the vote.
- C. Notice of any matter that is to be submitted to online voting shall be provided to the membership as follows:
1. notice of an online vote shall be given to all members by email to the members not less than fifteen (15) days prior to the first opportunity to vote online;
  2. the period during which online votes may be made shall be not less than ten (10) days and the dates on which voting will be open and the date on which voting will be closed must be contained in the notices described in subparagraph 1 above.

#### **Article VIX: Executive Board**

- A. The Executive Board (the Board) shall be comprised of the four officers of the Club, as follows: the President, Vice President, Secretary, and Treasurer; the Chairs of AADC's Standing Committees (currently five Chairs); and our PCDP Representative. Each Board member and Chair shall have one vote. In the event a Committee has Co-Chairs, each Co-Chair shall have one-half vote.
- B. In order to be eligible to serve on the Board a member must be in good standing and have been a member for no less than three (3) months.
- C. The quorum for meetings of the Board shall consist of a majority of the sitting members of the Board. All decisions by the Board shall be determined by the majority of those present at the Board meeting. In the event of a tie vote, the absent members of the Board shall be polled and the final vote recorded by the Secretary.
- D. Emergency expenditures, to a maximum of \$250, may be authorized upon agreement by the majority of voting Board members. A good faith effort shall be made to poll all Board members. Expenditures approved by the Board shall be reported to the membership at the next membership meeting.
- E. Meetings of the Board shall be open to the membership unless the Board, by a majority vote, calls for a closed session.
- F. Attendance at all regularly scheduled Board and Club meetings is required unless excused by the President or the majority of the Board. Three unexcused absences by any member of the Board at regularly scheduled Board or Club meetings may result in removal of that member of the Board. Removal will be by the majority vote of the Board.

- G. The Board will meet monthly as scheduled by the President, or by the majority of the members of the Board, and shall:
1. make recommendations for action to the Club membership;
  2. formulate policy and approve Club projects;
  3. review all projects and activities of the Club committees;
  4. call emergency meetings by agreement of a majority of the Board;
  5. turn over all documents and records in their possession to new Board members prior to or at the beginning of the next scheduled Board meeting following the election of new officers;
  6. be encouraged to attend Community events or meetings on issues that relate to the interests and goals of the Club, and report to the Board or Club. Meetings of interest might be City Council, other Democratic Clubs, Board of Supervisor meetings, Commissions, School Board or other meetings as requested or as needed.
- H. A vacancy on the Board shall exist in the case of death, resignation, leave or removal of any member.
1. In the event of a vacancy in the office of President, the Vice President shall assume the duties until a replacement is elected by the membership.
  2. In the case of a vacancy in the office of the Treasurer, the President shall appoint an Acting Treasurer or assume the duties until a replacement is elected by the membership. The Acting Treasurer shall have all the powers and duties of the Treasurer.
  3. Vacancies in other Board positions shall be filled by the President on an interim basis until the next regular membership election meeting
  4. Any Board member may resign by giving written notice to the President or the Board.
  5. A Board member may be removed from office by a two-thirds (2/3) vote of the members in attendance at a membership meeting.
  6. The General Membership must be notified at the preceding monthly general meeting that a vote to remove a Board member will take place at the following meeting. Notice must be given to the Board member in question and to the general membership no less than thirty (30) days prior to a general membership meeting In which the vote to remove a Board member is to take place.

## **Article X: Officers & Duties**

Club officers shall consist of the following positions and duties

A. The President shall:

1. be the Chief Executive Officer of the Club;
2. plan, call and set agendas of the regular and special meetings of the Club and the Board;
3. preside at all Board and membership meetings;
4. be responsible for the overall direction of the Club's activities and coordinate these activities with the PCDP;
5. be authorized to sign all checks, agreements, and other legal documents of the Club;
6. act as Treasurer in the absence or inability of the Treasurer;
7. be an ex officio member of committees.

B. The Vice President shall:

1. assume the office of President by request of, in the absence of, or in the ability of the President to serve;
2. render all possible assistance to the President in matters pertaining to the Club.

C. The Secretary shall:

1. keep and make available the minutes of each membership and Board meeting;
2. keep and make available a written record of all resolutions and decisions of the Board and membership;
3. be responsible for the official correspondence of the Club, at the direction of the Board;
4. maintain the official copy of the Club Bylaws, with any amendments;
5. and prepare a Membership Directory for members who request one by the September meeting of each year.

D. The Treasurer shall:

1. receive dues and other income and make disbursements of funds on behalf of the Club which includes the authority to sign checks for authorized expenditures, subject to the limitations prescribed by the Board and membership;
2. promptly deposit all AADC funds into the Club bank account and promptly pay all Club obligations;
3. keep an accurate record of all receipts and expenditures, and provide a monthly financial report at each Board and Club meeting;
4. provide an annual report to the Board at its first meeting following the close of the fiscal year, and make it available online to the membership;
5. submit reports to Federal and State authorities as required by law;
6. prepare a preliminary annual budget of anticipated revenues and expenses for consideration by the Board at its first meeting of the calendar year;
7. maintain an inventory list of all Club assets and their location;
8. maintain and make available to the President an electronic backup of all Treasurer records;
9. at each Board meeting provide a list of receipts and disbursements and the bank statement for that month to be validated by at least one other Board member by signature.

#### **Article XI: Election of Officers**

- A. Officers' terms shall be for one year, starting January 1.
- B. Nominations of Officers will be solicited by the President at the regularly scheduled October meeting.
- C. Final call for nominations will be called by the President at the regularly scheduled November meeting, after which nominations will be closed.
- D. The membership will be notified regarding the final slate of nominees by e-mail, postal mail, and newsletter. Notification must be at least ten (10) days prior to the December election meeting.
- E. Unless contested, election of Officers will be held by private ballot at the regularly scheduled December meeting.
- F. Only members will be eligible to vote.

- G. Officers' terms begin January 1 after confirmation of the final tally of votes at the regularly scheduled December meeting.

#### **Article XII: Selection of Club Representative to the PCDP**

- A. As per the bylaws of the PCDP, the Club will be allowed a single representative (Club rep) with a single vote on the PCDP. An alternate to the representative is also permitted.
- B. The Club rep to the PCDP shall be elected upon the expiration of the term of the outgoing representative. The Club rep will be allowed to choose his/her alternate as outlined in the bylaws of the PCDP.

#### **Article XIII: Finance**

- A. The Club's fiscal year shall be the period from January 1 through December 31 of one calendar year.
- B. A minimum operating fund of \$2,000 shall be maintained at all times. This rule may be temporarily suspended by a majority vote of members in accordance with Article VIII.
- C. Expenditures will be made in accordance with a budget prepared by the Treasurer and approved by the membership. Expenditures not included in the approved budget and up to \$300 must be approved by the Executive Board. Expenditures over \$300 and not included in the approved budget must be approved by a majority vote of members in accordance with Article VIII.
- D. In the event of dissolution of AADC, any monies remaining after settlement of debts must be disbursed to the PCDP.

#### **Article XIV: Endorsements and Campaign Contributions**

- A. Motions for endorsements of candidates for public office may be made by members at any general meeting provided the subject is listed on the Club's agenda.
- B. The California Democratic Party's 2018 Pre-Endorsement Conference allows for one caucus vote for every 20 AADC members in good standing within an Assembly District. Due to the tight timeline for 2018 delegate identification, AADC's selection for these Pre-endorsement Conference delegates will be first by Board Members, then by Committee Chairs, then by individual AADC Members as selected by the AADC President for their activism. In future elections AADC plans to more democratically select these delegates.
- C. AADC Pre-endorsement delegates are required to vote, in the first round of the caucus, per the preponderance of AADC membership feedback on the top candidate in each race. AADC delegates are free to vote, as they deem appropriate, in subsequent voting rounds.

- D. If the state or national Democratic Party has taken an official stand on the political issue or endorsed a particular candidate, then as a chartered Democratic Club we shall not make endorsements or contributions opposing that position or candidate.
- E. If the state or national Democratic Party has taken a neutral stance on a position because there are conflicting views within the Party about a particular issue or candidate, then as a chartered Democratic Club it is prudent, though not required, to have representatives from both sides of the issue, or representatives from all competing candidates speak to our members. Any member may request that the Board have a representative of an individual candidate or advocate of a controversial political issue speak to the Club. Presenting only one candidate or one side of a controversial issue may be construed to be an endorsement of that issue by the Club.
- F. Motions for campaign contributions may be made by any member provided the subject is listed on the Club agenda.
  - 1. A contribution to an endorsed candidate or ballot measure may be made upon a vote of a majority of members in accordance with Article VIII.
  - 2. The vote to make a financial contribution to a candidate's campaign must be voted on as a separate question from the vote to endorse that candidate.
  - 3. All direct, indirect, or in-kind campaign contributions will be made in strict conformity with Federal, State, District, and other laws as applicable.
- G. The Club may take out a paid advertisement supporting an endorsed candidate or supporting or opposing a political issue by approval of a majority vote of members in accordance with Article VIII.

#### **Article XV: Committees**

- A. Committees shall consist of the following Standing Committees, and Ad Hoc committees which the President or Board deems advisable to create. The Chairpersons of Standing Committees are encouraged to attend and participate in all Board Meetings. The Chairpersons of all Standing Committees shall meet with their Committees at least once a month and shall report in writing on a monthly basis to the Board and General Membership.
- B. Committee chairpersons are appointed by the President, with the advice and consent of the Board. Committee Chairpersons serve at the pleasure of the President.
- C. AADC Members will be encouraged to actively participate in at least one of these Standing Committees on an ongoing basis.
  - 1. MEMBERSHIP COMMITTEE shall be a Standing Committee and shall be responsible for:

- a. Recruitment and enrollment of new members and maintaining the Membership list which includes the Member's name, address, phone numbers and e-mail address.
  - b. Conducting a drive from the first day of May to the end of August each year to renew all current members.
  - c. Each year after the Fall Fundraiser, conduct a new member drive to recruit new members using new contacts generated from the Fall Fundraiser event.
  - d. Following the new member drive, an AADC Directory will be published by the Chair including all members who opt-in to the Directory.
2. COMMUNITY EVENTS COMMITTEE shall be a Standing Committee and it shall be responsible for:
- a. Coordinating the Club's participation in community events to further the goals of the Club. Such events may include but not be limited to the Auburn Fourth of July and Festival of Lights parades, Celebrity Chef, KVIE, Gold Country Fair, the Mandarin Festival, Old Town Cinco de Mayo, etc.
  - b. Bringing to the Board and General membership information from the Community regarding issues and events for possible action and participation by the Club.
  - c. Publishing an AADC Event Calendar. Update it monthly, so that members are notified of all upcoming events in which AADC plans to participate.
3. FUNDRAISING COMMITTEE shall be a Standing Committee and shall be responsible for:
- a. Creating and coordinating the Fundraising activities of the Club other than membership dues. These activities may include but not be limited to the Annual Fall Fundraising Event, rummage sales, raffles, and casino nights, exhibitions of films, prominent speakers and musical performances when they are presented as Fundraising events. This committee is charged to use imaginative ways to raise money that further the goals of the Club and comport to California and Federal Law.
4. VOTER REGISTRATION & OUTREACH COMMITTEE shall be a standing Committee and it shall be responsible for:
- a. Encouraging voters to register as Democrats and shall register voters in times and places that favor Democratic Registration.
  - b. Know the laws regarding voter registration and conduct training of members so that voter registration activities are in compliance with all applicable State and Federal Laws.
  - c. Provide poll workers at elections.

- d. Shall participate in Get Out the Vote activities to increase Democratic voter participation in all elections.
- 5. COMMUNICATIONS COMMITTEE shall be a Standing Committee and it shall be responsible for:
  - a. Coordinating and overseeing all communications mechanisms for, by, and to the Club membership.
  - b. Arranging special speakers at Club meetings in collaboration with the Board.
  - c. Preparing and submitting press releases to media outlets and coordinating publicity in a timely manner.
  - d. Following local, state and national legislative matters, and informing the membership about issues that relate to the purpose of the Club.
- D. Other committees shall be created as the President, the Board, or the membership may determine.

#### **Article XVI: Anti-Discrimination Provisions**

The AADC is committed to non-discrimination on the basis of economic status, class, race, color, creed, age, ethnic identity, ethnicity, national origin, language, culture, gender, gender identification, sexual orientation, religion, or disabilities as defined by the Americans with Disabilities Act of 1990 or any other factor unrelated to membership and the mission of the Club. Any conduct by an official or official body of the Club contrary to this non-discrimination commitment should immediately be brought to the attention of the Club's Executive Board and the PCDP Executive Board. Membership in this Club shall not be denied on the basis of age, race, creed, ethnic origin, gender, physical handicap, religion or sexual orientation. Upon violation of this provision, the Club's charter shall be rescinded.

#### **Article XVII: Amendments and Revisions**

- A. These Bylaws may be amended or revised by two-thirds (2/3) vote of the members in accordance with Article VIII, as follows:
  - 1. If the vote is to be taken online:
    - a. notice of intent to amend or revise the Bylaws must be announced orally at a Club meeting not less than fifteen (15) days prior to the first opportunity to vote online;
    - b. additional notice of intent to amend or revise the Bylaws containing the text of the proposed amendment must sent by email to the members, either as a separate email or by inclusion in a newsletter emailed to the members not less than fifteen (15) days prior to the first opportunity to vote online;

- c. the period during which online votes may be made shall be not less than ten (10) days and the dates on which voting will be open and the date on which voting will be closed must be contained in the notices described in subparagraphs (a) and (b) above; and
- d. a quorum for online voting for an amendment or revision to the Bylaws is established when votes have been cast by at least 20% of the member or 15 members, whichever is less.

2. If the vote is to be taken at a Club meeting:

- a. notice of intent to amend or revise the Bylaws must be announced orally at a Club meeting twenty-five (25) days prior to the meeting where the proposed amendment will be presented to the general membership for approval;
- b. additional notice has been provided to the general membership either through a web posting, e-mail, postal mail for those without e-mail, or by the newsletter fifteen (15) days prior to the meeting where the amendment will be presented for approval. This notice will contain the text of the proposed amendment;

c. a quorum is present as described in Article VII, section A.2.; and

d. the amendment or revision meets the guidelines of the PCDP.

B. Amendments and revisions are subject to the approval of the PCDP.

C. Proposed amendments or revisions to the Bylaws may be submitted by any member to the Board by submitting the proposed amendment or revision to the Executive Board.

D. The Executive Board shall study the proposed amendment or revision and shall submit the proposed amendment or revision with recommendations to a vote of the membership following the procedures set forth above.

E. The failure of any voting member to receive such notice shall not invalidate the vote.

**Article XVIII: Official Notice to Members**

A. E-mail delivery shall be considered sufficient notice for all purposes except in the case of members without e-mail or members which have chosen not to receive notice by e-mail which shall receive official notices by U.S. postal mail.

B. All notices by the Club via e-mail will be considered valid if:

- 1. the sender and receiver have both consented, in writing, to sending and receiving notice in this manner;

2. the notice was sent to or from the e-mail address specified when given consent, or most recent e-mail address specified on a subsequent notice of change of address by sender or receiver;
3. and the obligation to inform and procedure for informing any change in e-mail address has been specified in writing.

### **Article XXIX: Interpretation**

Questions of interpretation of these Bylaws may be appealed in writing to the Board whose decision shall be final.

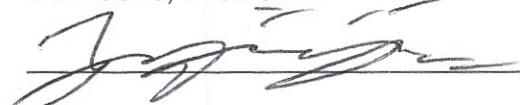
### **Article XXX: Previous Bylaws**

Any and all constitutions and/or Bylaws previously governing this Club are declared to be superseded by these Bylaws.

Adopted this 6<sup>th</sup> day of June 2019.

Certified by: \_\_\_\_\_

Ed Koons, President

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Victor Monjaras, Secretary