

## **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 1<sup>st</sup> to June 30 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 By-Laws.*

*October 31 2017 Articles VI: Dues; Article VII: 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 resident, 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 XIX revision of Article XVII: Amendments and Revisions; and miscellaneous revisions of sections related to majority vote to now refer to new Article VII were vote by AADC Membership then signed by President Ed Koons, and Secretary Victor Monjaras.*

*July 7 2022: AADC By Laws were updated and approved by a membership Quorum as verified by AADC Secretary Mark Havener on this date. Amendments, Additions, and Revisions were accepted by a majority vote of the AADC membership to Articles I, III thru V, VII thru XV, and XVII thru XVIII. The signatures of Terry P Rodriguez, President AADC, and Mark Havener, AADC Secretary establishes these. AADC By Laws as official.*

### **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. Placer County Democratic Party Central Committee, hereinafter referred to as PCDCC. California Democratic Party, hereinafter referred to as CADEM. The AADC Board, hereinafter referred to as, the Board.

## **ARTICLE II: BYLAWS**

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

## **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 PCDCC.

C. The AADC 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 interest of the AADC, advance ethical standards and promote equal participation in the political process. The AADC 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 AADC 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 interest;

8. Foster a positive relationship between the Democratic Party and our community through outreach programs and activities.

D. The AADC may endorse candidates, and take positions on legislation and issues, local to their community that are of interest to its members as outlined by these Bylaws and the Bylaws of the PCDC.

#### **ARTICLE IV: AFFILIATION**

A. The AADC is established and operates under Charter of the Placer County Democratic Party (PCDC) and is bound by the rules and By-Laws of the PCDC. The AADC shall comply with Bylaws of the PCDC and the California Democratic Party (CADEM), 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 AADC Charter and Bylaws are within the jurisdiction of the PCDC, the Charter and Bylaws of CADEM, and all California Statutes. The AADC was duly chartered by the PCDC on June 10, 2004.

#### **ARTICLE V: MEMBERSHIP**

A. Any individual qualifies for AADC 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 AADC;

B. An individual shall be considered a member in good standing and eligible to vote if;

1. The member is current with AADC dues, and;
2. The member has not been removed from the AADC.

C. Membership records shall be confidential and for the use of the AADC only, and will not be shared with outside entities or with individual AADC members for non-AADC business. The Secretary will provide a Directory of members, their mailing address, their phone numbers and email address to members who request one. The member receiving the Directory must agree to

maintain the required confidentiality and use the directory only for AADC purposes. Any member who does not want their name or other information in the directory must notify the AADC 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 AADC meeting for engaging in activities inconsistent with the purposes of the AADC.

E. Membership in AADC shall be for a term of one year beginning July 1<sup>st</sup> of each year and payment of dues and ending on June 30<sup>th</sup> 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 1 date, provided that AADC receives payment no later than thirty (30) days following) by August 1<sup>st</sup>.

G. New AADC members can join at any time and their first membership dues will be effective from receipt of dues prior to July 1 effective through July 1 of the following membership renewal cycle.

## **VI: DUES**

A. Each member shall pay dues as follows:

General Membership: \$25.00 Per Year  
Student (Full Time) - \$10.00 Per Year  
Kennedy Membership: \$50.00 Per Year  
Sustaining Membership: \$5.00 per month (\$60.00 Yearly)  
Roosevelt Membership: \$100.00 Per Year  
Jefferson Membership: \$250.00 Per Year

## **ARTICLE VII: RULES FOR MEETINGS**

A. Regular Club meetings shall be held on the first Thursday of each month or such day as the AADC membership or AADC 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 at a club meeting, comprised of those voting by proxy, in-person, and those attending by approved, secure audio/video media.

3. Participation in Meetings by Electronic Means.

Based on convenience, or national/local emergency circumstances, the AADC President and/or AADC E-Board may opt for electronic attendance at AADC meetings or other related events. Attendance via telephone conferencing, virtual means as currently defined, or by an approved audio/video media, whereby such attendees can interact with either virtual attendees, in-person attendees, or both as though they were attending in-person. Notice, quorum, and other requirements for the conduct of the meetings shall apply, constituting the same as presence in-person for all matters in establishing a quorum, participation, and voting.

B. Special AADC Meetings May Be Called:

1. By the President at any time, or;
2. In the absence of the President by any two officers, or;
3. By a petition of the majority of AADC members. A petition by the majority of the members for a Special meeting must be submitted at a scheduled meeting of the AADC E-Board. The AADC E-Board will notify the AADC 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 AADC meeting, and is received by AADC members at least 24 hours prior to the meeting. The notice must be directed to all AADC members in any of the following manners:

1. Notice in writing by U.S. Postal Service, or;
2. Notice in writing by email, or;
3. Telephone message.

D. To place an item on the agenda for a Regular AADC membership meeting a member must make a verbal request, or submit a written request, to the AADC President or an AADC E-Board member prior to the AADC's regular monthly meeting. Written request may be sent via email.

1. The request must include the presenter's name and a brief summary of the presentation.

2. The AADC President or AADC E-Board will review the request(s) and decide if the topic meets with the AADC's purpose. Not all community activities are within the purview of the AADC.

3. If an AADC member or guest has not been included on the agenda they may come to a AADC meeting early, speak with the AADC President and request to be put on the agenda. At the AADC President's discretion the speaker may be allowed to speak and will be limited to 3 minutes.

E. The AADC shall use the most recent edition of the Newly Revised *Roberts Rules of Order* as a guideline for governing parliamentary procedure at all official AADC meetings of the organization provided, they are not inconsistent with these By-Laws or the rules of the PCDC.

F. The AADC may suspend the order of business for emergency business.

G. The AADC President may reschedule a monthly meeting due to Democratic calendar event conflicts.

### **ARTICLE VIII: MEMBERSHIP VOTING**

A. AADC 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, ensures online voters are verified AADC members, and once verified, entered in establishing a quorum for the AADC voting process.
2. For voting at an AADC meeting once a quorum has been established: 50%+1 of all AADC members present in person, via AADC secret paper ballot, approved secured electronic audio/video media, or by proxy at the time of the vote.
3. Raised hands at an AADC meeting where a quorum has been established and counted by two AADC officers who agree on the count;
4. Voice vote at an AADC meeting where a quorum has been established with the result determined by one AADC officer; or
5. By an AADC approved method to cast a vote by Proxy.

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 AADC members who voted or;
2. For voting at an AADC meeting: 50% + 1 of all AADC members present in-person, via AADC approved secured electronic audio/video media, or by proxy at the time of the vote.

C. Notice of any matter that is to be submitted to online voting shall be provided to the AADC membership as follows:

1. Notice of an online vote shall be given to all AADC members by email to the AADC 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 Article VIII C1.

D. A member may vote by proxy by appointing in writing, a member to vote on her/his behalf. The authorization must be signed by the person giving the proxy and shall designate the agent by name and specify the item or items on which the proxy holder may vote and must specify the date of the meeting at which the proxy may be exercised.

## **ARTICLE IX: EXECUTIVE BOARD**

A. The AADC Executive Board (Referred to hence as “The Board”), shall be comprised of the following:

1. Four Officers  
President  
Vice President  
Secretary  
Treasurer
2. Standing Committee Chairs, each representing one of five current committees.
3. PCDCC Representative

B. Each AADC Board member and Standing Committee Chair shall have one vote during an AADC E-Board meeting. If a Standing Committee Chair is unable to attend an AADC E-Board meeting, and if this committee has a co-chair, the co-chair can vote during these proceedings. The co-chair’s vote will count as a one-half vote (1/2).

C. 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.

D. 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.

E. Expenditures to a maximum of \$500 may be authorized upon agreement by majority of the voting board members. Expenditures in excess of the proposed annual budget approved by the Board shall be reported to the membership at the next membership meeting.

F. Meetings of the Board shall be open to the membership unless the Board, by a majority vote, calls for a closed session.

G. Attendance at all regularly scheduled Board and AADC 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 AADC meetings may result in removal of that member of the Board. Removal will be by the majority vote of the Board.

H. 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 AADC membership;
2. Formulate policy and approve AADC projects;
3. Review all projects and activities of the AADC committees;

4. Call emergency meetings by agreement of a majority of the AADC Board;
  5. Turn over all documents and records in their possession to new AADC Board members prior to or at the beginning of the next scheduled AADC 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 AADC, and report to the AADC Board or its membership. 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.
- I. A vacancy on the AADC 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 AADC President, the AADC Vice President shall assume the duties until a replacement is elected by the AADC membership.
  2. In the case of a vacancy in the office of the AADC Treasurer, the AADC President shall appoint an Acting AADC Treasurer or assume the duties until a replacement is elected by the AADC membership. The Acting AADC Treasurer shall have all the powers and duties of the Treasurer.
  3. Vacancies in other AADC Board positions shall be filled by the AADC President on an interim basis until the next regular AADC membership election meeting
  4. Any AADC Board member may resign by giving written notice to the AADC President or the AADC Board.
  5. An AADC Board member may be removed from office by a two-thirds (2/3) vote of the AADC members in attendance at an AADC membership meeting.
  6. The General AADC Membership must be notified at the preceding monthly AADC general meeting that a vote to remove a AADC Board member will take place at the following meeting. Notice must be given to the AADC Board member in question and to the general AADC membership no less than thirty (30) days prior to a general AADC membership meeting in which the vote to remove an AADC Board member is to take place.

## **ARTICLE X: OFFICERS & DUTIES**



AADC Officers shall consist of the following positions and duties:

A. The President shall:

1. Be the Chief Executive Officer of the AADC;
2. Plan, call and set agendas of the regular and special meetings of the AADC and the Board;
3. Preside at all AADC Board and membership meetings;
4. Be responsible for the overall direction of AADC activities and coordinate these activities with the PCDCC;
5. Be authorized to sign all agreements, and other legal documents of the AADC.
6. Act as Treasurer in the absence of this officer, or the officer's inability to perform the position's duties;
7. Be an ex-officio member of AADC committees.

B. The AADC Vice President shall:

1. Assume the office of AADC President by request of, in the absence of, or in the event of the AADC President's inability to serve;
2. Render all possible assistance to the AADC President in matters pertaining to the AADC.

C. The AADC Secretary shall:

1. Keep and make available the minutes of each AADC membership and Board meeting;
2. Keep and make available a written record of all resolutions and decisions of the AADC Board and membership;
3. Be responsible for the official correspondence of the AADC, at the direction of the Board;
4. Maintain the official copy of the AADC By-Laws, with any amendments;
5. And prepare an AADC Membership directory for AADC members who request one by the September meeting of each year.

D. The AADC Treasurer Shall:

1. Receive dues and other income and make disbursements of funds on behalf of the AADC which includes the authority to sign checks for authorized expenditures, subject to the limitations prescribed by the Board and AADC membership;

2. Promptly deposit all AADC funds into the Club bank account and promptly pay all AADC obligations;
3. Keep an accurate record of all receipts and expenditures, and provide a monthly financial report at each Board and AADC 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 AADC 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 AADC assets and their location;
8. Maintain and make available to the AADC President an electron backup of all AADC 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 AADC President at the regularly scheduled October meeting.
- C. Final call for nomination will be called by the AADC 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 email, via U.S. Postal Service for those without email addresses on file, or newsletter. Notification must be at least ten (10) days prior to the December election meeting.
- E. If contested, election of Officers will be held by private ballot at the regularly scheduled December meeting.
- F. Only verified AADC 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 PCDCC**

A. According to the Placer County Democratic Central Committee (PCDCC) By Laws, the AADC is allowed to have a single representative to the PCDCC.

1. The AADC representative to the PCDCC shall serve a term for one year, starting January 1.
2. The AADC representative is allowed a single vote on the PCDCC.
3. An Alternate to the AADC representative to the PCDCC is permitted.

B. The AADC representative to the PCDCC shall be appointed by the AADC President upon the expiration of the representative's term. The appointed AADC representative to the PCDCC will be allowed to choose his/her alternate as outlined in the PCDCC By Laws.

## **ARTICLE XIII: FINANCE**

A. The AADC'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 AADC members in accordance with Article VIII.

C. Expenditures will be made in accordance with a budget prepared by the AADC Treasurer and approved by the AADC membership. Expenditures not included in the approved budget and up to \$500 must be approved by the Executive Board. Expenditures over \$500 and not included in the approved budget must be approved by a majority vote of AADC 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 PCDCC.

## **ARTICLE XIV: ENDORSEMENTS AND CAMPAIGN CONTRIBUTIONS**

A. Motions for endorsements of candidates for local public office may be made by members at any general meeting provided the subject is listed on the AADC's agenda.

B. The California Democratic Party's Pre-Endorsement Conference currently as of 2022 allows for one caucus vote for every 20 AADC member in good standing within an Assembly District. Unless amended by the PCDCC or AADC, Pre-Endorsement delegate identification and selection will be as follows:

1. AADC Board Members; followed by
2. AADC Committee Chairs; followed by
3. Individual AADC verified members selected by the AADC President based on activist participation.

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 any 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 issues 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 AADC.

F. Motions for campaign contributions may be made by any member provided the subject is listed on the AADC agenda.

1. A contribution to a CADEM endorsed candidate or CADEM endorsed 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 an endorsed 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 AADC may take out a paid advertisement for the following by approval of a majority vote of AADC members in accordance with Article VIII:

1. CADEM Endorsed Candidates.
2. Local candidates.
3. Support for CADEM endorsed legislation or issues, as well as those CADEM oppose.
4. Support or opposition of local issues.

## **ARTICLE XV: COMMITTEES**

A. As of 2022, AADC has five Standing Committees. The AADC President or the Board may create an Ad Hoc Committee when deemed advisable. The Chairpersons of all Standing Committees shall meet convene a meeting at least once a month, and shall report in writing, on a monthly basis. To the AADC Board and the AADC General Membership.

B. Committee Chairpersons are appointed by the AADC President, under the advisement and consent of the Board, and serve at the pleasure of the AADC President.

C. AADC Members will be encouraged to actively participate in at least one of these Standing Committees on an ongoing basis.

D. AADC Standing Committees:

1. **AADC 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 email 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 AADC Membership Committee Chair including all members who op-in to the Directory.

2. **AADC COMMUNITY EVENTS COMMITTEE** shall be a Standing Committee and it shall be responsible for:

a. Coordinating the AADC's participation in community events to further the goals of the AADC. 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 AADC.

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. **AADC FUNRAISING COMMITTEE** shall be a Standing Committee and shall be responsible for:

a. Creating and coordinating the Fundraising activities of the AADC other than membership dues. These activities may include but not be limited to the Annual Fall Fundraising Event, rummage sales, 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. AADC 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. AADC 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 AADC membership.

b. Arranging special speakers at AADC 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 AADC.

**6. Youth Outreach Committee** shall be responsible for:

a. AADC will focus efforts on contacting young Democrats, encouraging them to register to vote, and educate them our Democratic organization.

b. AADC will recruit and advise young Democrats on participating in community efforts on issues of common interest.

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 AADC. Any conduct by an official or official body of the AADC contrary to this non-discrimination commitment should immediately be brought to the attention of the AADC's Executive Board and the PCDC Executive Board. Membership in the AADC 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 AADC'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 AADC 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 AADC 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 be sent by email to the AADC 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 verified AADC member or 15 verified AADC members, whichever is less.

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

a. Notice of intent to amend or revise the Bylaws must be announced orally at an AADC meeting twenty-five (25) days prior to the meeting where the proposed amendment will be presented to the general AADC membership for approval;

b. Additional notice has been provided to the general AADC membership either through a web posting, email, U.S. Postal Service for those without email, or by the newsletter fifteen (15) days prior to the AADC meeting where the amendment will be presented for approval. This notice will contain the text of the proposed amendment;

- c. A quorum is presented as described in Article VII, section A; and
  - d. The amendment or revision meets the guidelines of the PCDCC.
- B. Amendments and revisions are subject to the approval of the PCDCC.
- C. Proposed amendments or revisions to the Bylaws may be submitted by any AADC member to the Board by submitting the proposed amendment or revision to the AADC Executive Board.
- D. The AADC Executive Board shall study the proposed amendment or revision and shall submit the proposed amendment or revision with recommendations to a vote of the verified AADC membership following the procedures set forth above.
- E. The failure of any AADC verified voting member to receive such notice shall not invalidate the vote.

#### **ARTICLE XVIII: OFFICIAL NOTICE TO MEMBERS**

- a. Email delivery shall be considered sufficient notice for all purposes except in the case of AADC members without email or members which have chosen not to receive notice by email which shall receive official notices by U.S. Postal Service.
- b. All notices by the AADC via email 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 email address specified when given consent, or most recent email 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 email address has been specified in writing.

#### **ARTICLE XIX: INTERPRETATION**



Questions of interpretation of the 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 AADC are declared to be superseded by these Bylaws.

July 7 2022

Certified by: \_\_\_\_\_  
Terry P Rodriguez, President

Mark Havener, Secretary \_\_\_\_\_