



BYLAWS

Auburn Area Democratic Club

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ARTICLE 1: NAME

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

Placer County Democratic Party Central Committee hereinafter shall be referred to as PCDCC, and California Democratic Party hereinafter shall be referred to as CADEM.

ARTICLE 2: BYLAWS

These bylaws shall govern the organization, operation, and function of AADC consistent with the provisions of the bylaws of the PCDCC.

ARTICLE 3: PURPOSE

AADC is organized for the purpose of strengthening the Democratic Party and Democratic values. It is organized for individuals residing in Auburn, California and neighboring communities who are concerned with promoting the growth and influence of the Democratic Party and Democratic values at all levels of government.

Section 3.1 Endorsing Candidates

AADC will endorse candidates who are currently registered as Democrats, and who receive a majority of votes for endorsement from the AADC membership.

Section 3.2 Other Activities

The AADC shall engage in legislative, political, educational, civic, and other activities to further the interest of the Democratic Party, AADC, and Democratic values; The AADC shall advance ethical standards and promote equal participation in the political process. The AADC shall:

3.2.1

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.

3.2.2

Develop leadership within AADC and our community and encourage and support Democrats to run for political office.

3.2.3

Provide a forum for area residents to discuss and explore issues of local, state, national, and international importance.

3.2.4

Provide an opportunity for area residents to participate in a significant way in the election campaign process.

3.2.5

Make efforts to register Democratic voters and promote and advocate for all community members to become registered voters.

3.2.6

Work with other Democratic clubs and like-minded community organizations to achieve mutual goals.

3.2.7

Inform members and the public about candidates, legislation, issues, trends, and other matters of Democratic Party interest.

3.2.8

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

Section 3.3 AADC Actions

The AADC may choose to endorse candidates and/or take positions on legislation or other timely and pertinent issues of interest to its members, in accordance with the Bylaws of PCDCC.

ARTICLE 4: AFFILIATION

AADC is established and operates under Charter of the PCDCC and is bound by the rules and bylaws of PCDCC. AADC shall comply with the bylaws of PCDCC and CADEM as they apply to fully chartered local affiliates and shall operate in compliance with the appropriate laws of the State of California. All items within the AADC Charter and Bylaws are within the jurisdiction of PCDCC, the Charter and Bylaws of CADEM, and all California Statutes.

ARTICLE 5: MEMBERSHIP AND REMOVAL

Section 5.1 Membership Qualification

Any individual qualifies for AADC membership if:

5.1.1

The individual is a registered Democrat;

5.1.2

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;

5.1.3

Supports the purposes of the AADC.

Section 5.2 Member in Good Standing

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

5.2.1

The member is current with AADC dues, and;

5.2.2

The member has not been removed from the AADC.

Section 5.3 Membership Term and Renewal

5.3.1

Membership in AADC shall be for a term of one year, beginning July 1 of each year and payment of dues and ending on June 30 of the following year. The exceptions are Life Memberships, which are for life.

5.3.2

Renewal memberships shall become effective on July 1 of the next year, provided that AADC receives payment of dues by August 1. If renewal payment is not received by August 1, the member will be dropped from the membership list. If a member subsequently pays dues after August 1, that member shall be considered a new member.

5.3.3

New AADC members can join at any time. Their dues will be effective until membership renewal is due on July 1. Members joining April 1 or later will not be required to renew their membership until July 1 of the following year.

Section 5.4 Membership on Committees

Members may join any Standing Committee and may serve on multiple committees.

Section 5.5 Membership Records

Membership records shall be confidential. The Executive Board may, at its discretion, direct the Membership Chair to provide a Membership Directory to be used for AADC business only. The directory shall be returned once AADC business has been concluded.

Section 5.6 Removal of Members

A member may be removed from membership by a two-thirds (2/3) vote of members in attendance at a General Membership Meeting for engaging in conduct inconsistent with the purposes of the AADC. Conduct may be deemed inconsistent with the purposes of AADC by a 2/3 vote of members in attendance at a regularly scheduled meeting.

ARTICLE 6: DUES

Section 6.1 Annual Review

Each member shall pay dues on an annual basis at one of five levels. The Executive Board shall review dues annually and set the amounts for the Membership year prior to the March General Membership Meeting. Changes in dues amounts shall go into effect on July 1.

Section 6.2 Dues Levels

Membership Levels are as follows:

- General Membership
- Young Voters Membership (Ages 18 -30)
- Kennedy Membership
- Roosevelt Membership
- Lifetime Membership

ARTICLE 7: OFFICIAL NOTICE TO MEMBERS

Section 7.1 Contact Information

AADC members are expected to keep their contact information current and must inform the AADC Membership Chair of any new contact information.

Section 7.2 Sufficient Notice

Communication by email shall be considered sufficient notice for all purposes except in specific cases in which a member requires an alternate form of communication.

Section 7.3 Requesting Alternate Notification

Members requiring a form of communication other than email, such as by US mail, must submit written notification of this request to the Membership Chair in a timely manner.

ARTICLE 8: RULES FOR MEETINGS

Section 8.1 General Membership Meetings

General Membership Meetings shall be held in person on the first Thursday of each month or such day as the AADC membership or AADC Board may determine.

8.1.1

Should an emergency prevent General Membership meetings to be held in person, General Membership meetings may be conducted electronically via an online meeting platform if available. All other requirements for General Membership meetings shall apply.

8.1.2

General Membership Meetings shall not be canceled more than three times within the calendar year and no more than two General Membership Meetings may be canceled in succession.

8.1.3

The AADC President may reschedule a General Membership Meeting due to Democratic calendar event conflicts, national holidays, natural disasters, or other unforeseen events.

Section 8.2 Quorum

A quorum at a General Membership Meeting shall be fifteen percent (15%) of the total number of members in good standing

Section 8.3 Parliamentary Procedure

The rules of parliamentary practice as contained in Robert's Rules of Order, Newly Revised, shall govern all proceedings of this Club, subject to such special rules as have been or may be adopted by the general membership or the Executive Board. A majority of the membership of a meeting may vote to suspend or alter a rule for the duration of the meeting if it is determined to be necessary by the person presiding over the meeting.

Section 8.4 Special Club Meetings

8.4.1

Special Club Meetings may be called by the President at any time, or, in the absence of the President, by any two officers, or;

8.4.2

By a petition of the majority of AADC members. A petition by the majority of members for a Special Club Meeting must be submitted at a scheduled meeting of the AADC Executive Board. The AADC E-Board will notify the AADC membership of the Special Club Meeting.

8.4.3

Notice of Special Club Meetings shall include date, time, and place of the Special Club Meeting and must be provided to all AADC members at least 24 hours prior to the meeting in accordance with Article 7, Section 7.2.

Section 8.5 Placing Items on Agenda

To place an item on the agenda for a General Membership Meeting, a member or guest must make a verbal or written request to the AADC President or an AADC E-Board member at least 24 hours prior to the General Membership Meeting.

8.5.1

The request must include the presenter's name and a brief summary of the item to be presented.

8.5.2

The AADC President or AADC E-Board will review the request(s) and decide if the item meets the purpose of AADC.

8.5.3

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

ARTICLE 9: MEMBERSHIP VOTING

Section 9.1 Eligibility

All members in good standing shall be eligible to vote at any General Membership Meeting, Special Meeting, or Committee Meeting in which they participate.

Section 9.2 Votes

Each member's vote shall count as one vote.

Section 9.3 Vote Threshold

The vote threshold for passing votes shall be a majority of members eligible to vote who are present and voting, unless otherwise provided for in these rules.

Section 9.4 Online Voting

Notice of an online vote shall be sent to all AADC members by email, or if requested by mail fifteen (15) days before the vote is to be taken.

9.4.1

Motions requiring an online vote must be made to the AADC president in writing, either by email or by mail.

9.4.2

Online voting shall not be less than ten (10) days).

9.4.3

Include on subject line of email or letter:

Online vote

Deadline: Date and time

9.4.4

Body of email or letter must include subject on which members are voting.

9.4.5

Members must "reply all" when voting.

9.4.6

The first vote constitutes a 2nd on the motion.

9.4.7

After the vote, the AADC president shall send a summary with results, clearly listing Yes/No/Abstain votes, within 48 hours of the vote conclusion.

9.4.8

The AADC president shall submit to the Secretary the results of the vote to be included in the minutes of the next General Membership meeting.

9.4.9

A member may vote by proxy by providing a signed note including the name of the AADC member in good standing who will be voting on their behalf, the item for

which the proxy will be voting, and the date of the meeting in which the proxy vote will be taken. The note must be presented to the AADC Secretary prior to the start of the meeting.

ARTICLE 10: EXECUTIVE BOARD

Section 10.1 Membership

The AADC Executive Board shall be comprised of the following:

Officers (President, Vice President, Secretary, and Controller)
Standing Committee Chairs
PCDCC Representative

Section 10.2 Term

Officer positions and Executive Board appointments shall be for a term of one year from January 1 to December 31.

Section 10.3 Eligibility

In order to be eligible to serve on the Executive Board, a member must be in good standing and have been a member for no less than three (3) months.

Section 10.4 Votes

Each AADC officer and each Standing Committee Chair shall have one vote during an AADC Executive Board meetings. If a Standing Committee has two Co-Chairs, both may serve on the Executive Board; however, they may cast only one vote on behalf of their committee.

Section 10.5 Meetings

10.5.1

The Executive Board shall meet monthly with the date and time set by the AADC President.

10.5.2

Executive Board meetings shall be open to the membership unless, by a majority vote of its members, the Executive Board calls for a closed session.

10.5.3

A quorum must be established for all Executive Board meetings. A quorum at an Executive Board Meeting shall be 51% of those elected or appointed to the board and serving.

10.5.4

All decisions by the Executive Board shall be determined by the majority of those present at the Executive 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.

10.5.5

An Emergency Meeting of the Executive Board may be called by agreement of a majority of the current sitting members of the Executive Board

Section 10.6 Duties

The Executive Board shall meet monthly as scheduled by the President, or by the majority of the sitting members of the Executive Board, and shall:

10.6.1

Make recommendations for action to the AADC membership

10.6.2

Formulate AADC policy

10.6.3

Approve AADC projects and activities

10.6.4

Review all projects and activities of the AADC Standing Committees and Ad Hoc Committees

10.6.5

Approve all budgets prior to a vote by the general AADC membership

10.6.6

Turn over all documents and records in their possession to new AADC Executive Board members prior to or at the beginning of the next scheduled AADC Executive Board meeting following the election of new officers or appointment of new Standing Committee Chairs

10.6.7

Should it become necessary, Executive Board members may attend community meetings or events (such as City Council, Board of Supervisors, Commissions) as representatives of AADC and report back to the Executive Board and/or AADC membership.

10.6.8

Authorize expenditure of items up to \$500 not in approved AADC budget. Items of \$501 or over must be submitted to general membership for a vote.

10.6.9

Report all expenditures exceeding amounts in proposed annual budget by \$501 or more to general membership at next membership meeting.

Section 10.7 Removal

10.7.1

Attendance at all regularly scheduled Executive Board and General Membership meetings is required unless excused by the President or the majority of the Executive Board. An Executive Board member who has three unexcused absences from a regularly scheduled Executive Board or General Membership meeting may be removed from Executive Board. Removal will be by majority vote of the Executive Board.

10.6.2

An AADC Executive Board member may be removed from office by a two-thirds (2/3) vote of AADC members in attendance at a General Membership meeting.

10.7.2a

Written notice must be given to the AADC Executive Board member in question no less than thirty (30) days prior to the General Membership Meeting at which the vote will take place.

10.7.2b

The AADC General Memberships must be notified no less than 30 days prior to the General Membership Meeting in which a vote to remove an Executive Board member will take place.

Section 10.8 Vacancies

10.8.1

A vacancy on the AADC Executive Board shall exist in the case of death, resignation, leave, or removal of any member.

10.8.2

In the case 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.

10.8.3

In the event of a vacancy in the office of the AADC Controller, the AADC President shall appoint an Acting AADC Controller or assume the duties until a replacement is elected by the AADC membership. The Acting AADC Controller shall have all the powers and duties of the Controller.

10.8.4

Vacancies in other AADC Executive Board positions shall be filled by the AADC President on an interim basis until the next regular AADC membership election meeting or until a replacement can be found.

10.8.5

Any AADC Executive Board member may resign by giving written notice to the AADC President or the AADC Executive Board.

ARTICLE 11: OFFICERS AND DUTIES

Section 11.1 Officers

AADC Officers shall consist of the following positions

President

Vice President

Secretary

Controller

Section 11.2 President

The President shall be the Chief Executive Officer of AADC and shall:

11.2.1

Plan, call, and set agendas for General Membership Meetings and Special Meetings of the AADC general membership and for meetings of the Executive Board;

11.2.2

Preside at all AADC Executive Board and all General Membership and Special Meetings of the general membership;

11.2.3

Be responsible for the overall direction of AADC activities and coordinate these activities with the PCDCC;

11.2.4

Be authorized to sign all agreements and other legal documents of AADC;

11.2.5

Act as Controller in the absence of this officer, or the Controller's inability to perform the duties of this position;

11.2.6

Be an ex-officio member of all AADC Standing Committees and Ad Hoc Committees;

11.2.7

Serve as Administrator of all AADC social media accounts with the advice and consent of the Executive Board.

11.2.8

Call for the formation of an Ad Hoc Committee for a specific purpose, as needed, and appoint members to such committee

Section 11.3 Vice President

The Vice President shall:

11.3.1

Assume the duties of the President in the event the President is unavailable or unable to fulfill the duties of President.

11.3.2

Render all possible assistance to the AADC President in matters pertaining to AADC

Section 11.4 Secretary

The Secretary shall:

11.4.1

Keep and maintain the minutes of each General Membership Meeting and Executive Board meeting;

11.4.2

Make the minutes available on the AADC website

11.4.3

Be responsible for the official AADC correspondence at the direction of the Executive Board

11.4.4

Maintain the official copy of the AADC Bylaws with any amendments or revisions.

Section 11.5 Controller

The Controller shall:

11.5.1

Receive, record and deposit all monies including dues.

11.5.2

Ensure all bills are paid and retain records and invoices.

11.5.3

Be responsible for communicating with AADC's accountant.

11.5.4

Prepare reimbursement requests for member-paid expenses.

11.5.5

Prepare check requests for the accountant to process.

11.5.6

Prepare a preliminary annual budget of anticipated revenues and expenses for consideration by the Executive Board at the February Executive Board Meeting of each year.

11.5.7

Provide a monthly financial report to the Executive Board.

11.5.8

Submit the annual budget to the membership for approval no later than the March General Membership Meeting.

11.5.9

Verify that all FEC and FPPC filings are completed.

11.5.10

Maintain an inventory list of AADC assets over \$100.00 and their location.

ARTICLE 12: ELECTION OF OFFICERS

Section 12.1 Terms

Officers' terms shall be for one year, starting on January 1.

Section 12.2 Eligibility

In order to be eligible to serve as an Officer of AADC, a member must reside in Placer County, be a member in good standing, and have been a member for no less than three (3) months.

Section 12.3 Nominations

Nominations of Officers shall be solicited by the President at the September General Membership Meeting and continue at the October General Membership Meeting.

Nominees will be provided a chance to speak to members at the October General Membership Meeting.

Final call for nominations shall be made by the AADC President at the November General Membership Meeting, after which nominations will be closed.

Section 12.4 Notification to Membership

The general membership shall be notified of the final slate of nominees by November 20. The notice may be directed to all AADC members in accordance with Article 7, Section 3. The final slate of nominees will also be posted to the AADC website by November 20.

Section 12.5 Election of Officers

12.5.1

The election of Officers will be conducted at the December General Membership Meeting once a quorum has been established.

12.5.2

Members may vote by proxy under the provisions of Article 9, Section 4.

12.5.3

If contested, election of Officers will be held by private ballot at the December General Membership Meeting. The Membership Committee Chair will be responsible for conducting and tallying the votes, which will be verified by at least two more AADC members appointed by the Membership Chair.

ARTICLE 13: AADC REPRESENTATIVE TO THE PCDCC

Section 13.1 Number of Representatives

In accordance with the Bylaws of PCDCC, AADC shall have one representative on the PCDCC to serve as a liaison between the PCDCC and the AADC

Section 13.2 Appointing Representative

The AADC Representative to the PCDCC shall be appointed by the President and serve for a term of one year from January 1 to December 31.

Section 13.3 Choosing an Alternate

In accordance with the Bylaws of PCDCC, the AADC representative shall choose an alternate representative.

ARTICLE 14: FINANCE

Section 14.1 Fiscal Year

The AADC fiscal year shall be for one calendar year, from the period January 1 to

December 31.

Section 14.2 Minimum Operating Funds

A minimum operating fund of \$2000 shall be maintained at all times. This rule may be temporarily suspended by a majority vote of AADC members in accordance with Article 9.

Section 14.3 Expenditures

Expenditures will be made in accordance with a budget prepared by the AADC Controller and approved by the AADC membership. Expenditures up to \$500 not included in the approved budget must be approved by the Executive Board. Expenditures \$501 and over not included in the approved budget, must be approved by a majority vote of AADC members in accordance with Article 10, Section 10.5.8.

Section 14.4 Dissolution

In the event of dissolution of AADC, any monies remaining after settlement of debts must be disbursed to the PCDCC.

ARTICLE 15: ENDORSEMENTS AND CAMPAIGN CONTRIBUTIONS

Section 15.1 Endorsements of Non-Partisan Candidates

Motions for endorsements of non-partisan candidates for local public office may be made by members at any General Membership Meeting provided the subject is listed on the AADC agenda.

Section 15.2 Campaign Contributions

Motions for campaign contributions may be made by members at any General Membership Meeting provided the subject is listed on the AADC agenda.

Section 15.3 Separation of Endorsements and Campaign Contributions

A motion to make a financial contribution to an endorsed candidate and a motion to endorse a candidate for office are separate motions.

Section 15.4 Compliance

Endorsement of candidates and/or legislation or ballot measures by the AADC shall comply with the provisions set forth in the PCDCC Bylaws.

ARTICLE 16: COMMITTEES

Section 16.1 Standing Committees

AADC has five (5) Standing Committees. Each Standing Committee shall have a Chair and meet as deemed necessary by the Chair.

Section 16.2 Appointment of Standing Committee Chairs

The President shall appoint the Standing Committee Chair or Co-Chairs with the advisement and consent of the Executive Board.

Section 16.3 Chair Reports

16.3.1

Standing Committee Chairs shall report to the AADC Executive Board monthly.

16.3.2

Standing Committee Chairs shall submit a report to the General Membership Meeting monthly.

Section 16.4 Membership Committee

The AADC MEMBERSHIP COMMITTEE shall be a Standing Committee and shall be responsible for:

16.4.1

Recruitment and enrollment of new members;

16.4.2

Maintaining the membership list which includes the member's name, address, phone numbers, and email address;

16.4.3

Conducting a Membership Drive to recruit new members to be held between April 1 to June 30, including but not limited to a New Member Open House;

16.4.4

Oversee the administration of the Membership Renewal Drive between May 1 and July 31 yearly.

Section 16.5 Community Engagement Committee

The AADC COMMUNITY ENGAGEMENT COMMITTEE shall be a Standing Committee. The purpose of the committee is to develop and implement strategies for the Executive Board and AADC membership to help fully engage the community and it shall be responsible for:

16.5.1

Identifying issues and events in the community for possible action and participation by AADC;

16.5.2

Bringing information to the Executive Board and General membership about issues and events in the community related to AADC's mission;

16.5.3

Planning and implementing AADC' participation in and/or leadership of events, rallies, forums, etc. on behalf of AADC.

Section 16.6 Fundraising Committee

The AADC FUNDRAISING COMMITTEE shall be a Standing Committee and shall be responsible for:

16.6.1

Creating and coordinating Fundraising activities for the AADC other than membership dues. These activities may include but are not limited to:

Annual gatherings for members, such as picnics or dinners.

Coordination with local businesses, such as restaurant fundraisers.

Film exhibitions, speakers, musical performances, silent auctions.

16.6.2

Assuring that all events conform to the goals and Bylaws of AADC and comply with California and Federal Law.

Section 16.7 Voter Registration and Outreach Committee

The AADC VOTER REGISTRATION AND OUTREACH COMMITTEE shall be a Standing Committee and shall be responsible for:

16.7.1

Encouraging voters to register as Democrats;

16.7.2

Knowing the laws regarding voter registration and conducting training for members to assure that AADC activities are in compliance with all applicable State and Federal laws;

16.7.3

Conducting voter registration activities at local venues, such as but not limited to, Sierra College campus, local street fairs, and other community events;

16.7.4

Participating in Get Out the Vote (GOTV) activities to increase Democratic voter participation in all elections.

16.7.5

Providing poll workers at elections

16.7.6

Recruiting and encouraging young Democrats to participate in the electoral process by providing information, education, and opportunities for them to civically engage in local, state, and national matters.

Section 16.8 Communications Committee

The AADC COMMUNICATIONS COMMITTEE shall be a Standing Committee and shall be responsible for creating and disseminating communications to AADC members, interested parties (e.g. subscribers to the AADC email list) and the public.

16.8.1

Communication will include (but not be limited to:)

16.8.1a

Notifications of AADC meetings

16.8.1b

Opportunities for volunteering in support of AADC activities, Democratic party activities, etc.

16.8.1c

Opportunities to participate in events, rallies, forums put on by AADC or community partners

16.8.1d

Promotion of AADC, Democratic party, and democratic values through letters to the editors, speakers at membership meetings, information posted on the AADC website, sent via email, etc.

16.8.2

The Communications Committee will arrange special speakers at General Membership Meetings in collaboration with the Executive Board.

16.8.3

Communications will be disseminated using the following media/systems:

Email messages

Social media

Newspapers and other printed and electronic media

Radio and television

Text

AADC website

Others as determined by the Committee

Section 16.9 Additional Committees

16.9.1

Additional Standing Committees may be created by amending the bylaws per the recommendation of the President, Executive Board, or membership in accordance with Article 18, Section 18.1.

16.9.2

The President may convene and appoint Ad Hoc Committees as needed as per Article 11, Section 11.2.8.

ARTICLE 17: 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 AADC. Any conduct by any official or official body of AADC, contrary to this non-discrimination commitment, should immediately be brought to the attention of the AADC Executive Board and the PCDCC 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 ADC charter shall be rescinded.

ARTICLE 18: AMENDMENTS AND REVISIONS

Section 18.1 Amending the Bylaws

These bylaws may be amended or revised at a General Membership Meeting by a two-third (2/3) vote of eligible AADC members present and voting.

18.1.1

Notice of intent to amend or revise the AADC Bylaws must be announced at the monthly AADC meeting prior to which the vote will be conducted.

18.1.2

Additional notice must be provided to the general AADC membership at least 15 days prior to the meeting date on which the vote will be conducted. This notice shall contain the text of the proposed amendments or the revised bylaws on which the vote will be conducted. The notification may be directed to all AADC members in accordance with Article 7.

Section 18.2 Compliance

Amendments and revisions to these bylaws must meet the guidelines of PCDCC and are subject to the approval of PCDCC.

Section 18.3 Proposal of Amendments

18.3.1

Any AADC member may submit a proposed amendment or revision to these Bylaws in writing to the Executive Board.

18.3.2

The Executive Board shall study any proposed amendments or revisions and shall submit the proposed amendment or revision with recommendations to a vote of the AADC membership.

Section 18.4 Interpretation

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

ARTICLE 19: PREVIOUS BYLAWS

Any and all previous bylaws governing AADC are hereby declared to be superseded by these bylaws.