

CONSTITUTION AND BY-LAWS OF THE PACIFIC PALISADES DEMOCRATIC CLUB

PREAMBLE

In order to stimulate an active interest in governmental affairs to increase the efficiency of popular government, to foster and perpetuate the ideals and principles of the Democratic Party, and through Democratic administration to encourage the highest degree of justice and social welfare, we associate ourselves together in the PACIFIC PALISADES DEMOCRATIC CLUB ("The Club").

ARTICLE I POLICY

Section 1. It shall be the policy of the Club in all of its endeavors to contribute to the growth and influence of the Democratic Party, to develop leadership, to increase Party responsibility, and to maintain and promote harmony within the Party ranks.

Section 2. The Club shall support the nominees and platform of the Democratic Party with an aggressive campaign.

Section 3. The Club shall be chartered by the Los Angeles County Democratic Central Committee.

ARTICLE II MEMBERSHIP

Section 1. All registered Democrats, and those persons intending to register as Democrats, shall be eligible for membership.

Section 2. An eligible person becomes a member by paying annual dues to the Treasurer or the Treasurer's authorized representative and orally subscribing to the intent and purposes of this Club.

Section 3. The membership of a person will cease if he or she fails to pay annual dues.

Section 4. A person whose membership lapses for failure to pay dues will be reinstated without formality if dues are paid within six months of the due date.

ARTICLE III MEMBERSHIP MEETINGS

Section 1. All meetings of the membership, and events as defined in Section 4, shall be held at the place designated for that purpose from time to time by the Executive Board.

Section 2. Annual Meetings. The annual meetings of the membership shall be held in January, as designated by the Executive Board.

Section 3. Special Meetings. Special meetings of the membership for any purpose whatsoever may be called at any time by the President, the Executive Board, or upon written request from five members.

Section 4. Events. The Executive Board may, from time to time, authorize events for the benefit of the membership.

Section 5. Notice of Meetings. Notice of meetings shall be ~~mailed~~ sent at least five days in advance to members ~~by the Corresponding Secretary or designee~~, and shall include all proposed amendments to these By-Laws.

Section 6. Quorum. A quorum for a membership meeting exists at any regularly called meeting at which at least ~~twenty~~ fifty voting members are present.

Section 7. There shall be no voting by proxy at membership meetings.

Section 8. Individuals who have met the criteria for membership as established in Article II for a period of ~~30~~ 50 days prior to the Annual meeting will be eligible to vote at the Annual meeting and all subsequent meetings on issues requiring the vote of the General Membership.

ARTICLE IV OFFICERS

Section 1. Each officer shall be elected at the annual meeting and shall hold office for one year or until a successor is elected.

Section 2. The officers shall be the following: a. President b. a maximum of four Vice-Presidents One of whom shall be elected as First Vice President. c. Corresponding Secretary d. Recording Secretary e. Treasurer f. Assistant Treasurer g. ~~five Executive Board Members at Large.~~

ARTICLE V EXECUTIVE BOARD

Section 1. The Executive Board shall be constituted as follows: The officers; The immediate active past President, Chairpersons and co chairs of standing committees; Club members who are designated delegates or alternate delegates to the Democratic Party organization with which the Club is affiliated; Club members who are elected or duly appointed members of the Los Angeles County Democratic Central Committee, the Democratic National Committee, and the State Central Committee; Club members who are Democratic incumbents or nominees for office. and Emeritus members as described in Section 8 Article VII. Any member of the Executive Board may be removed by vote of the Executive Board following three consecutive unexcused absences or for conduct deemed detrimental to the Club by a vote of 60% of the members present and voting after an opportunity is given for the member to present a defense.

Section 2. A quorum of the Executive Board consists of ~~five~~ twelve members.

Section 3. The President shall call meetings of the Executive Board. The Executive Board shall meet as often as necessary for the purpose of planning and directing policies and activities of the Club. Members must be notified of the time and place of each meeting at least 3 days in advance.

Section 4. Special meetings of the Executive Board may be called at any time upon written request from three members of the Executive Board.

Section 5 The President ,Vice Presidents, Treasurer, and the most recent Past President active in the Club shall serve as the Executive Board Coordinating Council with the responsibility for coordinating the activities of the Club and shall meet at the call of the President or President's designee.

Section ~~5.6~~ The Executive Board may affiliate the Club with such other Democratic Party organizations as seem appropriate and desirable.

Section ~~6.7~~ The Executive Board shall select the delegates and alternate delegates to which the Club is entitled to the organizations with which the Club is affiliated. Those delegates and alternates selected shall be club members in good standing. The President shall fill delegate vacancies from the alternates and appoint new alternates.

Section ~~7.8~~ All Executive Board members shall serve without compensation.

Section ~~8.9~~ There shall be no voting by proxy at Executive Board meetings.

Section ~~9.10~~ The Executive Board shall be empowered to fill vacancies on the Executive Board. Such persons shall serve until the next regular election.

ARTICLE VI COMMITTEES

Section 1. The Nominating Committee shall be composed of ~~five~~ ~~three~~ members, one of whom shall be a past president of the Club; ~~two members~~ shall be elected by the Executive Board; ~~and three members shall be elected at a general membership meeting~~ in the second half of the calendar year. The current president shall not be a member of the committee. The Nominating Committee shall present a slate of officers for vote by the membership at the annual membership meeting. Nominations for each such position shall also be accepted from the floor.

Section 2. Voting for Club Officers and Executive Board Members will be conducted by secret ballot. Candidates appearing on the ballot will be those recommended by the Nominating Committee in accordance with the bylaws. Additional nominees may be added for each position from the floor as write in candidates or by written petition signed by at least 2 members (a nominator and a second) and submitted to the Nominating Committee at least 10 Days prior to the Annual Meeting. ~~This process may be suspended and replaced by a unanimous vote of the members present and substituted by a vote of acclimation for the slate as presented by the Nominating Committee.~~

Section 3. There shall be the following standing committees:

~~Communications~~
~~Committee Education~~
~~Headquarters~~
~~Committee Legislative~~
Membership Committee

Newsletter Committee
~~Committee Precinct~~
Program Committee
~~Publicity Committee~~
~~Ways and Means Committee~~
Fund Raising Committee
Farmers Market Committee
Young Democrats
Voter Registration Committee
GOTV Committee
Hospitality Committee
Issues and Endorsements
Website Master
Ballot Review Committee

Section 4. Ballot Review Committee: With respect to upcoming election and consistent with Article I. Section 2 above. the Executive Committee may provide information and make recommendations to the members. at the discretion of the Executive Committee in accordance with the following guidelines:

- (A) In sufficient time before a primary or general election the President shall appoint a Ballot Review Committee or constitute the entire Executive Board as the Ballot Review Committee. It shall be the duty of said Committee to collect relevant information on candidates, propositions and other ballot measures sufficient to allow a reasonable member to make an informed decision in voting on same. The Committee will report this information with the Ballot Review Committee's recommendations and the reasons therefore in sufficient time for the Executive Committee to consider same to vote on making recommendations to the members, and to ~~mail~~ communicate said information and recommendations to the members.
- (B) The Executive Committee shall prepare the information collected by the Ballot Review Committee into a form usable by the Members to help them make informed voting decisions. In addition with respect to each candidate and with respect to each ballot measure the Executive Committee may endorse a candidate or measure if such endorsement is approved by at least 60% of the members of the Executive Committee present at a meeting at which ~~ten~~ fifteen or more members of the Executive Committee attend. ~~The endorsement meeting is not subject to the provisions allowing for electronic voting of the Section 1 of Article XI.~~
- (C) The vote on endorsements shall be conducted as a secret ballot employing the Instant recount form of voting.

ARTICLE IV OFFICERS

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Section 2. The officers shall be the following: a. President b. a maximum of four Vice-Presidents One of whom shall be elected as First Vice President. c. Corresponding Secretary d. Recording Secretary e. Treasurer f. Assistant Treasurer ~~g. five Executive Board Members at Large.~~

ARTICLE V EXECUTIVE BOARD

Section 1. The Executive Board shall be constituted as follows: The officers; The immediate past President, chairpersons of standing committees; ~~and co chairs of standing committee~~ Club members who are delegates or alternate delegates to the Democratic Party organization with which the Club is affiliated; Club members who are elected or duly appointed members of the Los Angeles County Democratic Central Committee, the Democratic National Committee, and the State Central Committee; and Club members who are Democratic incumbents or nominees for office. Any member of the Executive Board may be removed by vote of the Executive Board following three consecutive unexcused absences ~~or for conduct deemed detrimental to the Club by a vote of 60% of the members present and voting after an opportunity is given for the member to present a defense.~~

~~All members of the Executive Board are to be elected at the Annual Meeting in January. In the event of a resignation or removal of a Board member the President may appoint a replacement to serve out the remainder of the term with the approval of the Executive Board.~~

Section 2. A quorum of the Executive Board consists of ~~five~~ ~~twelve~~ members.

Section 3. The President shall call meetings of the Executive Board. The Executive Board shall meet as often as necessary for the purpose of planning and directing policies and activities of the Club. Members must be notified of the time and place of each meeting ~~at least 3 days in advance.~~

Section 4. Special meetings of the Executive Board may be called at any time upon written request from three members of the Executive Board.

Section 5. The Executive Board may affiliate the Club with such other Democratic Party organizations as seem appropriate and desirable.

Section 6. The Executive Board shall select the delegates and alternate delegates to which the Club is entitled to the organizations with which the Club is affiliated. Those delegates and alternates selected shall be club members in good standing. The President shall fill delegate vacancies from the alternates and appoint new alternates.

Section 7. All Executive Board members shall serve without compensation.

Section 8. There shall be no voting by proxy at Executive Board meetings.

Section 9. The Executive Board shall be empowered to fill vacancies on the Executive Board. Such persons shall serve until the next regular election.

Section 4. The Executive Board may create or terminate such standing committees as it deems necessary

ARTICLE VII DUTIES OF OFFICERS

Section 1. The President shall preside over meetings and with the help of the Executive Board shall be responsible for the over-all direction of Club activities. The President shall be one of the . delegates to each of those Democratic Party organizations with which the Club has affiliated **and a member of all standing committees**. The President with the approval of the Executive Board shall appoint or remove the chairpersons of the standing committees.

Section 2. The Vice-Presidents shall assist the President.

Section 2b. The First Vice President shall act in the absence of the President and shall succeed the President until the next annual election in the event that the President's position is vacated.

Section 3. The Corresponding Secretary shall be responsible for handling, under the direction of the President, all correspondence of the Club not delegated elsewhere.

Section 4. The Recording Secretary shall keep the minutes of all meetings of the Club and a copy of the formal reports of all officers and committee chairpersons.

Section 5. The Treasurer shall, subject to the authorization by the Executive Board, be charged with custody of all funds of the Club, shall keep accounts and report at the Executive Board meetings and ~~or~~ at such other times as the Board shall direct. The Treasurer shall pay the bills of the Club as authorized by the Executive Board or in the absence of a contrary decision by the Executive Board, as authorized by the President. The Treasurer shall perform such other duties as the Executive Board may direct **including the supervision of the Political Treasurer**. . All checks shall be signed by an authorized officer **designated by the President** . The Treasurer shall make the necessary reports to the Fair Political Practices Commission as mandated by state law.

Section 6. The Assistant Treasurer shall assist the Treasurer.

Section 7. The ~~five Members-at-Large~~ of the Executive Board shall assume such responsibilities ~~as are defined by the Executive Board~~ **as a chairperson or co-chair of a standing committee or representative to a affiliated organization**.

Section 8 **Members who have served on the Board for a number of years and as a result of age or handicap may be given the status of Emeritus Board Member by a vote of the Executive Board which would entitle them to all prerogatives of an active Board member without the requirement of having to serve in the capacities noted in Section 1 of Article V. or subject to the meeting attendance requirement.**

Section 9 A Member shall be designated by the President with the consent of the executive board to serve as a Parliamentarian with the duties of interpreting the Charter, Constitution ,Bylaws and Roberts Rules of Order to ensure the activities of the Club are in keeping with both the spirit and meaning of these documents and to provide guidance in these matters.

ARTICLE VIII CLUB RECORDS AND REPORTS

Section 1. The Club shall maintain adequate and correct accounts, books and records of its activities. All such accounts, books and records shall be maintained by the appropriate constitutional officer.

Section 2. Such accounts, books and records shall be open to inspection by officers and members in good standing at all times for purposes approved by the Executive Board upon giving of reasonable notice before such inspection.

Section 3. Membership rules shall be brought up-to-date and the Treasurer's books audited for approval by the membership when ordered by the Executive Board.

ARTICLE IX MEMBERSHIP DUES

Section 1. The amount of dues payable shall be determined by a ~~simple~~ 60% majority of those members ~~of the executive board~~ present at a duly constituted meeting. ~~Notice of intent to raise or lower dues shall be given in writing to the membership along with notice of the meeting when the change of dues will be acted upon.~~

Section 2. Dues shall be paid in advance for each fiscal year. The fiscal year of the Club shall run from October 1 to September 30. For new members only, dues collected during the last three months of any fiscal year shall constitute payment for the following fiscal year.

ARTICLE X AMENDMENTS

Section 1. All amendments to these By-Laws must be presented to the Executive Board for its recommendation.

Section 2. The Executive Board must transmit proposed amendments in writing to the membership as part of the call to the meeting at which amendments are to be presented together with its recommendation.

Section 3. Amendments recommended by the Executive Board may be adopted by a majority vote for the membership present; those not recommended require a two-thirds vote.

ARTICLE XI PROCEEDINGS

Section 1 Electronic Voting by Executive Board:

In the absence of a duly called meeting of the Executive Board the President may introduce items that require immediate action for their timely implementation by sending an email message to each member of the Executive Board stating the action called for as a motion. A provision for adequate response time of no less than 5 days is to be allowed for that purpose. A minimum of ~~12~~ 15 members responding will be considered a quorum for this purpose. A minimum of 2/3 of those responding must be in support of the proposed action to assume that the proposed action is adopted.

Executive Board members who do not have access to email shall be provided with the information by first class mail and requested to respond by calling the President or Recording Secretary as directed in the communication. The proposed action and the results shall be reported and recorded in the minutes of the subsequent Executive Board meeting. This section does not preempt the President for acting on the authority provided for the approval of invoices for payment in Article VII Section 5 of the Bylaws.

As an alternative the President may call for the arrangement for a telephone conference call providing for the same parameters for notification and adoption of actions proposed in this manner.

Section 2 Meeting Proceedings:

All proceedings not covered by this Constitution and By-Laws shall be governed by Robert's Rules of Order Revised.

~~Amended: January 28, 2006~~

Amendments Proposed December 3 2013