

BYLAWS OF THE BERKELEY DEMOCRATIC CLUB

ARTICLE I NAME

The name of this association shall be the Berkeley Democratic Club (hereinafter referred to as "the Club.").

ARTICLE II OBJECTS AND PURPOSES

Section 1.

It shall be the object of this Club to promote and support the Democratic Party by inspiring greater participation in the democratic process; by developing new leaders and bringing forward positions that are consistent with Democratic Party values; and by working to improve the quality of life of the people of Berkeley, Alameda County, California and the Nation.

Section 2.

This Club will support only candidates registered as Democrats in all primary, general, and special election campaigns.

Section 3.

This Club will support state and national Democratic Party platforms.

Section 4.

The Club shall be a Democratic club and shall charter with the Alameda County Democratic Central Committee.

Section 5.

These bylaws hereby incorporate by reference Section 9(a) of the California Democratic Party Bylaws and Rules and the same as may be amended from time by time.

ARTICLE III PRINCIPAL OFFICE

The principal office for the transaction of the business of the Club is as may be hereafter fixed and located in the City of Berkeley, State of California, by the board of directors,

which board is hereby granted full power and authority to change said principal office from one location to another within said city.

ARTICLE IV MEMBERSHIP

Section 1. Members

Membership in this Club shall be open to all persons, whether or not residents of the City of Berkeley, who subscribe to the objects and purposes set forth in Article II.

Section 2. Classes of Membership and Annual Dues

The classes of membership and annual dues for each shall be as determined by resolution of the board of directors from time to time; provided, that any change in the amount of dues shall be effective 30 days after written notice of the same is sent by mail or email to each member (or to a household of each couple in the case of couple membership) at his or her address or email address as shown on the records of the Club. The board of directors may designate individuals or classes of persons, such as elected Democratic officials, to be Honorary Members of the Club, but they shall have no right to vote unless they shall have paid all applicable dues. Members whose dues were paid for in at least one of the two prior years shall be in good standing with the right to speak and vote upon payment of dues for the current year. All others shall be in good standing with the right to speak and vote at meetings of members 60 days following the date on which their applicable dues have been received by the Secretary or other officer.

Section 3. Voting and Other Rights of Members

Each member, including each person registered with the treasurer under a couple's membership, shall be entitled to one (1) vote, provided, however, that only members who are registered to vote in the City of Berkeley shall be entitled to vote in any Club elections or contests for the endorsement of candidates for Berkeley City offices or other offices the political jurisdiction of which is entirely within or coterminous with the city limits of Berkeley, or for the endorsement of, or other action on, any initiative, referendum or other matter which is to be submitted to the voters of the City of Berkeley or which otherwise relates solely to the City of Berkeley. No members who are delinquent in the payment of dues at the time of any vote shall be entitled to vote.

Section 4. Unauthorized Use or Exploitation of the Name of the Club

A member of this Club shall be disqualified as a member for the unauthorized use or exploitation of the name of the Club.

Section 5. Membership Meetings

Meetings of the Club shall be held upon call of the board of directors, the President or any three directors, which call shall specify the time and place of the meeting and the matters known to the party calling the meeting to be raised at such meeting. Upon receipt of notice of such call, the Secretary shall (or upon the failure or inability of the Secretary to do so, any officer may) cause written notice of the meeting to be sent by mail or email to each member (or to a household of each couple in the case of couple membership) at his or her address or email address as shown on the records of the Club. Such notice shall be mailed or emailed at least ten days prior to the date of the meeting.

Section 6. Special Meetings

Special meetings of the members of the Club for any purpose or purposes may be called at any time by the President of the Club or by any three (3) directors.

Written notice of the time and place of special meetings of the members shall be given in the same manner as a regular meeting of the members.

Section 7. Quorum

A quorum for any meeting of members shall be twenty-one (21) members whose dues have been fully paid for the current calendar year and who are otherwise qualified to vote.

ARTICLE V BOARD OF DIRECTORS

Section 1. Number of Directors

The board of directors shall consist of such number of directors as shall be determined from time to time by resolution of the board of directors; provided, however, that until changed the number of directors shall be 13; and, provided further, that no reduction in the number of directors shall take effect until the end of the term of any director whose office would be affected by such reduction. In addition, the two most recent past-Presidents shall be ex-officio voting members of the board of directors. No person who is an elected official or who has not been a fully paid member of the Club for six months shall be eligible to serve as a director of the Club, except, in the case of an elected official, upon a unanimous vote of the board of directors, an elected official may be declared eligible to serve as a director of the Club.¹

¹ Same as Footnote #2.

Section 2. Quorum

Five members of the board of directors shall constitute a quorum for the transaction of business.

Section 3. Powers of Directors

All powers of the Club shall be exercised by or under the authority of, and the business and affairs of the Club shall be controlled by, the board of directors, consistent with the objects and purposes set forth in Article II.

Section 4. Election and Term of Office

The term of office of each director (other than the ex-officio directors) shall be two years and thereafter until his or her successor is elected. Successors for directors whose terms of office are then expiring shall be elected at a meeting of members held in March of the year such terms expire in accordance with Section 14 of this Article. A director may succeed himself or herself in office. Directors in office upon adoption of this bylaw shall classify themselves into two groups by such means as the board of directors shall determine. The first group shall have terms of office expiring at the end of March 2013; and the second group shall have terms expiring at the end of March 2014. Thereafter, the terms of all directors shall be two years and until their successors are duly elected.

Any director, other than ex-officio, who is absent for three meetings of the board of directors in a year shall no longer be a director and his or her seat shall be deemed to be vacant unless the absence has been caused by illness, military duty or excused by the board of directors on the date of the meeting. The President or Secretary of the Club must be notified of such absence in advance of the meeting. A director shall be deemed present at a meeting and qualified to vote on matters before the board actions counted if a speaker phone (or equivalent telephonic technology) is available and the director makes use of it.

In a means and manner to be determined by the board, a director shall not authorize, allow, or permit the name of the Club to be associated with a director's personal endorsement of a candidate or position on a ballot measure except and until the Club has endorsed that same candidate or position on a ballot measure.

If the board of directors determines that an individual director has acted in a manner which is inconsistent with the best interests of the Club, after notice to the such director and affording him or her the opportunity to present his or her position in person or in writing, the board may by vote of a majority of the full number of authorized directors, remove such director from office.

Section 5. Vacancies

Vacancies on the board of directors shall be filled by a majority of the remaining directors then in office even though less than a quorum, or by the sole remaining director. A successor director so elected shall serve until the adjournment of the next meeting of "members at which elections are held to fill vacancies occurring upon the expiration of terms in accordance with these bylaws. At such time a special election shall be held to fill such vacancy in the same manner as elections for full terms; provided, that if such vacancy occurs after January-31 of any year, the election to fill the vacancy shall occur in the same manner in the year following unless, in each case, the term in question would have then ended in accordance with these bylaws. A person elected in any such special election shall hold office only until the end of the unexpired term.

Section 6. Place of Meeting

Regular meetings of the board of directors shall be held at any place, within or without the City of Berkeley, that has been designated from time to time by resolution of the board of directors or by written or verbal consent of all members of the board. Special meetings of the board may be held at a place designated in the notice of such meeting.

Section 7. Organization Meeting

In March of each calendar year, the board of directors shall call a regular membership meeting for the purposes of organization, election of directors, and the transaction of other business. Election of officers shall be as provided for in Article VI, Section 2.

Section 8. Other Meetings

Special meetings of the board of directors for any purpose may be called at any time by the President or by any three (3) directors.

Written notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by mail or by other form of written or electronic communication, charges prepaid, addressed to each director at his or her address or email address as it is shown on the records of the Club. The notice shall be mailed at least five (5) days before the date of the meeting.

The transactions of any meeting of the board of directors, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents or approvals shall be filed with the Club records or made a part of the minutes of the meeting.

Section 9. Action Without a Meeting

Any action by the board of directors may be taken without a meeting if all members of the board individually or collectively consent orally or in writing to such action.

Section 10. Removal

A director may be removed from office, for cause, by the vote of a majority of the directors.

Section 11. Compensation

The directors shall receive no compensation for their services as directors of the Club.

Section 12. Executive Committee

There shall be an Executive Committee consisting of the officers of the Club, the immediate past-President and such additional directors as may be determined by resolution of the board of directors. Between meetings of the board of directors, the Executive Committee shall have all power and authority of the board of directors other than the power to elect or remove officers; change dues or qualifications of members or amend these bylaws.

Section 13. Advisory Directors

The board may by resolution from time to time designate Advisory Directors who shall be entitled to receive notice of meetings of the board of directors and to speak at such meetings, but without any vote. The President of the Club or any director may consult with any Advisory Director from time to time as they may deem appropriate and the board may assign such duties or responsibilities to Advisory Directors as from time to time seem in the best interest of the Club.

Section 14. Nominating Committee

Not more than four nor less than two months prior to the first day of March of each year, the President, with the approval of the Executive Committee, shall appoint a Nominating Committee which shall consist of not more than five nor less than three persons, at least two of whom shall be current members of the board of directors. The President shall also be an ex officio voting member of the Nominating Committee. The Nominating Committee shall meet on call of the person designated by the President to be chair of the Nominating Committee and shall nominate persons to be elected to the board of directors of the Club, including persons nominated to fill vacancies pursuant to Article V, Section 5, which election shall be conducted at a meeting held for that purpose in March

of each year. The names of the persons so nominated shall be contained in a notice of the meeting sent to members not less than 20 days prior to the date of the meeting. Members of the Nominating Committee are not eligible for nomination. Other persons may be nominated for election to the board of directors at such meeting, provided notice of intention to make such nomination signed by not less than 12 members of the Club qualified to vote at the meeting shall have been filed with the Secretary of the Club not less than seven days prior to the date of such meeting of members.

ARTICLE VI OFFICERS

Section 1. Officers

The officers of this Club shall be a President, a Vice President, a Secretary and a Treasurer. The board of directors may appoint such assistant vice-presidents, assistant secretaries and/or assistant treasurers as it deems to be in the best interest of the Club, which individuals may act in the name of the Vice President, Secretary or Treasurer, as the case may be, in the absence of such officer, but shall not be deemed to be members of the Executive Committee. Any person other than the President may hold more than one office. Only members of the board of directors shall be eligible to hold any office.

Section 2. Election

At the organizational meeting held pursuant to Article 5, Section 7, the membership shall elect all officers of the Club for terms of two years and until their successors are elected and qualified. No director may serve as President or Vice-President for more than four consecutive years. Election of officers shall be held in each odd year commencing 2013.

Section 3. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the board of directors.

Section 4. President

Subject to the control of the board of directors, the President shall have general supervision, direction and control of the business and affairs of the Club. He or she shall preside over all meetings of the members and at all meetings of the board of directors, and shall have such other powers and duties as may be prescribed from time to time by the board of directors. The President shall be an ex-officio member of all committees of the Club.

Section 5. Vice President

In the absence or disability of the President, the Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

Section 6. Secretary

The Secretary shall keep a full and complete record of the proceedings of the board of directors, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the Club and shall discharge such other duties of the office as prescribed by the board of directors.

Section 7. Treasurer

The Treasurer shall receive and safely keep all funds of the Club and deposit them in the bank or banks that may be designated by the board of directors. Those funds shall be paid out only on checks of the Club signed by the President, Vice President, Treasurer, or Secretary, or by such officers as may be designated by the board of directors as authorized to sign them. The Treasurer shall also be responsible for maintaining the Club's membership roll and shall also have such other powers and perform such other duties as may be prescribed from time to time by the board of directors.

ARTICLE VII ENDORSEMENT

The Club may endorse, support, oppose, or take no position for any candidate or ballot measure in any election as provided for below.

Section 1: Board Evaluation Panel

The board of directors may serve as an evaluation panel and convene one or more meetings for the purposes of interviewing candidates and proponents and opponents of ballot measures. A majority vote of directors present and voting, excluding any abstentions, is required to make an endorsement recommendation to the Club's membership. Directors may cast votes for an endorsement recommendation via "absentee ballot" subject to a board approved excused absence by the directors present at the evaluation panel. The absentee ballot shall be sent either written or electronic format to the President or the director presiding over the evaluation panel, and the information on the ballot will not be made available to the present directors until the present directors are prepared to vote on the recommendation.

For a primary election, where the possibility exists that two Democrats may advance to

the general election, the majority of board of directors present may but shall not be required to determine that two candidates may be endorsed by the Club. When such a determination has been made, each member may cast votes for two candidates and if two candidates each receive a sixty percent vote two endorsements shall be made. The procedures for balloting shall be the same as set forth in Section 3 for multiple candidates seeking multiple seats for one office

No announcement or publication of the board's recommended endorsements shall be made until after presentations by candidates or supporters and opponents of a ballot measure who have accepted invitations have been made to the membership, excepting that ballots may be marked indicating the board recommendation.

Section 2: Percentage Required for Endorsement

An affirmative vote of sixty percent (60%) of those members voting, abstentions excluded but including "no endorsement", is required for any candidate or measure to obtain the endorsement of the Club. The sixty percent (60%) threshold shall be calculated by multiplying the number of votes cast, excluding abstentions but including "no endorsement", by 0.6 and if a whole percent number is not obtained, rounding up to the next whole percent number. The following ballots shall be deemed void and not counted towards the total number of ballots cast: (i) blank ballots; (ii) ballots with votes for more candidates than offices to be filled; and (iii) ballots marked with a write-in candidate name.

Section 3: Form and Number of Ballots

When more than one candidate (not including "no endorsement" as a candidate) is seeking a seat to be determined by ranked-choice voting: Ballots shall be prepared in a ranked-choice format. Each ballot for an office subject to ranked-choice voting shall have "no endorsement" as a voting choice and "no endorsement" shall be treated as if it were a candidate for the purposes of qualifying ballots. The first candidate who receives sixty-percent of the ballots cast shall be endorsed by the Club. There shall only be one ballot for a ranked-choice seat.

When multiple candidates are seeking one seat: Each ballot for an office or measure shall have "no endorsement" as a voting choice and "no endorsement" shall be treated as if it were a candidate for the purposes of qualifying ballots. A maximum of two ballots shall be taken for any one elected office. In the event of a second ballot, the candidate (s), excluding "no endorsement," receiving less than ten percent (10%) of the votes cast shall be dropped from the second ballot. If no candidate receives sixty percent (60%) of the ballots cast in the second ballot, "no endorsement" shall be made.

When multiple candidates are seeking multiple seats for one office: the following procedure shall be followed:

- (i) Each ballot for an office shall have "no endorsement" as a voting choice and

“no endorsement” shall be treated as if it were a candidate for the purposes of qualifying ballots.

- (ii) If “no endorsement” and no other candidate receive sixty percent (60%) or more of the votes in a first ballot, then “no endorsement” shall be made for any of the seats for that office and no second ballot shall be taken.
- (iii) If “no endorsement” and one or more other candidates receives sixty percent (60%) or more of votes in a first ballot, then a second ballot shall be taken and the number of seats available in the second ballot shall be determined by treating “no endorsement” in the same manner as other prevailing candidates, eliminating a corresponding seat from being available on the second ballot.
- (iv) If one or more candidates receive sixty percent (60%) of the ballots cast in the first ballot and an endorsement has not been made for any remaining seats, a second ballot shall be taken. The candidate(s) receiving endorsement in the first ballot shall be dropped from the second ballot.
- (v) If no candidate (including "no endorsement") receives sixty percent (60%) of votes cast on the first ballot, a second ballot shall be taken, dropping the candidate (excluding "no endorsement") with the least number of votes. If two or more candidates are in a tie for the least number of votes received in the first ballot, then all candidates in the tie shall be dropped from the second ballot.
- (vi) If a second ballot is taken pursuant to subsections (iii) and (v) above and no candidate receives sixty percent (60%) of the ballots cast, no additional ballot may be taken and the Club’s position shall be “no endorsement” for the remaining available seats for the office.

Ballot measures: Only one ballot shall be taken for a measure. If no position in favor or opposed to the measure receives sixty percent (60%) of the ballots cast, “no endorsement” shall be made and the Club may indicate that it has no position on the measure.

ARTICLE VIII MEMBERSHIP LIST

The Club’s membership list shall be held and maintained only by officers of the Club. Distribution of the membership list to any person or organization is prohibited except upon a majority vote of the directors or except as may be required for the purposes of chartering with the State Democratic Party.

**ARTICLE IX
AMENDMENT OF BYLAWS**

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the members of the Club or the vote of a majority of a quorum at a meeting of the members called for that purpose and which is the vote of the majority of those present and voting.

**ARTICLE X
MISCELLANEOUS**

Any matter not covered by these Bylaws shall be governed by Robert's Rules of Order, as revised, to the extent applicable.