

Bylaws

1. **Name.** The name of this organization shall be the Newport Beach Women's Democratic Club ("NBWDC").
2. **Mission Statement.**
 - 2.1. To support the Democratic Party by:
 - 2.1.1. Providing a civil forum wherein Democrats and like-minded people can unite to discuss political issues;
 - 2.1.2. Becoming educated and informed; and
 - 2.1.3. Working together to raise awareness within the community through the promotion of Democratic principles and values.
3. **Purpose.**
 - 3.1. The purpose of the NBWDC shall be to advance the goals of the Democratic Party ("Party") and progressive Democratic goals, working with individual club members and supporting local candidates, through public policy and political issue analysis, education, fundraising, recruitment, coordination with other Democratic groups, and other activities.
 - 3.2. The NBDWC shall support the broadest possible registration in the Party, and recruitment of NBDWC membership without discrimination on grounds of race, age, color, creed, national origin, religion, ethnic identity, or economic status.
4. **Affiliations.**
 - 4.1. The NBWDC is affiliated with the Central Committee of the Democratic Party of Orange County ("Central Committee") and was duly chartered by the Committee in February 2008.
 - 4.2. The NBWDC shall apply for membership in the California Democratic Council.
5. **Authority and Procedures.**
 - 5.1. Authority. NBWDC operates under the authority of the Central Committee and in compliance with its chartering requirement.
 - 5.2. Procedures.
 - 5.2.1. All regular and special meetings of NBWDC shall be conducted in accordance with these bylaws and Robert's Rules of Order.
 - 5.2.2. All actions of NBWDC shall be by vote of a majority of members present, provided a quorum of the Executive Board is present.
 - 5.2.3. In accordance with the Central Committee charter requirements, NBWDC:
 - 5.2.3.1. May not take a position in support of a candidate other than a Democrat;
 - 5.2.3.2. Shall pay the required charter dues;
 - 5.2.3.3. Shall support the County, State and National Democratic Party;
 - 5.2.3.4. Shall support the platform of the State and National Party;
 - 5.2.3.5. Shall cooperate with other Democratic organizations in Orange County;

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5.2.3.6. Shall provide annually to the Central Committee a copy of the bylaws and a roster of the names, addresses and telephone numbers of all members (unless a member requests that their information remain private).

5.2.4. NBWDC shall support the National, State, County and City Democratic candidates.

5.2.5. NBWDC shall contribute to the Democratic discussion and recommendations on Democratic Party platforms.

6. **Membership Requirements.**

6.1. The membership of NBWDC shall be drawn principally from residents of Newport Beach.

6.2. Types of memberships. There shall be, at a minimum, three types of members:

6.2.1. Regular members shall be women who meet the qualifications below;

6.2.2. Associate non-voting members shall be men and women who do not meet the qualifications below;

6.2.3. Ex-officio members shall be those elected federal, state and local officials who are Democrats and who wish to participate in NBWDC activities, and benefactors of the NBWDC who do not wish to be regular members.

6.3. Qualifications. Subject to the above, any woman qualifies for regular NBWDC membership if:

6.3.1. She is a registered Democrat; or

6.3.2. She is ineligible to vote (due to minority, non-residency, or other legal impediment) but pledges to register as a Democrat when eligibility is attained; and

6.3.3. She supports the purpose of the NBWDC as stated in Article 3 above.

6.4. Active Regular Membership. A qualified regular member shall be considered an active member only if:

6.4.1. She has attended at least one meeting prior to being eligible to vote; and

6.4.2. Her NBWDC dues are current or have been waived due to economic hardship.

7. **Dues.**

7.1. The amount of dues for each membership type shall be recommended by the Executive Board and presented to the General Membership for approval at the Annual Meeting.

7.2. Any member who has not paid by three months after the anniversary date shall be considered to have forfeited their membership. Voting privileges will not be denied during the grace period.

7.3. The NBWDC fiscal year shall be the calendar year.

7.4. Each member shall pay dues on an annual basis. Dues amounts shall be published in a separate schedule made available by the Treasurer.

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- 7.5. Dues are charged on January 1 and payable by January 31 of each calendar year.
- 7.6. The cost of annual dues for an individual member may be reviewed on a case-by-case basis by the Executive Board.

8. **Vote Entitlement.** Only regular, active members are entitled to vote on NBWDC decisions.

9. **Meetings.**

9.1. Regular Meetings.

- 9.1.1. There shall be at least four regular meetings annually, including the Annual Meeting. The date and time of regular meetings shall be set by the Executive Board.
- 9.1.2. The NBWDC shall hold regular monthly meetings on such day as the membership may determine periodically.
- 9.1.3. Regular meetings shall not be cancelled more than three times within any calendar year and in no event shall more than two meetings be cancelled in succession.
- 9.1.4. As a community service, all regular meetings shall be open to the public unless designated in advance as for members only.

9.2. Executive Board Meetings.

- 9.2.1. There shall be at least four Executive Board meetings annually.
- 9.2.2. Executive Board meetings shall be held generally before each regular meeting, at the discretion of the President.
- 9.2.3. All active regular and ex officio members may attend Executive Board meetings. At such meetings, active regular members may address the Executive Board at the invitation of the Executive Board. Only the Executive Board may vote.

9.3. Special Meetings.

- 9.3.1. Special meetings may be called by the President at any time, on notice as specified below.
- 9.3.2. In the absence of the President, any two officers may call a special meeting on notice as specified below.

9.4. Annual Meeting.

- 9.4.1. The Annual Meeting shall be held on or about November.
- 9.4.2. The purpose of the Annual Meeting shall be to elect officers.

9.5. Notice of Meetings.

- 9.5.1. Notice of regular or special meetings shall be given at least 24 hours in advance to all active members, in any manner as follows:
 - 9.5.1.1. In writing by email;
 - 9.5.1.2. Telephone message.

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- 9.5.2. Notice of meetings shall be deemed sufficient by any manner specified above if such notice includes the date, time, and place of the meeting and is calculated to be received at least 24 hours prior to the meeting.

10. Rules for Meetings

- 10.1. The NBWDC shall use the most recent edition of Robert's Rules of Order to govern parliamentary procedure at all official meetings of the membership, except as specifically noted by these Bylaws.
- 10.2. A quorum for any official meeting of the NBWDC shall be 15 percent of the total organizational membership or 10 members, whichever is smaller, as of 24 hours before the meeting, as reported by the Secretary.
- 10.3. Unless otherwise specified in these Bylaws, the NBWDC may pass resolutions by a majority vote.
- 10.4. Candidate endorsements by the NBDWC shall be made according to DPOC protocols.
- 10.5. The NBWDC may suspend portions of these Bylaws and/or Robert's Rules of Order for the purpose of emergency business by a vote of two-thirds of the membership present at a meeting, unless the item suspended calls for a higher qualification. In such case, the percent specified in that portion of the Bylaws shall be required to suspend that text. The motion to suspend shall call out the particular section of the Bylaws proposed to be suspended.
- 10.6. Changes to the Bylaws not specifically referenced elsewhere must be noticed to the membership at least two weeks before the changes are voted on, and must be approved by a majority vote of two-thirds of the active regular members present at the meeting.

11. Officers.

- 11.1. NBWDC officers shall consist of the President, Vice President, Corresponding Secretary, Recording Secretary, and Treasurer. They shall be elected to two-year terms of office, and may run for re-election.
- 11.2. Only active regular members, as defined in [Section 6.4](#) above, may be nominated for election as a club officer. Nominees for the office of President must have been an active regular member for a minimum of six months.
- 11.3. Installation of officers shall be held in January. If the President vacates office, the Vice President shall ascend to the position of President until an election is held to fill the President's remaining term of office.
- 11.4. The position of Assistant to any Officer may be created by a vote of a majority of the Executive Board as necessary to assist that Officer in carrying out her duties. Assistants shall not be voting members of the Executive Board.
- 11.5. In the temporary absence of the President, the Vice President shall serve as President. If the position of Vice President is vacant, the Secretary shall serve as Vice President.

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- 11.6. The Corresponding Secretary and Recording Secretary shall ensure that all members are notified of NBWDC meetings and maintain all written records of the NBWDC. The Treasurer shall maintain all financial records of the NBWDC.
- 11.7. The President shall officiate at all meetings of the NBWDC.
- 11.8. In the event of a vacancy on the Board for which there is no available substitute among the sitting Board members, the President may appoint a replacement from among the membership until an election for a permanent replacement can be held at the next NBWDC meeting.
- 11.9. The NBWDC may be represented at meetings of the county organization and any Assembly District Committee meeting at which it may be entitled to membership, and at meetings of the California Democratic Council. Such representatives will be appointed by the Executive Board as the opportunities arise.

12. **Duties of Officers.**

12.1. President.

- 12.1.1. The President shall preside at all General and Executive Board Meetings
- 12.1.2. The President shall have supervision over all affairs of the NBWDC and shall be the official spokesperson for the NBWDC.
- 12.1.3. The President shall appoint the Parliamentarian, shall establish special committees and special committee chairs at her discretion, and shall be an ex-officio member of every committee.
- 12.1.4. The President shall recommend Standing Committee Chair appointments to the Executive Board for approval.
- 12.1.5. The President shall appoint representatives to the Central Committee and other appropriate groups with the approval of the Executive Board.
- 12.1.6. The President shall present to the membership at its Annual Meeting a report that highlights achievements of the past year and goals for the coming year.

12.2. Vice President.

- 12.2.1. The Vice-President shall be Assistant to the President, preside in her absence, and have other duties as directed by the President.

12.3. Recording Secretary.

- 12.3.1. The Recording Secretary shall record and maintain the Minutes of General and Executive Board meetings (including attendance lists), and shall maintain all NBWDC records, including the list of all current Members. She shall email a copy of the Minutes to each member of the Executive Board following each scheduled meeting.
- 12.3.2. A person assigned by the Recording Secretary shall assume the duties of Secretary in his/her absence.

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12.3.3. The Recording Secretary shall maintain a copy of the membership list, and send or give to the President to send, a copy to the Orange County Democratic Central Committee each year, along with a list of new officers, the Bylaws and the required charter dues.

12.4. Corresponding Secretary.

12.4.1. The Corresponding Secretary shall conduct the correspondence of the NBWDC.

12.5. Treasurer.

12.5.1. The Treasurer shall have charge of all NBWDC funds and make a full report to the membership at each regular meeting, highlighting extraordinary or unbudgeted items greater than or equal to one thousand dollars (\$1,000.00).

12.5.2. The Treasurer shall open (or renew) an account for the NBWDC at a bank or will contract with a political accounting company with the approval of the Executive Board. The Treasurer, in conjunction with the Executive Board, shall develop the annual budget. The Treasurer, and the President in the Treasurer's absence, shall be authorized by the Executive Board to sign checks or to request reimbursements by the accounting company. Any check or reimbursement request which is greater than or equal to one thousand dollars (\$1,000.00) requires approval by the Executive Board and signatures, or documentation of approval maintained in the Treasurer's records, of two Officers.

12.5.3. All checks, invoices and contracts shall be first received by the Treasurer, who shall maintain a permanent file. All contracts shall be signed by the President and the Treasurer. In the absence of either the President or Treasurer, the Executive Board shall appoint alternates.

12.5.4. The Treasurer shall identify all reports required by the Orange County Registrar of Voters and state and federal agencies, and shall fill out or approve reports prepared by an accounting company and send them within the required time limits.

12.5.5. The Treasurer shall be a member of the Finance Committee.

13. Executive Board.

13.1. The Executive Board shall consist of the President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer, each of whom shall be a different person.

13.2. Quorum. A quorum of the Executive Board shall be a majority of its members.

13.3. Duties of the Executive Board

13.3.1. The Executive Board shall establish strategic objectives and policies for the club, including but not limited to defining membership qualifications, determining annual membership dues levels, and establishing committees necessary to meet NBWDC's objectives.

13.3.2. The Executive Board shall approve the annual budget.

13.3.3. The Executive Board shall present the approved budget to the membership for adoption at the Annual Meeting.

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13.3.4. The Executive Board shall appoint assistant officer positions as needed.

13.3.5. The Executive Board shall review and approve recommendations for the Standing Committee Chairs, and appointment of representatives to the Central Committee and for other governmental or agency meetings at which NBWDC may be entitled to membership.

14. Committees.

14.1. Standing Committees, and Standing Committee Chairs, shall be approved by the Executive Board. The Standing Committees include, but are not limited to, the following: Bylaws, Communications, Endorsements, Finance, Events, Nominating, Program, and Voter Outreach.

14.2. Special Committees may be appointed by the President at her discretion to perform specific tasks and the President may terminate Special Committees at her discretion. Such committees automatically terminate once their specified tasks have been successfully completed or the need for the Special Committee no longer exists.

14.3. Only active regular members as defined in [Section 6.4](#) above may be appointed to any committee or chair position, and must remain an active regular member to continue serving on a committee.

14.4. All committees serve at the pleasure of the authority that created them.

14.5. Each committee will be defined when created, and will include roles, responsibilities and reporting requirements. Each committee chair will adhere to the defined parameters when directing the committee's work.

15. Selection of Representatives to California Democratic Party (CADEM) Pre-Endorsing Conferences.

15.1. NBWDC representatives shall be allocated as follows: One representative, resident in the Assembly District and duly registered as a member of the California Democratic Party for each full (not a fraction thereof) twenty (20) members in good standing, as defined in [Section 6.4](#) above, registered to vote in the Assembly District who were listed on the roster submitted to Orange County Democratic Party and to the appropriate Regional Director of the CDP, no later than July 1 of the year immediately prior to the endorsing process.

15.2. For purposes of this Section:

15.2.1. Only members in good standing who are registered Democrats as of the July 1 deadline shall be included on the roster;

15.2.2. "Member in Good Standing" shall mean an active regular member who meets the qualifications as defined in [Section 6.4](#) above.

15.2.3. The status of such members shall be certified by the NBWDC's President, Secretary, or Treasurer; and

15.2.4. The NBWDC's representatives to any particular pre-endorsing conference shall be from the roster described above.

15.3. Said representatives shall be selected by majority vote of the Executive Board.

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16. General Policies.

16.1. Dissolution. Upon dissolution of the NBWDC, all funds and materials shall be transferred to the Orange County Democratic Central Committee.

16.2. Removal from Office or Club

16.2.1. An elected officer can be removed from office by resolution of a two-thirds vote of the Regular members at a General Meeting for such causes as missing three unexcused consecutive meetings or non-performance of duties, providing the membership and the relevant officer have been notified of the proposed action ten days in advance of the meeting.

16.2.2. A member may be removed for publicly supporting a non-Democrat in a partisan election.

Adopted this 10th day of July 2017



Rima Nashashibi

President



Karen Hinks

Vice President