

# Bylaws

## Newport Beach Women’s Democratic Club

*A chartered club of the Democratic Party of Orange County*

**March 2019**

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1. **Name.** The name of this organization shall be the Newport Beach Women's Democratic Club, hereinafter called the 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 (hereinafter called the Party) as defined by the platforms of the California Democratic Party (hereinafter called the CDP) and the Democratic National Committee (hereinafter called the DNC). NBWDC's objectives are to foster active interest in the local, state and national Democratic Party, to contribute to the Democratic Party of Orange County (hereinafter called the DPOC) leadership, to support the campaigns of Democratic candidates representing NBWDC's constituency, and to engage in grassroots outreach, organizing and recruitment within its area or special interest or cultural community.
  - 3.2. NBWDC shall seek to publicize activities, and to build its membership from registered Democrats within the city of Newport Beach and the surrounding cities in Orange County.
4. **Affiliations.**
  - 4.1. The NBWDC is officially chartered with the DPOC and was duly chartered by the DPOC in February 2008.
  - 4.2. As a chartered and affiliated club of the DPOC, the NBWDC shall comply with bylaws of the DPOC and the CDP, as they apply to fully chartered local affiliates.
  - 4.3. The NBWDC shall not take a position in support of a candidate in any partisan election other than a Democrat, and contrary to candidate endorsements by the DNC, the CDP, and the DPOC.

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### 5. Authority and Procedures.

5.1. Authority. NBWDC operates under the authority of the DPOC 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, called by a motion, shall be confirmed by vote of a majority of NBWDC members present, who are in good standing and entitled to vote, provided a quorum of the Executive Board is present.

5.2.3. In accordance with the DPOC Central Committee charter requirements, NBWDC:

5.2.3.1. May not take a position in support of a candidate other than a Democrat in any partisan race;

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;

5.2.3.6. Shall support the County, State and National Democratic Party;

5.2.3.7. Shall provide annually to the DPOC Central Committee a copy of the bylaws and a roster, which conforms to the DPOC Central Committee required timing and format, listing NBWDC's Members in Good Standing.

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 and surrounding cities in Orange County.

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- 6.2. Types of memberships. There shall be, at a minimum, three types of members:
- 6.2.1. Regular members shall be self-identified females who meet the qualifications below;
  - 6.2.2. Associate-members shall be anyone who does 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 NBDWC 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. Member in Good Standing: A member shall be considered a Member in Good Standing only if:
- 6.4.1. The member is a registered Democrat, and
  - 6.4.2. NBWDC membership dues are current or have been waived due to economic hardship, and
  - 6.4.3. The member has not had his/her membership revoked.
- 6.5. Non-Discrimination: This organization does not require or use a test of membership or oath of loyalty that has the effect of requiring prospective or current members to acquiesce in, condone or support discrimination on the grounds of race, color, creed, national origin, physical ability, sex, age, religion, ethnic identify, sexual orientation, gender identity or economic status.
- 6.6. Revoked Membership: NBWDC membership shall be revoked for any of the following:
- 6.6.1. Non-payment of dues by the date required in these Bylaws, or

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- 6.6.2. Publicly endorsing or financially supporting anyone other than a Democrat in any partisan election, or
- 6.6.3. Conduct unbecoming involving any act prejudicial to the best interests of NBWDC, as determined by the Executive Board.

### 7. Dues.

- 7.1. The amount of dues for each membership type shall be determined by the Executive Board and presented as part of the budget at the Annual Meeting for approval by Members in Good Standing who are qualified to vote.
- 7.2. Each member shall pay dues on an annual basis. Dues amounts shall be published in a separate schedule made available by the Treasurer.
- 7.3. The NBWDC fiscal year shall be the calendar year.
- 7.4. Dues are charged on January 1 and payable by January 31 of each calendar year.
- 7.5. Any member who has not paid dues by March 31 shall be considered to have forfeited their membership. Voting privileges will not be denied during this grace period.
- 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.** Entitlement qualifications for voting on NBWDC motions, hereinafter called Vote-Entitled Members, are:

- 8.1. Must be a Member in Good Standing as defined in [Section 6.4](#) above, and
- 8.2. Must be on NBWDC's member roster for three months preceding the vote, and
- 8.3. Must have attended at least one meeting prior to being eligible to vote.

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### 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 Meetings on such day as the Executive Board may periodically determine.
- 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 at the discretion of the President who determines the date, time and place.
- 9.2.3. The Executive Board shall vote by voice, email or ballots if a quorum, which includes the President, hereinafter called Qualified Executive Board Vote, participates in the vote.
- 9.2.4. Members in Good Standing and ex officio members may attend Executive Board meetings. At such meetings, Members in Good Standing and ex officio 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, if noticed as specified below.
- 9.3.2. In the absence of the President, any two officers may call a Special Meeting if noticed as specified below.

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### 9.4. Annual Meeting.

9.4.1. The Annual Meeting shall be held in November.

9.4.2. The purpose of the Annual Meeting shall be to elect and install officers.

### 9.5. Notice of Meetings. Notice of Regular or Special meetings shall be given at least one (1) week in advance to all Members in Good Standing, by one or more of the following means:

9.5.1. In writing by email;

9.5.2. By telephone message;

9.5.3. By text message;

9.5.4. Through Social Media postings.

9.5.5. 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 one (1) week 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 25 percent of the Members in Good Standing or ten (10) Members in Good Standing, whichever is smaller, as reported by the Secretary 24 hours before the meeting.

10.3. Unless otherwise specified in these Bylaws, NBWDC may pass resolutions by a majority vote of Vote-Entitled Members present as defined in [Section 8](#) above.

10.4. No proxy voting shall be permitted.

10.5. Voting may be by voice, by show of hands or by ballots, as determined by the Executive Board.

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- 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 two-thirds (2/3) majority vote of the Vote-Entitled Members present at the meeting.
- 10.7. The NBWDC may suspend portions of these Bylaws and/or Robert's Rules of Order for the purpose of emergency business by a two-thirds (2/3) majority vote of Vote-Entitled Members 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.

### 11. Officers.

- 11.1. NBWDC officers shall, at a minimum, consist of the President, Vice President, Secretary and Treasurer. They shall be elected to two-year terms of office, and may run for re-election.
  - 11.1.1. The Executive Board, at its discretion, may add additional officer-level positions if and when needed.
  - 11.1.2. Vote-Entitled Members shall vote on the new position, and recommended appointment if any, with proper notice.
- 11.2. Only self-identified females who are Vote-Entitled Members may be nominated for election as an NBWDC officer. Nominees for the office of President must have been a Vote-Entitled Member for a minimum of six months.
- 11.3. Installation of officers shall be held immediately following elections. 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 Qualified Executive Board Vote, defined in [Section 9.2.3](#) above, 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.
- 11.6. 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



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membership until an election for a permanent replacement can be held at the next NBWDC meeting.

- 11.7. 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. Officer Elections.

- 12.1. Calendar. Elections and installation of new officers will take place at the Annual Meeting. If the NBWDC Endorsements & Nominations Committee has no members, the President shall nominate, and the Board shall confirm by Qualified Executive Board Vote, the Chair and at least two (2) other members for the NBWDC Endorsements & Nominations Committee.
- 12.2. Nominations. Officer nominees shall be announced at Regular Meetings two (2) months before the Annual Meeting or two (2) months before an off-cycle election meeting.
- 12.3. From Floor. At each of the two Regular Meetings prior to NBWDC's Annual Meeting, Vote-Entitled Members shall be given the opportunity to nominate self-identified female Vote-Entitled Members, including themselves, in person at a meeting, or in writing by delivery, mail, or email. A Vote-Entitled Member shall be allowed to make or receive any number of nominations.
- 12.4. Close of Nominations. There shall be no nominations other than those specified in Sections 12.2 and 12.3 above, and not by any motion.
- 12.5. Publicity. From the date nominations are first made known, in each Regular Meeting, Newsletter, website, and other available outlets, there shall be listed all nominees to date, for which positions, by whom nominated (NBWDC's Endorsements & Nominations Committee or from Floor), and pending Election Calendar deadlines.
- 12.6. Candidate Statements. Nominees may (but are not required to) submit written Candidate Statements, with content solely up to the candidate. If a Statement refers negatively to another nominee, the other may submit a written response. In the case of any Contested Election, Candidate Statements and any Responses shall be included with any ballots delivered to Vote-Entitled Members.
- 12.7. Ballot Distribution. In the case of any Contested Election, the sitting Executive Board, in its discretion, shall dictate procedures for notifying Vote-Entitled Members prior to the

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Election, which notice may be ballots included electronically for printing in e-mail correspondence or in printed form to those Vote-Entitled Members receiving USPS mail, by announcements and handouts at meetings prior to the election, or by any other means deemed timely and satisfactory by the Executive Board. In such event, ballots and Candidate Statements shall be distributed to members at least four (4) weeks prior to the Annual Meeting.

- 12.8. Voting Deadline. In the case of any Contested Election, voted ballots shall be valid and counted only if received by NBWDC's Secretary, by the third (3rd) business day before the Annual Meeting.
- 12.9. If No Position is Contested, ballots shall not be distributed, all nominees shall be deemed elected, and Vote-Entitled Members shall be so informed.
- 12.10. Results and Installation. At the Annual Meeting, the President shall announce the results of the Annual Election, incoming Officers shall be promptly installed, and the terms of the outgoing Officers shall thereupon end.

### 13. Duties of Officers.

#### 13.1. President.

- 13.1.1. The President shall preside at all Regular, Special and Executive Board Meetings
- 13.1.2. The President shall have supervision over all affairs of the NBWDC and shall be the official spokesperson for the NBWDC.
- 13.1.3. 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.
- 13.1.4. The President shall recommend Standing Committee Chair appointments to the Executive Board for approval.
- 13.1.5. The President shall appoint representatives to the DPOC Central Committee and other appropriate groups with the approval of the Executive Board.
- 13.1.6. 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.

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### 13.2. Vice President.

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

### 13.3. Secretary.

13.3.1. The Secretary shall conduct the correspondence of the NBWDC.

13.3.2. The Secretary shall maintain all NBWDC records, including but not limited to:

- 13.3.2.1. Minutes of all NBWDC meetings;
- 13.3.2.2. Attendance lists of all NBWDC meetings;
- 13.3.2.3. A current list of Members in Good Standing;
- 13.3.2.4. A current list of Vote-Entitled Members.

13.3.3. The Secretary shall make the Minutes available to each member of the Executive Board following each scheduled meeting either by email or posting to a shared electronic folder.

13.3.4. A person assigned by the Secretary shall assume the duties of Secretary in her absence.

13.3.5. The Secretary shall prepare the annual Charter Renewal packet, based on current DPOC Central Committee requirements, and send or give to the President to send to the DPOC Central Committee within the required deadline.

### 13.4. Treasurer.

13.4.1. 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).

13.4.2. The Treasurer shall open (or renew) an account for the NBWDC at a bank or other financial institution or will contract with a political accounting company with the approval of the Executive Board.

13.4.3. The Treasurer, in conjunction with the Executive Board, shall develop the annual budget.

13.4.4. 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

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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, of two Officers maintained in the Treasurer's records.

13.4.5. The Treasurer shall maintain a permanent file of all checks, invoices and contracts for NBWDC. 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 alternate signers.

13.4.6. The Treasurer shall identify all reports required by county, state and federal agencies, and shall fill out or approve reports prepared by an accounting company and send them within the required time limits.

13.4.7. The Treasurer shall be a member of the Finance Committee if one is in effect.

### 13.5. Additional Officers.

13.5.1. The Executive Board will determine duties for any new officer position created by authority granted in [Section 11.1.1](#).

13.5.2. Any new officer position will be filled following the requirements outlined in [Section 12](#) above, except that the election may be held sooner than the Annual Meeting if needed.

## 14. Executive Board.

14.1. The Executive Board shall consist of the President, Vice President, Secretary, Treasurer and additional elected officers, each of whom shall be a different person.

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

### 14.3. Duties of the Executive Board.

14.3.1. The Executive Board shall meet and vote in accordance with [Section 9.2](#) above.

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

14.3.3. The Executive Board shall approve the annual budget.

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14.3.4. The Executive Board shall present the approved budget at the Annual Meeting for adoption by Vote-Entitled Members.

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

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

### 15. Committees.

15.1. 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, Endorsements/Nominations, Fundraising, Marketing & Communications, Member/Voter Outreach and Programs/Events.

15.2. 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.

15.3. Only Members in Good Standing may be appointed to any committee or chair position, and must remain a Member in Good Standing-to continue serving on a committee.

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

15.5. 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.

### 16. Selection of Representatives to CDP Pre-Endorsing Conferences.

16.1. Allocation of NBWDC representatives. One representative for every full (not fraction thereof) twenty (20) Members in Good Standing that meet the following criteria:

16.1.1. Resides in, and is duly registered to vote in, the Assembly District listed on the roster submitted to DPOC Central Committee and to the appropriate CDP Regional Director no later than the established deadline in the year immediately prior to the endorsing process.

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16.2. For purposes of this Section.

16.2.1. Only Members in Good Standing as of CDP's established deadline shall be included on the roster;

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

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

16.3. Representative Selection Process. Said representatives shall be selected by a Qualified Executive Board Vote.

16.4. Representative Voting Instructions. Voting on instructions for NBWDC's representatives to CDP's Pre-Endorsing Conferences shall take place as follows:

16.4.1. Only Vote-Entitled Members may vote on instructions for pre-endorsing representatives.

16.4.2. Voting may be by show of hands or by ballots as determined by the Executive Board;

16.4.3. Voting shall be conducted in a simple, single round of voting. NBWDC may adopt a process for voting on instructions other than a simple, single round of voting, but such process must be approved by Vote-Entitled Members.

16.4.4. Under no circumstances shall NBWDC consider the endorsement of a candidate for a partisan office who is not registered with the Democratic Party.

16.4.5. The minimum threshold for pre-endorsement in a race with multiple Democratic candidates is a two-thirds (2/3) majority vote of the Vote-Entitled Members present and voting. The failure of any candidate to attain that threshold shall result in an official NBWDC position of "No Endorsement".

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### 17. General Policies.

17.1. Dissolution. Upon dissolution of the NBWDC, all funds and materials shall be transferred to the DPOC Central Committee.

17.2. Removal from Office. An elected officer may be removed from office by resolution of a two-thirds (2/3) majority vote of the Vote-Entitled Members at a Regular Meeting, providing the membership and the relevant officer have been notified of the proposed action two (2) weeks in advance of the meeting for causes such as:

17.2.1. missing three unexcused consecutive meetings; or

17.2.2. non-performance of duties.

Approved this 28<sup>th</sup> day of March, 2019 by the Executive Board.



**Tara Steele**

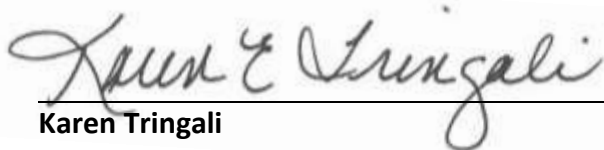
President



**Catharine Hardesty**

Vice President

As Recording Secretary, I certify that Vote-Entitled Members unanimously approved these Bylaws at the duly noticed meeting on April 16, 2019.



**Karen Tringali**

Recording Secretary

Date: April 16, 2019