

BYLAWS

Newport Beach Women’s Democratic Club, March 2022

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I. NAME

The name of this organization shall be the Newport Beach Women's Democratic Club (NBWDC).

II. PURPOSE

The Newport Beach Women's Democratic Club (hereinafter called the Club) shall focus its efforts within the City of Newport Beach and in surrounding cities such as Huntington Beach, Costa Mesa, and Irvine (hereinafter collectively called the Community) to advance the goals of the Democratic Party as defined by the platforms of the California Democratic Party (hereinafter called the CDP) and the Democratic National Committee (hereinafter called the DNC).

The Club's mission is to empower women into leadership within the Democratic Party and to support all endorsed Democrats into elected office. Our objectives are to raise awareness within the Community through the education and civil promotion of Democratic candidates, principles and values. Moreover, our goals are to foster active interest in the local, state and national Democratic Party, to contribute to the Democratic Party of Orange County leadership, to support the campaigns of Democratic candidates representing the Club's constituency, and to engage in grassroots outreach, organizing, and recruitment. The Club shall seek to publicize activities and to build its membership from registered Democrats within the Community.

III. AFFILIATION

- A. The Club is officially chartered with the Democratic Party of Orange County (hereinafter called the DPOC) and was duly chartered by the DPOC in February 2008.
- B. As a chartered and affiliated Club of the DPOC, the Club shall comply with the bylaws of the DPOC and the CDP, as they apply to fully-chartered local affiliates.
- C. The Club shall not take a position in support of a candidate other than a Democrat, and contrary to candidate endorsements by the DNC, the CDP, and the DPOC.

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IV. MEMBERSHIP REQUIREMENTS

- A. Qualifications: Any individual qualifies for Club membership (hereinafter called Member) if:
1. The individual is a registered Democrat residing in Orange County; or
 2. The individual is ineligible to vote (due to age, non-residency, or other legal impediment), but pledges to register as a Democrat when eligibility is attained; or
 3. The individual supports the purpose of the Club as stated in Article II above, and is registered as NPP or from another party and approved unanimously by every member of the Executive Board; and
 4. The individual has paid all Club dues (or had them waived) in the prior calendar month; and
 5. The individual has agreed to be bound by the Code of Conduct
- B. Member in Good Standing (MIGS): A Member shall be considered a Member in Good Standing only if:
1. The Member is a registered Democrat; and
 2. The Member has attended at least one meeting as a Member in the 12 months prior to voting; and
 3. The Member has not had his/her membership revoked in the preceding 12 months.
- C. Non-Discrimination: This Club does not require or use any test of membership or oath of loyalty which 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 identity, sexual orientation, gender identity or economic status.
- D. A Member may have his/her membership revoked from the Club for misconduct, including one or more of the following:
1. Violating the Code of Conduct or
 2. Engaging in unbecoming conduct involving any act prejudicial to the best interests of the Club, as determined by the Executive Board.
- E. Removal of a Member may be effected in the following manner:
1. At least three Members of the Executive Board or five Members of the Club must sign and submit to the Secretary a written statement of charges

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- containing the grounds for removal. If the accused Member is the Secretary, then the Chair shall assume the following duties in place of the Secretary.
2. The Secretary, upon receipt of the statement of charges, must send in writing to the accused Member the statement of charges and a letter stating that the accused Member may either resign his/her club membership or have a hearing before the Executive Board where at such hearing, the accused Member shall be afforded an opportunity to respond to the statement of charges.
 3. If the accused Member does not resign, the Secretary shall send in writing the statement of charges to all Members of the Executive Board along with a notice of the hearing date.
 4. At the hearing, the Executive Board shall examine the statement of charges brought against the accused Member and determine if a sanction is appropriate. The sanction may include one or more of the following: a censure, a temporary suspension of membership, or a revocation of membership.
 5. Any finding of a violation, and the imposition of an appropriate sanction for that violation, shall require a vote of not less than two-thirds of the full Executive Board.
 6. The accused member may appeal the finding of the Executive Board in writing to the Secretary.
 7. Upon receipt of the appeal, the Secretary shall send in writing the statement of charges to all club membership along with a notice of the hearing date.
 8. At the hearing, the elected officer(s) shall examine the statement of charges brought against the accused Member in full view of the club membership. The accused Member shall be afforded an opportunity to respond to the charges, to confront any witnesses against such members, and to present documentation and witnesses of his/her own.
 9. After such hearing, a sanction may be imposed where appropriate. The sanction may be a censure, a temporary suspension of membership, or a revocation of membership.
 10. Any finding of a violation, and the imposition of an appropriate sanction for that violation, shall require a vote of not less than two-thirds of the membership present and voting.

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V. DUES

- A. Dues shall be recommended by the Executive Board and reviewed at the meeting immediately prior to the start of each fiscal year and presented to the General Membership for approval.
- B. Dues are due at the beginning of the fiscal year and payable by the end of the first month of the fiscal year. Grace period extends through March 31st.
- C. The fiscal year shall start on January 1st of each calendar year.
- D. Membership is effective starting the first of the month after the month in which dues are received or waived by the Executive Board. For the purposes of the first general meeting of the fiscal year, all Members in Good Standing as of the last day of the previous month shall be deemed to be Members in Good Standing.
- E. Payment of dues shall not be obligatory for anyone for whom it constitutes an economic hardship, and after due consideration with the approval of either the full Executive Board or President, Treasurer and Membership Chair in order to maximize privacy and confidentiality.
- F. A "Lifetime Membership" designation, wherein dues are waived indefinitely, has been awarded to the founding members of the Club – Dr Sue Savary, Founding President; Joan Templeton Morris, Founding Vice- President; and Patty Humphreys, Founding Membership Chair.

VI. MEETINGS

- A. Regular Meetings
 - 1. The Club shall hold regular meetings open to all Democrats at least once quarterly.
 - 2. Regular meetings shall not be canceled more than three times within any calendar year and no more than two regular meetings shall be canceled in succession.
 - 3. In the absence of a regular meeting, a quorum of the Members may call a meeting, according to the definition of quorum in these Bylaws.
- B. Notice of Regular Meetings shall be given at least two weeks in advance to all Members, in any manner as follows:

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1. Notice in writing by US mail
 2. Notice in writing by e-mail
 3. Telephone message
 4. Notice in writing on a social media platform such as Facebook
 5. Notice of the meeting 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 two weeks prior to the meeting.
- C. Special Meetings
1. Special meetings may be called by the Chair at any time with advance notice of three days.
 2. In the absence of the Chair, any two officers or two of Members in Good Standing may call a special meeting.
- C. Executive Board Meetings
1. The Chair shall hold Regular Meetings of Club officers and Committee Chairs as necessary to conduct Club business.
 2. Executive Board voting procedures shall be by majority votes by voice, email, or ballots.
 3. Special Executive Board meetings may be called by the Chair or two officers with advance notice of three days.

VII. RULES FOR MEETINGS

- A. The Club shall use the current Roberts Rules of Order to govern parliamentary procedure at all official meetings of the organization, except as specifically noted in these Bylaws.
- B. Subject to the discretion of the Chair, meetings shall follow the agenda set by the Executive Board, except that any noticed vote provided for in these Bylaws shall occur as noticed. The general membership shall not need to approve the agenda.
- C. Minutes of the general meetings should be maintained and available for inspection by the membership and should be reviewed and approved by the Executive Board.
- D. A quorum for any official meeting of the Club shall be 25 percent of the total organizational membership as of 24 hours before the meeting, or ten members,

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whichever is smaller, as reported by the Secretary. A quorum for any Executive Board meeting shall be majority of the Executive Board.

- E. Unless otherwise specified in these Bylaws, the Club may adopt events, pass resolutions, and conduct regular business with a vote of simple majority of the Members in Good Standing present at any meeting. Voting in Executive Board meetings shall be by simple majority.
- F. Voting may only be exercised by Members in Good Standing.
- G. No proxy voting shall be permitted.
- H. Voting may be by show of hands or by ballots, as determined by the Executive Board.
- I. For voting on CDP Pre Endorsements, refer to Article X of these Bylaws on CDP Pre-Endorsement Voting.
- J. For voting on DPOC Endorsements, refer to Article XI of these Bylaws on DPOC Endorsement Voting.

VIII. OFFICERS

- A. Club officers shall consist of President, Vice-President, Secretary (or Secretaries), and Treasurer. They shall be elected at the regularly noticed January meeting or if there is no January meeting, as soon thereafter as is practical. The officers shall serve two-year terms of office starting at the beginning of the new fiscal year, with the exception of the founding year when interim officers will serve until elections.
- B. Only Members in Good Standing may be considered as candidates for office.
- C. If the President vacates the 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.
- D. In the temporary absence of the President, the Vice-President shall serve as President. If the position of Vice-President is vacant, the Secretary or Treasurer shall serve as Vice-President.

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E. Duties

1. President shall:
 - a. Be the Chief Executive Officer of the Club.
 - b. Preside over all meetings of the Club and the Executive Board.
 - c. Make appointments to other non-elected committee positions as required.
 - d. Act as the official spokesperson of the Club.
 - e. Stimulate active interest in the political process.
 - f. Provide a constructive role for the active volunteer.
 - g. Promote harmony within the Club membership, between other clubs and within the Democratic Party of Orange County.
2. Vice-President shall:
 - a. Serve at the direction of the President,
 - b. Preside at meetings if the President is unable to do so, or is requested by the President to do so.
 - c. Take over the duties of the President in the absence of that officer.
3. Secretary or Secretaries shall:
 - a. Keep the minutes of the general meetings and the executive committee meetings.
 - b. Serve as custodian of the Club's records, including minutes, and reports of officers, boards and committees.
 - c. Makes sure the official Bylaws, special rules of order, standing rules, code of conduct and current minutes are available for reference at all meetings
 - d. Oversee Membership Chair in coordination with treasurer and keep the official membership roll current and available for reference at all meetings.
 - e. Conduct correspondence and maintain the Club's communication records.
 - f. Oversee Communications Chair and all email and social media communications.
 - g. Chair meetings in the absence of the President and Vice-President.
4. Treasurer shall:
 - a. Prepare a budget.
 - b. Collect all funds and dues from the membership.
 - c. Receive and deposit all funds into the checking account.

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- d. Pay and reimburse for expenditures.
 - e. Pay annual charter fee for Democratic Party of Orange County (DPOC).
 - f. Make the record of Club receipts and expenditures available to any member or the Audit Committee when requested.
 - g. Provide a report of the Club financial status at club meetings as requested.
 - h. Provide an annual written report of Club financial status by end of the fiscal year.
 - i. See that the Club meets federal, state, and local political campaign reporting requirements.
 - j. Maintain all financial records of the Club, be responsible for bank accounts and ensure FPPC/FEC financial reports are submitted on time.
- F. The President shall officiate at all meetings of the Club.
- G. The President may appoint members temporarily to fill un-expired terms of office of Club officers, subject to election by the membership.
- H. The President may appoint Club members to serve in other capacities as needed.
- I. The Club may elect such other officers as may be deemed necessary from time to time to conduct Club business.
- J. The Executive Board shall be composed of the Club officers and chairs of standing committees, and shall be responsible for implementing the Club's goals and maintaining financial viability.
- K. An elected officer may be removed from office for misconduct or neglect of duty including one or more of the following:
- 1. Missing three unexcused consecutive meetings.
 - 2. Non-performance of duties.
 - 3. Publicly endorsing anyone other than a Democrat in any election.
 - 4. Publicly advocating that the voters should not vote for the Democratic endorsed candidate for any office.
 - 5. Violating the Code of Conduct.
 - 6. Conduct unbecoming involving any act prejudicial to the best interests of the Club as determined by the Executive Board.

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- L. An elected officer may be removed by the same procedures as those for Members as defined in Article IV under Membership Requirements.

- M. Club Representatives
 - 1. The Club may be represented at any meetings at which it may be entitled to membership. A person may serve as representative to more than one outside body by election/appointment of the Executive Board/membership.
 - 2. The Club is represented at monthly meetings of the DPOC Central Committee by an Associate Member.
 - a. The club's Associate Member may be appointed or elected. If appointed, the Associate Member must be an elected officer. The Associate Member may be elected, recalled, or replaced upon a majority vote of the membership at any noticed meeting.
 - b. The Associate Member and all elected officers shall adhere to the official positions of the club, to the extent possible, when voting and participating in endorsement discussions.
 - c. In the absence of the Associate Member, the club may be represented at the DPOC Central Committee meetings by an alternate. The alternate may be appointed by the Chair.
 - d. The Club shall notify the DPOC Secretary of the names of the Associate Member and alternate.

IX. CLUB ELECTIONS

An Elections/Nominating Committee shall be formed four months prior to the election and shall consist of three Members in Good Standing. The criteria for Members in Good Standing are defined in these Bylaws.

- A. Election/Nominee Submission Process
 - 1. The Election Committee shall set the deadline to submit candidacy. Should there be no candidate for a position on election day, the Election Committee may accept nominations from the floor on the day of the election.
 - 2. The method of submission of candidacies shall be determined by the Election Committee.
 - 3. The criteria for candidate submission are as follows:
 - a. Candidate must be a Member in Good Standing.
 - b. Candidate must provide name, email, phone, and position for which the candidate seeks.
 - c. Candidate must provide a statement of up to 200 words.

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- d. If elected, candidate agrees to meet with the outgoing Board during the transition period.
4. The Election/Nominating Committee shall contact the nominee to confirm the nomination.
5. The Election/Nominating Committee shall request the Board to verify that the nominees are Members in Good Standing.
6. Submission criteria, along with the available positions and responsibilities shall be published in the newsletters and/or website 2 months prior to the election.
7. All candidate statements will be published in the newsletters and/or website at least 1 week before the election and will remain up until the election.

B. Election Day Process

1. The Election/Nominating Committee shall prepare paper ballots if there is more than one candidate running for a position. In an uncontested race, the Election Committee may choose to call for a vote by a show of hands.
2. The Election/Nominating Committee shall introduce each candidate on election day and each candidate shall make a statement and take questions within a timeframe determined by the Election Committee.
3. The Election/Nominating Committee shall determine the winner by a simple majority of the electorate present.
4. If there are paper ballots, the Election/Nominating Committee shall triple count the votes in full view of the membership on election day.
5. In the case of a tie, the vote is rerun.
6. The criteria for voting are as follows:
 - a. Voting member must be a Member in Good Standing.
 - b. Voting member must be present to vote. These Bylaws do not allow proxy voting or by any other means.
7. The Election/Nominating Committee will announce the winner of each position to the general membership on Election Day.
8. Should a position be unfilled after the election, the newly elected President shall appoint an interim person for the position and/or choose to call for another election to fill the position.

C. Board Transition

1. Immediately following the election, the newly elected members will meet with the outgoing Board at board meetings.

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2. The new Board may recommend changes to annual dues or these Bylaws for general membership approval as allowed under these Bylaws.
3. The outgoing Board shall assist the newly elected Board by discussing ongoing projects and project status, transferring key project documents and contacts, and handing over all properties of the Club including financial, social media, website, and email accounts, etc. as well as necessary passwords and documents.

X. CDP PRE-ENDORSEMENT VOTING

- A. The number of Assembly District (AD) Club Representatives shall be allocated as provided for by the bylaws of the California Democratic Party based on AD residency.
- B. AD Club Representatives must be registered to vote in the Club's Assembly District(s) and listed on the roster submitted to the DPOC and the CDP by the deadlines provided.
- C. AD Club Representatives may vote only in the districts in which they reside.
- D. Only Members in Good Standing as of the deadline shall be included on the roster.
- E. The status of such members shall be certified by the Club's President, Vice-President, Secretary, or Treasurer.
- F. AD Club Representatives shall be equally apportioned between men and women, to the extent possible.
- G. Potential AD Club Representatives shall be elected/selected by a majority vote of the Club's Members in Good Standing as approved on the roster prepared pursuant to Section B of this Article. The vote shall be held at the general meeting prior to the submission of potential representatives to the DPOC and the appropriate CDP Regional Director. The names of potential AD Club Representatives shall be submitted in their order of priority as determined by the number of votes each potential representative received. The President shall appoint a Pre-Endorsing Selection Committee of not fewer than three Club members to manage this process, conduct the election, and report the results. The members of the Pre-Endorsing Selection Committee shall be ineligible to serve as AD Club Representatives.

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Representatives will be bound by the voice of the majority of the Club to vote for the candidate selected by the club. Representatives have responsibility to the Club, not a candidate. If no candidate receives the Club's endorsement, then the Club should take a "No Endorsement" position.

- H. Club representatives described in this Article, when participating in voting and discussion in that capacity, shall adhere to and represent the Club's official positions on endorsements and other matters wherever applicable, and shall agree to do so prior to their selection.
- I. Voting on instructions to the Club's pre-endorsing representatives may be by show of hands or by ballots as determined by the Executive Board, and shall be conducted in a simple, single round of voting. The Club may adopt a process for pre-endorsement other than a simple, single round of voting, but such process must be approved by the membership. Under no circumstances may the Club consider the endorsement of a candidate for public office who is not registered with the Democratic Party. "No Endorsement" shall be an option for every vote. In a race with more than one Democratic candidate, Club Representatives will be allocated proportionally to the Club vote. For example, if the Club has ten representatives, three might be allocated to Candidate A, four for Candidate B, and three for "No Endorsement."

XI. DPOC ENDORSEMENT VOTING

In accordance with the DPOC bylaws, the club shall establish the following procedures and rules in order to participate in the DPOC endorsement process:

A. Associate Member

See the provision on Club Representatives in the Article on Officers.

B. Membership Roster

1. The club shall submit to the DPOC a roster of at least 20 members who designate the club as their exclusive "home club" (to vote in a particular city, the club must have at least 10 unique members or 30% of the membership in that city, whichever is lower, who have designated the organization as their exclusive "home club").
2. The club shall submit a list of races in which it is qualified to vote per DPOC bylaws.

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C. Club Endorsement

Prior to instructing the club's Associate Member on how to vote, the club shall determine its position by at least 11 affirmative votes and at least 60% of Members in Good Standing present and voting. The club's endorsement procedure is as follows:

1. Voting on the endorsement of candidates or ballot propositions, or on instructions to the Club's pre-endorsing representatives or to the DPOC Associate Member, may be by show of hands or by ballots as determined by the Executive Board, and shall be conducted in a simple, single round of voting.
2. The Club may adopt a process for endorsement other than a simple, single round of voting, but such process must be approved by 2/3 of those present and voting at any meeting. The failure of any candidate or ballot measure to attain that threshold shall result in an official Club position of "No Endorsement."
3. The Club shall not take a position in support of a candidate for partisan office other than a Democrat endorsed by the CDP or the Democratic National Committee (hereinafter the "DNC") or contrary to the DPOC local candidate endorsements.
4. Nothing herein shall (1) prohibit the Club from supporting any Democratic candidate prior to an endorsement by the CDP, DNC, or DPOC; (2) prohibit the Club from supporting any Democratic candidate in the event the CDP or DPOC fail to reach consensus on an endorsement; or (3) prohibit the members of the Club from supporting any Democratic candidate for office on their own time outside of meetings or official activities of the Club.
5. In the event the Club publicly supports a candidate, and subsequently the CDP, DNC, or DPOC take an endorsement position contrary to the Club's position, the Club's position shall be deemed automatically rescinded, and the President shall issue a public statement to that effect.

XII. TERMINATION

Should this Club be dissolved, the monies remaining in the treasury, after payment of all obligations, shall be disbursed to the Democratic Party of Orange County.

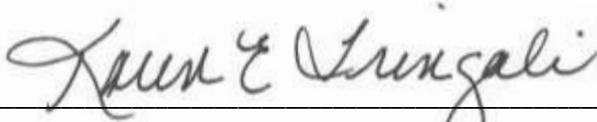
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XIII. AMENDMENTS

These Bylaws may be amended by a 2/3 vote at a general membership meeting after the proposed amendment has been presented to the membership at a preceding meeting. Two weeks' notice must be provided of each meeting.

RATIFIED by the membership as submitted on March 24, 2022



Karen Tringali, Recording Secretary