

CONSTITUTION AND BYLAWS OF THE MALIBU DEMOCRATIC CLUB

Strikethrough = to be deleted; *Italics* = to be added

MISSION STATEMENT: To inspire, to ~~activate~~, to ~~excite~~, to *educate*, and to encourage increasing numbers of Malibu area residents to have an active interest in politics and government; to foster and perpetuate the ideals and principles of the Democratic Party; to support and assist in the election of Democratic candidates; to encourage voter registration and membership in the Democratic Party; and ~~through Democratic ideals and principles~~ to encourage the highest degree of equality, justice, government *al* transparency, and a healthy environment.

Based on this Mission Statement, we hereby *establish* ~~associate~~ ourselves as the Malibu Democratic Club (MDC).

ARTICLE I - POLICY AND GOALS

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

Section 2. The MDC shall seek, in all its operations, to be consistent with the actions of the Democratic Party, including being faithful to the Bylaws of the California Democratic Party.

Section 3. The MDC shall support its endorsed candidates ~~with an aggressive campaign~~.

Section 4. The MDC shall be chartered by the Los Angeles County Democratic Party.

Section 5. The MDC shall maintain communications with the elected representatives of our area of Los Angeles County and adjoining areas for the purpose of expressing our Democratic views and goals to them and to disseminate information from those representatives to our members.

ARTICLE II - MEMBERSHIP

Section 1. All registered Democrats, and those persons who pledge to register as Democrats when allowed by age or citizenship requirements or the elimination of any other legal impediment, shall be eligible for full membership.

Section 2. Persons who do not qualify for full membership shall be eligible to participate in MDC activities as associate dues paying members, but shall not have the privileges of voting or holding MDC office.

Section 3. An eligible person becomes a member by paying annual dues to the *MDC* Treasurer or the Treasurer's authorized representative and subscribing to the policies and goals of the MDC, and shall then be entitled to membership privileges and voting rights.

Section 4. Members shall be given a copy of the MDC Constitution and Bylaws upon request.

Section 5. New members must fill out the membership form, including residence address, but there is no requirement that an MDC member live in Malibu.

Section 6. MDC supports non-discrimination in membership, including age, gender, race, color, creed, sexual orientation, persons with disabilities as defined by the Americans with Disabilities Act of 1990 as amended, religion, national origin, ethnicity, or economic status.

ARTICLE III - MEMBERSHIP DUES

Section 1. The amount of dues payable shall be determined by a recommendation of the Executive Board and voted on by a simple majority of those MDC members present at a duly constituted meeting. Notice of intent to raise or lower dues shall be given in writing to the membership when a change of dues is scheduled to be voted upon.

Section 2. Dues shall be paid for the calendar year of the MDC, which shall run from January 1st to December 31st, unless otherwise determined by the recommendation of the Executive Board. The Executive Board has the authority to waive or reduce the dues/fees due to the economic hardship of a member.

Section 3. New Members. Membership dues for new members may be paid at any time, but in order to vote for any candidate, endorsement, proposition or initiative or any other matter put before the voters, dues must be paid by new members at least 30 days prior to the vote and out of their personal funds. For new members only, dues collected in the last three months of the fiscal year shall constitute payment for the following fiscal year.

Section 4. Members in good standing may renew their membership (out of their personal funds) at any meeting requiring voting if their membership dues are paid for the immediately preceding calendar year, and may vote at that meeting.

Section 5. The membership of a person will become inactive if he or she fails to pay annual dues.

ARTICLE IV – GENERAL MEMBERSHIP MEETINGS

Section 1. All meetings of the membership and events as defined in Section 4 of this Article, shall be held at the place designated for that purpose from time to time by the Executive Board. The Executive Board shall designate the time for the membership meetings, except that the Board must call a minimum of two meetings (including fundraisers) per calendar year. Meetings will be open to all registered Democrats.

Section 2. Annual Meetings. The annual meeting of the MDC membership shall be held in January, or at another time if so designated from year to year by the Executive Board.

Section 3. Special Meetings. Special meetings of the MDC membership for any purpose whatsoever may be called at any time by the President, the Executive Board, or upon written notice from five (5) *Executive* Board members.

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

Section 5. Notice of Membership Meetings. Notice of meetings shall be sent at least ten (10) days in advance to MDC members, by notice in writing by mail or e-mail or by telephone message. A tentative agenda should be sent to all MDC members with the notice of the meeting.

Section 6. Quorum. A quorum for an MDC general membership meeting shall consist of twenty percent (20%) of the total voting members, who shall be members in good standing.

Section 7. After establishing that a quorum is present, a majority of the qualified members present at a regular MDC membership meeting shall be necessary for passage of motions and/or resolutions, except as provided in Article XIII (Amendments to the Bylaws). There shall be no voting by proxy at MDC membership meetings.

ARTICLE V – ENDORSEMENTS AND ELECTION OF MDC OFFICERS

Section 1. Endorsements officially sanctioned by the MDC membership must be made in accordance with the Bylaws of the California Democratic Party. The endorsement of non-Democrats in any race or the financial support of non-Democrats is prohibited.

Section 2. Candidate endorsements, and endorsement of initiatives and other matters to be put before the voters, shall be done at a duly announced, general membership meeting of the MDC by ballot voting, and shall be done by a vote of fifty ~~sixty~~ percent (50%) *(60%)* plus ~~one~~ of the MDC members present at the meeting. ~~In extraordinary circumstances, the Executive Board may endorse candidates and initiatives and other matters to be put before the voters if two-thirds (2/3) of all Board members agree and if a general MDC membership meeting cannot be convened in a timely fashion.~~

Section 3. Voting procedures.

A. All elections should be done by pre-printed ballots, the total number limited to the number of MDC members eligible to vote and present at the meeting. *Each paid member shall be entitled to one vote.*

B. Candidates seeking endorsement and their representatives shall not be witnesses to the count, ~~unless all candidates are given the opportunity to have witnesses to the count present.~~

~~C. MDC members on all sides of an issue or any of the candidates should be given an opportunity to witness the count.~~

~~C.D.~~ There should be three counters ~~not endorsing any candidate or issue,~~ *who if possible shall be members of the Executive Board*, and votes must be tallied on tally sheets for each counter. Upon completing each count, each counter must immediately record the number of votes counted on a tally sheet. Each counter must count all the ballots and each counter must agree that the total number of ballots counted and that the totals for each candidate are accurate.

~~E.~~ Only one ballot or issue to be voted on should be given to each MDC member for each endorsement to be made or issue to be voted on, and these ballots should be given to each MDC member at the time of check-in.

~~D.F.~~ A general tally must be made by adding the votes on each counter's tally.

~~E.G.~~ All counters must sign the final comprehensive tally.

~~F.H.~~ There must be three copies of the final comprehensive tally, one for the MDC President, one for the MDC Secretary, and one for the MDC files.

~~G.I.~~ Endorsements shall be announced after all votes have been tallied.

~~H.J.~~ The same procedures should be followed for the election of MDC Officers, who shall take office at the next Executive Board meeting, which will be held no later than thirty (30) days after this MDC membership meeting.

~~I.K.~~ Retiring Executive Board members shall turn over files and duties to their successors at or before that next Board meeting.

Section 4. MDC endorsements for candidates for public office shall be given only to registered Democrats whose registration is confirmed prior to the endorsement meeting.

~~Section 5. The MDC can endorse non-partisan candidates and measures in local elections, if approved by a sixty percent (60%) vote of the MDC membership.~~

Section 5.6- Executive Board members may personally endorse Democratic candidates and measures in partisan and non-partisan races (including Malibu City elections) using their name but must clearly stipulate "for informational purposes only".

ARTICLE VI - OFFICERS

Section 1. The Officers shall be elected at the first meeting of the calendar year and shall hold office for one year or until their successors are installed, or resign.

Section 2: The Officers shall be as follows:

A. President

B. Vice Presidents (a maximum of four, one to be designated as First Vice President)

C. Secretary

D. Treasurer (and if necessary, an Assistant Treasurer)

~~E. Directors At Large~~

~~E.F. Immediate Past President~~

Section 3. No Officer shall hold more than one office at a time, except on an "Acting" basis, and under no circumstances should the President and Treasurer be the same person.

ARTICLE VII - DUTIES OF THE OFFICERS

Section 1. The President shall preside over meetings and is responsible for the overall direction of the MDC, and shall be a voting member of any MDC Committee. The President shall work with Committee Chairs and the Executive Board to establish a program of work for the coming year based on the Mission Statement and timely goals, develop a budget based on the program of work, and establish completion dates for work programs and dates for scheduled events. The President should set up a yearly gathering to brainstorm, focus energies, and collect creative ideas for the coming year.

Section 2. The Vice Presidents shall be responsible for assisting the President and take a leadership role in selected Executive Board Committees. The First Vice President will preside over meetings when the President is absent. If the President is unable to serve, the Vice President as chosen by the Executive Board will serve as President.

Section 3. The Secretary shall be responsible for taking minutes of the Board meetings and distributing said minutes of the Board in a timely manner. The Secretary shall execute, when directed by the President, the correspondence of the MDC and shall keep a record of all the MDC membership and Executive Board meetings and a copy of all of the formal reports of all Officers and Committee Chairpersons.

Section 4. The Treasurer and the Assistant Treasurer if so designated shall receive and may disburse funds of the MDC under the direction of the President and the Executive Board. Expenditures above the amount of \$250 must be authorized by two Officers. All disbursements require a signed authorized check request (or e-mail) and all receipts will be attached. The Treasurer shall be a member of any ad hoc fundraising committees formed by the Executive Board. It is also the duty of the Treasurer to comply with all the local, state and federal reporting laws. ~~At the annual meeting, the Treasurer will present a financial report comprised of a consolidated summary of the December 31st Committee Campaign Statements.~~ At the Annual Meeting, the Treasurer will present a Financial Report comprised of a consolidated summary as/of the December 31st ~~Committee Campaign Statements.~~

Section 5. *The Membership Chair shall be in charge of the list of MDC members, and of obtaining new members and getting former and current members to renew membership.*

Section 6.5- The Executive Board members who are not Officers ~~Directors-at-Large~~ aid the President in planning the direction and organizing the activities of the MDC and carrying out the duties set forth in the Constitution and Bylaws.

Section 7.6- The Immediate Past President shall advise the President on matters important to the MDC and participate in Executive Board meetings and the annual membership meeting.

Section 8.7- Membership rules shall be brought up-to-date and the Treasurer's books audited for approval by the membership when ordered by the Executive Board.

ARTICLE VIII - EXECUTIVE BOARD

Section 1. *The Executive Board shall consist of the elected Officers and all other MDC members elected to the Board.* ~~The elected Officers shall constitute the Executive Board.~~ Any member of the Executive Board may be removed following three consecutive absences (unless excused by the President) during the calendar year. After six consecutive absences, they must be removed.

Section 2. The Executive Board must meet a minimum of four (4) times per calendar year for the purpose of planning and directing the policies of the MDC and implementing the policies. During election years, the Executive Board should strive to meet monthly. Non-Executive Board members can attend Board meetings, and can be present for all parts of the meeting except when the Board moves into executive session to discuss MDC financial matters and sensitive political issues as determined by the President.

Section 3. Members of the Executive Board should be notified of the time and place of each Board meeting at least five (5) *business* days in advance and a preliminary agenda should be provided.

Section 4. A majority of members of the Executive Board at a duly constituted meeting shall constitute a quorum. No proxies shall be allowed.

Section 5: For the purpose of establishing a quorum, telephonic/or Skype/Facetime/Go-to-Meeting or electronic attendance is authorized.

Section 6. Special meetings of the Executive Board for any purpose whatsoever may be called at any time by the President or upon written request from five members of the Executive Board.

Section 7. The Executive Board shall be empowered to fill vacancies and/or to appoint additional members until the next election at the Annual Meeting. The maximum number of Executive Board members shall be twenty (20). The filling of all vacancies or the adding of Executive Board members shall be proposed at one Board meeting and completed at the next Board meeting.

Section 8. The President, Vice Presidents, Treasurer and the Immediate Past President shall serve as the Executive Board *Subcommittee* ~~Coordinating Council~~ with the responsibility of coordinating the activities of the MDC and shall meet at the call of the President or the President's designee.

Section 9. The Executive Board may affiliate the MDC with such other Democratic Party organizations as seem appropriate and desirable.

Section 10. The Executive Board shall select the delegates and alternative delegates to which the MDC is entitled to the organizations with which the MDC is affiliated, *such as the LACDP Pre-Endorsement Conference regarding nominees for statewide offices.* Those delegates and alternate delegates selected shall be MDC members in good standing. The President shall fill delegate vacancies from the alternates and appoint new alternates.

Section 11. All Executive Board members shall serve without compensation.

Section 12. Executive Board members who have served on the Board for a number of years and as a result of age or handicap may be given the status of Emeritus Board Member by a vote of the Executive Board.

Section 13. An Executive Board member shall be designated by the President with the consent of the Board to serve as Parliamentarian with the duties of interpreting the MDC's Charter, Constitution and Bylaws, and the most recent edition of Robert's Rules of Order, to ensure the activities of the MDC are in keeping with both the spirit and meaning of these documents and to provide guidance in these matters.

ARTICLE IX - THE NOMINATING COMMITTEE

Section 1. The Nominating Committee shall be composed of three members, one of whom may be a past President of the MDC, and shall be selected by the Executive Board. The current President shall not be a member of the Committee. The Nominating Committee shall present a slate of *MDC Officers and Executive Board members* for vote by the MDC membership at the Annual Meeting.

Section 2. Voting for MDC Officers and Executive Board members will be conducted by secret ballot, following the procedures set forth in Article V, Section 3 above. Candidates appearing on the ballot will be those recommended by the Nominating Committee in accordance with the Bylaws. Additional nominees may be added for each position from the floor as write-in candidates if such nominee has the written support to become a Board member of at least five (5) MDC members present at the meeting, and if such nominee has been an MDC member for at least one (1) year. Additional nominees may be added for each position by written petition signed by at least two (2) MDC members (a nominator and a second) and submitted in writing to the Nominating Committee at least ten (10) days prior to the Annual Meeting. This process may be suspended and replaced by a unanimous vote of the MDC members present and substituted with a vote of acclamation of the slate as presented by the Nominating Committee.

ARTICLE X - STANDING AND OTHER COMMITTEES

Section 1. The Executive Board may form ad hoc committees at any time. Ad hoc committees will consist of at least one Executive Board member. The purpose of an Ad Hoc committee is essentially for fundraising and may include non-Board members who wish to be active for a limited time only.

Section 2. There should be the following Standing Committees, each chaired by an Executive Board member, to be formed at the option of the Board, and each Board member must be as member of a Committee:

A. Membership Committee

B. The Finance and Audit Committee, which will consist of a minimum of two members of the Executive Board (*not the Treasurer for audit purposes*), will include two non-Board members appointed by the Board, and will prepare an annual budget for the MDC for the fiscal year and will audit the MDC bank statements and copies of all checks periodically to determine how the MDC has spent funds over the past year or years.

C. Fund Raising Committee

D. Events Committee

E. Program Committee

F. Newsletter and Brochures Committee

G. Voter Registration Committee

- H. GOTV Committee
- I. Issues, Endorsements, and Legislative Committee
- J. Website Master
- K. Young Democrats Outreach Committee
- L. ByLaws Committee

ARTICLE XI - CLUB RECORDS AND REPORTS

Section 1. The MDC shall maintain adequate and correct accounts, books and records of its activities. All such books, records and accounts shall be kept by the appropriate constitutional officer, *or the Treasurer*.

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

ARTICLE XII - EMERGENCY PROCEEDINGS

Section 1. Electronic Voting by Executive Board. In the absence of a duly called meeting of the Executive Board, the President may introduce items that require immediate action for their timely implementation by sending an e-mail message to each member of the Board stating the action called for as a motion. A provision for adequate response time of no less than five (5) days is to be allowed for that purpose. A minimum of fifty percent (50%) of members responding will be considered a quorum for this purpose. A minimum of two-thirds (2/3) of those responding must be in support of the proposed action for it to be adopted.

Section 2. Executive Board members who have notified the Secretary that they do not have access to e-mail shall be provided with the information by first class mail and requested to respond by calling the President or Secretary as directed in the communication. The proposed action and the results shall be reported and recorded in the minutes of the next Executive Board meeting. This section shall not preempt the President for acting on the authority provided for the approval of invoices for payment in Article VII, Section 4 of the Bylaws.

Section 3. As an alternative, the President may call for the arrangement of a telephone conference call providing for the same parameters for notification and adoption of actions proposed in this manner.

ARTICLE XIII – AMENDMENTS

Section 1. Amendments to the Bylaws may be initiated by the Executive Board or by written petition signed by ten percent (10%) of the MDC members eligible to vote.

Section 2. The Executive Board shall consider any such petition and make a recommendation at the next MDC general membership meeting following receipt of the petition.

Section 3. Written notice of any proposed amendment(s) shall be given to the MDC membership at least fourteen (14) days prior to any membership consideration.

Section 4. Discussion of changes, amendments, revisions and review will occur at the membership meeting prior to any consideration and vote.

Section 5. A majority vote of an established quorum of qualified MDC members shall be necessary for passage of Bylaws amendments and revisions recommended by the Executive Board, and those not recommended by the Board will require a two-thirds vote in favor.

ARTICLE XIV - PARLIAMENTARY PROCEDURE

All proceedings not covered by this Constitution and Bylaws shall be governed by the latest edition of Roberts Rules of Order.

Adopted by the MDC membership on *March 25, 2018*~~15~~, 2015.