

MALIBU DEMOCRATIC CLUB (MDC) BYLAWS

SUMMARY OF RECOMMENDED CHANGES

For Membership Vote at the Annual Meeting

March 25, 2018*

The MDC's current bylaws were voted into effect in 2015. For good order, a committee was created to review the bylaws to ensure that they were up to date. Ted Vaill, Acting President, Lance Simmens, Vice-President, and David Kramer, Acting Treasurer, generously gave their time to serve on this committee. They recommended the following changes to the Board, and the Board approved them for submission to the general Membership for approval.

The changes recommended are not extensive. Most were clerical or technical. There were only a few substantive changes, as follows:

Voting on Endorsements (See Art. V): Under the new bylaws, 60% of the Club's Membership would have to approve of the Club's endorsement of any federal, state or local candidate or initiative. This is consistent with the practices of the California State Democratic Party (CDP). Under the current bylaws, 60% member approval is required for the endorsement of Malibu candidates or initiatives, but only 50% member approval was required for endorsement of state or federal candidates or initiatives. In addition, in extraordinary circumstances, the current bylaws allow the Board to endorse a candidate or initiative with 2/3 vote of the Board, without going to the membership for approval. Prior MDC endorsement of candidates and/or initiatives has too often split the Club apart, created unnecessary controversy, lost membership, and impaired the Club's ability to be of greatest service to all Democrats in Malibu. Accordingly, the Board recommends that the bylaws be changed to make voting percentages consistent with the practice of the CDP, and to require a high level of consensus before the Club endorses any candidate or initiative. Given the serious problems caused in the past by endorsements, there was substantial support among Board members to eliminate from the bylaws entirely the ability to do endorsements. However, on balance, it was viewed that it was best to keep the ability of the Club to officially endorse candidates or initiatives, but that it should be done very cautiously, only where Democrats are not running against Democrats for the same seat (a common policy in the Democratic Party and in Democratic Clubs), and only where there is broad consensus. The MDC wants to ensure that all Democrats and Democratic candidates feel welcome and respected by the Club. In addition, endorsements are only a small part of what the Club can and should do to support and empower Democrats and Democratic causes.

Voting Procedures Are Changed Slightly (See Art. V:3). The fundamentals of the voting procedure remain the same, and member eligibility to vote remains unchanged. The primary change is that, to ensure fairness and anonymity of voting, candidates, their representatives, and/or members on all sides of an initiative, can no longer witness the count. The integrity of the count is ensured by the record-keeping, and having non-interested counters, which are overseen by the Board or members who have not endorsed a candidate or issue.

The Officer Positions of “Directors-at-Large” is Eliminated (See Arts. VII:2E & VII:6): The officer positions of “Directors-at-Large” has not been used or needed. In addition, the function of the Directors-at-Large - to aid the President in the direction of the Club and execute duties - is redundant. It is already filled by other officers and Board members. Accordingly, this change simply eliminates redundancy and accurately reflects the actual governing structure of the Board.

Duties of the Treasurer Clarified (See Arts. X & XI): Consistent with best financial practices, it was made clear that the Treasurer of the Club could not be part of the Finance and Audit Committee that would be auditing the Club’s finances. In addition, language was added to Art XI to expressly provide that the Treasurer had the responsibility of keeping the MDC books, records and accounts.

Membership Chair Duties Listed (See new Art. VII, § 5): The duties of the Membership Chair were added to the bylaws to emphasize the importance of this role within the Club.

The Current ByLaws, a complete copy of the Proposed New By-Laws, and this document explaining the changes, can be found on the Club’s website, <http://www.malibudemocraticclub.org/about-mdc-2/bylaws/>.

****If adopted by the MDC membership, the revised bylaws will be effective as of March 25, 2018.***

Article by Article Changes

Mission Statement: Slight stylistic and grammatical changes were made to the Mission Statement. ***Reason for change:*** *To streamline the Mission Statement somewhat.*

Article 1, Section 3: The language "with an aggressive campaign" is eliminated from “The MDC shall support its endorsed candidates ~~with an aggressive campaign.~~” ***Reason for change:*** *The term “aggressive” could be misinterpreted, and the language is superfluous.*

Article 4, Section 3 - Added the word "Executive" to "Board". ***Reason for change:*** *Clerical Change. The revised bylaws change the terminology for the “Board” to the “Executive Board”. The Bylaws Committee believed that this would be clearer, and should be used consistently throughout the bylaws.*

Article V, Sections 2 and 5 - Changed the percentage for endorsements of candidates and initiatives to 60% for all matters, to be consistent with California Democratic Party practice. In addition, the power of the Board, in special circumstances, to endorse candidates without membership approval, was eliminated. Under the current by-laws, you have to have 50% for all matters except Malibu elections. For Malibu elections on candidates or initiatives, 60% is required. ***Reason for change:*** *See explanation above. The bylaws were changed to make voting percentages consistent with the practice of the CDP, and require a high level of consensus before the Club endorses any candidate or initiative.*

Article V, Section 3 – Voting procedures are changed slightly, with the primary change being that candidates and their representatives, or members endorsing issues, are no longer entitled to witness the count. **Reason for change:** *See explanation above. The ByLaws Committee believes that this will better protect the integrity and anonymity of the voting process.*

Article VI, Section 2E - The officer position "Directors-at-Large" is eliminated. **Reason for Change:** *The Directors at Large are positions that have not been needed or used. It is also redundant because their function, to aid the President in setting the direction of the Club, and carry out duties, is already fulfilled by other officers and members of the Board.*

Article VII, Section 4: The Treasurer's duties are clarified. **Reason for Change:** *Clarification.*

Article VII, Section 5: Section 5 is added to state the duties of the Membership Chair. **Reason for change:** *To define the role of Membership Chair, and emphasize the position's importance to the Club.*

Article VII, Section 6: "Directors-at-Large" is replaced by the "Executive Board who are not officers" as the group aiding the President in setting the direction of the club and carrying out duties. **Reason:** *This change was made because "Directors at Large" were eliminated as officers of the Club in Art. VI:2E above. See explanation changes to Article 6:2E, above. This also simply accurately reflects the actual functioning of the governing body. This change is a technical update. It does not change current practice.*

Article VIII, Section 1: The sentence "The elected officers shall constitute the Executive Board." was replaced with "The Executive Board shall consist of the elected Officers and all other MDC members elected to the Board". **Reason:** *Technical change. The revised bylaws use the terminology "Executive Board" to refer to the "Board" of the Club. The change to this article is made to be consistent with that usage. The new language simply defines correctly the composition of the Board of the Club, consistent with the new terminology. This change does not change the function of the officers or the Board.*

Article VIII, Section 8: The term "Coordinating Council" is changed to "Subcommittee", in Section 3 the notice requirement for Board meeting was extended to five business days rather than five calendar days, and in Section 10, an example is stated. **Reason for change:** *Simplification, clarification. 5-Day Notice for Board meetings clarified to mean 5 business days.*

Article IX, Section 1: is revised to make it clear that the Nominating Committee is responsible for presenting candidates for both the Officers and Board members to the Club membership. The current bylaws fails to mention Board members, although it is inherent when reading Art. IX as a whole, and has in fact been the process used. **Reason for change:** *Technical correction. To make clause 1 and 2 consistent. It does not change the current practice of the Club.*

Article X Section 2B: is clarified to state that the Treasurer is not to be a member of the Finance and Audit Committee for audit purposes. **Reason for change:** *Change made to make the bylaws consistent with best financial oversight practices.*

Article XI, Section 1: is clarified to state that the Treasurer can keep the MDC books, records and accounts. ***Reason for Change:*** *Clarification of Treasurer's Responsibilities.*

Prepared by Ted Vaill and Jane Albrecht