

DEMOCRATIC WOMEN OF SANTA BARBARA COUNTY

BY-LAWS

I. NAME

The organization shall be known as the Democratic Women of Santa Barbara County hereinafter referred to as Democratic Women.

II. PURPOSE

The Democratic Women is a volunteer organization that is committed to promoting good government by encouraging citizen participation in the democratic process.

The organization shall only support Democratic candidates. The organization will work in cooperation with other Democratic organizations in the county and state. Specific issues will be supported as outlined in the operating procedures.

III. STRUCTURE

The organization shall have a Board of Directors, General & Associate Members, Officers, Executive Board and Committees.

A. Board of Directors

1. The Board of the Democratic Women shall be the governing body of the organization and shall hold at least six meetings per year. Decisions shall be made by a majority vote of its members present and voting at regularly scheduled meetings, unless otherwise provided for elsewhere in the by-laws. A quorum necessary to conduct the business of Democratic Women shall be half plus one of the members of the Board of Directors.

Participation in a meeting through teleconference (audio or audio-visual) constitutes presence in person at that meeting as long as each member participating in the meeting can communicate with all of the other members concurrently.

All Board members attending meetings by teleconferencing shall be entitled to vote as if they were personally and physically present at the meeting site so long as a physical quorum is present, but their votes shall be recorded by the Secretary as done by electronic means. A remote participant may not vote on endorsements by voice. They may, however, provide proxies for endorsement votes in accordance with Article VI.

A Board member who attends a meeting by electronic conferencing must provide notice to the President at least 24 hours prior to the meeting.

2. The Board shall from time to time adopt and/or amend Operating Procedures which outline more specifically how the organization will function

3. The Board of Directors shall be composed of a minimum of eleven (11) Officers and directors-at-large who are members of the organization. The Board shall be elected pursuant to the procedures described in Article IV (Elections).
4. The term of office shall be three (3) years, with staggered terms.
5. Unless otherwise specified herein, the Board shall conduct its meetings in accordance with the most recent edition of Robert's Rules of Order.
6. Serving on the Board of Directors is voluntary. Board members shall be reimbursed for expenses incurred on behalf of the organization with the authorization of the Board.
7. Board members are expected to attend all Board meetings.
8. Any Board member may be removed with or without cause, with prior notice, at any Board meeting at which a quorum is present, by a vote of two-thirds (2/3) of the number of Board members then serving in office.
9. The Board may choose to fill Board vacancies. The Board may choose to add Board members between annual meetings. However, the Board shall fill a vacancy if the total number of Board members falls below eleven (11). The Nominating Committee shall recommend candidates to the Board from the general membership. Nominations may also be made by Board members present at the meeting. The Board shall fill vacancies by secret ballot.
10. Each Board member shall serve on at least one committee.
11. Ex-officio Board members may vote unless otherwise specified.

B. General and Associate Membership (Members)

1. General Membership in the organization is open to all registered Democrats.
2. Associate Membership is open to individuals who due to age or non-American citizenship are not registered Democrats, but who have affirmed Democratic values. These individuals have all rights, privileges and responsibilities of General Members and may serve on committees. They may not: serve on the Board; be counted as a member for purposes of calculating Democratic Women Membership; or act as a delegate to state or national Democratic meetings.
3. All members shall pay dues annually, the amount of which shall be determined by the Board of Directors. At the discretion of the Executive Board, dues may be waived.
4. A general membership meeting shall be held at least annually. An annual general meeting to elect Directors and Officers will be held in December, unless voted otherwise by the Board of Directors. Forty (40) members of the

organization shall constitute a quorum at a general membership meeting.

C. Officers

1. The Officers shall consist of a President, First Vice President, Second Vice President, Secretary, Communications Officer and Treasurer.
2. Officers shall be members of the Board and shall be elected annually for staggered terms of two years, as described in Article IV (Elections).
3. Officers may be re-elected to the same position, not to exceed two consecutive terms. However, the Board of Directors, on a case-by-case basis, may decide to recommend a longer term. A recommendation for a longer term will need to be presented to the general membership at the Annual Meeting in conformity with the provisions of Article IV.
4. The Board of Directors may elect or appoint additional Officers as it may deem necessary.
5. The President shall be the spokeswoman for Democratic Women of Santa Barbara. In this role, she shall only address issues covered by established Board policies. In her absence, she shall designate one of the Vice Presidents to speak in her behalf. The President shall prepare the agenda for the Board meetings with input from members and conduct both Executive Board and Board meetings.
6. The First Vice President shall oversee and serve as an ex-officio member of committees as specified in the Operating Procedures. She shall assume the duties of the President if the President is unable to fulfill them temporarily. She shall assume the remaining term of the President if the President is unable to complete her term.
7. The Second Vice President shall oversee and serve as an ex-officio member of committees as specified in the Operating Procedures. She shall assume the duties of the President if the President and First Vice President are unable to do so.
8. The Secretary shall be responsible for taking minutes at the Board meetings, ensuring that such minutes are distributed prior to the next Board meeting. The Secretary shall make a copy of the by-laws available at the Board meetings.
9. The Communications Officer shall assist the President with communications in behalf of the organization as outlined in the Operating Procedures. The Communications Officer shall serve on the Communications Committee.
10. The Treasurer shall be responsible for the fiscal matters of the organization. She shall present an annual budget to the Board of Directors. She shall collect dues and other funds raised by the organization, keeping accurate records of same. She shall provide written monthly reports and an annual

income and expense statement to the Board of Directors. The Treasurer shall prepare and file all financial disclosure statements as required by State and Federal law.

11. Officers of the Board shall comprise the Executive Board which shall act for the Democratic Women when necessary between scheduled meetings of the Board of Directors. Any action taken by the Executive Board must be reported and approved at the next Board of Directors meeting.
12. Officers may be removed from office with or without cause, with prior notice, at any Board meeting at which a quorum is present, by a vote of two-thirds (2/3) of the number of Board members then serving in office.
13. Vacancies among Officers of the Board that occur between regularly scheduled annual elections shall be filled by a vote of the Board, if the Board deems it necessary to fill the position prior to the next annual election. A member elected to fill a vacancy will complete the balance of the vacant term.

D. Committees

1. Standing Committees

Unless otherwise specified, all committees may be composed of Board members and/or general members and may be co-chaired.

a. Nominating Committee

Nominating Committee Chair and members shall be appointed annually by the Executive Board and approved by the Board. This committee shall be composed of at least three (3) Board members, and two (2) general members. The Chair of the Nominating Committee shall be a Board member and is not eligible for consideration as an Officer of the Board in the subsequent year. If the Chair of the Nominating Committee wishes to be considered for an Officer nomination, she must resign as Chair but may remain on the Nominating Committee. The Nominating Committee shall compile lists of names as potential members of the Board of Directors. This committee shall also nominate Officers each year.

b. Membership Committee

Membership Committee Chair and members shall be appointed annually by the Executive Board and approved by the Board. This committee recommends membership goals and works with the Board of Directors to achieve them.

c. Endorsement, Elections and Legislation Committee (EEL)

EEL Committee Chair and members shall be appointed annually by the Executive Board and approved by the Board. EEL shall make recommendations to the Board relating to elections, endorsements of

candidates, propositions, legislation and specific issues to be approved by the Board.

d. Communications Committee

Communications Committee Chair and members shall be appointed annually by the Executive Board and approved by the Board. The Communications Officer shall serve on this committee. The Communications Committee shall be responsible for the newsletter and other communications.

e. Events

Events Committee Chair and members shall be appointed annually by the Executive Board and approved by the Board. The Events Committee shall be responsible for planning at least two events including the Annual Fundraiser Event and the Annual General Membership Meeting.

f. Programs

Programs Committee Chair and members shall be appointed annually by the Executive Board and approved by the Board. The Programs Committee shall be responsible to plan and conduct at least two educational programs a year.

2. Special Committees

Committees other than those mentioned above, shall be appointed by the Executive Board and approved by the Board as deemed necessary to carry on the work of the organization.

IV ELECTIONS

The Nominating Committee shall recommend candidates for both the Board of Directors and Officers. The President, Second Vice President and Secretary shall be elected in odd years for terms commencing the subsequent January. The First Vice President, Treasurer and Communications Officer shall be elected in even years for terms commencing the subsequent January. The Board of Directors shall approve a slate of nominees that shall be sent to the membership no less than twenty-one (21) days prior to the annual meeting. Election by the membership shall be at the noticed Annual Meeting. Nominations may be made from the floor. If there are more people nominated than there are vacancies on the Board, members shall cast one vote per vacancy by secret ballot. The candidate(s) receiving the most votes shall be elected.

V SELECTION OF REPRESENTATIVES TO CALIFORNIA DEMOCRATIC PARTY (CDP) PRE-ENDORSING CONFERENCES

1. All members of the club shall be registered Democrats. If under the age of eighteen (18) years, or otherwise ineligible, they shall declare their intention of so registering. A member shall be considered in good standing if their dues are current or have been waived due to economic hardship, their voting rights being subject to compliance with the other provisions of the bylaws.
2. Club representatives shall be allocated as follows: one representative, resident in the Assembly District 37 and duly registered as a member of the Democratic Party of California, for each full (not a fraction thereof) 20 members in good standing registered to vote in the Assembly District, who were listed on the roster submitted to Santa Barbara 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
3. For purposes of this Section: a. Only members in good standing, who are registered Democrats, as of the July 1 deadline, shall be included on the roster; b. "Member in Good Standing" shall mean a member whose dues are paid up within the last two full calendar years or have been waived due to economic hardship; and c. The status of such members shall be certified by the Club's President or her designee.
4. Said representatives shall be recommended by majority vote of the Executive Board which will then be approved by majority vote of the full Board. The delegates will be bound to represent the voted position of Democratic Women.

VI ENDORSEMENTS

Democratic Women may make endorsements for both partisan and non-partisan offices, but shall endorse **only Democratic** candidates, even if it is in a non-partisan race. The Board may vote to endorse only up to the number of vacancies for a given office. The Board may also vote on whether to provide monetary contributions to candidates it has endorsed.

The Board of Directors may endorse or oppose federal, state and local ballot

measures as well as significant proposals by governmental agencies, non-profit organizations, and other proponents that affect the Santa Barbara community consistent with the principles of the Democratic Party.

All endorsements made by the Democratic Women shall require a 60% positive vote of the **entire** Board at a regular Board meeting or at a special meeting called ten (10) days in advance for this specific purpose. If a Board Member is unable to attend a meeting at which endorsements are made, she may give her written proxy to the President. Voting by the Board shall be by secret ballot.

VII AMENDMENTS

The by-laws may be amended at any general membership meeting, provided a quorum is present, by a two-thirds (2/3) vote of those present and voting. Written notice must be given at least twenty-one (21) days before the meeting.

VIII DISSOLUTION AND DISTRIBUTION OF ASSETS

The Democratic Women shall be dissolved by two-thirds (2/3) vote of the Board of Directors followed by a two-thirds (2/3) written vote of the members. Upon dissolution and payment of all obligations, the remaining assets shall be distributed according to California law.

Amended: December 2, 2001
Amended: December 7, 2003
Amended: December 12, 2004
Amended: December 2, 2012
Amended: December 8, 2013

Amended: December 14, 2014
Amended: December 13, 2015
Amended, December 11, 2016
Amended, December 2, 2018