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CONSTITUTION AND BYLAWS OF THE DEAN DEMOCRATIC CLUB OF SILICON VALLEY

Article I. Name and Location

The name of this organization is the "Dean Democratic Club of Silicon Valley" ("DDCSV"), an unincorporated, nonprofit association. The location of this organization is Santa Clara County, California, also commonly known as Silicon Valley.

Article II. Origin and Purpose

DDCSV was founded as a successor organization to Silicon Valley for Dean, whose participants included persons of various political parties and independents who supported Gov. Howard Dean as the Democratic candidate in the 2004 presidential election. The principal purposes of DDCSV are (i) to inspire grassroots participation in the political process, (ii) to provide a forum for communicating ideas, (iii) to identify and support suitable progressive candidates for elective office, (iv) to research selected ballot initiatives and proposed legislation and strive to inform voters regarding such issues, and (v) to further progressive reform within the Democratic Party, guided by the principles and vision articulated by Gov. Howard Dean.

Article III. Affiliation

A. Santa Clara County Democratic Central Committee. DDCSV shall maintain affiliation with the Santa Clara County Democratic Central Committee. As a chartered and affiliated club, DDCSV will comply with the bylaws of the Santa Clara County Democratic Central Committee and the California Democratic Party, as they apply to fully-chartered local affiliates.

B. California Democratic Council. DDCSV shall also maintain an affiliation with the California Democratic Council.

Article IV. Membership and Dues

A. Eligibility. Subject to the satisfaction of all requirements specified in this Article IV, membership in DDCSV is open to all persons regardless of political affiliation (including those under the voting age) who subscribe to DDCSV's policies and purposes and who wish to assist in the advancement of its principles, except that at least twenty (20) members must be registered Democrats.

B. Dues Amount. Membership dues shall be \$15 per year per person and \$25 per family, except that senior citizens age 65 and over and full-time students are eligible for a reduced rate of \$10 per year. The Steering Committee may adjust dues up or down no more frequently than once per year, subject to ratification by a majority of the members.

C. Payment; Good Standing. Members shall pay a minimum of one year's dues upon initial enrollment and each renewal, and may pay up to an additional one year's dues in advance. Initial membership shall become effective on the date DDCSV receives a

52 member's first dues payment (the "Start Date") and shall end on the date immediately prior
53 to the end of the paid one or two year term, unless renewed. Renewal memberships shall
54 become effective upon the next yearly anniversary of the member's Start Date, provided
55 that DDCSV receives payment no later than thirty (30) days following such anniversary.
56 Members will be provided reasonable notice of the amount and due date for renewal of
57 dues. If DDCSV does not receive a member's payment for a renewal membership within
58 thirty (30) days following the yearly anniversary of the member's Start Date, his or her
59 membership will lapse. A member may cure a lapsed membership and resume good
60 standing by paying outstanding dues in full within one year of the last yearly anniversary of
61 the member's Start Date, which will be retroactive to such last yearly anniversary. If
62 payment is more than one (1) year overdue, membership and good standing will resume
63 effective upon the date dues are paid, which will become the new Start Date for the
64 member.
65

66 Only members whose dues are paid in accordance with the foregoing shall be
67 considered in "good standing" and eligible to hold office and to vote at any meeting of the
68 members of DDCSV, subject to the further limitations specified in Article IV.D below.
69

70 D. Limitations on Holding Office, Voting. Only members in good standing for not
71 less than six (6) months may qualify to serve on the Steering Committee (discussed further
72 in Article VII below). Only members in good standing for not less than three (3) months
73 may vote on a matter of whether to endorse a candidate for elective office or to declare a
74 position on any ballot initiative or proposed legislation (discussed further in Article XI.A
75 below).
76

77 E. Member Information. Each member shall provide his/her full name, residence
78 or business address, telephone number and a valid email address (if available). A
79 member's information may be shared with other organizations as approved by the Steering
80 Committee only with the express consent of such member.
81

82 **Article V. Member Meetings**

83
84 A. Organizational Meeting. This Constitution and Bylaws (the "Bylaws") were
85 duly adopted, and the initial Steering Committee was elected, at the organizational meeting
86 of DDCSV held in June 2004.
87

88 B. Annual and Regular Meetings. A meeting of the members to elect the
89 Steering Committee and to conduct other business as appropriate will be held each year in
90 or around June (the "annual meeting"). Additional meetings of the members ("regular
91 meetings") to conduct DDCSV business (other than election of the Steering Committee) may
92 be held periodically on dates specified by a Co-Chair of DDCSV.
93

94 C. Special Meetings. Special meetings of the members may be called at any
95 time upon the written request of ten (10) members or ten percent (10%) of the total
96 membership of DDCSV, whichever is less, delivered to any member of the Steering
97 Committee.
98

99 D. Notice. All members shall be given notice of the date, time and location of all
100 member meetings, as well as a brief description of the subject matter(s) to be addressed
101 and any matter(s) intended to be voted upon, at least (i) fourteen (14) days in advance for
102 the annual meeting, and (ii) five (5) days in advance for all other member meetings, or

103 such longer period as provided in Article VI.B regarding proposed amendments to these
104 Bylaws. Notice shall be given by electronic mail or, if no email address has been provided,
105 by other practicable means. Notice will also be posted on the official DDCSV Web site.

106
107 E. Procedure; Participation by Non-Members. Member meetings will be
108 conducted in a manner to promote consensus decision-making to the extent reasonably
109 possible. Roberts Rules of Order Newly Revised shall be used to govern parliamentary
110 procedure at all member meetings, except that Roberts Rules of Order may be suspended to
111 conduct emergency business in the discretion of the chair of the meeting. Members not in
112 good standing and other persons, including visitors, may participate in a meeting of the
113 members of DDCSV in the sole discretion of the meeting chair.

114
115 F. Community Gatherings. From time to time DDCSV may sponsor gatherings
116 open to the general community to exchange ideas and share information on topics of
117 common interest. However, no official business of DDCSV may be conducted at such a
118 community gathering. Notice of these events will be posted on the official Web site of
119 DDCSV.

120 121 **Article VI. Quorum and Voting Requirements** 122 **For Member Meetings**

123
124 A. Quorum. No official action may be taken at any meeting of the members
125 unless a quorum of fifteen percent (15%) of all members or 9 members, whichever is less,
126 is present. In the absence of a quorum, a meeting of the members may be adjourned by
127 the vote of a majority of the members at the meeting, but no other business may be
128 transacted.

129
130 B. Member Voting; Supermajority Requirements. Each member in good
131 standing (as defined in Article IV.C above) is entitled to one vote. The affirmative vote of a
132 majority of all members present, entitled to vote, and voting at a duly noticed meeting at
133 which a quorum is present is required to pass any resolution or to elect any Steering
134 Committee member, except that a greater number of votes is required as follows:

- 135
136 1. The affirmative vote of two-thirds (2/3) of all members present, entitled to
137 vote, and voting at a duly noticed meeting at which a quorum is present is
138 required to endorse any candidate for elective office or to declare a position
139 on any ballot initiative or proposed legislation.
- 140
141 2. The affirmative vote of two-thirds (2/3) of all members present, entitled to
142 vote, and voting at a duly noticed meeting at which a quorum is present is
143 required to amend any provision of these Bylaws.

144
145 No vote on any action requiring greater than a majority vote may be taken unless
146 specific details of the proposed action were provided to members in the notice of meeting.
147 With respect to resolutions to amend these Bylaws, said notice must be given to all
148 members at least thirty (30) days in advance of the meeting and posted on the official Web
149 site of DDCSV.

150
151 C. Proxies. The Steering Committee may adopt procedures to enable members
152 who cannot attend a meeting to cast their vote by proxy. The procedures shall include
153 appropriate safeguards to ensure authenticity and protect confidentiality, and shall specify

154 the means for revoking a proxy.

155
156 **Article VII. Steering Committee**

157
158 A. Term; Officer Positions. The Steering Committee is elected by the members
159 annually for one-year terms (or until their successors have been elected and qualified) and
160 is responsible for governing DDCSV. The Steering Committee consists of seven (7) officers:
161 two (2) Co-Chairs, who shall be committed to a spirit of collaborative leadership between
162 them, as well as a Recording Secretary, Corresponding Secretary, Treasurer and two (2) at-
163 large officers. In addition, the Steering Committee shall designate one of the Co-Chairs as
164 Assistant Treasurer.

165
166 B. Eligibility to Hold Office. Any person in attendance at the organizational
167 meeting of the members may be elected to the Steering Committee. Thereafter, only
168 members in good standing (as defined in Article IV.C above) for not less than six (6)
169 months may qualify to serve on the Steering Committee.

170
171 C. Description of Duties. The duties of the officers elected to the Steering
172 Committee are as follows:

173
174 1. Co-Chairs. The Co-Chairs are responsible for the overall direction of
175 DDCSV activities and serve as the spokespersons for DDCSV. One of the Co-Chairs, as
176 agreed to between them, chairs each meeting of the members and of the Steering
177 Committee. In addition, the Co-Chairs are responsible for ensuring that the annual meeting
178 of the members occurs once per year; calling other regular meetings of the members;
179 calling meetings of the Steering Committee; appointing the chair of each standing and ad
180 hoc committee, subject to ratification by the members at the next member meeting;
181 appointing the members of each standing and ad hoc committee in consultation with the
182 respective chair of such committee; representing DDCSV before the Santa Clara County
183 Democratic Committee and California Democratic Council; and collaborating with the other
184 officers in furthering the purposes of DDCSV. In the event that the Treasurer resigns, is
185 removed or is unable to fulfill the remainder of his/her term, the Co-Chair who has been
186 designated as Assistant Treasurer shall immediately assume and carry out the Treasurer's
187 duties until an interim Treasurer is appointed in accordance with Article VIII.D.

188
189 2. Recording Secretary. The Recording Secretary records and keeps
190 minutes of all meetings of the members and the Steering Committee; conducts balloting for
191 all elections; maintains a current list of all members; maintains copies of reports,
192 correspondence and other writings reflecting the official business of DDCSV; performs such
193 other duties as usually pertain to this office in coordination with the Corresponding
194 Secretary; and collaborates with the other officers in furthering the purposes of DDCSV.

195
196 3. Corresponding Secretary. The Corresponding Secretary sends minutes
197 of member meetings to all members in a timely fashion; sends minutes of Steering
198 Committee meetings to all officers in a timely fashion; sends to all members notices of the
199 meetings of the members, as well as notices of meetings of the Steering Committee and
200 other committees; performs such other duties as usually pertain to this office in
201 coordination with the Recording Secretary; and collaborates with the other officers in
202 furthering the purposes of DDCSV.

203
204 4. Treasurer. The Treasurer maintains all financial records and ac counts

205 of DDCSV in compliance with applicable law; receives and disburses all member dues and
206 other funds of DDCSV, keeping an accurate record of all receipts and disbursements; upon
207 request, provides receipts for all disbursements and a current bank balance reconciliation to
208 at least one Co-Chair for his/her review and approval; deposits all DDCSV funds with a bank
209 or credit union approved by the Steering Committee; reports to each regular meeting of the
210 members the current financial status of DDCSV; files any reports required in accordance
211 with campaign finance or related regulations; performs such other duties as usually pertain
212 to this office; and collaborates with the other officers in furthering the purposes of DDCSV.
213

214 5. At-Large Officers. The at-large officers will assist the other officers as
215 appropriate and collaborate with them in furthering the purposes of DDCSV.
216

217 **Article VIII. Nominations and Elections of Officers**

218
219 A. Conduct of Elections. The initial election of officers shall be conducted at the
220 organizational meeting and thereafter at the annual meeting. All contested elections will be
221 determined by secret ballot, while uncontested elections may be by voice vote. If no
222 candidate for a particular office receives a majority vote, a run-off vote will be taken
223 between the top two nominees for that office.
224

225 B. Nominating Process. The Nominating Committee will serve as a search
226 committee, encouraging DDCSV members to run for leadership positions within DDCSV.
227 The Nominating Committee will propose a slate of eligible candidates in writing to the
228 members in the notice given for the annual meeting. Further nominations from the floor at
229 the annual meeting may be considered if made and seconded by any two members present
230 and entitled to vote at the meeting.
231

232 C. Removal from Office. An officer may be removed from office before the
233 expiration of his/her term only upon (i) the unanimous vote of all other officers and (ii) the
234 affirmative vote of a majority of the members of DDCSV.
235

236 D. Interim Appointments. If an officer resigns, is removed or is unable to fulfill
237 the remainder of the officer's term, the Co-Chairs shall appoint an acting replacement.
238 Such appointments shall be effective until the next annual meeting of the members or until
239 a special meeting of the members is called for the purpose of electing a replacement. At
240 the meeting (i) the acting replacement shall be confirmed by a majority of the members, or
241 (ii) a new replacement shall be elected to fill the remainder of the applicable term, provided
242 that the nomination for the new replacement is made and seconded by any two members
243 present and entitled to vote at the meeting.
244

245 In the event both Co-Chairs leave office simultaneously and before the end of their
246 terms (or if one leaves without appointing a replacement for the other), the remaining
247 Steering Committee members shall elect new Co-Chairs. Such appointments shall have the
248 effect of any other interim appointment and follow the same post-appointment procedure as
249 above.
250

251 **Article IX. Meetings of the Steering Committee**

252
253 A. Meetings. The Steering Committee may meet in person or by telephone at
254 the discretion of the Co-Chairs or upon request of a Steering Committee member. No
255 official action may be taken at any meeting of the Steering Committee unless a quorum of

256 fifty percent (50%) of all officers is present. In the absence of a quorum, a meeting of the
257 Steering Committee may be adjourned by the vote of a majority of the officers at the
258 meeting, but no other business may be transacted. A report of all actions taken shall be
259 provided at the next meeting of the members.
260

261 B. Action By Written Consent. The Steering Committee in its discretion may also
262 take action by written consent (including electronic mail) upon agreement by a majority of
263 the Steering Committee members, provided that a report of all such actions is provided at
264 the next meeting of the members.
265

266 **Article X. Other Committees**

267
268 A. Standing Committees. There shall be five (5) standing committees of DDCSV,
269 entitled Nominating, Endorsement, Fundraising, Membership and Publicity/Media, comprised
270 of club member(s) designated by the Co-Chairs. Except for the Endorsement Committee,
271 there is no required minimum number of committee members. The standing committees
272 are further described as follows:
273

274 1. A Nominating Committee that is designated by the Co-Chairs prior to
275 the annual meeting of the members and is responsible for nominating suitable officer
276 candidates for the Steering Committee and for recommending suitable appointees to the
277 standing and ad hoc committees of DDCSV.
278

279 2. An Endorsement Committee, comprised of at least three (3) members,
280 which is responsible for receiving, reviewing, evaluating, and making a recommendation
281 with respect to all requests for endorsement by DDCSV of any candidate for elective office,
282 ballot initiative or proposed legislation and all proposals to make a campaign contribution.
283

284 3. A Fundraising Committee that is responsible for proposing and
285 organizing events or other activities to raise funds to be used to further the purposes of
286 DDCSV.
287

288 4. A Membership Committee that is responsible for developing proposals
289 for and overseeing recruitment of new members and addressing issues related to
290 membership.
291

292 5. A Publicity/Media Committee that is responsible for developing ideas
293 for community outreach, assisting in the drafting of DDCSV's position statements,
294 overseeing the DDCSV Web site, and furthering external communication of DDCSV's
295 message.
296

297 D. Ad Hoc Committees. Ad hoc committees of DDCSV may be formed from time
298 to time to address specific issues or projects if approved by the Steering Committee.
299 Approval of any ad hoc committee budget must come either from the Steering Committee
300 or the general membership. Any significant recommendation or proposal made by an ad
301 hoc committee must first be approved by the Steering Committee.
302

303 E. Committee Meetings. Meetings of committees will be held at such dates,
304 times and places as determined by the membership of each committee. A committee in its
305 discretion may also take action by written consent (including electronic mail) upon
306 agreement by a majority of the committee members. A report of actions taken at a
307 committee meeting shall be provided at the next regular meeting of DDCSV members.

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Article XI. Endorsements

A. DDCSV Endorsements. DDCSV may from time to time endorse Democratic candidates for office or declare a position on a ballot initiative or proposed legislation.

1. Proposals for Endorsement. Any member may propose that DDCSV endorse a candidate for elective office or declare a position on a ballot initiative or proposed legislation. A request for consideration of a candidate shall be referred for review to the Endorsement Committee, which shall provide its recommendation at the next meeting of the members.

2. Member Approval. DDCSV may endorse any eligible candidate or declare a position on any ballot initiative or proposed legislation upon the approval of the members in accordance with Article VI.B. If requested by at least three (3) members, voting shall be by secret ballot. Only members in good standing (as defined in Article IV.C above) for not less than three (3) months may vote on a matter of whether to endorse a candidate for elective office or to declare a position on any ballot initiative or proposed legislation.

B. DDCSV Participation in State Party Endorsements. As a chartered Democratic club, DDCSV is entitled to participate in pre-endorsing conferences conducted by the California Democratic Party ("CDP") at the regional level, as part of the CDP's multi-step process for endorsing candidates and ballot propositions and initiatives. DDCSV's participation is governed by Article VIII, Section 3g(5)(c) the CDP Central Committee's Bylaws (as amended November 2014), certain elements of which are described below.

1. In the year prior to the pre-endorsing process, a roster of DDCSV members in good standing and duly registered as members of the Democratic Party of California as of July 1 of said year shall be submitted to specified county and state party representatives in accordance with applicable party requirements. A "member in good standing" has the meaning set forth in Article IV.C above, and the status of such members included in the roster shall be certified by a Co-Chair, Secretary or Treasurer of DDCSV.

2. DDCSV's member representative(s) to a particular pre-endorsing conference shall be from a roster described above. As to those Assembly Districts in which DDCSV members reside (e.g., AD 24, AD 28), DDCSV may designate one representative who is a resident of such Assembly District 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. A DDCSV Co-Chair shall select the representative(s) to the pre-endorsing conference, subject to agreement of the member and approval by the Steering Committee at a meeting or by written consent, with the objective of equally apportioning representatives between men and women to the extent possible. As DDCSV members who are also members of other club(s) may only be counted for representation once, the applicable Central Committee Regional Director will assign such members to DDCSV's or another club's roster in accordance with the Central Committee Bylaws.

Article XII. Dissolution of DDCSV

In the event of a termination or dissolution of the DDCSV, regardless of circumstances, any funds held by the DDCSV after satisfaction of all debts and

359 disbursements shall be donated in full to the Santa Clara County Democratic Central
360 Committee or in equal parts to its sucesor organizations.

361

362 As amended and revised as of the 27th day of August, 2018.

363