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CONSTITUTION AND BYLAWS OF THE DEAN DEMOCRATIC CLUB OF SILICON VALLEY

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Article I. Name and Location

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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.

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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 member's first dues payment (the "Start Date") and shall end on the date immediately prior

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

64
65 Only members whose dues are paid in accordance with the foregoing shall be
66 considered in "good standing" and eligible to hold office and to vote at any meeting of the
67 members of DDCSV, subject to the further limitations specified in Article IV.D below.

68
69 D. Limitations on Holding Office, Voting. Only members in good standing for not
70 less than six (6) months may qualify to serve on the Steering Committee (discussed further
71 in Article VII below). Only members in good standing for not less than three (3) months
72 may vote on a matter of whether to endorse a candidate for elective office or to declare a
73 position on any ballot initiative or proposed legislation (discussed further in Article XI.A
74 below).

75
76 E. Member Information. Each member shall provide his/her full name, residence
77 or business address, telephone number and a valid email address (if available). A
78 member's information may be shared with other organizations as approved by the Steering
79 Committee only with the express consent of such member.

80 81 **Article V. Member Meetings**

82
83 A. Organizational Meeting. This Constitution and Bylaws (the "Bylaws") were
84 duly adopted, and the initial Steering Committee was elected, at the organizational meeting
85 of DDCSV held in June 2004.

86
87 B. Annual and Regular Meetings. A meeting of the members to elect the
88 Steering Committee and to conduct other business as appropriate will be held each year in
89 or around June (the "annual meeting"). Additional meetings of the members ("regular
90 meetings") to conduct DDCSV business (other than election of the Steering Committee) may
91 be held periodically on dates specified by a Co-Chair of DDCSV.

92
93 C. Special Meetings. Special meetings of the members may be called at any
94 time upon the written request of ten (10) members or ten percent (10%) of the total
95 membership of DDCSV, whichever is less, delivered to any member of the Steering
96 Committee.

97
98 D. Notice. All members shall be given notice of the date, time and location of all
99 member meetings, as well as a brief description of the subject matter(s) to be addressed
100 and any matter(s) intended to be voted upon, at least (i) fourteen (14) days in advance for
101 the annual meeting, and (ii) five (5) days in advance for all other member meetings, or
102 such longer period as provided in Article VI.B regarding proposed amendments to these

103 Bylaws. Notice shall be given by electronic mail or, if no email address has been provided,
104 by other practicable means. Notice will also be posted on the official DDCSV Web site.
105

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

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

120 **Article VI. Quorum and Voting Requirements**

121 **For Member Meetings**

122

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

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

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

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

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

154
155 **Article VII. Steering Committee**
156

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

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

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

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

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

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

203 4. Treasurer. The Treasurer maintains all financial records and ac counts
204 of DDCSV in compliance with applicable law; receives and disburses all member dues and

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

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

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

217
218 A. Conduct of Elections. The initial election of officers shall be conducted at the
219 organizational meeting and thereafter at the annual meeting. Only members in good
220 standing for not less than three (3) months may vote to elect club officers. All contested
221 elections will be determined by secret ballot, while uncontested elections may be by voice
222 vote. If no candidate for a particular office receives a majority vote, a run-off vote will be
223 taken 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. Only members in good standing for not less
278 than three (3) months are eligible to serve on the Nominating Committee.
279

280 2. An Endorsement Committee, comprised of at least three (3) members,
281 which is responsible for receiving, reviewing, evaluating, and making a recommendation
282 with respect to all requests for endorsement by DDCSV of any candidate for elective office,
283 ballot initiative or proposed legislation and all proposals to make a campaign contribution.
284

285 3. A Fundraising Committee that is responsible for proposing and
286 organizing events or other activities to raise funds to be used to further the purposes of
287 DDCSV.
288

289 4. A Membership Committee that is responsible for developing proposals
290 for and overseeing recruitment of new members and addressing issues related to
291 membership.
292

293 5. A Publicity/Media Committee that is responsible for developing ideas
294 for community outreach, assisting in the drafting of DDCSV's position statements,
295 overseeing the DDCSV Web site, and furthering external communication of DDCSV's
296 message.
297

298 D. Ad Hoc Committees. Ad hoc committees of DDCSV may be formed from time
299 to time to address specific issues or projects if approved by the Steering Committee.
300 Approval of any ad hoc committee budget must come either from the Steering Committee
301 or the general membership. Any significant recommendation or proposal made by an ad
302 hoc committee must first be approved by the Steering Committee.
303

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

308 committee meeting shall be provided at the next regular meeting of DDCSV members.

309
310 **Article XI. Endorsements**

311
312 A. DDCSV Endorsements. DDCSV may from time to time endorse Democratic
313 candidates for office or declare a position on a ballot initiative or proposed legislation.

314
315 1. Proposals for Endorsement. Any member may propose that DDCSV
316 endorse a candidate for elective office or declare a position on a ballot initiative or proposed
317 legislation. A request for consideration of a candidate shall be referred for review to the
318 Endorsement Committee, which shall provide its recommendation at the next meeting of the
319 members.

320
321 2. Member Approval. DDCSV may endorse any eligible candidate or
322 declare a position on any ballot initiative or proposed legislation upon the approval of the
323 members in accordance with Article VI.B. If requested by at least three (3) members,
324 voting shall be by secret ballot. Only members in good standing (as defined in Article IV.C
325 above) for not less than three (3) months may vote on a matter of whether to endorse a
326 candidate for elective office or to declare a position on any ballot initiative or proposed
327 legislation.

328
329 B. DDCSV Participation in State Party Endorsements. As a chartered Democratic
330 club, DDCSV is entitled to participate in pre-endorsing conferences conducted by the
331 California Democratic Party ("CDP") at the regional level, as part of the CDP's multi-step
332 process for endorsing candidates and ballot propositions and initiatives. DDCSV's
333 participation is governed by Article VIII, Section 3g(5)(c) the CDP Central Committee's
334 Bylaws (as amended November 2014), certain elements of which are described below.

335
336 1. In the year prior to the pre-endorsing process, a roster of DDCSV
337 members in good standing and duly registered as members of the Democratic Party of
338 California as of July 1 of said year shall be submitted to specified county and state party
339 representatives in accordance with applicable party requirements. A "member in good
340 standing" has the meaning set forth in Article IV.C above, and the status of such members
341 included in the roster shall be certified by a Co-Chair, Secretary or Treasurer of DDCSV.

342
343 2. DDCSV's member representative(s) to a particular pre-endorsing
344 conference shall be from a roster described above. As to those Assembly Districts in which
345 DDCSV members reside (e.g., AD 24, AD 28), DDCSV may designate one representative
346 who is a resident of such Assembly District for each full (not a fraction thereof) 20 members
347 in good standing registered to vote in the Assembly District who were listed on the roster.
348 A DDCSV Co-Chair shall select the representative(s) to the pre-endorsing conference,
349 subject to agreement of the member and approval by the Steering Committee at a meeting
350 or by written consent, with the objective of equally apportioning representatives between
351 men and women to the extent possible. As DDCSV members who are also members of
352 other club(s) may only be counted for representation once, the applicable Central
353 Committee Regional Director will assign such members to DDCSV's or another club's roster
354 in accordance with the Central Committee Bylaws.

355
356 **Article XII. Dissolution of DDCSV**

357
358 In the event of a termination or dissolution of the DDCSV, regardless of

359 circumstances, any funds held by the DDCSV after satisfaction of all debts and
360 disbursements shall be donated in full to the Santa Clara County Democratic Central
361 Committee or in equal parts to its sucesor organizations.

362

363 As amended and revised as of the 25th day of February, 2019.

364