

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

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

D. Limitations on Holding Office, Voting. Only members in good standing for not less than six (6) months may qualify to serve on the Steering Committee (discussed further in Article VII below). Only members in good standing 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 (discussed further in Article XI.A below).

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

Article V. Member Meetings

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

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

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

D. Notice. All members shall be given notice of the date, time and location of all member meetings, as well as a brief description of the subject matter(s) to be addressed

and any matter(s) intended to be voted upon, at least (i) fourteen (14) days in advance for the annual meeting, and (ii) five (5) days in advance for all other member meetings, or such longer period as provided in Article VI.B regarding proposed amendments to these Bylaws. Notice shall be given by electronic mail or, if no email address has been provided, by other practicable means. Notice will also be posted on the official DDCSV Web site.

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

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

Article VI. Quorum and Voting Requirements For Member Meetings

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

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

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

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

C. Proxies. The Steering Committee may adopt procedures to enable members who cannot attend a meeting to cast their vote by proxy. The procedures shall include

appropriate safeguards to ensure authenticity and protect confidentiality, and shall specify the means for revoking a proxy.

Article VII. Steering Committee

A. Term; Officer Positions. The Steering Committee is elected by the members annually for one-year terms (or until their successors have been elected and qualified) and is responsible for governing DDCSV. The Steering Committee consists of seven (7) officers: two (2) Co-Chairs, who shall be committed to a spirit of collaborative leadership between them, as well as a Recording Secretary, Corresponding Secretary, Treasurer and two (2) at-large officers. The Nominating Committee may propose adjustments in the size of the Steering Committee, and corresponding changes in the duties of officers, not less than thirty (30) days prior to an annual meeting.

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

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

1. Co-Chairs. The Co-Chairs are responsible for the overall direction of DDCSV activities and serve as the spokespersons for DDCSV. One of the Co-Chairs, as agreed to between them, chairs each meeting of the members and of the Steering Committee. In addition, the Co-Chairs are responsible for ensuring that the annual meeting of the members occurs once per year; calling other regular meetings of the members; calling meetings of the Steering Committee; appointing the chair of each standing and ad hoc committee, subject to ratification by the members at the next member meeting; appointing the members of each standing and ad hoc committee in consultation with the respective chair of such committee; representing DDCSV before the Santa Clara County Democratic Committee and California Democratic Council; and collaborating with the other officers in furthering the purposes of DDCSV.

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

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

4. Treasurer. The Treasurer maintains all financial records and accounts of DDCSV in compliance with applicable law; receives and disburses all member dues and other funds of DDCSV, keeping an accurate record of all receipts and disbursements;

regularly provides receipts for all disbursements and a current bank balance reconciliation to at least one Co-Chair for his/her review and approval; deposits all DDCSV funds with a bank or banks approved by the Steering Committee; reports to each annual meeting of the members and to each regular meeting of the Steering Committee the current financial status of DDCSV; files any reports required in accordance with campaign finance or related regulations; performs such other duties as usually pertain to this office; and collaborates with the other officers in furthering the purposes of DDCSV.

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

Article VIII. Nominations and Elections of Officers

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

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

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

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

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

Article IX. Meetings of the Steering Committee

A. Regular and Special Meetings. The Steering Committee will conduct a regular meeting at least once per year (which may immediately follow the members' annual meeting) and may meet more frequently in special meetings as appropriate at the discretion of the Co-Chairs. All meetings of the Steering Committee are open to all members. DDCSV members attending Steering Committee meetings may address the board in the discretion

of the chair. No official action may be taken at any regular or special meeting of the Steering Committee unless a quorum of fifty percent (50%) of all officers is present. In the absence of a quorum, a meeting of the Steering Committee may be adjourned by the vote of a majority of the officers at the meeting, but no other business may be transacted.

B. Notice to Members. All members shall be given notice of the date, time and location of each regularly scheduled Steering Committee meeting at least ten (10) days in advance by electronic mail and via the DDCSV Web site. Members will be given notice of special Steering Committee meetings by electronic mail and via the DDCSV Web site at the earliest practicable time.

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

Article X. Other Committees

A. Standing Committees. There shall be five (5) standing committees of DDCSV, entitled Nominating, Endorsement, Fundraising, Membership and Publicity/Media, and further described as follows:

1. A Nominating Committee comprised of at least three (3) members shall be designated by the Co-Chairs prior to the annual meeting of the members and is responsible for nominating suitable officer candidates for the Steering Committee and for recommending suitable appointees to the standing and ad hoc committees of DDCSV.

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

3. A Fundraising Committee comprised of at least two (2) members is responsible for proposing and organizing events or other activities to raise funds to be used to further the purposes of DDCSV.

4. A Membership Committee comprised of at least two (2) members is responsible for developing proposals for and overseeing recruitment of new members and addressing issues related to membership.

5. A Publicity/Media Committee comprised of at least two (2) members is responsible for developing ideas for community outreach, assisting in the drafting of DDCSV's position statements, overseeing the DDCSV Web site, and furthering external communication of DDCSV's message.

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

E. Committee Meetings. Meetings of committees will be held at such dates, times and places as determined by the membership of each committee. All DDCSV members will be given notice of all committee meetings by electronic mail and via the Web site at the earliest practicable time. All committee meetings are open to all members. Notices shall contain the times of the meeting, the subject and the specific items that may be expected to require a vote of the membership.

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 DDCSV, regardless of circumstances, any funds held by DDCSV after satisfaction of all debts shall be distributed first pro rata to each member of DDCSV in good standing in an amount not to exceed the sum most recently paid as dues by such member. Any remaining sums will be transferred to the Santa Clara County Democratic Central Committee to be held in reserve for the purpose of funding a new club in accordance with the rules of the Santa Clara County Democratic Central Committee.

As amended and revised as of the 27th day of April, 2015.