

Democrats of Rossmoor Bylaws

Bylaws approved by the General Membership on October 26, 2023

Article 1 — Name

The name of this organization shall be the Democrats of Rossmoor (DoR). The DoR shall renew its charter with the Central Committee of the Democratic Party of Contra Costa County (DPCCC) as required.

Article II — Purposes

The purpose of the DoR is to inform DoR members about candidates, public issues, and ballot measures, and encourage participation in Democratic campaigns, programs, social events, and community service, in addition to other activities. The DoR provides the means and opportunities for its members to contribute to both the selection and election of Democratic candidates for public office. The DoR also provides the means and opportunities for its members to disseminate information about issues and urge Democratic elected officials to support those issues.

Article III — Membership

All registered Democrats living within Rossmoor (or elsewhere to the extent allowed by Golden Rain Foundation [GRF] rules) are eligible for DoR membership. A member is in good standing if his or her dues are current (or have been reduced or waived in cases of financial hardship).

Expectations of Membership: All club members are expected to exhibit respectful behavior toward other members, the Board, and guests of the DoR including speakers. Members are expected to follow rules set by the Board that apply to club meetings, endorsements, distribution of any and all materials, representation of the Board and/or club. No member may distribute materials and/or communications that are not approved in advance by the DoR President or his/her designee. The DoR Board may suspend or expel any member of the DoR for conduct that the Board deems inimical to the interests of the club including behavior that might damage the DoR's reputation and effectiveness.

A member who has been banned and/or expelled from the county and/or the state's larger Democratic Party organization shall also be expelled from membership in Democrats of Rossmoor.

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Article IV — Dues

Annual DoR dues are due and payable upon expiration of the previous annual dues. Annual dues shall be set by the Board of Directors (Board) at the October Board Meeting. The decision and rationale shall be communicated to the membership prior to and at the October General Meeting. The Board shall establish policies regarding dues payment as necessary.

Article V — Meetings

General Membership Meetings

Except as otherwise provided by these bylaws, General Membership meetings shall be conducted in person and on a monthly basis. The Board President shall set the business agenda, if any, for General Membership meetings. At meetings where business is conducted, a quorum shall consist of 10 percent of members in good standing. When not otherwise specified in these Bylaws, all meetings shall be conducted according to *Robert's Rules of Order* latest edition.

Electronic and Hybrid Meetings and Votes:

- a) Should circumstances prevent business from being conducted in-person at a General Membership meeting, the President or designee shall opt to invite members in good standing to either an electronic only or a hybrid (in-person and electronic) meeting. All rules of an in-person meeting shall apply.
- b) All voting in electronic meetings shall be by electronic means during or after the meeting using method(s) established by the Board.
- c) All voting in hybrid meetings shall be in-person and/or by electronic means during or after the meeting using methods established by the Board.

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Board Meetings

Except as otherwise provided by these bylaws, Board meetings shall be conducted in person and on a monthly basis. The Board President shall set the agenda. The Secretary shall announce the number of Directors present at the beginning of the meeting, and a majority of those present will constitute a quorum. A Director may call for a quorum count following the departure of any member or following any vote where the vote count totals less than the quorum. A Director seeking recognition by the President shall raise his or her hand, and upon recognition state his or her name.

Electronic Meetings and Votes:

- a) Should an unforeseen or urgent event require action, the President or designee will invite Directors by email to an electronic meeting. The email content must describe the situation and explain why the agenda or requested action cannot wait until the next regularly scheduled in-person meeting. All rules of an in-person meeting shall apply.
- b) Alternatively, the President or designee may call by email for an electronic "reply all" or confidential vote. The email shall provide Board members with the pros and cons of the proposed action within a specified timeframe and explain why the action cannot wait until the next regularly scheduled Board meeting. Prior to the actual vote, members supporting pro or con must respond by "reply all" to express their positions, in order that all members are able to consider all views prior to casting a vote. The quorum shall be a majority of those members who cast a vote within the allotted timeframe.

Article VI — Officers

Officers of the DoR shall be President, First Vice President, Second Vice President, Recording Secretary, and Treasurer. Terms shall be for two (2) calendar years. The President and both Vice Presidents may serve two (2) consecutive terms in the same office, for a total of four (4) years. The President and both Vice Presidents may serve for an unlimited number of non-consecutive terms. Only the Recording Secretary and Treasurer may serve more than two (2) consecutive terms in the same office. An

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appointment by the Board to fill a vacant office shall not count as a full term in office.

The President shall preside over General meetings, Executive Committee meetings (see Article VIII), and the Board. The President shall also appoint Committee chairs and heads of Activities, subject to Board approval by majority vote. The President shall be the DoR spokesperson. Other Board members may publicly represent the Board with the prior knowledge and approval of the President. The President is an ex-officio member of all DoR committees.

The First Vice President shall assume the duties of the President in the President's absence and other duties as assigned by the President.

The Second Vice President shall assume the duties of the President in the absence of both the President and the First Vice President and other duties as assigned by the President.

The Recording Secretary shall record the minutes of Board and General Membership meetings and maintain the records of those meetings, as well as the Bylaws and job descriptions for each Board position.

The Treasurer shall receive and distribute DoR funds, maintain bank accounts in the name of "Democrats of Rossmoor." The Treasurer shall provide, in writing, monthly reports on income and expenditures. Those records shall be reviewed at Board meetings, shared as appropriate with the membership to promote transparency, and available for review by a Board appointee at the end of each fiscal year. The fiscal year begins on January 1 and ends on December 31.

Article VII — The Board

The Board shall consist of the five (5) elected officers, the immediate Past President, elected Directors, Co-Directors, and heads of Committees and Activities, as authorized in Article IX. The maximum number of Board members shall be 21. The Board's term shall be for two (2) calendar years. Officer terms are as noted in Article VI. The Directors and Activity chairs may serve for an unlimited number of either consecutive or non-

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consecutive terms in the same position. An interim appointment to fill a vacancy shall not count as a full term in office.

The Board shall be the governing body of the DoR. The Board may delegate management and decision-making authority to the Executive Committee (see Article VIII), but only between Board meetings. The Board shall set policies, recommend the date, time, and locations of General Membership meetings, Board meetings, and any additional meetings, as needed. The Board shall also approve expenditures both within and outside of the budget, recommend membership dues, and approve or deny all appointments to and removals from any DoR position.

Both elected and appointed Board members, Committee chairs, Activity chairs, and delegates may be removed from their positions for cause by the President, with the approval of two-thirds (2/3) of Board members. Causes for removal may include, but are not limited to, inadequate performance, inappropriate use of position, or missing three (3) consecutive Board meetings.

Each member of the Board shall have one (1) vote. Board meetings are open to all DoR members, and members who wish to attend Board meetings must notify the President at least 48 hours in advance of the meeting that he/she wishes to be attending. The President will advise a member that he/she may not attend a meeting when matters of confidentiality require a closed Executive session. The Board shall determine, by majority vote, when such confidentiality is required.

Article VIII — The Executive Committee

The Executive Committee shall consist of the five (5) elected Officers and the Immediate Past President and shall serve concurrently with the Board. The Executive Committee may exercise managerial and decision-making authority between Board meetings as authorized by Article VII and may meet between Board meetings.

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Article IX — Committees and Activities with Leaders

(See Addendum for Committee Descriptions)

Although some Directors may head committees, it is not a requirement. Some committees can be led by chairs who are not members of the Board. All committees and activities shall continue from year to year unless they are terminated by the Board. The head of each committee or activity must be both a registered Democrat and a member in good standing. Committee and activity heads may select a Vice Chair to act in his or her absence and appoint members to the committee or activity group as needed.

Article X — Nominations, Elections, and Filling Vacancies

1) Officers and Directors of the Board

A Nominating Committee shall be appointed by the President, with approval of the Board, for a term of two (2) years at the July Board meeting. The Nominating Committee shall consist of three (3) to five (5) persons, the majority of whom may not be DoR Board members. The Nominating Committee shall be advised of any specific skills or experience required of prospective Board candidates, e.g., accounting or bookkeeping experience for the Treasurer.

At the September Board Meeting, the Nominating Committee shall submit a slate of five (5) proposed Officers and twelve (12) to sixteen (16) proposed Directors or Co-Directors. At least seven (7) days before the October General Meeting, the Publicity Director shall publish, in both the *Rossmoor News* and by email, the date, time, and location of the meeting, as well as the slate of proposed Board candidates.

At the October General Meeting, in the presence of a quorum of members in good standing (see Article V), the Nominating Committee will conduct an election of the slate. Nominations may also be made from the floor for any Officer position on the slate. All members in good standing may vote. Contested elections shall be resolved by secret ballot. Election results are determined by majority vote.

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Any Board vacancy that occurs after an election shall be filled by a DoR member who is selected and approved by the Board. These interim terms shall remain in effect until the next election. The Board shall determine when vacancies develop and need to be filled.

2) Delegates to California Democratic Party Pre-Endorsement Conferences

Under the rules of the California Democratic Party (CDP), the DoR is required to maintain a roster of members in good standing who are also registered Democrats in California's 16th State Assembly District as of a date set by the CDP Chair prior to the caucuses. The status of such members shall be certified by the Club President, Secretary, or Treasurer. The DoR must submit said roster to both the DPCCC and the appropriate Regional Director of the CDP no later than the announced date. From this roster, the DoR may choose one club representative for each (full, not a fraction of) twenty (20) members.. Club representatives shall be selected by a majority vote of the DoR Board of Directors (Article VII). When required, the DoR will submit the list of the certified, selected club representatives.

3) Elections

- For Democrats of Rossmoor elections, including selection of pre-endorsement and/or endorsement of candidates or ballot propositions, or any special election required by the club, only members in good standing who are registered Democrats, and whose primary Democratic Party Club is the Democrats of Rossmoor, will be eligible to vote. Those eligible must be members at least thirty days before the election date.
- For DoR Board member elections or other issues related to the operation of the Democrats of Rossmoor, members in good standing who have been members at least thirty days before the election date may vote.

Article XI — Endorsements

When judged to be consistent with DoR's stated goals and purpose, the DoR may endorse candidates. Establishing or rescinding endorsements may result from, but are not limited to:

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- 1) Official Democratic Party endorsement of candidates and/or issues
- 2) DoR Board votes, provided a quorum of two thirds (2/3) of the Board is present, and at least two thirds (2/3) of those Board members vote to either endorse or rescind endorsement.
- 3) Vote of the DoR membership, provided:
 - In Person Voting
 - The membership has received at least seven (7) days' notice of the Endorsement meeting.
 - A quorum of 10 percent of members in good standing is present at the Endorsement meeting.
 - At least two thirds (2/3) of those members present vote to either endorse or rescind endorsement.

Electronic Voting:

- The Membership in good standing will receive an email announcing an endorsement vote
- The voting period will last for seven (7) calendar days
- A quorum of 10 percent of members in good standing must cast a vote for or against
- At least two thirds (2/3) of those members must vote to either endorse or rescind endorsement.

When identifying himself or herself as a DoR Board member, he or she may not publicly support a candidate or issue that the DoR has not endorsed, nor oppose a candidate or issue that the DoR has endorsed.

Article XII — Bylaws Amendment

Amendments to these Bylaws may be adopted by a two-thirds (2/3) majority vote at any General meeting, provided that the membership receives at least seven (7) days prior notice of the intention to amend and a quorum of 10 percent of the members in good standing is present. All Bylaws changes must be submitted to the DPCCC within thirty (30) days of the change.

These Bylaws were adopted on September 26, 1996, by the Democrats of Rossmoor, replacing the Rules of Operation adopted on April 16, 1969, and amended on November 20, 1986, and on November 16, 1989.

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The 1996 Bylaws were amended on:

- *October 23, 1997,*
- *July 22, 1999,*
- *May 24, 2001,*
- *November 20, 2003,*
- *September 22, 2011 (to take effect January 1, 2012), and on*
- *October 3, 2018*
- *October 24, 2019*
- *October 28, 2021*
- *October 26, 2023*

These signatures certify that these amended Bylaws of the Democrats of Rossmoor were approved by a two-thirds (2/3) vote of members present and qualified to vote, at the October 26, 2023 General Meeting.

Susan Hildreth, President



Marc Gould, Secretary



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Addendum: Descriptions of Committees

Book Club: The Chair of the Book Club and the Chair's committee will select a book for the membership to be discussed at the Book Club monthly meeting. Dates and meeting places are set by the Chair.

Campaigns Committee: The Director/Chair of the Campaigns Committee will identify potential candidates for discussion and possible decisions by the DoR Board and membership. The Committee will identify campaigns and field work activities (postcard campaigns, phone-banking, in person door to door canvassing) for membership to participate in. The Director/Chair will present candidates and field work activities at the monthly committee meetings, dates and times set by the Director/Chair.

Issues Committee: The Director/Chair of the Issues Committee will identify political issues for discussion and possible decisions by the DoR Board and membership. The Director/Chair will present issues at the monthly committee meetings, dates and times set by the Director/Chair.

Communications: The Director/Chair of Communications will be responsible for club news publications in the Rossmoor News, on the DoR website, calendar, and other club-related promotions and publications.

DPCCC Representative (Voting Member: The DPCCC Voting Member is a DoR member in good standing and a registered Democrat in Contra Costa County whose primary club is the DoR. The DPCCC Voting Member is chosen by the DoR President and Board to represent the chartered club (DoR) to the DPCCC and vote the DoR's positions on DPCCC matters. The DoR Board will also choose an Alternate Voting Member to represent the DoR in the event that the DPCCC Representative Voting Member is not available.

Film: The Chair of the Film Committee and the Chair's committee will select films for the club and general Rossmoor population to be shown monthly at the Peacock Theater within Rossmoor.

Hospitality: The Director and the Director's committee are responsible for providing refreshments at DoR meetings and for planning and providing events for the DoR membership.

Membership: The Director and the Director's committee are responsible for promoting membership, making membership applications available, collecting dues and delivering them to the Treasurer for deposit in the DoR bank account, entering membership data on the membership database, and reporting on membership status on a monthly basis.

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Newsletter: The Director of the newsletter is responsible for constructing, developing DoR information for the newsletter, and publishing the newsletter on a regular basis on the DoR website.

Nominations: The Chairperson of Nominations will lead recruitment, vetting, and presenting of potential DoR Board members to the Board and, if approved, to the club for approval. Nominations and Board approvals by members take place every two years at the October General Meeting (or November).

Publicity: The Director is responsible for promoting and advertising DoR activities.

Speakers: The Director and the Director's committee are responsible for identifying and scheduling speakers who present information to the DoR at meetings scheduled by the DoR including monthly meetings, ad hoc meetings, and other events scheduled by the DoR.

Voter Registration: The Director and the Director's committee will recruit, train, schedule, and support voter registration volunteers who work to increase voter rolls.

Webmaster: The Webmaster will develop, manage, and improve the DoR website.
