

The Silicon Valley Asian Pacific American Democratic Club
Bylaws (Draft January 9, 2013, *amended June 23rd, 2015*)

Article I. Name

1. The name of the organization shall be the Silicon Valley Asian Pacific American Democratic Club hereinafter referred to as “the Club.” The Club may informally be referred to publicly as the APA Dems.
2. The Club is an organization of the Democratic Party, duly accredited by the Santa Clara County Democratic Central Committee.

Article II. Purpose

1. The purpose of the Club is to promote and influence the aims and goals of the Asian Pacific American community within the Democratic Party; to promote leadership in political activities for Asian Pacific Americans; to educate the Asian Pacific American community on the political process and as to the issues of importance to the Asian Pacific American community and the Democratic Party; to assist in the selection and election of Asian Pacific American Democrats to office locally, statewide, and nationally; and to provide a vehicle through which its members may participate at all levels of the Democratic Party.

Article III. Membership

1. All registered Democrats and those unable to register, who support the Democratic Party and its platform as well as issues of concern to the Asian Pacific American community, shall be eligible for membership upon payment of annual dues.
2. The membership year shall run for 12 months from January 1st to December 31st of the same calendar year. Membership renewals made subsequent to August 31st shall apply to the following calendar year.
3. Membership shall be considered inactive if the member is no longer qualified per section 1 of this Article or if membership dues are delinquent by more than 90 days.
4. Each member of the Club shall designate whether he or she chooses to have the Club named as their primary Democratic club. A member may not have more than one club named as their primary club.
5. A member in “good standing” is any member who is a registered Democrat and has his or her dues paid or waived within the prior year.
6. Designated Assembly District representatives from chartered clubs and organizations
 - a. Representatives from each Democratic Club or other Democratic organization chartered by This Committee or by a County Central Committee in the year prior to the preendorsing conferences shall be eligible to participate, as follows:

(1) The Chair of the Chartering Organization shall have certified the validity of the Charter, and that the Club was chartered and has submitted a roster of members in good standing duly registered as a member of the Democratic Party of California to both the Chair of the Chartering Organization and to the appropriate Regional Director of This Committee no later than July 1 of the year immediately prior to the endorsing process, and that:

- i. The rules of by-laws of the Club contain a provision that only members in good standing as of the July 1 deadline shall be included on the roster;
- ii. The rules or by-laws of the Club define the phrase “member in good standing”;
- iii. The status of such members be certified by the Club’s President, Secretary, or Treasurer;
- iv. The Club’s representatives to any particular preendorsing conference be from the list described above and that the overall list of representatives to all conferences be equally apportioned between men and women, to the extent possible.
- v. Preendorsement club representatives will be nominated by the President, and approved by the executive board by a majority vote.

(2) Club representatives shall be allocated as follows: one representative, resident in the Assembly District 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 referred to above.

(3) Club members who hold dual club memberships may only be counted for representation once. Such representatives must be registered Democrats. In the event a name is listed on two or more rosters, only one name shall be counted and the Regional Director shall first count the name on the roster of the organization which does not deprive another organization of representation, if possible; provided, however, if that is not possible, the name on the roster which was first turned in will be counted unless the individual is listed as a Representative from another organization, in which case the individual shall be counted only on the roster of the organization sought to be represented.

(4) The certifying authority for the representatives referred to in this paragraph shall be the Chair of the chartered organization.

(5) These A.D. representatives may vote only in the districts in which they reside.

Article IV. Officers and the Executive Board

1. The Club shall have the following officers: President, 1st Vice President of Programs, 2nd Vice President of Political Affairs, 3rd Vice-President of Membership & Communication, Secretary, Treasurer and Parliamentarian. These officers will comprise the Executive Committee.

2. There shall be an Executive Board (“Board”) of no more than 25 members consisting of the officers of the Club, and additional members elected at large.
3. Each member of the Board shall be elected for a two-year term. Officers may not hold the same office for more than three consecutive terms.
4. The Executive Board shall meet monthly. The President shall chair the Board meetings. In the absence of the President, the role of the chair in conducting the meeting shall be filled by the 1st Vice President of Programs, 2nd Vice President of Political Affairs, 3rd Vice-President of Membership & Communication, Treasurer and Secretary, in that order. A quorum shall be seven members of the Board, and the decisions thereof shall be made by a simple majority affirmative vote of those present.
5. The Board, on behalf of the Club, shall have the power to join organizations with which the Club chooses to affiliate.
6. A board member maintains good standing when said individual has not missed three consecutive board meetings, membership is up to date and s/he continues to be a registered Democrat with conduct consistent with the values of the party.
7. The Executive board shall have the option to remove board members not in good standing with the approval of $\frac{3}{4}$ vote of sitting board members in good standing.

Article V. Powers and Duties of the Officers.

1. Powers and Duties of the President.
The President shall be the chief executive officer and official representative of the Club and shall preside at all Board and Membership meetings. The President shall be responsible for implementing the broad overall program of the Club and for making periodic reports to the Board and the Club with respect thereto.
2. Powers and Duties of the 1st Vice President of Programs
In the absence or incapacity of the President, the 1st Vice President of Programs shall assume the powers and duties of the President. The Vice President of Programs shall also be responsible for scheduling the yearly calendar of activities for the Club and organize such activities as planned. A programs committee may be formed to assist in executing these responsibilities.
3. Powers and Duties of the 2nd Vice-President of Political Affairs
The 2nd Vice President of Political Affairs shall assume the powers and duties of the President in the event the 1st Vice President is unable to do so. The Vice President of Political Affairs will also be responsible for facilitating endorsement requests, and administering procedures for endorsement.
4. Powers and Duties of the 3rd Vice President of Membership & Communication
The 3rd Vice President of Membership shall assume the powers and duties of the President in the event the 2nd Vice President is unable to do so. The Vice President of Membership & Communication shall maintain the membership list, and shall make it available to persons authorized by the Board. The Vice President of Membership & Communication shall be responsible for billing members for

renewal, soliciting new members, serving as host/hostess at membership meetings, overseeing club outreach and communications. A membership committee may be formed to assist in executing these duties. If the Executive Committee sees fit, a club historian may be appointed under the direction of the Vice President of Membership & Communication.

5. Powers and Duties of the Secretary

The Secretary shall take and keep minutes of all Board and Membership meetings, shall keep a book of resolutions and board actions, and shall be responsible for the Club's correspondence, and shall act as custodian of the Club's files and records. Such Club records shall be open for inspection by any member upon request. Outgoing officers shall deliver Club records and correspondence in their possession to the Secretary no later than 90 days from the end of their term.

6. Powers and Duties of the Treasurer

The Treasurer shall be the custodian of the Club funds and shall, upon due authorization, receive and disburse money for and on behalf of the Club and shall keep and maintain all financial accounts of the Club including bank deposit books, check books, and bank statements. The Club's financial records shall be available to the Club members for inspection upon request. The Treasurer shall submit a written financial report at each meeting of the Board and as requested by the President. The Treasurer will be responsible for filing reports required by the State Fair Political Practices Commission (FPPC). The Treasurer shall also oversee the Finance Committee as described in Article VII.2.c.

7. Powers and Duties of the Parliamentarian

The Parliamentarian shall be the expert on organization's procedures and Robert's Rules of Order. Give advice to the President and Members during meetings. Inform the President and members of errors in parliamentary procedure and other general practices.

Article VI. Powers and Duties of the Board

1. The Board is charged with the responsibility to plan the overall program of the Club.
2. The Board, on behalf of the Club, shall have the power to join organizations with which the Club chooses to affiliate and to appoint representatives to those organizations. The appointees will serve at the pleasure of the Board and shall represent the Club's interests as directed by the Board.
3. The Board shall set the membership dues.
4. The Club shall publish a periodic newsletter to be made available to all members. The Club may publish other pertinent material, as the Board deems appropriate. The Board shall have oversight of and take full responsibility for the content of all publications of the Club.
5. County Central Committee Representatives
The Board shall select one representative and two alternates to the County Central Committee to which the Club is entitled.

6. If any officer position becomes vacant it shall be filled by a majority vote of the Board members in good standing.
7. The Board may fill vacant at large positions on the Board by majority vote of Board members in good standing.

Article VII. Committees

1. Structure

Except for the Membership and Programs committees which will be established by the Vice President of Programs and Vice President of Membership & Communication respectively, and unless otherwise provided for in these bylaws or by Board resolution, the President shall appoint the Chair of each committee, subject to the approval of the Board. Each committee chair shall then choose the other members of that committee. A committee member may be removed at any time and for any reason, or no reason, by the committee's chair, and a committee chair may be removed at any time and for any reason, or for no reason, by the Board.

Each committee chair will maintain a procedures notebook describing responsibilities, activities, and detail of value to any successor. These notebooks shall be given to the newly-elected President following Board elections.

2. Standing Committees

Besides the Programs and Membership committees, the President and the Board shall establish a Finance Committee and a Nominating Committee.

a. The Nominating Committee shall consist of a Chair plus two to four additional members appointed by the President and approved by the Board. The Nominating Committee shall be appointed at least 75 days before an election in which the Club intends on considering endorsements of candidates or issues. The duties of the Nominating Committee are described in Article VIII.

b. The Finance Committee shall be responsible for fundraising efforts and shall report directly to the Treasurer.

3. Other committees may be created by the Board as desired, with the Chair either chosen by the Board or appointed by the President subject to the approval of the Board. Any such committee may be abolished by the Board at anytime.

Article VIII. Election of Officers and the Board

1. Qualifications for office.

Officers and Board members, in order to be elected, must be members in good standing and registered Democrats for at least 90 days prior to their elections.

Members appointed to fill vacant positions on the Board must be in good standing for at least 30 days prior to their appointment.

VIII.2.Nominating Process

Officers and Board members may be nominated by the Nominating Committee or from the floor at the election meeting.

Petitions for nomination shall be delivered to the Chair of the Nominating Committee at least 30 days prior to the election. The names of all nominees shall be published and Club members shall be notified at least 14 days prior to the election.

VIII.3. Election

The election shall be held at a membership meeting prior to March 1st of every odd numbered calendar year.

The Nominating Committee shall be responsible for tallying the votes. Officers and Board members declared elected shall assume their respective duties immediately upon election.

VIII.4. Conduct of Elections

All contested elections shall be conducted by secret ballots. Except as provided below, only members present at the meeting may cast ballots; proxy votes shall not be allowed. Blank ballots will be counted towards determining the threshold required for election. Ties shall be broken by a coin toss or some other suitable random process.

Article IX. Powers of the Membership

- IX.1. Upon written petition signed by fifteen members in good standing, the membership shall have the right to challenge any actions taken by the Board. Within not less than seven, nor more than fourteen days after receiving such written petition, the President shall call a meeting of the membership and shall publish such time and place of the meeting by written or electronic notice to each member. Such meeting shall be held no later than thirty days from the date the written petition is received. At such meeting, the disputed actions of the Board shall be considered, debated, and affirmed or denied by the majority vote of those members present and voting. The decision reached shall be final and binding until the election of the next Board.

Article X. Meetings

- X.1. Membership meetings shall be held at the direction of President and shall be held at least once each year. A quorum shall consist of at least 3/5 of the Board plus ten per cent (10%) of the membership.
- X.2. Procedure at all Board and Membership meetings shall be governed by Robert's Rules of Order except as otherwise herein prescribed.
- X.3. The President may permit the use of proxies during board meetings. The use of proxies will only be permitted on items placed on the agenda in advance of the meeting. Proxies are not permitted in determining quorum or political

endorsements. Non-present Board members may notify either the President or Secretary of their proxy vote via phone or electronically.

Article XI. Political Endorsements

XI.1. As permitted by law and the rules of the California Democratic Party, the Club may endorse Democratic candidates, ballot propositions, and local measures. The procedure varies according to the election type. In contested races, all candidates registered as Democrats must be given equal opportunity to appeal or make a written statement.

XI.2. Partisan Offices

The Board may endorse any Democratic candidates(s) for partisan office in a general or special election by a 2/3 vote of the Board members present at a Board meeting where a quorum is achieved.

If the Board chooses not to endorse a Democratic candidate, or if none is available, no endorsement shall be made.

XI.3. Non-Partisan Offices

The Board may endorse any Democratic candidate(s) for non-partisan office by a 2/3 vote of the Board members present at a Board meeting where a quorum is achieved.

If the Board chooses not to endorse a Democratic candidate, or if none is available, no endorsement shall be made.¹

XI.4. Ballot Propositions and Local Measures

The Board may endorse any ballot proposition or local measure by a 2/3 vote of the Board members present at a Board meeting where a quorum is achieved.

Article XII. Amendments

1. Amendments to the bylaws by substitution, addition or repeal shall be made in the following manner: the proposed amendment shall be submitted to a regular meeting of the Board; it shall be written and signed by ten percent of the members or fifteen members, whichever is less, or by over 2/3 of the Board members in good standing. The Board shall study all amendments so submitted and shall issue a recommendation within fifteen days of submission. Within thirty days of the date the recommendation is issued, the membership will be sent a copy of the amendment, the recommendation, and notice of a meeting at which the amendment will be considered. This membership meeting will be held not less than seven nor more than thirty days following notice to the membership.
2. When submitted and considered in accordance with the procedure herein set forth, amendments to the bylaws shall be adopted or rejected by a majority of votes casts, and shall take effect immediately unless otherwise stated in the amendment.

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