

Torrey Pines Democratic Club

PO Box 91 - Del Mar, CA 92014 - torreypinesdems@gmail.com

BYLAWS

ARTICLE 1 - NAME AND AFFILIATION

Section 1.1 - Name: The name of this organization shall be the Torrey Pines Democratic Club, hereafter referred to in these Bylaws as the TPDC.

Section 1.2 - Affiliation: The TPDC is an organization chartered by the San Diego County Democratic Party (hereinafter the SDCDP) and is affiliated with the California Democratic Party (hereinafter the CDP).

ARTICLE 2 – MISSION

Section 2.1 - Mission Statement

The mission of the TPDC is to promote the highest degree of social and economic justice and well-being for all, encourage active interest in the political process and the Democratic Party, and foster and contribute to democratic ideals through informed participation in political affairs.

Section 2.2 - Means of Achievement

- Provide information on relevant topics through meetings featuring special presentations and guest speakers and through the media and personal communication.
- Provide a forum for expression of political concerns and ideas.
- Provide opportunities to meet like-minded people through political participation at the grassroots level and through TPDC social activities.
- Provide opportunities to meet Democratic officeholders and candidates, contribute to the TPDC's endorsement process, and provide campaign support.
- Increase voter registration and voter turnout.
- Provide leadership opportunities within the TPDC, encourage the pursuit of leadership positions throughout the Democratic Party, and encourage the pursuit of public office.

ARTICLE 3 – MEMBERSHIP

Section 3.1 – Residency

Though the TPDC was organized as a geographical club of North County to serve the northernmost coastal area (the Torrey Pines Community) of the City of San Diego, the City of Del Mar, and the coastal area of the City of Solana Beach, members may reside in any of area of San Diego County.

Section 3.2 - Non-discrimination

Membership and full participation is open without regard to race, religion, national origin, age, disability, sex, gender orientation or gender identification. Payment of dues shall not be obligatory to anyone for whom it constitutes an economic hardship after due consideration and approval by the Executive Board (described in Article 7 and hereinafter referred to as the EBoard).

Section 3.3 - Membership Types and Privileges

3.3.1 - Regular Membership

- Anyone registered to vote in San Diego County as a Democrat is eligible for Regular Membership.
- A Regular Member becomes eligible to vote and eligible to be appointed to serve on a committee at the second meeting attended as a Regular Member in good standing (as defined in this Article, Section 3.4 D).
- A Regular Member becomes eligible to serve as a TPDC officer, as a Committee Chair, or as a SDCDP Liaison after having been a Regular Member in good standing for at least 90 days immediately prior to the election or appointment; however, to serve as TPDC President, the member shall also have attended at least three (3) EBoard meetings in the capacity of a TPDC officer, Committee Chair, or SDCDP Liaison.

3.3.2- Associate Membership

A. Anyone not yet registered to vote or registered to vote in San Diego County as Decline to State and supports the Mission of the TPDC as stated in Article 2 is eligible for an Associate Membership as long as two-thirds (2/3) of the TPDC's membership are Regular Members.

B. Associate Members have all rights held by Regular Members except for the right to vote at TPDC meetings, to hold TPDC office, and to serve as a SDCDP liaison.

Section 3.4 - Membership Dues and Good Standing Status

A. The EBoard shall initially set the TPDC membership dues. The dues may be reset as needed by a majority vote of the EBoard, followed by approval at a General meeting by two-thirds (2/3) of the Regular Members in good standing who are present and voting, and shall become effective on January 1 of the following year.

B. Membership dues are due and payable upon joining the TPDC; new-member dues may be prorated for the number of months left in the year and renewals shall be due on January 1 and valid for one year. If a member is delinquent beyond March 31, the TPDC shall infer that they have resigned and strike them from the membership rolls.

C. Dues for membership shall not be accepted from individuals who are part of a bulk membership registration effort.

D. A Member whose dues are currently paid or have been waived shall be considered a member in good standing.

ARTICLE 4 - GENERAL MEETINGS

Section 4.1 - Schedule

General meetings shall be held every one to three months, as determined by the President and the EBoard.

Section 4.2 - Notice, Agenda and Voting Requirements

All Club meetings shall be called, and all Club meetings shall be conducted in accordance with the following requirements.

Amended, April 27, 2021. Section heading modified by adding "agenda"; actions requiring supermajority vote moved to Subsection 4.2.3.

4.2.1 - Notices and Agenda

A. Notices for General Meetings must be sent to each member in good standing at least two weeks prior to the General Meeting and must include the time, date and place of the meeting.

B. The notice must be sent by email to all members in good standing having an email address, and by first class U.S. Mail to any member in good standing not having an email address.

C. The notice of a General Meeting must include a tentative agenda describing the purpose of the meeting.

D. The Executive Board is authorized to call a special Club membership meeting when necessary or desirable to consider urgent matters requiring membership approval that cannot wait for the next general Club meeting.

Amended, 4/27/2021. Heading modified to add "agenda;" paragraph enumerated, paragraphs B, C and D added.

4.2.2. - Quorum

A. A quorum must be in attendance at a meeting to conduct any actions requiring a vote of the Regular Members. A quorum shall consist of at least twenty percent (20%) of the Regular Members in good standing and must include a majority of Club officers.

B. Meetings at which a quorum is not present may conduct presentations, discussions, or informational programs, but may not undertake any Club actions requiring a vote.

Amended, 4/27/2021. Clarified quorum components; added paragraph B.

4.2.3 - Actions Requiring a Supermajority Vote

The actions requiring a supermajority vote, as provided in subsections 4.2.2 and 4.2.3 above, include the following:

A. The election or removal of elected officers described in Section 6.1.

B. Ratification of officers appointed to elected offices by the Executive Board to fill vacancies.

C. The establishment of an additional office under Section 6.2.

As amended, 4/27/2021

D. Amendments to the Bylaws.

E. Resolutions of endorsement of candidates for office or ballot measures.

Amended, 4/27/2021. Enumerated and specified actions requiring supermajority vote.

4.2.4- Supermajority Vote Requirement

Any action requiring a supermajority vote, and at which a quorum is present, shall require the approval of at least sixty percent (60%) of the Regular Members present and voting in order to pass.

Added, 4/27/2021, Reduced supermajority vote threshold from 67% to 60%.

4.2.5- Alternative Methods for Conducting Elections

A. Club elections may be conducted using any of the following methods:

- 1) In-person paper balloting;
- 2) mail-in paper balloting;
- 3) any approved method for video or on-line electronic balloting.

B. The Club must make every reasonable effort to assure that, regardless of the method used, Club elections are conducted according to the traditions of secret balloting.

Added, 4/27/2021. Added paragraph A, alternative methods for conducting elections; and paragraph B, requiring secret balloting.

Section 4.3 - Parliamentary Authority

The rules contained in the most recent edition of Robert's Rules of Order shall govern TPDC meetings except when inconsistent with other provisions in these Bylaws.

ARTICLE 5 - ENDORSEMENTS AND RESOLUTIONS

A. Only candidates who are registered Democrats are eligible for TPDC endorsement.

B. All endorsements of candidates or resolutions concerning ballot measures or public issues must be in accordance with the standards established by the CDP and the SDCDP. The TPDC shall also strive to not make endorsements or pass resolutions that will adversely affect the unity of the Democratic Party.

C. Meetings at which such voting will take place shall be held in accordance with Article 4, Section 4.2. Should no candidate up for endorsement receive the required vote, a run-off shall be held between the two persons receiving the greatest number of votes and the person receiving a supermajority of the votes shall be declared endorsed.

ARTICLE 6 – OFFICERS

Section 6.1 – Elected Officers and Their Duties

The President, Executive Vice President, Secretary, and Treasurer of the Club shall be elected by Club Members in accordance with Article 4 of these Bylaws. The offices shall have staggered terms of two

As amended, 4/27/2021

years each, with the President and Secretary elected in odd- numbered years. The Executive Vice President and Treasurer in even-numbered years, except in the first year in which these officers are elected, the terms of office shall be for one year. Elected officers shall not serve more than three consecutive two-year terms in any one office.

Amended, 4/27/2021. Increasing terms of office to two-years, staggered, and reducing term limits to three consecutive terms.

6.1.1- President – Responsibilities of the President

The President is responsible for exercising the following duties and authorities:

- A. Calls and presides at Meetings of Club Members and of the Executive Board.
- B. Prepares and forwards meeting notices and an agenda to all Club Members.
- C. Leads the Executive Board in planning and arranging Membership meetings and programs.
- D. Represents the Club with the State and County Democratic Parties, and their subunits; with community organizations; and serves as the Club spokesperson to the general public except when he or she has given authority to another officer.
- E. Subject to approval by a majority of the Executive Board members, appoints and removes non-elected officers, ex-officio liaison officers, and committee members and chairpersons.
- F. Serves as an alternate signatory with the Treasurer on the Club's bank account, and as co-executor on official Club documents and filings.
- G. Promotes active interest among Members and the public in the political process.
- H. Promotes constructive roles for active volunteers.
- I. Contributes to effective leadership and individual responsibility.
- J. Promotes harmony among Club Members, with other Democratic clubs, and within the San Diego County Democratic Party.

Amended, 4/27/2021. Added paragraphs E, F, G, H, I, and J.

Section 6.1.2 – Executive Vice President

The Executive Vice-President is responsible for exercising the following duties and authorities:

- A. Advises the President and assists the President in performing the duties and authorities of the office of President.
- B. In the event of the absence or incapacity of the President, or at the President's direction, acts for the President in performing the duties and authorities of the President.

Amended, 4/27/2021. Modified vice president to executive vice president; modified responsibilities A and B.

6.1.3- Secretary

The Secretary is responsible for exercising the following duties and authorities:

As amended, 4/27/2021

- A. Record the minutes of the General and EBoard meetings, present drafts to the EBoard for approval, make any requested corrections, and post in a manor directed by the EBoard.
- B. Conduct correspondence and internal communications at the direction of the President.
- C. Maintain TPDC records except for those in the Treasurer's charge.

Amended, 4/27/2021. Added "The /secretary is responsible ... duties and authorities."

6.1.4- Treasurer

The Treasurer is responsible for exercising the following duties and authorities:

- A. Receive and deposit all TPDC funds into the TPDC's bank account and maintain accurate records of all TPDC income and expenditures.
- B. Be authorized to sign TPDC bank checks in order to make EBoard-authorized payments as necessary to meet TPDC expenses. Checks in excess of two hundred and fifty dollars (\$250.00) shall require the additional signature of the President and checks in excess of six hundred dollars (\$600.00) shall require a sixty percent (60%) vote of approval by of the Regular Members in good standing present and voting at a General meeting.
- C. Be responsible for membership applications, the collection of dues, and regular maintenance of an up-to-date membership record and/or database.
- D. Provide a report of the TPDC's financial status at the TPDC's General and EBoard meetings as requested and provide an annual written report of the TPDC's financial status.
- E. Timely file necessary reports to government agencies regarding TPDC business.

Amended, 6/27/2021. Increased authority of Treasurer and President to issue checks drawn on Club account up to \$600 from \$500, and supermajority vote of Members above \$600.

Section 6.2 - Additional Officers

The EBoard may establish, by majority vote, other officers not otherwise specified by these Bylaws as required for the general well-being of the TPDC, subject to approval by membership at a General meeting held in accordance with Article 4, Section 4.2; nominations shall also be accepted from the floor and voting shall be by secret ballot.

Section 6.3 - Election of Officers

Elections to fill established TPDC offices shall be held annually. A nominating committee may be created, in accordance with Article 8, to ensure there is at least one acceptable candidate for each elective office and report their selections at the General meeting one month prior to the election meeting. The election meeting shall be held in accordance with Article 4, Section 4.2. Nominations shall also be accepted from the floor. Voting shall be by secret ballot; for uncontested offices, election may be held by a show of hands or voice vote. If no person receives the required vote, a run-off shall be held between the two persons receiving the greatest number of votes and the person receiving a supermajority of the votes shall be declared elected.

Section 6.4 - Vacancies and Dismissals

Should any officer resign, or should any officer be removed from office by unanimous vote of the rest of the EBoard for failing to perform the duties of that office, such as missing three consecutive General or EBoard meetings without cause approved by the EBoard, the EBoard shall declare that office vacant and appoint a successor to that office to complete the remainder of the term. Any such appointment shall, however, be approved at the next General meeting in accordance with Article 4, Section 4.2; nominations shall also be accepted from the floor and voting shall be by secret ballot.

ARTICLE 7 - EXECUTIVE BOARD (EBoard)

Section 7.1 - Responsibilities

The Executive Board shall have the following responsibilities:

- A. Prepare an annual Action Plan for the Club that outlines yearly goals and objectives.
- B. Prepare and submit an annual budget in support of the annual Action Plan to the Regular Members for their approval.
- C. Review and authorize all Club expenditures that are consistent with the approved annual budget, or have been approved by the regular members at a General Meeting.
- D. Prepare, approve, and maintain policies and procedures as deemed necessary for carrying out Club activities in an efficient manner and must be consistent with the Bylaws. Policies and Procedures may be approved by a majority vote of the EBoard members. Policies and procedures are intended to serve as guidelines on implementing Club functions and authorities, and may be waived by the EBoard if necessary to achieve Club goals or priorities. In the event of any conflict between provisions in the Policies and Procedures and the Club Bylaws, the provisions of the Bylaws shall prevail.
- E. Perform such other duties and exercise such other responsibilities as are provided in these Bylaws.

Amended, 6/27/2021. Enumerated and modified responsibilities of E-Board in section 7.1; and added paragraph D.

Section 7.2 - Membership

Membership of the EBoard shall include all of the currently elected TPDC officers, appointed TPDC Committee Chairs and SDCDP Liaisons.

Section 7.3 - Meetings and Quorums

The President shall call a meeting, with advance notice, of the EBoard as needed. The EBoard may call special meetings at any time. A majority of the currently elected officers in good standing shall constitute a quorum.

ARTICLE 8 – COMMITTEES

TPDC committees may be created as needed by the President, subject to ratification by the EBoard. The President shall be an ex-officio member of each committee. The President, with the advice and consent of the EBoard, shall appoint committee members and chairs.

ARTICLE 9 - CLUB REPRESENTATIVES

Section 9.1 - California Democratic Party (CDP)

In order to be eligible to participate in CDP pre-endorsing conferences, the TPDC's President, Secretary, or Treasurer will ratify the roster of Democratic members in good standing by July 1 of each odd-numbered year identifying the legislative districts and representatives for each district and submit it to the CDP and SDCDP. Representatives should be equally apportioned between men and women to the extent possible.

Section 9.2 - San Diego County Democratic Party (SDCDP) Associate Member

Under the TPDC's charter with the SDCDP, its President is a representative to the SDCDP Central Committee as an Associate Member. If the President is already a Central Committee member or chooses not to serve, a different representative may be selected to serve his or her term according to the provisions of Sections 9.3 and 9.4 of this Article. An Associate Member application, for the President or any other representative, must be submitted to the SDCDP within 30 days of his or her selection by the TPDC.

Section 9.3 – Selection

TPDC representatives to the CDP and SDCDP – and any other official representatives, delegates, and alternates from the TPDC to conferences, caucuses, councils, conventions, and other meetings shall be selected at a General meeting in accordance with Article 4, Section 4.2; or, if that cannot occur, by designation of the President.

Section 9.4 - Adherence to TPDC Positions

TPDC representatives described in this Article, when participating in voting and discussion in that capacity, shall adhere to and represent the TPDC's official positions on endorsements and other matters wherever applicable, and shall agree to do so prior to their selection.

Section 9.5 - Other SDCDP Representatives

- A. The EBoard will designate a GO Team Liaison.
- B. The EBoard will designate a SDCDP Voter Registration Liaison.

ARTICLE 10 - AMENDMENTS

These Bylaws may be amended at a General meeting in accordance with Article 4, Section 4.2 after such amendment has been presented at the preceding General meeting, held in accordance with Article 4, Section 4.2.1.

ARTICLE 11 - ADOPTION

These Bylaws shall become effective immediately upon their adoption and shall be the governing rules of the TPDC.