

CHINESE AMERICAN DEMOCRATIC CLUB

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Article I: Name

This organization shall be known as the CHINESE AMERICAN DEMOCRATIC CLUB, INC., hereafter referred to as the "Club."

Article II: Objectives

The aim and purposes of this Club shall be to encourage the development of meaningful political awareness within our community and to thereby foster active

participation in the democratic process of government by all citizens and residents; to encourage Chinese American candidates to run for elective offices; to encourage the appointment of Chinese Americans persons to appointive positions; to demand a high standard in government; to seek justice and equality for all peoples and to study, develop, and advocate issues relevant to the empowerment and civil rights of Chinese Americans (for further discussion to add “immigrants” or “residents”).

Article III: Corporate Powers

The inherent and implied powers of the Club shall be vested in the members of the Club under the guidance and direction of the Board of Directors, hereinafter referred to as the “Board.”

Article IV: Membership and Meetings

Section 1: Anyone who believes in the objectives of the Club is eligible to join. Such eligible person may become a member in good standing by paying membership dues and thereafter, good standing is maintained by the payment of a yearly (January 1 to December 31) membership dues.

Section 2: The regularly scheduled meeting in November or December, or an alternative date as established by a majority vote of the Executive Committee, shall be the annual membership meeting.

Section 3: The general membership meeting shall be on the second Thursday of each month unless a majority of the Executive Committee sets an alternative date. Three (3) days posted notice constitutes proper notice for all special and general meetings, including policy and candidate endorsement meetings. Such notice shall be given in electronic format and shall state the date, time, and place of the meeting. Upon special request, a member can request that such notice be given through the US mail instead of in electronic format by notifying the Secretary. Moreover, for special meetings, the notice must state the purpose of said meeting and only such matters as areis noticed may be acted upon.

Section 4: All meetings are to be conducted in accordance with these Bylaws. Where these Bylaws do not address itself to a particular situation, then Robert's Rules of Order shall prevail.

Section 5: There shall be no voting by email, text, or other messaging applications unless the issue and/or candidate endorsement has been proposed and discussed at a meeting and approved to allow such electronic voting for that issue.

Section 6: On general matters, except special matters as specified elsewhere in these Bylaws, e.g., Articles V, VIII, and X, the vote of the majority of the members who are in good standing and present at any duly called meeting shall be legal and binding.

Section 7: Official attendance shall be constituted by the signing of the attendance list which is kept by the Secretary.

Section 8: Electronic Meetings: The Club, the Board of Directors, and its Committees may meet electronically. A meeting's presiding officer decides whether and how to allow electronic participation, make motions, raise a point of order, and vote consistent with the rules and principles of the parliamentary authority. If electronic participation is allowed, then the right to participate electronically extends equally to all members. Advance notice should be given to members prior to the meeting. Additional rules for running electronic meetings may be found in the Special Rules of Order. For election of Board of Directors, Endorsement of candidates and issues, and Bylaws amendments, shall be by electronic meetings with a hybrid option.

Article V: Board of Directors

Section 1: Each Director shall hold office for a term of three years unless otherwise prescribed in Sections 5 and 6 of this Article.

Section 2: Candidates for the Board of Directors shall be recommended by a nominating committee of three or more qualified members appointed by the President and approved by the Executive Committee. Qualifications for candidates to the Board of Directors shall be as stated in Section 4 of Article V and also a qualifying member in good standing for a minimum of one year. Additional nominations may be made by any member present at the election meeting.

Section 3: The Board of Directors shall be elected as follows:

A. The election of the members to the Board of Directors shall be held at the annual membership meeting as prescribed in Article IV, of these bylaws. Acting Directors who are eligible for re-election and candidates for the Board of Directors may be elected at

this meeting provided that no more than one-third (1/3) of the maximum authorized number of Directors, as prescribed in Section 11 of this Article, are elected. Election of the members to the Board of Directors shall be by secret ballot.

B. The candidates receiving a majority of the votes present shall be declared elected provided that no more candidates are elected than there are available Director slots as prescribed in Sections 3(a) and 11 of this Article. Directors who have served two consecutive terms shall not be eligible for re-election until one year after the end of their second term, unless they are recommended to serve another term by both the nominations committee and a super-majority(60%) of the Board of Directors.

Section 4: A qualified member is a member who have been verified by the secretary to have been members in good standing, i.e., members whose dues are current, by the Board of Directors election meeting and who shall have attended at least four (4) general Club membership meetings within the past twelve months prior to and including the month of the election meeting, either as a guest or as a member, shall be entitled to vote. For purposes of this Section, attendance at an annual or mid-year board retreat by members of the CADC Board of Directors shall be equivalent to attendance by said director at a CADC general membership meeting.

Section 5: Vacancies: In the event of any vacancy on the Board, a new member may be nominated by the Board and must be approved and elected as prescribed in Section 4 of the Article at the next general meeting. Such new member shall hold office for the remainder of the vacating member's term.

Section 6. The powers and duties of the Board of Directors are to:

- A. To manage the business and welfare of the Club and to enact rules and regulations consistent with these bylaws.
- B. Cause a record to be kept of its meetings and of the proceedings of the membership, to cause a financial statement of the Club to be presented in writing at the annual meeting of the membership, and to cause a summary of the Club's affairs to be given.
- C. Elect its officers and nominate members of the Board of Directors.
- D. Remove a member of the Board who, in the judgment of the majority of the Board, is unable to attend to the duties of the office. In addition, members of the Board

who are delinquent of any dues or invoices, such as membership dues, annual dinner expenses, retreat expenses, etc. shall be considered unable to attend to the duties of the office and will be invoiced by an Officer on behalf of the Board of Directors for these delinquent amounts. The Board may decide to remove the member immediately for non-payment or to give the member 30 days to bring the delinquent amount current. If the amount is not current after 30 days, the Board will take action to remove this member of the Board. Such recommendation for removal and substitute is subject to the majority vote of the members present at the next general meeting. Members who are eligible to vote on such actions shall be members in good standing and have attended at least four (4) general membership meeting in the past twelve (12) months including the general membership meeting in which this action is taken.

Section 7: Each Board member shall actively serve on one or more committees. Failure to fulfill this obligation for one year may be grounds for removal from the Board of Directors.

Section 8: The Board is encouraged to meet quarterly and to hold other meetings as may be necessary to conduct Club business.

Section 9: Quorum:

A. A majority of the minimally required number of the duly elected Board of Directors (refer to Section 11) shall constitute a quorum of the Board for the transaction of business.

B. Except as otherwise provided in these Bylaws, or by law, acts or decisions made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board. However, any meeting at which a quorum was initially present and subsequently, due to Director(s)' absences resulting in the lack of a quorum, the meeting may continue and the Board may transact business; however such action(s) must be approved by at least a majority of the required quorum at a subsequent Board meeting.

Section 10: Retreat: The Board shall meet once a year to hold an annual retreat, preferably in January. The Board may also hold a retreat at mid-year.

Section 11: Number of Directors: The Board of Directors shall consist of not less than sixteen (16) members, and not more than thirty-six (36) members. By virtue of the office, the President may call Board meetings at his or her discretion.

Article VI: Officers

Section 1: It is recommended the newly-elected Board of Directors meet within one week following its own election to elect from among itself the following officers: a President; two Vice Presidents; a General Secretary; a Treasurer; a Parliamentarian; and an Auditor General. The President-Elect shall assume responsibility prior to taking office for the annual club dinner and club retreat held in the beginning of the new year.

Section 2: The officers shall serve for a one year term, commencing in January, and may be elected for one more successive term in the same office. No officer may serve more than two consecutive one year terms in the same office, but can be reelected for successive terms by receiving a super-majority(60%) vote of the Board of Directors.

Section 3: The President shall be the chairperson on the Board and chief executive officer of the Club. Among the President's duties and powers will be to:

- A. Represent the Club at political functions and coordinate Club resources in political campaigns.
- B. Take general charge and control of the business and affairs of the Club.
- C. Preside at meetings of the membership and of the Board.
- D. Coordinate the activities of the Club.
- E. Administer the programs of the Club.
- F. Appoint a membership chairperson or a membership committee, press officer, and communications officer.
- G. Create committees and appoint chairpersons and committee members to serve the objectives of the Club as necessary.
- H. Present a State of the Club message and proposed program at the annual Club dinner.
- I. Call Board meetings at his or her discretion.

J. Invite, with the consent of the Executive Committee, non-Board member(s) to attend Club retreat(s).

Section 4: The two Vice Presidents, under the supervision of the President, shall assist the president in the general administration and coordination of the business and affairs of the Club.

Section 5: The General Secretary's powers and duties shall be to:

A. Keep a fair and correct record of the proceeding of all meetings of the Board and of the general membership.

B. Give notices of meetings, special and directors' meetings, and give or publish such other notices as may be required.

C. Keep custody of the Club seal, and to affix the seal to all deeds, contracts, or other instruments required to be executed by the Club under seal and to attest the same.

D. Have charge of the general correspondence of the Club and shall perform such other duties as are incidental and necessary to the office of General Secretary.

E. Keep custody of and maintain the official roll and attendance record.

F. Secure the meeting place for general and special membership and executive committee meetings.

Section 6: The Treasurer's powers and duties shall be to:

A. Have charge of all monies and securities of the Club, maintain regular books of account and perform all duties incidental and necessary to that office.

B. Deposit the funds of the Club under the name of the Chinese American Democratic Club, Inc. with financial institutions as the Board may from time to time designate.

C. File all necessary legal documents relating to the Club's status.

D. Prepare and present to the membership the financial reports on the status of the

Club at the annual meeting.

E. Supervise and guide the filing of campaign documents.

Section 7: The Parliamentarian's powers and duties shall be to:

A. Keep order at proceedings of the Club.

B. Interpret these bylaws and Robert's Rules of Order.

C. Conduct the yearly Board elections.

Section 8: The Auditor General's powers and duties shall be to:

A. Audit the Club's financial accounts at least once a year.

B. Present an annual report to the Club at the annual meeting.

Section 9: Two(2) co-signatures are required for all disbursements of CADC funds. Two of any of the following officers are considered as authorized co-signers: President, Treasurer, Vice-President and the Secretary

Article VII: Executive Committee

Section 1: There shall be a standing Executive Committee consisting of all the officers and the chairpersons of the standing committees. The immediate Past President shall be an ex-officio member. The President shall preside over the Executive Committee meetings. The President shall invite Ad Hoc Committee chairpersons to Executive Committee meetings when the Club's welfare is affected. The Executive Committee shall meet at least once a month, and three (3) days notice shall be given in advance of such meeting. Notice shall be provided either by U.S. mail, electronic format or telephone. It shall be the express duty of the Executive Committee, shared with the President's coordination and administration duties, to review, assess and seek out any delays or miscommunications in Club projects and to effect remedies.

Section 2: There shall be the following standing committees, whose members and chairperson are to be appointed by the president at the first Board meeting of the year:

A. Candidates Endorsement: Study, discuss, and make recommendations to the

Club on endorsements of candidates for public office.

B. Public Appointments: Encourage Chinese Americans to become candidates for elective office, encourage and advocate for the appointment of Chinese Americans to appointive offices where adequate and previous Chinese American representation has been lacking.

C. Issues: Study, discuss and make recommendations to the Club for positions on issues and ballot propositions.

d. Membership:

1. Recruit and activate new members; 2. Maintain a current membership list; 3. Collect annual membership dues from all members and turn over all dues to the Treasurer.

E. Activities: Organize and implement activities of the Club, including the annual dinner, the annual retreat, and monthly general membership meetings.

Section 3: In addition to any other committees that the President may wish to create, the following Ad Hoc committees, whose members and chairperson are to be appointed by the President at the first Board meeting of the year, are recommended:

A. Voter Registration and Voter Education: Conduct ongoing voter registration, education, and citizenship programs.

B. Campaigns: Represent the Club in political campaigns and functions.

C. Special Events: Send out slate card before each public election bearing the Club's endorsements on candidates and issues.

D. State/National: Study, discuss, make recommendations, and represent the Club on state or national candidates or issues.

E. Campaign/Technology-Committee:

1. Educate the membership in and study current campaign and political techniques and technologies; and

2. Conduct analyses of Chinese American civic participation and recommend political and campaign strategies by utilizing current techniques and technologies.

Section 4: The Executive Committee shall approve the membership dues to be effective at the beginning of each year.

Article VIII: Endorsements

Section 1(a): Formal endorsements of candidates for public offices, ballot propositions, and ballot issues shall be made at general membership meetings or duly noticed special membership meetings. In the event that an endorsement is needed prior to a general membership meeting, but excluding endorsements for scheduled elections, the Executive Committee may offer its endorsement on behalf of the Club; but such endorsement is contingent upon the approval of a simple majority of the eligible voting members at the general membership meeting

Section 1(b): In a regular election, and if the Executive Committee's endorsement recommendations as specified in Section 1(a) are NOT adopted, then the Club's endorsement of candidates shall be governed as follows:

All eligible votes will be tallied for every candidate on the ballot..The top candidates receiving the most tabulated votes will be selected for the corresponding open seats, and subject to the option of the **NO Club Endorsement** (see below).

Section 1(c): In an election whereby rank choice voting is used, and if the Executive Committee's endorsement recommendations as specified in Section 1(a) are NOT adopted, then the Club's endorsement of candidates shall be governed as follows:

1. Every first choice candidate on the eligible members' ballots is counted. Any candidate who receives 50%+1 or more of the first choice selection shall receive the Club's 1st ranked endorsement.. Candidates with the 2nd and 3rd top most votes under the first choice selection shall be ranked as the 2nd and 3rd ranked candidates respectively, if and only if they meet the requirements for the **Minimum Threshold** AND subject to the option of the **Vote of NO Third Place Endorsement** (see below).

2. Minimum Threshold: Only applies to the second and third choice ranks and they must receive a minimum eligible membership votes in the first round of counting in order to qualify for the Club Endorsement. The second choice candidate must receive a minimum of 25% of all eligible membership votes in the first round. The third choice must receive a minimum of 20% of all eligible membership votes in the first round.

3. If no candidate receives more than 50%+1 of the first choice selection, the candidate who receives the fewest number of first choice selection is eliminated.

The 2nd ranked choice on the ballots of the eliminated candidates will be recounted until a candidate receives more than 50%+1 or more of the votes. If no remaining candidates receives more than 50%+1 of the votes, the process of eliminating candidates and transferring of votes to the next ranked choice candidate is repeated until a candidate receives 50%+1 or more of the votes.

Then that candidate shall become the Club's 1st ranked endorsement.

Candidates with the 2nd and 3rd top most votes at the time a 1st ranked candidate is determined, these candidates will be ranked the Club's 2nd and 3rd ranked endorsement respectively, if and only if they meet the requirements for the **Minimum Threshold** AND subject to the option of the **Vote of NO Third Place Endorsement**.

4. Vote of NO Third Place Endorsement: This only applies to the third place vote in a Rank Choice Voting in order to maintain the quality of the Club Endorsement. A 60% approval from the eligible voting members is necessary to eliminate a 3rd place endorsement.

Section 2: NO Club Endorsement: If no candidate receives at least a simple majority of the votes at 1(a) or 1(b) or 1(c) after the final ballot then no recommendation shall be made for that office at that meeting. Any candidate may be reconsidered for endorsement at a subsequent meeting. Such meeting shall be properly noticed and shall observe endorsement procedures as provided for in these Bylaws. Where these Bylaws do not address itself to a particular situation regarding endorsement procedures, then Robert's Rules of Order shall prevail.

Section 3: Revote: If the endorsement procedure is not addressed in Robert's Rules of Order, or if there is no prevailing side, then the President or the presiding officer chairing the endorsement meeting, shall bring to the general membership a consideration to

revote. A 60% approval from the eligible voting members is necessary for a revote to occur. If upon a revote, a 60% endorsement is not achieved, then there is no endorsement from the Club. However the President may call for another special endorsement meeting to be held by the general membership according to the meeting notice requirements in Article IV, Section 3.

Section 5: The Club may only endorse a registered Democratic candidate for a partisan early endorsement by the Club office.

Section 5: An endorsement meeting may be called at any time according to Article IV Section 3 by the President, the Executive Committee, or by a majority of the Board. For candidates who have demonstrated (propose “long term”) support of Club issues or involvement with the Club, early endorsement by the Club early endorsement by the Club may be considered.

Section 6: Members of the Club shall be given an opportunity to:

- A. Received information from representative(s) of the candidate(s) endorsement and issues committees as to the general background and information on the candidate's position on issues.
- B. Hear and discuss the analysis and recommendations of the representative(s) of the candidates and issues endorsements committees. In the interest of a free and open dialogue among members of the Club and to promote a frank discussion and encourage confidentiality, candidates and members of the news media, paid campaign staff and consultants for candidates, issues and propositions that are under consideration, irrespective of membership status, in attendance at the endorsement meeting are precluded from participating in this portion of the meeting.
- C. Eligible Voting Members are permitted to make recommendations of candidates and issues to the Endorsement Committee at least 28 days before the General Membership Endorsement Meeting.

Section 7: Any member shall be entitled to vote at Club endorsement meetings, provided that a committee appointed by the President and chaired by the Secretary verified that member has:

- A. Paid the required membership by the date of the Club endorsement meetings, and

B. Attended four general membership meetings (as defined in Article IV, Section 3) within the twelve-month period preceding and including the month of the endorsement meeting. For the purposes of this section, a member of the CADC Board of Directors shall attend 5 meetings including general meetings, annual or midyear retreats.

Section 8: To avoid an actual or the appearance of a conflict of interest, it shall be the policy of this Club that the President and the chairperson of the Candidates and Issues Endorsement Committees withhold any endorsement of candidates and/or ballot propositions prior to the Club endorsements. Further, it is the policy of this Club that neither the President nor the chairperson of the Candidates and Issues Endorsement Committees make an endorsement or takes a public position regarding an endorsement that is contrary to an endorsement made by the Club. *unless the said officials resign from their position, to make an endorsement contrary to the Club's endorsement)

Section 9: It is the policy of this Club that the President not run or seek an appointment for any public office or commissions or serve in an executive capacity in another political club or organization during his or her tenure unless such action is first approved by a majority vote of the Executive Committee or the Board of Directors.

Section 10: The name of this Club shall not be used by any candidate in any public media prior to Club's endorsement. Additionally, unless approval is first secured from the Executive Committee or the Board of Directors, no Club officer(s) or chairperson(s) of any of the Club's committees shall use the Club's name, for identification purposes or otherwise, while making an endorsement of a candidate or an issue.

Article IX: Amendments

Any proposed amendment(s) to these Bylaws must be read at a general meeting of the membership with a quorum of qualified members, and then read again at the following general meeting with a quorum of qualified members, as unfinished business. The two readings shall constitute notice to all members of the proposed amendment(s). After the second reading, voting shall take place among the qualified members in good standing on the proposed amendment(s). Any proposed amendment(s) need a minimum of 2/3 vote to pass. A quorum for voting for Bylaws changes shall be a majority of qualified members.)

Article X: Suspension of Bylaws

Any part of all of these Bylaws may be suspended at any time by a vote of 2/3 or more of the eligible membership present, qualified to vote on that subject matter. Standing to vote on suspension of Bylaws in the special subject matter of endorsements is found only in those members who would have been qualified to vote on endorsements and endorsement procedural motions. Any suspension of Bylaws at a meeting only applies to that meeting.)