DOWNTOWN INDEPENDENT DEMOCRATS–CONSTITUTION

(Adopted Jan. 10, 1972)

(Amended Dec. 13, 1984, Feb. 26, 2001, Mar. 22, 2004, Apr. 24, 2019, Nov. 19, 2025)

Table of Contents

ARTICLE I: NAME **2**

ARTICLE II: PURPOSES **2**

ARTICLE III: MEMBERSHIP **3**

SECTION III-1. REGULAR MEMBERSHIP 3

SECTION III-2. DUES 3

SECTION III-3. HONORARY MEMBERS 3

SECTION III-5. MEMBERSHIP IN GOOD STANDING 4

ARTICLE IV: MEETINGS **4**

SECTION IV-1. ANNUAL MEETING OF MEMBERS. 5

SECTION IV-2. OTHER MEMBERSHIP MEETINGS. 5

SECTION IV-3. NOTICE. 5

SECTION IV-4. QUORUM. 5

SECTION IV-5. VOTING. 5

ARTICLE V: CLUB ELECTIONS **6**

SECTION V-1. NOMINATIONS. 6

SECTION V-2. BALLOTING. 6

SECTION V-3. MAIL BALLOTING. 7

SECTION V-4. LITERATURE ACCOMPANYING BALLOTS. 7

SECTION V-5. MAIL BALLOT RESULTS. 7

SECTION V-6. VOTING. 7

ARTICLE VI: OFFICERS **8**

SECTION VI-1. TITLES. 8

SECTION VI-2. TERMS OF OFFICE. 8

SECTION VI-3. QUALIFICATIONS. 8

SECTION VI-4. OFFICERS 8

SECTION VI-5. MEMBERS-AT-LARGE. 10

SECTION VI-5. COMPENSATION. 10

ARTICLE VII: EXECUTIVE COMMITTEE **10**
SECTION VII-1. TERM AND COMPOSITION. 10
SECTION VII-2. DUTIES. 11
SECTION VII-3. MEETINGS. 11
SECTION VII-5. REMOVAL. 12
SECTION VII-6. OTHER COMMITTEES. 12
SECTION VII-7. QUORUM. 12
ARTICLE VIII: CANDIDATES FOR PUBLIC AND PARTY OFFICE **12**
SECTION VIII-1. ENDORSEMENT OF CANDIDATES IN ELECTIONS. 13
SECTION VIII-2. RESCINDING OF ENDORSEMENTS. 13
ARTICLE IX: NOTICE **14**
ARTICLE X: AMENDMENTS **14**
ARTICLE XI: PROCEDURE **14**
ARTICLE XII: RATIFICATION **14**

ARTICLE I: NAME

The name of the Club shall be: DOWNTOWN INDEPENDENT DEMOCRATS

ARTICLE II: PURPOSES

The purposes of the Club shall be:

a. to provide an independent, member-driven, honest, active, and liberal Democratic organization in the 61st, 65th and 66th New York State Assembly Districts in Manhattan;

b. to support for public and Party office, candidates of ability, integrity, and liberal conviction;

c. to work toward making the procedures of the Democratic Party truly democratic;

d. to participate actively in the civil affairs of the downtown community and to attempt to further the interests of all its citizens;

e. to communicate to elected officials on the Federal, State, and local levels our convictions on important public issues, and;

f. To work toward the participation and enrollment of those who subscribe to the principles of the Democratic Party.

ARTICLE III: MEMBERSHIP

SECTION III-1. REGULAR MEMBERSHIP.

Any person who subscribes to and desires to further the purposes of this Club, 18 years of age or older, shall be eligible for Regular Membership, subject to the payment of dues. Membership starts on the day dues are paid and the membership term runs for one year from the date of payment.

SECTION III-2. DUES.

Annual dues for members shall be determined by the Executive Committee and set in Club By-laws. The categories for membership fees shall be: individual member, family membership (includes up to two (2) family members, living at the same address), seniors, students, fixed-income . Membership dues are paid annually and are due on the calendar day after the prior membership term ends. Dues may be waived at the discretion of the President due to economic hardship of the applicant(s).

SECTION III-3. HONORARY MEMBERS.

Honorary Members may be elected by recommendation of the Executive Committee, subject to approval of the general membership. Honorary Members shall have full voice at all Club meetings, but they are not entitled to vote at meetings or to hold Club office. No dues shall be required from Honorary Members.

SECTION III-4 VOTING MEMBERSHIP.

To be eligible to vote within the first year of membership, a Member must have been in good standing for no less than three (3) months prior to the vote if the member lives within the Assembly Districts represented by DID, and no less than six (6) months if the Member lives outside said Districts. Any Member in good standing may vote on all matters at a General Membership meeting provided that the Member does not participate in the voting of, nor hold office in, any other political club recognized by a county party in New York State, and

Additionally, for the first four (4) years of membership, in order to be eligible to vote on Club business, the Member must have participated in at least two (2) Club activities prior to the meeting where any such vote takes place. These activities include, but are not limited to: fundraisers, postcarding, text banking, phone banking, tabling, and canvassing.

Exceptions to these requirements may be made by the Executive Committee.

SECTION III-5. MEMBERSHIP IN GOOD STANDING.

A member in good standing has satisfied all requirements for voting eligibility. All Members who are not Honorary Members, in order to maintain their membership in good standing, shall pay the annual dues set forth in Club By-Laws. A member who is no more than six months in arrears in payment of dues may vote immediately upon payment of the dues in arrears, as long as they have satisfied all other requirements for voting; members more than six months in arrears must wait one month from the time of payment and satisfy all other requirements to be restored to good standing and to be eligible to vote. Those who are more than one year in arrears will be treated as new members.

SECTION III-6. EXPULSION OF A MEMBER.

The removal of any member for cause may be proposed by a petition enumerating the reasons and signed by two-thirds of the Executive Committee. The member in question shall receive at least two weeks' notice by a nationally recognized courier with delivery confirmation (e.g. FedEx, UPS or USPS) of the time and place of the membership meeting at which the specified charges will be considered, and the Member in question shall be permitted to speak in their own defense. A vote of at least two-thirds of the voting members present and voting shall be required for expulsion. Any member expelled pursuant to this section is prohibited from membership for five calendar years after the date of expulsion, except that said member may reapply for membership after two years subject to the approval by two thirds of the Executive Committee.

ARTICLE IV: MEETINGS

SECTION IV-1. ANNUAL MEETING OF MEMBERS.

The Annual Meeting of Members of this Club shall be held during the months of September through December. The purpose of the Annual Meeting shall be election of

Officers and Members-at-Large of the Executive Committee for the following year, and for the transaction of such other business as may properly come before the meeting.

SECTION IV-2. OTHER MEMBERSHIP MEETINGS.

Membership meetings of this Club other than the Annual Meeting may be called at any time by the President or the Executive Committee and shall be called by the President upon the written petition of six (6) members of the Membership in good standing. There shall be a total of at least six (6) membership meetings, including the Annual Meeting, during each calendar year.

SECTION IV-3 NOTICE.

Except where otherwise noted, notice of the Annual Meeting of Members shall be sent to all members at least ten (10) calendar days prior to said meeting, and notice of all other meetings shall be sent to all members at least seven (7) calendar days prior to each meeting. Except in cases of emergency, or when agreed upon by a majority of the Executive Committee, membership meetings shall not be called for a time of day during normal working hours on a business day nor for a place of meeting not in the Assembly Districts covered by this Club.

SECTION IV-4. QUORUM.

Twenty per cent (20%) of the members of the Voting Membership in good standing, or 20 voting members, whichever number is lower, shall constitute a quorum for the transaction of business.

SECTION IV-5. VOTING.

Unless otherwise specified in this document or the Club By-laws, every Voting Member at a membership meeting shall be entitled to one vote on each question. All questions shall be decided by a majority of those Voting Members in good standing present and voting. The Secretary or their designee shall confirm the voting status of each of the Members.

Manner of Voting: Voting shall be conducted by secret ballot using an electronic voting system, or by voice vote.

a. For Club endorsements where more than one candidate is considered for endorsement, ranked choice voting shall be used; and,

b. The application/program used for electronic voting can be changed when approved by a two-thirds majority of the Executive Committee members.

ARTICLE V: CLUB ELECTIONS

SECTION V-1. NOMINATIONS.

Officers of the Club and Members-at-Large shall be elected by majority vote of the Members present and voting by secret ballot at the annual meeting of the Club, except that a majority of the Executive Committee may elect to conduct said elections by email or other appropriate methods. Any Member, subject to rules of eligibility found in Article VI, Section 3, may run for one or more offices, but may serve in only one. The name of a person not present may be placed in nomination only if that person has previously made their approval known through written confirmation to any DID Officer or a Club Election Committee Member.

SECTION V-2. BALLOTING.

If there is only one candidate for a particular club office, a majority of the Voting Members may ask the Secretary to cast a single ballot for the nominee, and that person shall then be deemed elected. Otherwise, every ballot shall allow for a Voting Member to write in a candidate. Once counted, the ballots shall be placed in a sealed envelope or electronically saved and kept by the Secretary until after the next regularly scheduled membership meeting. No challenge to the accuracy of the count may be accepted after that next meeting.

SECTION V-3. CLUB ELECTION COMMITTEE. The Club Election Committee shall be composed of a minimum of three (3) and a maximum and five (5) Members who shall be nominated by the President and approved by the Executive Committee. No Member of the Club Election Committee shall be permitted to run for a Club position for that election cycle. The Club Election Committee shall: seek candidates for Club Officers and Members-at-Large, receive nominations for the various offices, confirm eligibility of candidates as determined by this Constitution, ascertain the willingness of those nominated to run for office, collect and distribute candidate information, and conduct the election.

SECTION V-4. CANDIDATE STATEMENTS.

Any candidate for Club office may submit to the Club Election Committee for distribution a written statement in support of the person's candidacy.

SECTION V-5. BALLOT RESULTS.

Any nominee shall have the right to observe the Club Election Committee's count of the ballots.

Promptly after the tabulation of the ballots theClub Election Committee shall communicate the results of the election to the nominees elected as Officers or Members-at-Large of the Club and to the other Members.

SECTION V-6. VOTING.

Each Voting Member shall have one vote for each of the officers of the Club, and one vote for each Member-At-Large position of the Executive Committee, regardless of how many nominees there may be for each such office. Votes may not be cumulated for any one office or candidate. Those persons receiving the highest number of votes in the balloting for Members-At-Large of the Executive Committee shall be deemed elected whether the number of vacancies is the Constitutional minimum of three or has been increased by a vote of membership.

ARTICLE VI.- OFFICERS

SECTION VI-1. TITLES.

The Officers of this Club shall be a President, First Vice President, Second Vice President, Recording Secretary, Communications Secretary, and Treasurer.

SECTION VI-2. TERMS OF OFFICE.

a. OFFICERS. Officers shall be elected pursuant to the procedure described in Article V of this Constitution and shall serve until the announcement of the results or the subsequent election conducted pursuant to such procedure. No Officer shall serve more than four (4) consecutive terms in the same position, beginning upon ratification of this section.

b. MEMBERS-AT-LARGE. Members-at-large shall be elected pursuant to the procedure described in Article V of this Constitution and shall serve until the announcement of the results of the subsequent election conducted pursuant to Article V of this Constitution.

SECTION VI-3. QUALIFICATIONS.

Any Voting Member in good standing for at least 60 days prior to the annual meeting of Members shall be eligible to hold a Club office or be a Member-at-Large, provided, however, that no Member shall be eligible to hold more than one Club office or be both an Officer and a Member-at-Large concurrently; nor shall any Public Official or person holding an elected Party Office (other than County Committee member, or Judicial Delegate) be elected to Club Office, or Member-at-Large. All candidates for Club Office or Member-at-Large must be a registered member of the Democratic Party, if they are eligible to vote.

SECTION VI-4. OFFICERS.

a. PRESIDENT. The President shall be the chief administrative officer of this Club and a member of the Executive Committee, and an ex-officio member of all other committees established by the Club. The President shall preside at all meetings of this organization and of the Executive Committee, shall report to the Membership on the activities of the Club, and shall perform such other duties as the Executive Committee may direct.

b. FIRST AND SECOND VICE PRESIDENTS. There shall be a First Vice President and a Second Vice President. In the temporary absence of the President, the First Vice President shall preside at meetings of this organization and of the Executive Committee and shall perform such other duties as the President or the Executive Committee shall assign. In the event of the temporary absence of the President and the First Vice President, the Second Vice President shall preside at meetings of this organization and of the Executive Committee and shall perform such other duties as the President or the Executive Committee shall assign. In the temporary absence of the President and both Vice Presidents, the Executive Committee shall select one of its members to be Acting President.

c. RECORDING SECRETARY.The Recording Secretary shall be responsible for the preparation and safekeeping of the minutes, approved resolutions, and correspondence of all proceedings of this Club and of the Executive Committee, and of such other and additional records as the President or Executive Committee may deem advisable. Minutes and correspondence prepared by the Secretary shall be open for inspection by any Member in good standing of this Club.

d. COMMUNICATIONS SECRETARY. The Communications Secretary shall be responsible for all matters concerning communications with the public including, but not limited to, maintenance of the Club's website and social media accounts, e-mail, and press releases.

   The functions of Recording and Communications Secretaries may be combined into a single position.

e. TREASURER. The Treasurer shall have custody of all funds which shall be deposited in a bank or banks designated by the Executive Committee and shall make disbursements only as approved and ratified by the Executive Committee. The Treasurer shall be responsible for maintaining books of account showing all receipts and disbursements and other such books of account as the Executive Committee may direct, and preparing, tracking, and reporting on the annual budget.

   The Treasurer shall be responsible for compliance with and submission of all election and other financial requirements and filings.

   The Treasurer shall have the authority to appoint an existing member of the Executive Board as an assistant to the Treasurer subject to approval by a majority of the Executive Board present and voting. All Club books shall be open to the inspection of any Member In good standing upon ten (10) days' notice.

SECTION VI-5. MEMBERS-AT-LARGE.

There shall be a minimum of three (3) Members-at-large and a maximum as determined by the Executive Committee and documented in the Club By-laws.

SECTION VI-5. COMPENSATION.

No officer of the Club or Member-at-Large shall receive any compensation, direct or indirect, for acting in such capacity.

ARTICLE VII: EXECUTIVE COMMITTEE

SECTION VII-1. COMPOSITION.

The Executive Committee shall be composed of:

a. Officers of the Club
b. Members-at-Large; and
c. Ex-officio members
    i. Any Democratic District Leader or State Committee Member who is a Voting Member in good standing of the Club and who has been endorsed by the Club for their current term shall be voting members of the Executive Committee;
    ii. The two immediate past presidents of the Club, if they remain Members in good standing, shall remain voting members of the Executive Committee. unless they formally resign from such position;
    iii. Public Office Holders who are Members in Good Standing of the Club and have been endorsed by the Club for their current term will be non-voting members of the Executive Committee, unless they formally resign from the Committee.

SECTION VII-2. DUTIES.

The Executive Committee shall be the managing body of this Club and shall direct and supervise the policies and procedures of this Club and make reasonable rules and regulations necessary or desirable to its management. The Executive Committee shall have authority to decide all issues related to the conduct of election campaigns and the expenditure of money therefor.

The Executive Committee shall approve and amend as appropriate an annual budget for the Club. All expenditures within the approved annual budget shall be approved by the President at the time of disbursement. If such expenditure exceeds an amount specified in the By-laws, approval by the Treasurer shall also be required. All other expenditures shall be approved by the President and Executive Committee as designated in the Club By-laws.

Notwithstanding the foregoing, if ten (10) or more Voting Members object to a specific policy or procedure of the Executive Committee, a question may be called at a Membership meeting to address the objection.

Specific duties and expectations of Officers and Executive Committee members may be enumerated in the Club By-laws

Political Action Questions. The Executive Committee shall study and recommend questions involving political action. Such questions shall include but not be limited to Club endorsements of candidates, nominees, judicial appointees, and legislation, the Club position on Primaries, and controversial public questions. All recommendations of the Executive Committee on political action questions as defined above shall be referred to the general membership. The Club shall take a position on a political action question only by a majority vote of the voting members in good standing of the Club voting in a general membership meeting. However, when in the opinion of the Executive Committee it becomes necessary to take immediate political action and it is not feasible to await a general membership meeting before taking such action, the Executive Committee shall have the power to take such action, but in no instance shall the Executive Committee delegate to another group or to any person the power to take such action. Endorsement of candidates can never be deemed an emergency, but the membership can delegate this authority to the Executive Committee.

SECTION VII-3. MEETINGS.

The Executive Committee shall meet regularly, at times and places mutually agreeable to its members, a minimum of four (4) times per year. Prior notice of regular meetings shall not be required. Special meetings of the Executive Committee may be called by the President upon the written or oral request of at least three (3) Members of the Executive Committee. Special meetings shall be held upon at least 48 hours verbal notice to all Members of the Committee, except that a shorter notice period shall be permitted in case of emergency. On all questions a majority of the Executive Committee present and voting shall be necessary to decide on any matter.

SECTION VII-4 VACANCIES.

a. PRESIDENT. If the office of President shall become vacant, the Vice Presidents shall serve jointly as Acting President until such time as this organization, at a membership meeting held within 60 days thereafter, shall elect a President to serve the remainder of the unexpired term; provided that at least 90 days remain of the term. If the vacancy occurs fewer than 90 days prior to the end of the term, the Vice Presidents shall jointly hold office until the next annual meeting.

b. OTHER OFFICERS. A vacancy for any Office other than the President may be filled for the remainder of the term at a meeting of the Executive Committee by a majority vote of those present.

c. MEMBERS-AT-LARGE. Any Member-at-Large vacancy may be filled for the remainder of the term at a meeting of the Executive Committee by a majority vote of those voting eligible members present.

SECTION VII-5. REMOVAL OF EXECUTIVE COMMITTEE MEMBERS.

The removal for cause of any member of the Executive Committee, including any Officer or Member-at-Large, or non-voting Executive Committee Member may be proposed by petition enumerating the reasons and signed by a majority of the Executive Committee or twelve (12) Voting Members in Good Standing of the Club. Cause may include failure to maintain Voting Eligibility status.

The Executive Committee Member in question shall receive at least two weeks' notice by a nationally recognized courier with delivery confirmation (e.g. FedEx, UPS or USPS) of the time and place of the membership meeting at which the specified charges will be considered. A vote of at least two-thirds of the voting membership present and voting shall be required for removal.

SECTION VII-6. OTHER COMMITTEES.

Upon recommendation by the President, the Executive Committee may establish, change, or remove other committees and the chairs thereof. Members of a committee shall be appointed or removed by the President in consultation with the chair of such committee.

SECTION VII-7. QUORUM.

One-third of the Executive Committee shall be a quorum for the conduct of all business.

ARTICLE VIII: CANDIDATES FOR PUBLIC AND PARTY OFFICE

SECTION VIII-1. ENDORSEMENT OF CANDIDATES IN ELECTIONS.

Except as provided in Sections 2 and 3 of this Article VIII, all endorsements of candidates for public or party office shall be voted upon by Voting Members at a membership meeting pursuant to a procedure approved by the Executive Committee, which shall ensure the fair, impartial conduct of the endorsement vote. Notwithstanding the aforementioned, and unless otherwise determined by the Executive Committee, no vote shall be required for minor party offices such as County Committee Members and Judicial Delegates/Alternates. An endorsement vote shall be taken at a membership meeting any time after candidates for public or party office have been given an opportunity to be heard, and Members of the Club in good standing have been given an opportunity to voice their opinions.

SECTION VIII-2. RESCINDING OF ENDORSEMENTS.

Any six (6) voting members of the club in good standing may place a motion to rescind the endorsement of any candidate for public or party office on the agenda of the next regular meeting, and/or may call a special meeting for such purpose which shall be timely called by the president. The motion to rescind shall carry on the vote of a majority of the voting members in good standing present and voting. Such procedure may be invoked only once during the course of any election for a public or party office. The endorsement of any candidate for public or party office may be rescinded for a second or subsequent time during the course of an election for that office, on the vote of three-quarters of the Voting members present and voting at any meeting.

SECTION VIII-3. WHEN AN ENDORSED CANDIDATE WITHDRAWS FROM RACE.

If the Club endorses a candidate using ranked choice voting (RCV) and that candidate withdraws from the race,the endorsed candidate will be chosen by a re-run of the RCV application utilizing the original membership vote, but excluding the withdrawn

candidate. If the candidate was endorsed by another form of voting, the Executive Committee shall determine by majority vote how a subsequent endorsement shall be voted upon.

SECTION VIII-4 ENDORSEMENT FOR NY STATE SUPREME COURT.

The process for endorsing candidates for the NY State Supreme Court shall be determined by the Judicial Task Force and approved by the Executive Committee, and enumerated in the Club By-laws

ARTICLE IX: NOTICE

Whenever any notice is required to be given to any person under this Constitution, such notice may be waived in writing under the signature of such person either before or after the event, which required notice period herein provided shall constitute due notice to all persons entitled thereto.

ARTICLE X: AMENDMENTS AND BY-LAWS

SECTION X-1: AMENDMENTS TO THE CONSTITUTION.

This Constitution may be amended by a two-thirds vote of the membership present and voting at any membership meeting, provided that such amendment is proposed in writing and sent to the membership at least fifteen (15) days but not more than sixty (60) days prior to the meeting. This provision of notification, however, may be waived by unanimous approval of the Members at any Club meeting.

SECTION X-2: BY-LAWS.

a. Approved By-laws shall supplement the DID Constitution. For any conflict between the Constitution and the By-laws, the Constitution shall prevail.
b. The By-laws shall be approved and amended by a vote of two-thirds (⅔) of the Executive Committee present and voting at an Executive Committee Meeting.
c. The Executive Committee shall have no less than ten (10) days notice of a proposed change to the By-laws.

ARTICLE XI: PROCEDURE

Except where otherwise provided herein, all procedural questions in this organization shall be determined in accordance with the latest edition of ROBERT'S RULES OF ORDER NEWLY REVISED.

ARTICLE XII: RATIFICATION

This Constitution shall go into effect upon its adoption by two-thirds of the members present and voting at any regular membership meeting held after September 1, 2025, with Amendments going into effect upon their adoption at any similar meeting held after that date.