

Valley Grassroots for Democracy

By-laws

Table of Contents

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	<u>Page</u>
Article I Name	2
Article II Purpose	2
Article III Membership & Dues	3
Article IV Officers & At-Large Members	4
Article V Committees	5
Article VI Executive Board	7
Article VII Elections	8
Article VIII Meetings	9
Article IX Credentials	9
Article X Use of the Club's Mailing List	9
Article XI Club Communications	10
Article XII Rules of Procedure	10
Article XIII Amendments	11
Exhibit 1 - Standing Rules for Endorsements	na

VALLEY GRASSROOTS FOR DEMOCRACY

BY-LAWS

Adopted June 15, 2019

Article I - Name

Section 1. The name of this organization shall be Valley Grassroots for Democracy, a Democratic club, herein referred to as VGFD.

Article II - Purpose

Section 1. VGFD is an organization which resulted from the efforts of many volunteers during the 2004 Presidential Election. Our mission is to endorse and support progressive Democratic candidates and causes; to coordinate the interests and energy of our members and to motivate and inspire civic engagement; to develop and share ideas; provide tools to recruit and train leaders & candidates; to collaborate with other like-minded organizations; and transform and revitalize Democratic Party politics.

Section 2. To achieve this mission, VGFD will work to: a) define and implement the platform policies of the Democratic Party at local, state, and national levels to reflect the needs and desires of the members of VGFD; b) register voters and encourage their participation in the electoral process; c) advocate for legislation consistent with the Club's mission; d) evaluate candidates for public office and actively support those candidates who best promote the Club's mission; e) evaluate ballot measures and advise the community of the Club's recommendations; f) actively support the election of qualified candidates for public office; g) build coalitions with other organizations that support the Club's mission; h) include underrepresented and diverse groups within our community in order to bring about greater harmony and understanding; and i) increase the Club's visibility and influence by participation in community activities and events.

Article III – Membership & Dues

Section 1. Any person who is a registered Democrat and who subscribes to the stated purpose of VGFD shall be eligible for membership in the club. Any person who is ineligible to register as a voter may become a member IF they are devoted to the principles of the Democratic Party, AND have expressed the intent to register as a Democrat immediately upon becoming eligible.

Section 2.

- A. Every person who is eligible to be a member of VGFD and who has paid annual dues (or had them waived due to economic hardship) shall be a member in good standing. Questions of eligibility shall be determined by the Executive Board upon the recommendation of the Membership Committee.
- B. For purposes of the CDP Pre-Endorsement Conference, members must be in good standing by May 1 of the year in which the membership roster is due (of which May 1, 2019 was the most recent). Only those members in good standing by May 1 are to be included in the membership roster submitted to the CDP for Pre-Endorsement Conference purposes. Additionally, the members in good standing subsequently chosen to be the club representatives for the CDP Pre-Endorsement process are due to be chosen by the following July 1.

Section 3. Any member whose actions are judged by a majority of the Executive Board to be prejudicial or detrimental to VGFD may be expelled from the club, upon recommendation of the Executive Board, by a two-thirds vote of those members present and voting at a called meeting of the club.

Section 4. Other individuals who are not registered as Democrats or who choose not to become members may become associates of VGFD. Associates are not considered members and are therefore not eligible to vote, hold a position on the Executive Board or represent the Club at Democratic Party activities, and not reported on the roster to CDP. Associates shall not pay dues. Associates may participate in club activities, attend meetings and events.

Section 5.

- A. The annual dues shall be set by the Executive Board. Dues are payable when a person joins the club and annually thereafter.
- B. Dues shall be a full year's membership cost when paid between January 1 and June 30. Dues shall be calculated at a one half-year's membership cost when paid between July 1 and December 31. Full annual dues will then be due annually at the January meeting thereafter.

Article IV – Officers and At-Large Members

Section 1. Minimum requirements to be an officer or At-Large member of the Club are the following: a) Must be a registered Democrat; b) Must have been a member of the Club for at least 3 months and be a member in good standing; c) Must have performed a minimum of 30 hours of volunteer work (outside of club and board meeting attendance) towards the goals of the Club in the preceding calendar year.

Section 2. The elected officers of VGFD shall be the President, Vice President, Secretary, and Treasurer. The number of elected At-Large members is to be a minimum of 5, with additional At-Large members added according to the needs and interests of the club. These elected people, plus the immediate past president who will serve in an advisory capacity only, shall be the Executive Board. Elected officers and At-Large members shall take office on the January 1 following their election and shall hold office for one year or until their successors are elected.

Section 3. The duties of the elected officers shall be as follows:

A. President. The President shall set the agenda for and preside over all meetings of the Executive Board and of the membership; appoint directors of the standing committees; appoint such other committees as may be deemed necessary; appoint Club Representatives for the CDP and various endorsement processes; serve as the official representative of the club in public forums; make decisions for the club on policy when specifically empowered to do so by the Executive Board; advise the membership of pertinent matters affecting the welfare of the Democratic Party and the club; disburse funds of the club within limits set by the Executive Board; and act as Treasurer in the absence or inability of the Treasurer.

B. Vice-President. The Vice-President shall preside at meetings of the Executive Board and of the membership in the absence or inability of the President; and committees as may be recognized pursuant to Article VI of these bylaws; and perform such other duties as the President may direct.

C. Secretary. The Secretary shall maintain a record of all meetings of the Executive Board and of the membership; be prepared to read the minutes of the previous meeting at the current meeting of the Executive Board or of the membership; receive and maintain in official club records the reports of elected officers, directors of standing committees and chairs of recognized caucuses; maintain a compendium of standing rules, resolutions and policies adopted by the Executive Board or the membership; handle such correspondence as the President or Executive Board may direct; and perform such other duties as the President may direct.

D. Treasurer. The Treasurer shall maintain the financial records of the club; receive and disburse funds of the club; prepare an annual budget of anticipated revenues and expenses; provide addenda to the budget as required; report the financial status of the club to the Executive Board on a regular basis; make an annual report to the membership; and provide all information necessary for periodic audits as may be directed by the Executive Board.

Section 4. An officer or at-large member may be removed from office upon recommendation of a two-thirds majority of the Executive Board on a roll call vote or upon submission of a petition signed by at least 25 percent of the club members. Such recommendation or petition must be submitted to the membership at a called meeting and shall require a two-thirds majority of the members present and voting to remove the officer.

Article V - Committees

Section 1. The following standing committees shall be created as needed: Political Action Committee, Communications Committee, Fundraising Committee, and the Membership Committee.

Section 2. The functions of the committees shall be as follows:

A. Communications Committee. The Communications Committee shall provide members with notices of meetings and elections; provide communications concerning meetings, programs and projects of the club to the community at large; and develop mechanisms for promoting awareness of the club and enhancing its image.

B. Fund Raising Committee. The Fund Raising Committee shall coordinate fund raising programs.

C. Membership Committee. The Membership Committee shall promote membership in the club; maintain all membership records; certify the standing of members in the club; and coordinate club outreach and recruitment activities.

D. Political Action Committee: The Political Action Committee shall monitor the actions and issue positions of elected officials, from local to national, whose districts include the San Fernando Valley; recommend lobbying actions on behalf of the club with respect to those same elected officials; present resolutions for consideration by the club; recommend endorsements for consideration by the club; and recommend political actions for consideration by the club.

E. Nominating Committee:

- 1) The Nominating Committee shall be tasked to identify and approach members of the club to serve on the Executive Board of the Club. The committee will consist of 5 members, two members of the current Executive Board and 3 club members in good standing appointed by the Club President. It is the task of the committee to solicit and verify bios from each person whose name has been placed in nomination. Should the committee find that the person nominated does not meet the club's stated requirements to run for office, the committee shall notify the nominee and remove that name from the nominations after having notified the nominee.
- 2) Nominations shall close at the end of the club meeting prior to the election meeting.
- 3) Nominations may be made by the committee, and by any member in good standing. Self-nominations by members in good standing are also accepted.

Section 3. Following the election of the executive officers, the President-elect shall nominate the chairs of the committees subject to approval of the Executive Board by majority vote.

Section 4. Removal of a director of a committee shall require a two-thirds vote of the Executive Board.

Section 5. Other committees shall be created for such purposes as the President, the Executive Board, or the membership may determine.

Article VI - Executive Board

Section 1. The Executive Board shall consist of the elected officers, the members elected At-Large and the immediate past president who will serve in an advisory capacity only. The members of the Executive Board must be members in good standing.

Section 2. The Executive Board shall meet at the call of the President or upon call of a majority of the Executive Board. Meetings require five days' notice which may be waived in the case of an emergency by a two-thirds majority of the Executive Board.

Section 3. Emergency actions or funding to a maximum of \$100.00 may be authorized upon agreement of any four of the Executive Board members. A "good faith" effort shall be made to poll all Executive Board members. If necessary they may be polled by telephone or email. Any action taken by this method shall be communicated to the other Executive Board members in a timely manner.

Section 4. The quorum for meetings of the Executive Board shall be 6 of the voting members of the board. Proxies shall not be valid at meetings of the Executive Board. No one member of the Executive Board shall have more than one vote, even if qualified by more than one criterion.

Section 5. Meetings of the Executive Board shall be open to the membership unless the board by a two-thirds vote calls for a closed session. Discussion at any Executive Board meeting may be limited by a majority vote of the board to members of the board.

Section 6. The duties of the Executive Board shall be to approve the budget; authorize the receipt of revenue and payment of expenses; set the membership dues; formulate policy and approve projects to carry out the purposes of the club; review all projects and activities of the standing committees of the club; and make decisions regarding the employment of any paid staff.

Section 7. Executive Board Members are expected to attend all Club and Board meetings. Any member of the Executive Board who misses a total of four (4) meetings in a calendar year shall have automatically resigned from the Executive Board at the close of the fourth missed meeting.

Article VII - Elections

Section 1. Officers of the club shall be elected at a membership meeting to be scheduled during the month of September each year and assume office January 1st. Officers and Executive Board members elected at the September meeting will participate in Executive Board meetings immediately after the election in order to facilitate a smooth transition in club leadership.

Section 2. Officers may be nominated from the floor immediately prior to the voting for each office. Members shall be given at least one week's notice of the election meeting.

Section 3. The officers shall be elected individually in the order of President, Vice-President, Treasurer and Secretary. The election of officers shall be by secret ballot; however, if there is only one nominee for an office, and provided there is no objection, the candidate can be elected by acclamation without a ballot. To be elected a nominee must receive a majority of the votes cast for that office. If no nominee receives a majority on the first ballot, a runoff shall be held between the two nominees receiving the greatest number of votes. If there is only one nominee for an office, the ballot shall include a choice of no election for that office which shall be included in tabulating the votes cast.

Section 4. Nominees must be members in good standing for at least 90 days prior to the election, paid dues and have actively worked in previous volunteer efforts of VGFD for at least 30 hours during the past 12 months (outside of club and board meeting attendance). Volunteer hours are those for which no compensation is received from any source.

Section 5. In the event a position is not filled in the annual election of officers or there is a vacancy because of resignation or removal, with the exception of President, a special election shall be held to fill the position according to the procedures for nominating and electing officers in the annual election. An officer elected in a special election shall take office immediately. When there is a vacancy in the office of President, the position shall be filled by Vice-President and a special election shall be held to elect a new Vice-President.

Section 6. To be eligible to vote in an election, members must be members in good standing for at least 60 days prior to the election.

Section 7. Delegates and alternates from the club to other organizations shall be selected by the Executive Board.

Section 8. Club endorsements or ratings of candidates for public office and club positions on ballot positions shall be pursuant to the "Standing Rules for Endorsements" attached to these bylaws as "Exhibit 1."

Article VIII - Meetings

Section 1. General meetings of the membership shall be held at least four times each year, including a meeting during September for the purpose of electing club officers.

Section 2. A quorum for general meetings shall be 10 members in good standing at the time of the meeting.

Section 3. At least 10 days' notice shall be given to members of all general meetings. Notice may be given via telephone, electronic mail, or postal mail.

Section 4. General meetings may be closed to non-members at the request of any member and the approval of two-thirds of the members present and voting.

Section 5. Merchandise may not be offered and donations may not be solicited except on behalf of VGFD.

Article IX – Credentials

Section 1. The Membership Committee is responsible to credential at membership meetings and election meetings.

Section 2. The membership list will be used to establish eligibility to be credentialed.

Section 3. Credentialing will close 30 minutes after the advertised start of the meeting.

Article X – Use of the Club's Mailing List.

Section 1. Per the bylaws, the membership records are confidential. Use of the Club's mailing list is subject to a two thirds vote of the board.

Section 2. The membership list shall not be provided to ballot measures and candidates not endorsed by the Club.

Section 3. Unless approved by the Board by a two-thirds vote, and ratified by a majority of the voting members either at a called meeting or by email, the membership mailing list may not be given to a campaign or another organization or individual. Club members can put labels on mailers and the Club can process the mailing, or the Club may arrange for a professional mailing firm to handle the addressing and mailing.

Section 4. The Club's membership list and any voter list in the Club's possession are not to be rented, traded, or sold.

Section 5. The Club membership list may be provided to the Los Angeles County Democratic Party, with the exception of those members who specifically request confidentiality.

Article XI - Club Communications

Section 1. The Club shall maintain an e-mail distribution list to send messages to Club members and to friends of the Club, a website, and a social media presence.

Section 2. The e-mail list, website, and social media accounts shall be used only for Club business. Appropriate messages include announcements of Club activities; announcements of major local Democratic Party activities; legislative action alerts; fund-raising events and campaign volunteer activities for endorsed candidates; and announcements of community activities of particular interest to the Club membership. If a message doesn't clearly fit these criteria, the President shall make the determination of whether it may be posted. As a general guideline, no more than five messages should be sent to the e-mail list per week.

Section 3. The President, Vice -President, and any Board members shall have posting privileges.

Section 4. The e-mail list of the Club shall not be loaned or sold to organizations, political campaigns, or individuals; however, messages that meet the criteria stipulated above may be forwarded to the list. The recipient list shall never be displayed or made publicly available.

Article XII - Rules of Procedure

Section 1. The current edition of Robert's Rules of Order, Newly Revised shall be the parliamentary authority for the club on all questions not covered by these bylaws.

Section 2. Questions of interpretation of these bylaws may be appealed to the Executive Board whose decision shall be final.

Section 3. The Executive Board may designate an employee of the club, if one exists, to be an ex-officio member of the board, but no such ex-officio member shall be a voting member of the board.

Section 4. Membership records shall be confidential and the use of the club mailing lists shall require a two-thirds vote of the Executive Board.

Article XIII- Amendments

Section 1. These bylaws may be amended by a two-thirds vote at a membership meeting. One week's notice must be provided.

EXHIBIT 1

Valley Grassroots for Democracy Standing Rules for Endorsements

1. Club endorsements of candidates for public office and club positions on ballot propositions may be determined at any properly noticed club meeting, provided that a quorum is present and that the notice of the meeting included notification of the races or ballot measures which are to be considered for endorsement or rating. A quorum is 10 members in good standing at the time of the meeting. To be eligible to vote for endorsement of a candidate or ballot proposition, a member must have been a member in good standing at least 60 days prior to the meeting. Proxy voting and absentee voting is not permitted. (Note: Candidates and their staff members, who are otherwise eligible to vote, are also eligible to vote on all endorsements.)
2. Voting on any endorsement shall be by secret ballot when requested by any member eligible to vote.
3. The Executive Board shall recommend the selection of races and propositions to be included on the slate. The selection may be modified by a majority vote of those eligible members present and voting.
4. In partisan and non-partisan elections, only Democratic candidates may be endorsed. This rule is not subject to suspension.
5. GENERAL ELECTION: An affirmative vote of at least 60 percent of the club members present, eligible to vote, and voting shall be required to endorse a candidate in the general election, rate a candidate, or take a position on a ballot proposition. PRIMARY ELECTION: A 60% affirmative vote of the club members present and eligible to vote shall be required to endorse a candidate in a primary or non-partisan race with two or more Democrat candidates. (Note: The vote required is measured by all those eligible members “present,” not just those “present and voting”.) The option of “No Endorsement” shall be included on the endorsement ballot for each race or ballot measure.
6. RESCISSION of an endorsement requires the same notice and voting procedure as an endorsement.

7. Only one candidate may be endorsed per seat. An endorsement implies that the club recommends that people vote for that candidate rather than any other candidates for that seat. It does not necessarily imply that the club supports all of the candidate's positions.
8. All candidates for non-partisan office and all Democrats for partisan office will be invited to appear at the endorsement meeting to answer questions.
9. Prior to voting on a candidate race, a Club member shall either make a motion that the Club consider an endorsement in the specified race or a motion that the Club forgo an endorsement. A single such motion may include more than one race; however, at the request of any member, a separate vote to consider an endorsement shall be taken on a particular race. A simple majority vote is required for either motion to pass. If a motion to consider an endorsement in a race does not receive a majority vote, then the outcome shall be listed as "No Position" in that race.
10. If no candidate receives the required vote for endorsement, subsequent ballots could be taken deleting the candidate(s) receiving the least number of votes on the previous ballot.
11. If after the completion of balloting, no candidate has received the vote required for an endorsement, the result is considered "No Consensus".
12. The club may rate any ballot proposition as "Support," "Oppose," "No Position" and "No Consensus".
13. No candidates, including candidates who are also club members, may be present for debate on the office for which that candidate is contending.
14. All endorsement discussions shall be confidential.
15. Club funds may be contributed only to the campaigns of those candidates or issues endorsed or earning a rating of "Support", and be in accordance with applicable IRS regulations.
16. These rules may be amended by a 2/3 vote of those present and voting at any properly called club meeting, provided that a quorum is present, and provided that notice of the proposed amendment was included with one week's notice of the meeting.

Friendly Incumbent Endorsement Guidelines

- A. Friendly incumbent endorsements may be considered for all incumbents who have a supportive voting record on appropriate issues, as determined by the Executive Board. The friendly incumbent endorsement is intended to reward incumbents for their support and should be completed early so the candidate has a greater opportunity to use the Club's endorsement to discourage challengers.
- B. A friendly incumbent endorsement does not require the completion of a questionnaire or attendance at an endorsement meeting.
- C. The Executive Board may determine eligibility for a friendly incumbent endorsement for an incumbent who has no voting record by virtue of holding an administrative, executive or other non-legislative office.
- D. Friendly incumbent endorsements may be approved on a consent calendar. Any member may remove a candidate from the consent calendar for separate consideration.
- E. Where an incumbent does not receive a friendly incumbent endorsement, the office will be treated as open. All candidates for that office (including the incumbent) will then be required to follow the standard endorsement procedure.

Endorsement Meeting Guidelines

- I. Candidates' Opening Comments (3-5 minutes depending on the race, time constraints, etc.)
 - A. Give candidates 3-5 topics to address during this time period. Topics should be from the questionnaire. Topics should be developed by an ad hoc committee and approved by the Board or just taken from the questionnaire. The candidates should be given the main headings with several specific sub-topics to address, e.g., the questionnaire issues without specific questions. Each candidate running for the same office must be given the same questions.
- II. Question and Answer Period
 - A. 10 - 20 minutes depending on the race, number of candidates, etc.
 - B. All candidates addressed at once.
- III. Closing Comments (2-3 minutes depending on the race, etc.)
 - A. No structure

IV. Discussion and Voting

A. Discussion by the membership

1. Up to three speakers alternating from each side of the issue. One or two minute limit per speaker; and Membership asked whether more discussion is necessary.

B. Voting

1. Pursuant to current bylaws/standing rules.

V. General Thoughts

A. Suggest to candidates that they bring flyers with qualifications, endorsements, explaining why they want to hold the position and why they believe they are the best qualified candidate for the office. This avoids having to put all that in their general comments to the group.

B. The topics candidates are to discuss should be contained in the letter where they are invited to speak. The letter should also contain a summary of the endorsement rules and procedures.

Legislative Endorsements

1. The Club will endorse or oppose legislation and take positions on nominations of individuals to legislatively-confirmed positions at the local, state and federal level. Legislation to be endorsed or opposed must be consistent with the Club's priorities. Nominees endorsed or opposed by the Club must be nominated to positions relevant to the Club's priorities or the nominees must have a proven record of support or opposition to the Club's priorities and principles as enunciated in the platform. This endorsement process applies to legislation and legislatively-confirmed appointments and not to proposed ballot initiatives or candidates for elective office.

2. VGFD E-board members will serve as the appointed Political action committee.

3. The ability to make recommendations on endorsements and opposition will be vested in the Political action committee.

4. The Political action committee shall on a regular basis report to the full membership on legislative endorsements and other action.

5. At any regularly scheduled VGFD meeting, individual Club members may request the Club take a position on specific legislation or nominees not identified for endorsement by the Political action committee. Member-initiated actions require a 60 percent vote of the membership present at a meeting for approval.

6. By a 2/3 vote, the Club's Board may waive the requirement for legislation to be directly related to the VGFDs approved platform. If the requirement is waived, a position may be taken with a 60 percent vote of the Board.

7. At a regularly-scheduled meeting of the VGFD, any member may move that the Club take a position on non-platform related issues by requesting a waiver of the rules and receipt of a 2/3 vote for the waiver. If the waiver is granted, a position may be taken with a 60 percent vote of the membership present.

8. VGFD shall work in coordination with other organizations at the local, state and national level to lobby for and against legislation and nominations.

9. Upon a 60 percent vote of the Executive Board, the Club may designate certain legislation "priority" legislation and dedicate funding and/or Club coordination efforts accordingly.