

**SONOMA COUNTY ASIAN PACIFIC ISLANDER DEMOCRATIC CLUB
CONSTITUTION AND BY-LAWS**

(May 5, 2024)

PREAMBLE: To foster an active interest in governmental affairs among Asian Pacific Islander Democrats, to promote the interests of Asian Pacific Islanders within the Sonoma County Democratic Party, and to ensure equal political and institutional participation in the Sonoma County Democratic Party, we establish the Sonoma County Asian Pacific Islander Democratic Club (“the Club”).

Article I - Policy and Purpose

Section 1. The primary purpose of the Club is to propose, discuss, and take appropriate action on issues impacting Asian Pacific Islanders.

Section 2. The Club will contribute to the growth and influence of the Democratic Party and increase party participation in Sonoma County.

Section 3. The Club will maintain membership in the California Democratic Party (CDP) and affiliate with the California Democratic Party (“CDP”) by chartering with the Sonoma County Democratic Party (“SCDP”).

Section 4. The Club will add an Asian Pacific Islander voice and perspective to the SCDP on policy and electoral matters.

Section 5. The Club will engage in political education to expand the reach of the Democratic Party and its ideals in our communities.

Article II - Membership, Meetings, Dues and Voting Rights

Section 1. Membership in the Club is open to registered Democrats who subscribe to the Club’s policies and purposes, who wish to help advance the Club’s principles, and who pay one year’s annual dues. Club members are encouraged to support registered Democrats in any partisan election and not to authorize the publication of their Democratic Party affiliation in support of any partisan candidate not a Democrat.

Section 2. Annual dues are to be paid at the time of joining and are subsequently every January of each year in an amount determined by the Executive Board (“the Board”).

Section 3. By joining, members recognize and accept that they will be contacted periodically by the Club, like organizations, and individuals deemed appropriate by the Board.

Section 4. Only members who are in good standing are eligible to vote, to hold office, or to be named as delegates to other bodies. "Good standing" is defined as: 1) the member has renewed membership by January of the current year; 2) a lapsed member who was not in good standing in the prior year, can become a member in good standing by paying a reinstatement fee as determined by the Board and membership fee at least three (3) months prior to a meeting where they intend to vote or appointment as delegate to other bodies, and 3) a new member can attain good standing if membership is attained at least three (3) months prior to a meeting where they intend to vote or appointment as delegate to other bodies. Visitors or guests may participate in discussion or may address the Club at the discretion of the President.

Section 5. General membership meetings of the Club will be held regularly and at least quarterly. All members will be provided notice in advance as to the date, time, and place of each regular or special general membership meeting. Membership meetings will not be scheduled on major religious and secular holidays.

Section 6. All members are required to act in a manner consistent with the Code of Conduct adopted by the California Democratic Party (CDP). The current Code is incorporated by reference: <https://cadem.org/code-of-conduct/>. Each member must affirm their agreement in writing with a copy of the affirmation provided to the President or designated officer. Any club member who fails to provide their affirmation will not be considered in good standing and will be considered resigned. This is an individual requirement for membership.

Section 7. Notice of regular and special meetings of the Club and the Board will be provided by email and any other form of communication deemed convenient to the Board, including posting on the Club's website. Notice of meetings will be provided at least 7 calendar days prior to each meeting.

Section 8. Upon good cause, this time may be shortened by a two-thirds majority of the Executive Board, in which case, notice may be provided by phone, email, text, or other available forms of communication, including posting on the Club's website at least three days prior to the meeting.

Article III - Officers

Section 1. The officers of the Club will be President, Vice President, Secretary, Treasurer, and four (4) At-Large Members. These officers will constitute the Executive Board of the Club.

Section 2. Officers will be elected and installed at an annual general membership meeting to be determined by the Board. The term for each officer will be two years or until their successors have been elected and installed.

Section 3. A Nominating Committee of at least three members will be formed by the Executive Board at least 90 days prior to the election of officers at a general membership meeting.

Section 4. The Nominating Committee will propose at least one candidate for each officer position and report its recommendations at least 30 days prior to the general membership meeting. Additional nominations can be made at the general membership meeting.

Section 5. At least 14 days prior to the general membership meeting, notice of the meeting will include the names of all nominated candidates and at the general membership meeting the agenda will include a call for further nominations prior to the election of officers.

Section 6. If any officer or delegate vacates their elected position, the remaining Executive Board members will appoint an acting replacement, by majority vote, at its next Executive Board meeting. These elections will be effective until the next general membership meeting, when the selection of the new officer or delegate will either be confirmed by majority vote of the eligible members present and voting, or, a new replacement can be elected to fill the remainder of the term of the person who vacated their office.

Article IV - Duties of Officers

Section 1. The President will preside over all general membership meetings and Executive Board meetings and is responsible for the overall direction of the Club's activities. The President is empowered to appoint committee chairs and to constitute, directly or by designee, committees to conduct Club business.

The President's responsibilities are:

1. To serve as the Chief Executive Officer of the Club.
2. To act as the official representative to other groups, administration, and the media.
3. To define the agenda of the Club and meetings during their tenure.
4. To ensure, along with the Treasurer, that the organization is properly registered with all necessary entities.
5. To carry out the mandates, policies, and directives of the Executive Board.
6. To appoint, in consultation with the Executive Board, standing and ad-hoc committees and coordinators of the committees.
7. To preside over all official meetings.
8. To work closely with the Treasurer and Vice President to develop an annual budget.
9. To be responsible for maintaining relations between elected Democrats on the local, state, and national levels.

Section 2. The Vice President will assist the President and assume their duties in the absence of the President.

The Vice President's responsibilities are:

1. To recruit and retain new and existing members.
2. To coordinate Democratic themed social events. (e.g. "Election Night" and "State of the Union" watch parties) and speakers, forums, panel discussions, and debates.
3. To serve as advisor to the President regarding Democratic Party functions.
4. To coordinate campaign rallies, petition or letter writing campaigns, lobby days, etc.
5. To lead the coordination of community service activities.
6. To chair the Political Action Committee of the Club.
7. To attend the Sonoma Democratic Central Committee meetings.

Section 3. The Secretary is responsible for handling all correspondence under the direction of the President. The Secretary will maintain a record of all official actions of the organization and a copy of all formal reports.

The Secretary's responsibilities are:

1. To maintain all official records of the Sonoma API Club.
2. To take minutes during all Executive Board and general meetings.
3. To serve as advisor to the President regarding Democratic Party functions.
4. To maintain membership lists in coordination with the Treasurer.

Section 4. The Treasurer will receive and disburse the funds of the Club, keeping and maintaining a record of all receipts and disbursements. The Treasurer's primary job is to aid in internal communications within the Club and monitor club finances.

The Treasurer's responsibilities are:

1. To ensure that the Club is properly registered with all necessary entities, including the IRS, Franchise Tax Board, and Fair Political Practices Commission (“FPPC”).
2. To direct all membership dues collection, donations, and the selling of merchandise. This duty includes maintaining an active list of dues-paying members.
3. To provide a Treasurer’s report at each Board and general membership meeting.
4. To file appropriate campaign finance reports as required by the FPPC.
5. To create an annual budget with the assistance of the President and Vice President.
6. To maintain complete records of all expenditures and receipts.
7. To coordinate the Club’s reimbursement processes.
8. To perform additional duties as the Executive Board or President may assign or are customarily performed by a Treasurer.

The Treasurer will disperse the Club’s funds. However, the signatures of two of officers are required to issue checks in the amount of \$300.00 or more.

Section 5. Members-at-Large. The Members-at-Large have no assigned duties. Priorities and duties of the Executive Board are delegated to Members-at-Large in the absence of Executive Board members.

Article V - Executive Board

Section 1. The Board will consist of a maximum of 10 members: elected officers and appointed Committee Chairs. During the nomination process, there will be consideration of nominees who will provide additional diversity to the Board’s composition, including geographic representation in Sonoma County, race and ethnicity, immigration generation or status, and age.

Section 2. Each Board member will serve a two year term. Terms will be proportionally staggered so that no more than 4 Board members will be termed out in a single year.

Section 3. The Board may meet monthly to plan the general membership meeting and to prepare proposals for policies and activities of the organization.

Section 4. The Executive Board is authorized to act and make necessary decisions on behalf of the membership between general membership meetings. All official actions taken will be reported in Executive Board meeting minutes as well as at the next general membership meeting or through any other appropriate form of communication.

Section 5. When time sensitive decisions must be made by the Executive Board that cannot be deferred to a regularly scheduled Board meetings, these matters may be proposed by any Board member and voted on via email. A supermajority of two-thirds of the Board must approve an item voted on via email.

Section 6. The Board may include honorary members who are appointed by a majority of the voting Board members. These honorary members must have previously served at least one full term (two years) on the Executive Board and must be a member in good standing or have made a significant contribution to the mission of the Club. Honorary members will serve for a one year term and may be reappointed for additional terms. Honorary members will serve only in an advisory role. They will not vote on Board agenda items. The presence of honorary members cannot be used to achieve a quorum and are not required to attend Board meetings.

Article VI - Quorum

Section 1. A quorum for conducting official business at a general membership meeting will be achieved with the presence of 10% of the current paid membership.

Section 2. A quorum of the Executive Board will be achieved with the attendance of five (5) Board members.

Article VII - Causes for Removal or Suspension

Section 1. An Executive Board member or officer may be removed by a majority vote of the Board if they have three (3) consecutive unexcused absences or did not attend 50% of previously scheduled meetings.

Section 2. The Executive Board has the authority to suspend, remove, or ban officers or members.

Section 3. Removal Process

- (a) Any member of the Executive Board may make a motion to remove or suspend a member or an officer from a position or to ban any member from Club meetings or activities.
- (b) Three-quarters or more of a quorum of the Executive Board must approve the motion to remove, suspend, or ban. If the motion is to suspend, it must include a date by which the suspension will be reviewed by the Executive Board to be rescinded, extended, or made permanent.
- (c) An officer of the Executive Board will inform the person in writing of the proposed suspension or removal, stating the reasons.
- (d) The person will have 3 weeks to respond in writing. They can request in writing to an officer of the Executive Board an appeal hearing before the Executive Board, which must take place within 1 month of the Executive Board's receipt of the written request.
- (e) After hearing the appeal, the Executive Board will vote again. A 3/4 or greater vote of a quorum of the Executive Board will sustain the suspension or removal.
- (f) The person may then appeal to the general membership by providing written notice to an officer of the Executive Board, in which case the Executive Board shall convene a general membership meeting within 60 days of receipt of said appeal for purposes of considering said appeal.

Section 4. Honorary Board members may be removed from the Executive Board by a majority of the Board's voting members

Article VIII - Miscellaneous

Section 1. Unless otherwise provided in these bylaws, all questions of parliamentary procedure will be determined by Robert's Rules of Order.

Section 2. No proxy or absentee voting is permitted in any meeting of the Club.

Section 3. The Executive Board will serve as the final arbiter of any dispute over the interpretation of these By-laws.

Article IX - Endorsements

Section 1. The membership of the Club may endorse any ballot proposition or candidates for any office at a general membership meeting. To be eligible for endorsement, a candidate must be a registered Democrat, both at the time of filing candidacy and when considered for endorsement.

Section 2. All endorsements must get 60% of votes of the eligible members present and voting on the office or issue in question provided that the membership was notified that endorsements would be entertained in its notice of the meeting, and at least 7 days in advance of the meeting. Dual endorsements or ranked endorsements will be permitted. Additionally, all ballots will allow for eligible members to vote for "No Endorsement" and these votes will be considered for the purposes of determining the required 60% threshold for endorsement.

Section 3. By accepting a designation as a Chartered Club with the Sonoma County Democratic Party, this Club recognizes that it is prohibited from endorsing candidates for partisan or non-partisan office unless a candidate has received the official endorsement of the California Democratic Party for partisan offices, or the official endorsement of the Sonoma County Democratic Party for non-partisan offices. Therefore, unless a candidate has received an official SCDP endorsement, all motions for support, recommendation, or other expressions of approval, no matter how denominated, will be ruled out of order at any meeting of the Club.

Section 4. Endorsements made by the API Political Action Committee may not include reference to the Club or Democratic Party in accordance with Article IX Section 3 above.

Article X - Resolutions

Section 1. A resolution may be adopted by receiving 60% of votes of the eligible members present at a general membership meeting provided the proposed resolution has been sent to the membership in its notice of the meeting, and at least 7 days in advance of the meeting.

Section 2. A resolution which has not been sent to the membership in the notice of the meeting or less than 7 days in advance of the meeting may be adopted by a 66% vote of the eligible members present at a general membership meeting.

Section 3. When constituted, the Platform Committee will be responsible for drafting and proposing resolutions and like communications that it deems advisable or as the Executive Board directs. In addition, the Platform Committee may research, study, and recommend positions on issues and legislation, receive resolutions, prepare recommendations on resolutions, and prepare or make recommendations on programs and activities to support the positions and programs of the Club.

Article XI - Amendments

Section 1. Proposed amendments to these bylaws may be presented at a general membership meeting and may be discussed by the members present if desired but will not be scheduled for a vote until the following general membership meeting.

Section 2. All members will be provided information related to the nature and effect of the proposed amendment in the notice of the second general membership meeting.

Section 3. Adoption of amendments requires two-thirds vote of the eligible members present and voting.

Section 4. Amendments adopted will be effective immediately upon tallying of the required vote, unless otherwise specified in the proposed amendment.

Section 5. Amended bylaws shall be forwarded to the SDCP 2nd Vice-President for review.

Article XII – California Democratic Party Pre-Endorsement Convention Delegate

Section 1. Only eligible members in good standing can participate in the process or be appointed as delegates.

Section 2. Delegates will be equally apportioned between gender-identifying individuals when possible, or the representatives will be selected at a duly noticed meeting of the Club and affirmed by a vote of those eligible members in good standing in attendance and voting.