

BYLAWS OF THE CENTRAL ORANGE COUNTY DEMOCRATIC CLUB

I. NAME

The name of this organization shall be the Central Orange County Democratic Club ("COCDC" or "Central Orange Dems").

II. PURPOSE

The Central Orange County Democratic Club (hereinafter referred to as the "Club") intends to continue the work of the former Tustin Democratic Club and the former Democratic Club of Orange, by focusing its efforts in the City of Tustin, Unincorporated North Tustin, the City of Orange, the City of Villa Park, the Tustin Unified School District, and the Orange Unified School District (collectively hereinafter referred to as "Club Area"). The founding membership of the Club is comprised of the membership of the former Tustin Democratic Club and the former Democratic Club of Orange, and is dedicated to continuing their activism and organizing, and their commitment to Democratic principles. The Club's objectives are to foster active interest in the local, state and national Democratic Parties, to contribute to the Democratic Party of Orange County leadership, to support the campaigns of Democratic candidates representing the Club's constituency, and to engage in grassroots outreach, organizing and recruitment in their geographic area.

The Club shall seek to publicize activities and to build its membership from registered Democrats within Tustin, Unincorporated North Tustin, Orange, and Villa Park.

III. AFFILIATION

- A. The Club is officially chartered with the Democratic Party of Orange County (hereinafter referred to as the "DPOC").
- B. As a chartered and affiliated Club of the DPOC, the Club shall comply with the bylaws of the DPOC and the California Democratic Party (hereinafter referred to as the "CDP"), as they apply to fully chartered local affiliates.
- C. The Club shall not take a position in support of a candidate other than a Democrat, nor contrary to candidate endorsements by the Democratic National Committee (hereinafter the "DNC"), the CDP, and the DPOC.

IV. MEMBERSHIP REQUIREMENTS

- A. Qualifications: Any individual qualifies for Club membership if:
 - 1) The individual is a registered Democrat; or
 - 2) The individual is ineligible to vote (due to age, non-residency, or other legal impediment), but pledges to register as a Democrat when eligibility is attained; and
 - 3) The individual supports the purpose of the Club as stated in Article II above.
- B. Member in Good Standing (MIGS): A qualified individual shall be considered a member in good standing only if
 - 1) The member is a registered Democrat in Orange County; and
 - 2) The member has paid all Club dues;
 - 3) The member has agreed to be bound by the Code of Conduct; and
 - 4) The member has not had their membership revoked in the preceding 12 months.
- C. Non-Discrimination: This organization does not require or use any test of membership or oath of loyalty which has the effect of requiring prospective or current members to acquiesce in, condone or support discrimination on the grounds of race, color, creed, national origin, physical ability, sex, age, religion, ethnic identity, sexual orientation, gender identity or economic status.
- D. A member may have their membership revoked from the Club for misconduct, including one or more of the following:
 - 1) Violating the Code of Conduct.
 - 2) Conduct unbecoming involving any act prejudicial to the best interests of the Club, as determined by the Executive Board (as defined in Article VIII).

- E. Removal of a member may be effected in the following manner:
- 1) Any complaint or motion to remove a member shall be referred to the Executive Board for consideration.
 - 2) If the Executive Board recommends removal, then the member may be removed by the club by a simple majority.
 - 3) If the Executive Board does not recommend removal, then the Executive Board may be discharged from consideration of the matter, and the motion to remove the member postponed to the next regular meeting of the Club. At the following meeting of the Club, the member may be removed by the club by a vote two-thirds of the membership present and voting.

V. DUES

- A. Dues shall be assessed at a rate of \$20 per person or \$30 per household, provided that the Club may, from time to time, amend this subsection upon a recommendation by the Executive Board and a simple vote of the Club.
- B. Dues are due at the beginning of the calendar year.
- C. Membership is effective starting the first day of the month after the month in which dues are received, *provided that* membership shall be effective on the day that the dues are paid for any person whose membership has lapsed for a period of three months or less.
- D. Payment of dues shall not be obligatory for anyone for whom it constitutes an economic hardship, and after due consideration with the approval of the Executive Board.

VI. MEETINGS

- A. Regular Meetings
- 1) The Club shall hold regular meetings open to all Democrats on a monthly basis.
 - 2) Regular meetings may be canceled by the Executive Board or the Chair, but shall not be canceled more than 3 times within any calendar year and no more than 2 regular meetings shall be canceled in succession.
 - 3) In the absence of a regular meeting, a quorum of the members may call a meeting, according to the definition of quorum in the bylaws.
 - 4) To protect public health and safety, the Club may meet virtually, via Zoom or other designated on-line platform, at the discretion of the Executive Board.
- B. Special Meetings
- 1) Special meetings may be called by the Chair at any time with three days' notice. Such meetings may be in-person or virtually, via Zoom or other designated on-line platform.
 - 2) In the absence of the Chair, any two officers or the Executive Board may call a special meeting.
- C. Executive Board Meetings
- 1) The Executive Board shall meet from time to time at the call of the Chair, either virtually, via Zoom or other designated on-line platform.
 - 2) The Executive Board shall take any action in the best interests of the Club during the interval between regular meetings, provided that no appropriation of more than \$500 shall be spent without the approval of the club membership.
- D. Notice of Meeting
- 1) Notice of regular meetings shall be given at least two weeks in advance to all active members, in any manner as follows:
 - 2) Notice in writing by US mail
 - 3) Notice in writing by e-mail
 - 4) Telephone message
 - 5) Notice in writing on a social media platform such as Facebook
 - 6) Notice of the meeting shall be deemed sufficient by any manner specified above if such notice includes the date, time and place of the meeting and is calculated to be received at least two weeks prior to the meeting.

VII. RULES FOR MEETINGS

- A. The Club shall use the current Robert's Rules of Order to govern parliamentary procedure at all official meetings of the organization, except as specifically noted in these bylaws.
- B. Minutes of the general meetings should be maintained by the Secretary.
- C. A quorum for any official meeting of the Club shall be 25 percent of the total organizational membership as of 24 hours before the meeting, or ten members, whichever is smaller, as reported by the Secretary. A quorum for any Executive Board meeting shall be majority of the Executive Board or a majority of the elected officers.
- D. Unless otherwise specified in these Bylaws, the Club may adopt events, pass resolutions, and conduct regular business with a vote of a simple majority.
- E. No motion to adopt an event, pass a resolution, endorse a candidate, or expend funds (except for the expenditure of funds of less than \$200) shall be in order unless it originates from the Executive Board, or if introduced at a general meeting, unless it has first been referred to the Executive Board for consideration. No motion to discharge the Executive Board of consideration shall be in order until the meeting after the motion has been made or introduced.
- F. Voting may only be exercised by Members in Good Standing (MIGS).
- G. Voting may be by show of hands, roll call, ballot, or any other means determined by the Chair.
- H. For voting on CDP Pre Endorsements, refer to Article X of these bylaws on CDP Pre-Endorsement Voting.
- I. For voting on DPOC Endorsements, refer to Article XI of these bylaws on DPOC Endorsement Voting.

VIII. OFFICERS

- A. Club officers shall consist of Chair, Vice-Chair, Secretary, and Treasurer. They shall be elected at the regularly noticed January meeting or if there is no January meeting, as soon thereafter as is practical. The officers shall serve one-year terms of office starting at the beginning of the new year
- B. Only Members in Good Standing may be considered as candidates for office.
- C. If the Chair vacates the office, the Vice-Chair shall ascend to the position of chair, until an election is held to fill the Chair's remaining term of office.
- D. In the temporary absence of the Chair, the Vice-Chair shall serve as Chair. If the position of Vice-Chair is vacant, the Secretary or Treasurer shall serve as Vice-Chair.
- E. Duties

Chair shall:

- 1) Be the Chief Executive Officer of the Club.
- 2) Preside over all meetings of the Club and the Executive Board.
- 3) Make appointments to other non-elected committee positions as required.
- 4) Act as the official spokesperson of the Club.
- 5) Stimulate active interest in the political process.
- 6) Provide a constructive role for the active volunteer.
- 7) Promote harmony within the Club membership, between other clubs and within the DPOC.
- 8) Form such ad hoc committees as the Chair deems necessary or appropriate for the operation of the club and the fulfillment of its objectives.
- 9) Make appointments to such standing committees as may be formed by the Club.

Vice-Chair shall:

- 1) Serve at the direction of the Chair,
- 2) Preside at meetings if the Chair is unable to do so or is requested by the Chair to do so.
- 3) Take over the duties of the Chair in the absence of that officer.

Secretary shall:

- 1) Keep the minutes of the general meetings and the executive **board** meetings.
- 2) Conduct correspondence and maintain the Club's communication records.
- 3) Chair meetings in the absence of the Chair and Vice-Chair.

Treasurer shall:

- 1) Prepare a budget.
- 2) Collect all funds and dues from the membership.
- 3) Receive and deposit all funds into the checking account.
- 4) Pay and reimburse for expenditures.
- 5) Make the record of Club receipts and expenditures available to any member or the Audit Committee when requested.

- 6) Provide a report of the Club financial status at club meetings as requested.
 - 7) See that the Club meets federal, state, and local political campaign reporting requirements.
 - 8) The Treasurer shall maintain all financial records of the Club, be responsible for bank accounts, and ensure Fair Political Practices Commission (FPPC) and Federal Election Commission (FEC) financial reports are submitted on time.
- F. The Chair may appoint members temporarily to fill vacant positions or unexpired terms of office of Club officers, subject to election by the membership.
 - G. The Chair may appoint Club members to serve in other capacities as needed.
 - H. The Club may elect such other officers as may be deemed necessary from time to time to conduct Club business.
 - I. The Chair may appoint Club members to serve on designated committees, e.g., Elections Committee, provided that at least one Executive Board member serves on each such committee. Minutes shall be kept of each meeting of each committee.
 - J. Standing Committees shall be established by the Chair with the approval of the membership. Chairs of standing committees shall be appointed by the Chair with the approval of the Executive Board
 - K. The Executive Board shall be composed of the Club officers, chairs of the Standing Committees, and at-large members as appointed by the Chair with the approval of the Executive Board.
 - L. An elected officer may be removed from office for misconduct or neglect of duty including one or more of the following:
 - 1) Non-performance of duties.
 - 2) Publicly endorsing anyone other than a Democrat.
 - 3) Publicly advocating that the voters should not vote for the Democratic endorsed candidate for any office.
 - M. An elected officer may be removed by the same procedures as those for regular members, as defined in Article IV, Section E under Membership Requirements.
 - N. Club Representatives
 - 1) The Club is represented at monthly meetings of the DPOC Central Committee by an Associate Member.
 - a. The club's Associate Member shall be an elected officer chosen by the Chair.
 - b. The Associate Member and all elected officers shall adhere to the official positions of the club, to the extent possible, when voting and participating in endorsement discussions.
 - c. In the absence of the Associate Member, the club may be represented at the DPOC Central Committee meetings by an alternate. The alternate shall be appointed by the Chair.
 - d. The Club shall notify the DPOC Secretary of the names of the Associate Member and alternate.

IX. CLUB ELECTIONS

- A. Nomination Process
 - 1) The Nominating Committee will be selected by the Executive Board.
 - 2) The Nominating Committee shall nominate candidates for the elected officers no earlier than November.
 - 3) Additional nominations for any office may be taken from the floor on the date of the Election Meeting.
 - 4) All candidates must be MIGS.
 - 5) The Nominating Committee shall request the Board to verify that the nominees are MIGS.
- B. Election Day Process
 - 1) If the Chair is seeking election, then the most senior elected officer not seeking election shall preside over the Elections. If all elected officers are seeking election, then a person designated by the Executive Board shall preside over the Elections.
 - 2) The presiding officer shall announce the Nominating Committee's nominees and shall open the floor for any additional nominations.
 - 3) For any uncontested office, the Nominating Committee's nominees shall be considered elected.
 - 4) For any office for which there is more than one candidate, the presiding officer shall allow the candidate to make brief statements to the membership, with equal time being provided to all candidates for that office.
 - 5) The Election/Nominating Committee shall determine the winner by a simple majority of the electorate present and voting.
 - 6) The winner shall be determined by a simple majority of the electorate present. If there is no majority on the first vote, then the two persons receiving the most votes shall be candidates on a second vote.

- 7) In the event of a tie, the vote is rerun.
- 8) The criteria for voting are as follows:
 - a. Voting members must be a MIGS.
 - b. Voting members must be present to vote, or present via virtual means if allowed at such a meeting.
- 9) The presiding officer will announce the winner of each position to the general membership on Election Day.
- 10) Should a position be unfilled after the election, it shall be considered vacant and may be filled-up as set forth in these bylaws.

C. Board Transition

- 1) The outgoing Board shall assist the newly elected Board by discussing ongoing projects and project status, transferring key project documents and contacts, and handing over all properties of the Club including financial, social media, website, and email accounts, etc. as well as necessary passwords and documents.

X. CDP PRE-ENDORSEMENT VOTING

- A. This Article X relates solely to the process for the Club to participate in the pre-endorsement process for legislative offices pursuant to the bylaws and rules of the CDP.
- B. The number of Assembly District (AD) Club Representatives shall be allocated as provided for by the bylaws of the CDP based on AD residency.
- C. AD Club Representatives must be registered to vote in the Club's Assembly District(s) and listed on the roster submitted to the DPOC and the CDP by the deadlines provided.
- D. AD Club Representatives may vote only in the districts in which they reside.
- E. Only MIGS as of the deadline shall be included on the roster.
- F. The status of such members shall be certified by the Club's Chair, Vice-Chair, Secretary, Treasurer, or other person designated by the Chair.
- G. AD Club Representatives shall be equally apportioned between men and women, to the extent possible.
- H. AD Club Representatives shall be appointed by the Chair.

XI. DPOC ENDORSEMENT VOTING

- A. This Article XI applies only for the purpose of recommending endorsements by the DPOC and participation in the DPOC endorsement process.
- B. In accordance with the DPOC bylaws, the club shall establish the following procedures and rules in order to participate in the DPOC endorsement process:
- C. Associate Member
See the provision on Club Representatives in the Article on Officers.
- D. Membership Roster
 - 1) The club shall submit to the DPOC a roster of at least 20 members who designate the club as their exclusive "home club" (to vote in a particular city, the club must have at least 10 unique members or 30% of the membership in that city, whichever is lower, who have designated the organization as their exclusive "home club").
 - 2) The club shall submit a list of races in which it is qualified to vote per DPOC bylaws.
- E. Club Endorsement
Prior to instructing the club's Associate Member on how to vote, the club shall determine its position by at least 11 affirmative votes and at least 60% of MIGS present and voting. The club's endorsement procedure shall be determined by the Executive Board prior to the endorsement meeting of the Club.
 - 1) The Club shall not take a position in support of a candidate for partisan office other than a Democrat endorsed by the CDP or the DNC or contrary to the DPOC local candidate endorsements.
 - 2) In the event that the Club cannot meet prior to the relevant DPOC endorsement meetings, the Executive Board shall instruct the Club's Associate Member.

- 3) In the event the Club publicly supports a candidate, and subsequently the CDP, DNC, or DPOC take an endorsement position contrary to the Club's position, the Club's position shall be deemed automatically rescinded, and the Chair shall issue a public statement to that effect.

XII. TERMINATION

Should this Club be dissolved, the monies remaining in the treasury, after payment of all obligations, shall be disbursed to the Democratic Party of Orange County.

XIII. AMENDMENTS

These bylaws may be amended by a 2/3 vote at a general membership meeting after notice that amendments would be considered at the meeting, *provided that* Section V.A may be amended by the procedure set forth in that section.

RATIFIED by the membership as amended on: 27-Sep-2023

(Chair Name) /s/ Frank Gomez

Central Orange County Democratic Club Code of Conduct

Expected Behavior

Central Orange County Democratic Club (hereinafter called the Club) is committed to providing a welcoming, respectful, friendly, safe, supportive, and harassment-free environment for members, guests, and all others associated with the club. The club expects all leaders, members, and others associated with the club to act professionally, respecting the personal rights and dignities of all individuals involved with the party so as to create a productive, inclusive environment for all.

All individuals should feel welcome and safe within the club, regardless of their sex, gender, gender identity, gender expression, sexual orientation, pregnancy, race, color, ethnicity, national origin, ancestry, religion, creed, age, physical or mental disability, medical condition, genetic information, marital status, military or veteran status, body size, domestic violence victim status, or any other legally protected classifications.

The Club's behavior standards are not limited to the club meetings. Harassment will not be tolerated at any and all events sponsored by or affiliated with the Club, as well as in the club-related calls, texts, emails, and social media like Facebook, Instagram, and SnapChat.

Unacceptable Harassment

The Club will not tolerate harassment – that is, disrespectful or unprofessional conduct based on any of the protected categories listed above. Prohibited harassment can be verbal (such as slurs, jokes, insults, epithets, gestures, or teasing based on the protected categories listed above), visual (such as the posting or distribution of offensive posters, symbols, cartoons, drawings, computer displays, or emails based on the protected categories listed above), or physical (such as physically threatening another person, blocking someone's way, touching private parts, making physical contact in an unwelcome manner, etc.).

The Club will not tolerate sexual harassment – that is, harassment based on sex or conduct of a sexual nature, which includes harassment based on sex (including pregnancy, childbirth, breastfeeding, or related medical conditions), gender, gender identity or gender expression. Prohibited sexual harassment may include all of the actions described above as harassment, as well as other unwelcome sex-based conduct, such as unwelcome or unsolicited sexual advances, requests for sexual favors, conversations regarding sexual activities, or other verbal or physical conduct of a sexual nature. Sexually harassing conduct need not be motivated by sexual desire and may include situations that began as reciprocal relationships, but that later may cease to be reciprocal.

The Club prohibits quid pro quo sexual harassment, such as when submission to sexual conduct is made explicitly or implicitly a term or condition of an individual's membership in the Club, appointment to committee, leadership, or other role within the Club; or submission to or rejection of sexual conduct by an individual is used as the basis for decisions affecting that individual.

The Club prohibits the creation of a hostile environment, that is, conduct that creates an intimidating, hostile or otherwise offensive environment, including but not limited to: unwelcome sexual advances, flirtation, teasing, sexually suggestive or obscene letters, invitations, notes, emails, voicemails or gifts; sex, gender or sexual orientation-related comments, slurs, jokes, remarks or epithets; leering, obscene or vulgar gestures or making sexual gestures; displaying or distributing sexually suggestive or derogatory objects, pictures, cartoons, or posters or any such items; impeding or blocking movement, unwelcome touching or assaulting others; any abusive yelling or screaming, other verbal threats, or disrespectful language (in any form) directed at a person; any sexual advances that are unwelcome as well as reprisals or threats after a negative response to sexual advances; and conduct or comments consistently targeted at one gender, even if the content is not sexual. The examples above are just that – examples. In general, any conduct listed above or that is based on the protected classifications listed above which could interfere with an individual's participation in the Club or could create an offensive environment will be considered harassment in violation of this code of conduct. This is the case even if the offending individual did not mean to be offensive. It is essential that we all be sensitive to the feelings of others.

Retaliation Prohibited

The Club takes very seriously its responsibility to provide all members with a welcoming, respectful, and safe environment and urges any member who feels uncomfortable, unwelcome, or unsafe to report harassment (of themselves or observed with respect to others) as soon as possible. Retaliation for reporting harassment or discrimination or, participating in an investigation with respect to harassment or discrimination, is prohibited.

Retaliation may include, but is not limited to, exclusion from meetings or committees, ostracism, bad-mouthing, or other conduct that may limit engagement with the Club, or that would be reasonably likely to deter a reasonable Club member from reporting harassment or participating in a harassment investigation.

Adopted on: February 22, 2023

Initial of Chair: FG