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# **CDC CONSTITUTION** AND By-Laws (2014 Revision 2.0)

The CDC is an organization of Democratic Clubs and county committees in California. The CDC provides this and other helpful documents to all affiliated members

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57 58	AMENDED		
59	PREAMBLE		
60 61 62 63 64 65 66	WE, THE PEOPLE OF THE CALIFORNIA DEMOCRATIC COUNCIL OF THE STATE OF CALIFORNIA, HEREBY AFFIRM OUR DEDICATION TO THE DEMOCRATIC PROCESS – A PROCESS WHICH EXISTS TO DEFEND THE EQUAL DIGNITY AND VALUE OF ALL HUMAN BEINGS – AND THE RIGHT OF ALL PEOPLE TO PARTICIPATE IN THIS PROCESS AND TO SHAPE IT TO THEIR NEEDS AND ASPIRATIONS. WITH THIS AS OUR PURPOSE, WE CONSTITUTE THIS ORGANIZATION.		
67	ARTICLE I – NAME		
68	The name of this organization shall be the CALIFORNIA DEMOCRATIC COUNCIL.		
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70	ARTICLE II – INCORPORATION		
71 72	The California Democratic Council shall be incorporated under the laws of California as a non-profit corporation.		
73			
74	ARTICLE III - PURPOSES		
75 76 77 78 79 80 81 82 83 84 85 86 87 88 89	<ul> <li>A) To build and maintain a network of grassroots Democratic organizations and activism throughout all areas of the State of California.</li> <li>B) To promote the establishment and maintenance of Democratic clubs across California to ensure every address in the state is served by at least one functioning, chartered, geographically-focused Democratic club.</li> <li>C) To promote diversity and opportunity for full participation throughout the Democratic Party and to end discrimination based on race, age, creed, national origin, economic condition, sexual/ gender orientation, marital status and disability or handicap.</li> <li>D) To promote the candidacy and election of Democratic candidates for partisan offices in cooperation with the California Democratic Party.</li> <li>E) To promote the candidacy and election of Democratic candidates for non-partisan offices in cooperation with the California Democratic Party.</li> <li>F) To assist in the development, training and activism of affiliated organizations.</li> <li>G) To coordinate the exchange of ideas, issues and information among affiliated organizations.</li> <li>H) To consider pre-primary endorsements of Democratic candidates for partisan and</li> </ul>		
91	non-partisan elected offices.		

92 93 94 95	,	To study, discuss and adopt positions on public policy issues and legislative proposals and to work for the enactment of those positions.  To regularly meet with members of the State Legislature to discuss and promote CDC positions on issues and legislation.
96 97		ARTICLE IV – RECORDS AND OFFICES
98	A)	The Board of Directors shall determine the location of the offices for the
99	Ξ.	organization, and shall designate a principal office.
100 101	В)	All official records as designated by the Board of Directors shall be maintained at the principal office of the organization.
102 103	C)	The policies and procedures, as determined by the Board of Directors, shall be compiled into a manual which shall be maintained at the principal office.
104	D)	All records, policies and procedures shall be available for inspection by any officer or director.
105 106	E)	All policies and procedures shall be provided to the officers and directors.
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108		ARTICLE V – MEMBERSHIP
109 110 111 112 113 114 115 116 117 118 119 120 121 122 123 124 125 126 127 128		MEMBERSHIP IN THIS COUNCIL SHALL CONSIST OF THE FOLLOWING:  1. ORGANIZATIONS  a. Democratic clubs b. County Central Committees c. Young Democrat and College Democrat clubs  2. EX-OFFICIO MEMBERS a. Democratic elected officials or nominees for public partisan office in California. b. Democratic National Committee members registered to vote in California. c. Statewide and regional officers and Assembly District Committee chairs of the California Democratic Party d. The statewide officers of the California Young Democrats e. The statewide officers of the California College Democrats f. The chair of the Federation of County Central Committees g. Past presidents of this Council h. MEMBERS-AT-LARGE This Council shall have a Members-at-Large Division. Any registered Democrat may become a Member-at-Large, provided there is no Democratic Club within 25 miles.  REQUIREMENTS FOR MEMBERSHIP 1. Organizations shall:
131 132		<ul> <li>Subscribe to the Constitution and Bylaws of the California Democratic Council and to the Constitution and Bylaws of the California</li> </ul>

- Democratic Party and the National Democratic Party Charter and Bylaws when not in conflict with the CDC Constitution and Bylaws.
- b. Support only Democrats for partisan and non-partisan public office, who best exemplify and subscribe to the philosophy and platform of this Council.

#### 2. Democratic Clubs

- Have as voting members only those persons registered as Democrats, or if ineligible to register have declared their intention of registering immediately upon eligibility.
- b. Have a minimum of twenty (20) dues paid-up members who are not members of any other club represented on this Council. Members (including ex-officio) belonging to more than one club shall designate in writing their club of primary affiliation.
- c. Be a bona fide Democratic Club chartered by a Democratic County or State Central Committee, holding at least one meeting in each quarter, and an annual or biennial election of officers.
- d. Have a minimum of one dollar (\$1.00) annual dues per member, which dues may be waived by individual clubs and have a written roster showing how many members qualified, which roster shall be provided to the CDC on demand.
- 3. Young Democrat and College Democrat clubs
  - a. Shall be duly chartered by their governing organizations.
  - b. Shall have at least ten (10) members who shall be registered Democrats or who intend to register as Democrats upon eligibility.

#### 4. Ex-Officio Members

- a. All individuals who qualify as ex-officio members shall also be required to hold membership in and appear on the roster of an affiliated organization to be eligible to fully participate in the activities of this Council.
- 5. Members-at-Large
  - a. Members-at-Large shall maintain their registration in the Democratic Party at all times.
- 6. Free affiliation for all Chartered Democratic Clubs and County Central Committees.
  - a. All chartered Democratic clubs, organizations and county central committees are entitled to affiliate.
  - b. Any chartered club, organization or county central committee that has not submitted a complete affiliation application is entitled to have its President or Chair attend all CDC Conventions, state area and regional meetings with voice and vote.
  - c. To qualify for the complete complement of delegates and full benefits, organizations may affiliate as full members of CDC by filling out the affiliation application and submitting a current club roster, in a CDC approved format, which will be used to determine the number of allocated delegates. Full affiliation will remain in effect until either party retracts the affiliation in writing subject to yearly updates of club

179 180 181	members and officers. Full affiliation provides organizations with participation in CDC committees, proportional voting strength at meetings and the right to host ex officio members.
182	ARTICLE VI – DUES
183 184	A) The determination of dues and associated fees may be reviewed and adopted by the regular Convention.
185	B) The Board of Directors may consider hardship applications.
186 187	ARTICLE VII – OFFICERS
188 189 190 191 192 193 194 195 196 197 198 199 200 201 202 203 204 205 206 207 208 209 210 211 212 213	A) The elected officers of this Council shall be a President, Executive Vice President, Secretary, Treasurer, Controller and three Trustees, one or more Vice-Presidents who will Chair the Standing Committees set out under Article IX, Section B, Sub-Section 1, a. Standing and Ad Hoc/Special Committees.  B) Elected officers shall be elected at the Annual Convention in odd-numbered years and shall assume office upon conclusion of that Convention.  C) In addition, the President shall be entitled to appoint additional officers, as determined by the Board of Directors, to assist in the governance of this Council.  D) The terms of office for appointed officers shall be the same as for elected officers.  E) ELIGIBILITY  1. Any member of an affiliated club of this Council is eligible to hold office in this Council.  2. Any Officer of this Council, other than Trustee, who is a candidate for full-time paid elective public office, other than offices within the Democratic Party, shall be required to take a leave of absence upon the announcement of his or her candidacy, unless otherwise authorized by the Executive Committee, Board of Directors or the Convention.  3. Remuneration for elective or appointed officers, except as reimbursement for expenses (i.e. postage, mileage, travel, phone, Internet, et al.) shall be approved by the Executive Committee, the Board of Directors or the Convention, or as set forth in the organization's adopted strategic plan.  F) DUTIES & AUTHORITY  1. President. The President shall serve as the chief executive officer and in that capacity shall oversee the day-to-day activities of this Council. In addition, the President shall:  a. Preside over the Annual Conventions, Board of Directors meetings and
214 215 216	Executive Committee meetings.  b. Serve as the official spokesperson for this Council.  c. Serve as the chief fundraiser for this Council.
216 217	d. Serve as the chief fundraiser for this Council.  d. Serve as liaison to the California Democratic Party and DNC.
217	e. Hire all paid staff of this Council, provided estimates for staff
219	compensation have been approved as part of the adoption of the

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- organization's strategic plan or by vote of the Executive Committee, the Board of Directors or the Convention.
- f. Appoint elected officers upon the vacancy of an elected officer, subject to approval at the next Board of Directors meeting.
- g. Appoint additional unpaid, non-voting officers, as necessary, to assist in the governance of this Council elected officers upon the vacancy
- h. Develop and implement an annual strategic plan to be approved by the Executive Committee, the Board of Directors, or the convention.
- i. Report annually on the state of the CDC and its progress under the strategic plan presented during the preceding annual convention.
- j. Have the authority to authorize all proper expenditures of this Council, except that expenditures exceeding \$7500 shall require the approval of the Executive Committee, the Board of Directors, or the Convention.
- k. Coordinate the activities of all volunteer officials of this Council and serve as primary representative to all affiliates.
- I. Have the authority to appoint one or more special assistants. The special assistant(s) shall have voice but no vote on the Board of Directors and shall be eligible to serve as a delegate to conventions.
- 2. The Executive Vice President shall assume the duties of the President upon the resignation or incapacitation of the President.
- 3. The Secretary shall act as secretary of the Annual Convention and of the Board of Directors and its Executive Committee, keeping records of the proceedings thereof, distributing copies as appropriate and notifying members of meetings of this council and its Board of Directors.
- 4. The Treasurer shall be authorized to pay bills of this Council at the request direction of the President, make regular reports regarding the financial condition and major expenditures of this Council, assist the President and staff with fundraising activities, cooperate with the Trustees in all audits, and in conjunction with the President, ensure that all governmental reports are timely filed in compliance with all applicable state and federal laws and regulations and that all financial transactions of the this Council comply with the internal control policies set forth by the American Institute of Certified Public Accounts.
- 5. The Controller shall, in cooperation with the Treasurer, maintain the books of account of the organization and the budgetary and internal control matters of the Board of Directors. The Controller shall serve as Chair of the Budget Committee and shall serve as an ex-officio member of the Board of Trustees.
- 6. The Trustees shall audit the books of account of the Organization at least twice a year and at any time when the incumbent Treasurer shall leave office, submit a report of each audit to the Board of Directors, and of their year-end-audit to the Annual Convention. They shall review the expenditures of Council funds and report whether they have been made in accordance with Convention decisions and/or this Constitution and By-Laws. They shall also serve on the Standing Committee of Finance and assume the Responsibilities thereof as outlined by the Board of Directors.
  - a. The term of office of a Trustee shall be three years.

## G) VACANCIES

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306 307 Vacancies in any of the offices herein shall be filled by the Board at a regular meeting of the Board of Directors, provided that written notice of the existence of the vacancy shall be sent to all members of the Board fifteen (15) days prior to such meeting.

#### H) REMOVAL

Any officer of this Council may be removed by a two-thirds vote of those present and voting at any meeting of the Board of Directors; provided that written charges against the officer shall first be presented to the meeting of the Board immediately preceding, that at least sixty (60) percent of those present and voting at the meeting where charges are presented shall vote to notify the officer of such charges and to proceed with a removal action, and that the affected officer shall be given an opportunity to answer and be heard at the Board meeting immediately following the Board meeting at which such charges were presented.

#### I) ELECTIONS

- Nominations and elections of Officers, other than those appointed by the President and approved by the Board of Directors, shall take place at the Annual Convention occurring in odd-numbered years, except in the case of Trustees.
- 2. One Trustee shall be nominated and elected each year at the Annual Convention on a rotating basis

#### J) USE OF NAME

No member of the Board of Directors of CDC may use her or his CDC title in any way – including for identification purposes only – in support of any candidate or ballot proposition not endorsed by CDC.

#### <u>ARTICLE VIII – BOARD OF DIRECTORS</u>

### A) COMPOSITION

- 1. The Board of Directors of this Council shall consist of the elected and appointed officers, past presidents of this Council, organization presidents and chairs, caucus chairs, standing committee and ad-hoc committee chairs who shall have voice and vote.
- 2. Organization presidents and chairs are entitled to appoint a permanent representative in writing to serve in their place at Board meetings
- 3. Any affiliated organization having in excess of 100 affiliated members shall be entitled to an additional representative on the Board of Directors.

### B) POLICY

 The Board of Directors shall be the final authority between state-wide conventions with regard to all matters of state-wide policy; provided, however, that the Board of Directors shall at all times be subject to the policies of this council as adopted by Statewide Convention and to the provisions of this Constitution and Bylaws.

#### C) QUORUM

1. One-fifth (20%) of the Board of directors shall constitute a quorum.

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- 2. All resolutions and policy statements shall require a 60% vote of those present and entitled to vote at conventions and meetings of the Board of Directors.
  - 3. Policy resolutions in the name of the California Democratic Council shall be the function of the state-wide Convention and Board meetings; resolutions of the Executive Committee shall be limited to implementation of previously stated policies of the California Democratic Council.
  - 4. The Board of Directors shall be the final authority between state-wide Conventions with regard to all matters of state-wide policy; provided, however, that the Board of Directors shall at all times be subject to the policies of this Council as adopted by the Statewide Convention, and to the provisions of this Constitution and Bylaws.

## D) REGULAR AND SPECIAL MEETINGS

- Regular business meetings of the entire Board of Directors shall be held no less than two times a year. Said regular meetings shall be called by the President.
- 2. Special meetings of the entire Board of Directors may be called by the President at any time, and shall be called by her or him upon request of Twenty percent (20%) of the affiliated organization presidents and chairs.

#### F) EXECUTIVE COMMITTEE

- 1. The Executive Committee shall consist of the elected and appointed officers under Article VII, Section a. with the exception of the Trustees.
- 2. The Executive Committee shall act on organizational matters and on policy matters that are of an urgent nature between meetings of the Board of Directors. Any action taken is subject to ratification at the next Convention or Board of Directors meeting.
- 3. The Executive Committee also shall advise the President from time to time, as necessary, on policy issues and planning matters.
- 4. All meetings of the Executive Committee shall be open to any member of the Board of Directors.

#### ARTICLE IX - COMMITTEES

#### A. MEMBERSHIP & AUTHORITY

- 1. Standing and ad-hoc committee members shall be members of affiliated organizations and shall appear on the affiliated membership list.
- 2. Each affiliated organization is entitled to appoint a voting member to each standing committee and any voting member may be appointed to a standing committee by the CDC President, with the exception of the Finance Committee, whose membership will be defined by the Executive Committee
- 3. Each affiliated organization is entitled to appoint a voting member to each standing committee and any voting member may be appointed to a standing committee by the CDC President, with the exception of the Finance Committee, whose membership will be defined by the Executive Committee.
- 4. All committees shall meet as necessary.
- No committee shall have the power to set policy for CDC or to represent the CDC unless such authority is explicitly granted to such committee by the CDC

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Convention or the CDC Board of Directors. The primary purposes of 353 Committees are to make recommendations and to carry out tasks assigned by 354 the CDC Convention and the CDC Board of Directors. 355 356 6. 6. All committee appointments made by affiliated organizations shall stay in force until a replacement is designated, or until the organization's affiliation with 357 this Council lapses. Under no circumstances may an unaffiliated organization 358 be represented by voting members to committees. All other appointments 359 terminate at the end of the CDC Convention. 360 E) STANDING AND AD HOC/SPECIAL COMMITTEES 361 1. Standing Committees 362 a. The Standing Committees-shall be: Bylaws & Rules, Communications, 363 Credentials, Finance, Issues & Political Action, Membership, 364 Organizational Development and Resolutions. The duties of these 365 committees and the chairs shall be defined by the Executive Committee. 366 2. Ad Hoc/Special Committees 367 a. The Board of Directors may create Ad Hoc/Special Committees as it 368 deems necessary. 369 b. The President shall appoint the members and chair of any Ad 370 Hoc/Special Committees. 371 372 **ARTICLE X – CONVENTIONS** 373 A. TIME AND PLACE 374 1. A Convention of this Council shall be held annually. Notice of such Convention 375 shall be conveyed to each ex-officio and organization member at least Two (2) 376 months in advance of any cut-off date for credentials established in accordance 377 with Article X, Section B, Subsection 1-c. 378 2. Rules for the Annual Convention shall be reviewed and adopted by the Board 379 of Directors at least four months in advance of the Convention. 380 **B. REPRESENTATION** 381 1. Organizations 382 383 384 385

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- a. Each club affiliated with this Council by 30 days prior to the convening of the Annual Convention or by March 31st whichever is earlier, shall be entitled to one duly elected delegate, and one alternate, for each ten (10) members who appear on the affiliation roster, as well as a vote for the Club President or the Club President's designee.
- b. Each County Central Committee affiliated with this Council by 30 days prior to the convening of the Annual Convention, or by March 31st whichever is earlier, shall be entitled to two duly-elected delegates, and two alternates, for each Assembly District, whole or partial, contained in the county.
- c. Clubs that are new members or clubs that have not renewed by March 31<sup>st</sup> shall be limited to no more than two delegates and two alternates. as well as a vote for the Club President or the Club President's designee, with right of appeal to the Credentials Committee if desired.
- d. All other organizations shall be guaranteed only one convention vote, with right of appeal to the Credentials/Roster Committee if desired.

- e. Each club president shall certify in writing to this Council that the names listed on the submitted roster are paid-up members who are not members of any other club represented on this Council; or are members who have designated in writing that club as their club of primary affiliation..
- 2. Ex-officio members are entitled to serve as individual delegates.
- 3. Past presidents of this Council are entitled to serve as individual delegates.

#### C. QUORUM

 1. A quorum to conduct business at any convention shall consist of one third (1/3) regular accredited delegates

## D. PROXIES

1. There shall be no duplicate voting or voting by proxy.

#### E. SPECIAL CONVENTIONS

 Special state-wide conventions may be called by the President with the approval of the majority of the total membership of the Board of Directors, which may be polled in writing; or by Two-Thirds (2/3) majority of the total membership of the Executive Committee

#### F. RULES

1. Any Convention or meeting of this council shall be governed by the most recent edition of Robert's Rules of Order, newly revised. In addition, the Board of Directors will develop, review and adopt rules governing specific procedures for each meeting, consistent with this Constitution and Bylaws

#### G. CONSTITUENCY CAUCUSES

- 1. A Constituency Caucus may be created by twenty (20) or more delegates gathering together at and Annual Convention, signing a Caucus Affiliation form, electing a Chair and other officers and notifying the Convention Secretary of the establishment of the caucus.
- 2. The purpose of a Constituency Caucus is to promote issues, legislation and candidates of interest to the specific constituency.
- 3. A Constituency Caucus will need to re-affiliate annually.
- 4. The Caucus Chair shall be a member of the Board of Directors.

#### **ARTICLE XI – ENDORSEMENTS AND RESOLUTIONS**

- A. All resolutions and endorsements shall be initiated by the standing committee on Endorsements (Endorsement Committee). The Endorsement Committee shall determine the time and procedure for endorsements. Resolutions and endorsements may be voted on in an in-person (including phone) or by an electronic basis.
- B. The manner in which a resolution or endorsement is acted upon shall be called an endorsement process. The procedure for conducting a resolution or endorsement process shall be a standing rule of the majority of the Endorsement Committee, subject to the approval of the Credentials/Roster and Tech/IT Committees.
- C. Notification of the endorsement process shall be issued by the CDC Secretary on behalf of the Endorsements Committee. Delegates designated 60 days before the beginning of voting shall be eligible to vote.

442	D.	Forty percent (40%) of eligible delegates voting shall constitute a quorum for any
443		resolution or process. Passage of a resolution or issuing of ab endorsement shall
444		require sixty percent (60%) of those voting in favor of the resolution or supporting an
445		endorsement position.
446	_	The Endergement Committee may use the endergement process to convece their
447	⊏.	The Endorsement Committee may use the endorsement process to canvass their
448		members or conduct a straw poll for the purpose of finding members opinions on a
449		particular subject, but such a process would not imply an official position of the CDC.
450		ARTICLE XII – AMENDMENTS
454		The Constitution and Dylaws of this Council may be amended at any annual or
451	Α.	The Constitution and Bylaws of this Council may be amended at any annual or
452		special convention by a majority vote of the duly registered accredited delegates
453	D	present. All proposed amendments to the Constitution and Bylaws shall be submitted to the
454 455	D.	Bylaws & Rules Committee for review 30 days prior to consideration by the
455 456		Convention delegates.
456 457	_	A proposed amendment which the Bylaws & Rules Committee has rejected or
457 458	C.	refused to consider may be considered by the Convention if submitted over the
459		signatures of 25 accredited delegates, or has been approved by a majority of the
460		Board of Directors.
461	D.	
462	٥.	language or form, may be voted on as a group.
463	E.	The Bylaws & Rules Committee is empowered to make any and all non-substantive
464	_,	changes, whether for grammar or typographical error in reproduction.
465	F.	All amendments approved by the delegates in Convention shall become effective on
466		the first day following that Convention, and an updated version of the Constitution
467		and Bylaws shall be posted on the CDC website.
468		END
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Revisions

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Revision 2.0 Adopted 02/22/2014 CDC Constitutional Convention and Reorganization