

## BYLAWS

of the

### ORANGE COUNTY VETERANS DEMOCRATIC CLUB

#### I. NAME

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The name of this organization shall be the Orange County Veterans Democratic Club (OCDVC).

#### II. PURPOSE

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The purpose of the Orange County Veterans Democratic Club (the "Club") is to serve and advocate for veterans of the Armed Forces of the United States of America and to advance the goals of the Democratic Party as defined by the platforms of the Democratic National Committee ("DNC") and the California Democratic Party ("CDP").

The Club shall focus its efforts within Orange County, California (the "County").

The Club's objectives are to support the campaigns of Democrat veterans and Democrat allies of veterans; to promote an activist political base for veteran Democrats and allies by engaging in grassroots outreach, organizing, and recruitment within the veteran community; to advocate for veterans' issues; to serve the needs of Orange County veterans and their families; and to support the CDP, DNC, and Democratic Party of Orange County ("DPOC").

The Club shall seek to publicize activities, and to build its membership from registered Democrats within the County.

#### III. AFFILIATION

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- A. The Club is officially chartered with the DPOC and was duly chartered by the DPOC in 2020.
- B. As a chartered and affiliated Club of the DPOC, the Club shall comply with the bylaws of the DPOC and 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, and contrary to candidate endorsements by the DNC, the CDP, and the DPOC.

#### IV. MEMBERSHIP REQUIREMENTS

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- A. Qualifications: Any individual qualifies for Club membership if:
  - 1. The individual lives in California; and
  - 2. 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;
  - 2. The member has attended at least 1 meeting of the Club in the last 12 months prior to voting;
  - 3. The member is current on Club dues as of the last day of the prior calendar month;
  - 4. The member has agreed to be bound by the Code of Conduct; and
  - 5. The member has not had their membership revoked in the current year or preceding calendar year.
- D. Non-Discrimination: The Club 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.
- E. 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.
- E. Removal of a member may be effected in the following manner:
  - 1. At least 2 members of the Executive Board or 5 members of the Club must sign and submit to the Secretary a written statement of charges containing the grounds for removal. If the accused member is the Secretary, then the President shall assume the following duties in place of the Secretary.
  - 2. The Secretary, upon receipt of the statement of charges, must send in writing to the accused member the statement of charges and a letter stating that the accused member may either resign their club membership or have a hearing before the Executive Board where at such hearing, the accused member shall be afforded an opportunity to respond to the statement of charges.
  - 3. If the accused member does not resign, the Secretary shall send in writing the statement of charges to all members of the Executive Board along with a notice of the hearing date.
  - 4. At the hearing, the Executive Board shall examine the statement of charges brought against the accused member and determine if a sanction is appropriate. The sanction may include one or more of the following: a censure, a temporary suspension of membership, or a revocation of membership.
  - 5. Any finding of a violation, and the imposition of an appropriate sanction for that violation, shall require a vote of not less than two-thirds of the full Executive Board.
  - 6. The accused member may appeal the finding of the Executive Board in writing to the Secretary.
  - 7. Upon receipt of the appeal, the Secretary shall send in writing the statement of charges to all club membership along with a notice of the hearing date.
  - 8. At the hearing, the elected officer(s) shall examine the statement of charges brought against the accused member in full view of the club membership. The accused member shall be afforded an opportunity to respond to the charges, to confront any witnesses against such members, and to present documentation and witnesses of their own.
  - 9. After such hearing, a sanction may be imposed where appropriate. The sanction may be a censure, a temporary suspension of membership, or a revocation of membership.
  - 10. Any finding of a violation, and the imposition of an appropriate sanction for that violation, shall require a vote of not less than two-thirds of the membership present and voting.

## V. DUES

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- A. The Club's fiscal year shall follow the calendar year.
- B. Dues shall be set by the Executive Board immediately prior to the start of each fiscal year, or as soon thereafter as is practicable.
- C. Renewal dues are due at the beginning of the fiscal year and payable by the end of the second month of the fiscal year.
- 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 President and Membership Chair, or if no Membership Chair is appointed, the Vice-President, all of whom shall keep the waiver and hardship confidential.
- E. Dues are considered current and Membership is effective starting the first day of the month after the month in which dues are received or waived. For the purposes of the first general meeting of the fiscal year, all MIGS as of the last day of the previous fiscal year shall be deemed to be MIGS.

## VI. MEETINGS

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- A. Regular Meetings
  - 1. The Club shall hold regular meetings open to all Democrats at least once quarterly.
  - 2. 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.
- B. Special Meetings
  - 1. Special meetings may be called by the President at any time with 3 days notice.
  - 2. In the absence of the President, any two officers or 5 MIGS may call a special meeting.
- C. Executive Board Meetings
  - 1. The President shall hold regular meetings of Club officers and Committee Chairs as necessary to conduct Club business.
  - 2. Executive Board voting procedures shall be by majority votes by voice, email, or ballots.
  - 3. Special Executive Board meetings may be called by the President or 2 officers with 3 days notice (for example, 3 days).
- D. Notice of Meetings
  - 1. Notice of regular meetings shall be given at least two weeks in advance to all active members, in any manner as follows:
    - a. Notice in writing by US mail;
    - b. Notice in writing by e-mail;
    - c. Telephone message; or
    - d. Notice in writing on a social media platform such as Facebook
  - 2. 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 reasonably calculated to be received at least two weeks prior to the meeting.

## VII. RULES FOR MEETINGS

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- A. The Club shall use the current Roberts Rules of Order to govern parliamentary procedure at all official meetings of the organization, except as specifically noted in these bylaws.

- B. Subject to the discretion of the President, meetings shall follow the agenda set by the Executive Board, except that any noticed vote provided for in these Bylaws shall occur as noticed. The general membership shall not need to approve the agenda.
- C. Minutes of the general meetings and Executive Board meetings should be maintained and available for inspection by the membership and should be reviewed and approved by the Executive Board.
- D. A quorum for any general 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.
- E. Unless otherwise specified in these Bylaws, the Club may adopt events, pass resolutions, and conduct regular business with a vote of simple majority of the members present at any meeting. Voting in Executive Board meetings shall be by simple majority.
- F. Voting may only be exercised by Members in Good Standing (MIGS).
- G. No proxy voting shall be permitted.
- H. Voting may be by show of hands, by ballots, or by any other method, as determined by the Executive Board.
- I. For voting on CDP Pre Endorsements, refer to the CDP PRE-ENDORSEMENT VOTING Article of these bylaws.
- J. For voting on DPOC Endorsements, refer to Article DPOC ENDORSEMENT VOTING Article of these bylaws on DPOC Endorsement Voting.

#### VIII. OFFICERS

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- A. Club officers shall consist of President, Vice-President, Secretary, and Treasurer. They shall be elected at the first regularly noticed general meeting of odd-numbered years. The officers shall serve 2 year terms of office starting at the time they are elected, and until the first general meeting of the next odd-numbered year.
- B. Only MIGS may be considered as candidates for office.
- C. If the President vacates the office, the Vice-President shall ascend to the office of President. An election shall be held to fill the President's remaining term of office at the next general meeting, unless the next general meeting is fewer than 14 days from the date of resignation, in which case the election shall be held at the subsequent general meeting.
- D. In the temporary absence of the President, the Vice-President shall serve as President. In the temporary absence of the Vice-President, the Secretary or Treasurer shall serve as Vice-President.
- E. Duties  
The President 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 any vacated elected offices, with the consent of the Executive Board;
  - 4. Make appointments to other non-elected standing committee chairs and positions as required, with the consent of the Executive Board;
  - 5. Make appointments to other non-elected ad-hoc committee chairs and positions as required, with the consent of the Executive Board;
  - 6. Act as the official spokesperson of the Club;
  - 7. Stimulate active interest in the political process;
  - 8. Provide a constructive role for the active volunteer;
  - 9. Promote harmony within the Club membership, between other clubs, and within the Democratic Party of Orange County; and
  - 10. Appoint Club members to serve in other capacities as needed.

The Vice-President shall:

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

The Secretary shall:

1. Take and keep the minutes of the general meetings and the executive committee meetings;
2. Maintain the Club's official communication records;
3. Chair meetings in the absence of the President and Vice-President; and
4. Keep an accurate list of MIGS.

The Treasurer shall:

1. Prepare a budget for approval by the executive board;
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. Pay annual charter fee for the DPOC;
6. Make the record of Club receipts and expenditures available to any member when requested;
7. Provide a report of the Club financial status at club meetings as requested;
8. Provide an annual written report of Club financial status by end of the fiscal year;
9. See that the Club meets federal, state, and local political campaign reporting requirements;
10. Maintain all financial records of the Club;
11. Be responsible for Club bank accounts; and
12. Ensure FPPC/FEC financial reports are submitted on time.

- F. The Club may elect such other officers as may be deemed necessary from time to time to conduct Club business.
- G. The Executive Board shall be composed of the Club officers and chairs of standing committees, and shall be responsible for implementing the Club's goals and maintaining financial viability.
- H. An elected officer may be removed from office for misconduct or neglect of duty including one or more of the following:
  1. Missing three unexcused executive board and/or general meetings within a six month period;
  2. Non-performance of duties;
  3. Publicly endorsing anyone other than a Democrat in any election;
  4. Publicly advocating that the voters should not vote for the Democratic endorsed candidate for any office;
  5. Violating the Code of Conduct; or
  6. Conduct unbecoming involving any act prejudicial to the best interests of the Club as determined by the Executive Board.
- I. An elected officer may be removed by the same procedures as those for regular members, as defined in the MEMBERSHIP REQUIREMENTS Article.
- J. Club Representatives
  1. The Club may be represented at any meetings at which it may be entitled to membership, including but not limited to the DPOC Council of Clubs. A person may serve as representative to more than one outside body by election or appointment of the Executive Board or membership.

2. The Club shall be represented at monthly meetings of the DPOC Central Committee by an Associate Member, as defined by the DPOC by-laws.
  - a. The club's Associate Member may be appointed or elected. If appointed, the Associate Member must be an elected officer. The Associate Member may be elected, recalled, or replaced upon a majority vote of the membership at any noticed meeting.
  - 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 may be appointed by the President.
  - d. The Club shall notify the DPOC Secretary of the names of the Associate Member and alternate.

## IX. CLUB ELECTIONS

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- A. The President shall appoint, with the ratification of the executive board, an Election Committee at least 3 months prior to the election. The Election Committee shall consist of at least 3 MIGS, preferably MIGS who are not running for any office.
- B. Nomination Process
  1. Before the election, the Election Committee may accept nominations and/or present its recommendations to the general membership.
  2. The available positions and responsibilities shall be published in the newsletters and/or website no later than one month prior to the election.
  3. The method of submission of candidacies shall be determined by the Election Committee.
  4. The Election Committee shall, at a minimum, set a nomination deadline by which anyone nominated will have the opportunity to submit a candidate statement, which shall be published in the newsletter prior to the election meeting.
  5. Regardless of whether the Election Committee accepts nominations and/or presents recommendations, the Election Committee may accept nominations from the floor on the day of the election.
  6. A person may nominate themselves.
  7. The Election Committee shall determine before the Election day a structure and timeframe for each candidate to make a statement and/or take questions. The minimum criteria for nominees are as follows:
    - a. The nominee must be a MIGS. The Election Committee shall request the Board to verify that all nominees are MIGS.
    - b. If elected, the nominee agrees to meet with the outgoing Board during the transition period.
- C. Election Day Process
  1. The Election Committee shall appoint one person to serve as chair of the Election meeting, and two people to assist the chair of the Election meeting. The chair of the Election meeting and assistants may be members of the Election Committee, and shall not be a candidate for any office.
  2. The chair of the Election meeting and assistants shall prepare ballots if more than one candidate is running for an office. In an uncontested race, the chair of the Election meeting may choose to call for a vote by a show of hands or voice vote.
  3. The criteria for voting are as follows:
    - a. Voting member must be a MIGS.

- b. Voting by proxy is not permitted.
  4. The chair of the Election meeting shall determine the winner by fifty percent plus one of the MIGS present and voting. If no candidate meets the stated threshold, a run-off vote shall be held.
  5. If there are paper ballots, the chair of the Election meeting and assistants shall triple count the votes in full view of the membership on election day. If there are electronic ballots, the chair of the Election meeting and assistants shall take a screen shot of results and share them in the full view of the membership on election day.
  6. The chair of the Election meeting will announce the winner of each office to the general membership on Election Day.
  7. Should an office be unfilled after the election, the newly elected President shall appoint, with the consent of the Executive Board, a person for the office.
- D. Board Transition
1. Following the election, the newly elected officers will meet with the outgoing officers as soon as possible, and before the next board meeting.
  2. 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

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- A. The number of Assembly District (AD) Club Representatives shall be allocated as provided for by the bylaws of the CDP based on AD residency.
- B. 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.
- C. AD Club Representatives may vote only in the districts in which they reside.
- D. Only MIGS as of the deadline shall be included on the roster.
- E. The status of such members shall be certified by the Club's President, Vice-President, Secretary, or Treasurer.
- F. AD Club Representatives shall be equally apportioned between people self-identifying as women and people other than self-identifying as women, to the extent possible.
- G. Potential AD Club Representatives shall be elected by a majority vote of the Club's MIGS as approved on the MIGS roster submitted to the DPOC and CDP. The Potential AD Club Representative shall not be otherwise eligible to vote in the Pre-Endorsement process. The vote shall be held at the general meeting prior to the submission of potential representatives to the DPOC and the appropriate CDP Regional Director. The names of potential AD Club Representatives shall be submitted in their order of priority as determined by the number of votes each potential representative received. The President shall appoint a Pre-Endorsing Selection Committee of not fewer than 3 Club members to manage this process, conduct the election, and report the results. The members of the Pre-Endorsing Selection Committee shall be ineligible to serve as AD Club Representatives.
- H. Club representatives described in this Article, when participating in voting and discussion in that capacity, shall adhere to and represent the Club's official positions on endorsements and other matters wherever applicable, and shall agree to do so prior to their selection.
- I. Voting on instructions to the Club's pre-endorsing representatives may be by show of hands or by ballots as determined by the Executive Board, and shall be conducted in a simple, single round of voting. The Club may adopt a process for pre-endorsement other than a simple, single round of voting, but such process must be approved by the membership. Under no circumstances may the

Club consider the endorsement of a candidate for public office who is not registered with the Democratic Party. The minimum threshold for pre-endorsement in a race with multiple Democratic candidates is 70% of the Members in Good Standing present and voting. The failure of any candidate to attain that threshold shall result in an official Club position of "No Endorsement."

## XI. DPOC ENDORSEMENT VOTING

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In accordance with the DPOC bylaws, the club shall establish the following procedures and rules in order to participate in the DPOC endorsement process:

- A. Associate Member  
See the provision on Club Representatives in the Article on Officers.
- B. 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.
- C. 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 is as follows:
  1. Voting on the endorsement of candidates or ballot propositions, or on instructions to the Club's pre-endorsing representatives or to the DPOC Associate Member, may be by show of hands or by ballots as determined by the Executive Board, and shall be conducted in a simple, single round of voting.
  2. The Club may adopt a process for endorsement other than a simple, single round of voting, but such process must be approved by 2/3 of those present and voting at any meeting. The failure of any candidate or ballot measure to attain that threshold shall result in an official Club position of "No Endorsement."
  3. 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 Democratic National Committee (hereinafter the "DNC") or contrary to the DPOC local candidate endorsements.
  4. Nothing herein shall (1) prohibit the Club from supporting any Democratic candidate prior to an endorsement by the CDP, DNC, or DPOC; (2) prohibit the Club from supporting any Democratic candidate in the event the CDP or DPOC fail to reach consensus on an endorsement; or (3) prohibit the members of the Club from supporting any Democratic candidate for office on their own time outside of meetings or official activities of the Club.
  5. 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 President shall issue a public statement to that effect.

## XII. TERMINATION

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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

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These bylaws may be amended by a 2/3 vote at a general membership meeting. Two week's notice must be provided of the meeting.

RATIFIED by the membership as amended on: \_\_\_\_\_, 20\_\_

(Secretary Name) \_\_\_\_\_



## **Attachment to the By-Laws of the Orange County Veterans Democratic Club**

### **Code of Conduct**

#### **Expected Behavior**

The Orange County Veterans 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 with civility and integrity at all times respecting the personal rights and dignities of all people, including but not limited to people involved with the Club or the Democratic Party so as to create a productive, inclusive environment for all. Because integrity is the cornerstone of leadership, dishonesty and disrespectful conduct will not be tolerated.

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, immigration status, ancestry, religion, creed, age, physical or mental disability, medical condition, genetic information, marital status, military or veteran status, body size, domestic violence victim status, socioeconomic status, involvement in the criminal justice system, 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, websites, and social media.

#### **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.