

## **Amended Bylaws of**

### **The Democratic Club of Wicomico County**

(Revised and ratified June 19, 2019)

#### **1) NAME**

The name of our organization is The Democratic Club of Wicomico County (“the Club”).

#### **2) PURPOSE AND MISSION**

- A) To promote and sustain democratic values as advanced by the Maryland and national Democratic Party;
- B) To recruit and support candidates for local, statewide and national office;
- C) To reach out to existing and new constituencies and encourage registration of Democratic voters in Wicomico County;
- D) To give support to our local Democratic elected officials, including the Democratic Central Committee;
- E) To provide a forum for discussion of issues important to our voters;
- F) To educate our local citizens and otherwise to advance the goals and principles of progressive, participatory democracy; and
- G) To grow the Democratic Party in Wicomico County.

The Club will pursue these goals through organizing, educational activities, social gatherings, fundraising and electioneering efforts.

#### **3) STATEMENT OF VALUES**

Democrats in Wicomico County, like their party nationwide, have evolved into a coalition of different groups, with the overarching values of social and economic justice tying them together. Among our important issues: access to adequate health care for everyone; environmental health and safety protections and the recognition of human-

altering climate change; income inequality that has gotten progressively worse over the past five decades; immigration reform consistent with our heritage as a nation of immigrants; equal rights for all regardless of age, race, gender, religion or sexual orientation; and protection from enemies at home and abroad. We are a party that advocates for greater regulation of gun purchases to make our communities safer. We support raising the minimum wage to provide a livable wage for working Americans and strengthening Wall Street regulations. We believe a significant investment in education is critical to our future as a path to better jobs.

We're a party of tolerance and inclusiveness. We're a party of truth and science. We're a party of personal integrity. We believe that government can positively influence our quality of life. We're a party that advocates on behalf of all Americans, not just a chosen group. We're loyal to our nation above our party. And we accept that all of us are imperfect, so compromise is inevitable and desirable.

#### **4) MEMBERSHIP**

A) The members of the Club shall be registered Democratic voters in Wicomico County who agree to comply with Club policies and sign up with the Club's Corresponding Secretary.

Membership entitles members to vote in Club elections and other Club matters. Physical attendance at Club meetings is required to cast a vote.

B) The Club may establish rules and regulations regarding member conduct at meetings and organized Club events.

C) No Member shall be entitled to speak on behalf of the Club unless specific authority by the President.

#### **5) MEETINGS**

A) There shall be at least nine monthly General Meetings in a calendar year.

B) General Meetings are open to the public unless publicized otherwise.

C) Notice of a General Meetings shall be by email the Club website and social media. Individual Members may request notice of meetings by mail or phone.

#### **6) FISCAL YEAR**

The club fiscal year shall be from January 1-December 31. The Treasurer shall present a final fiscal year report to the Club Membership at the January General Meeting.

## 7) BOARD OF DIRECTORS

- A) The Board of Directors (“the Board”) shall consist of seven Officers and the Immediate Past President.
- B) The term of each director shall be a period of two years.
- C) The Board shall meet at least once a month from January to December at a time and place designated by the President. A majority (at least four of the seven Directors) of the Board shall constitute a quorum for voting purposes. A transitional meeting between the incoming and outgoing board members shall occur in December of Board election years.
- D) In the event of a vacancy (except President; see 7E), the Board shall promptly meet (as called by the President or his/her designee) and by a majority vote of the Board shall recommend a Member to fill the vacancy. Nominations from the floor at the next General Meeting will be in order along with the recommendation of the Board. A majority vote by the General membership in attendance at that meeting shall prevail.
- E) If the President resigns, is dismissed or is unable to perform the duties of the President, the First Vice President shall assume those duties for the remainder of the current term. The Second Vice President will assume the position of First Vice President. The Second Vice President position will be filled as described in Article 7D.
- F) The Immediate Past President, in order to provide continuity with the incoming President and other Board Members, shall be a Member at Large of the Board of Directors for the two-year term following her/his position as President. Exception: if the Immediate Past President failed to complete his/her term, he/she shall not become a Member at Large.
- G) There shall be three possible reasons for removal from office:
  - 1) Any Director may be removed from offices if his/her actions reflect poorly on the Club.

This requires the appointment of a review committee to investigate the allegations. The

review committee is appointed by the President (or First Vice President if the allegations are against the President) and shall consist of three Club Members. The results are presented to the Board. The accused will be asked to appear before the next General Meeting, and be given an opportunity to present her/his case. The Board will present the findings of the review committee. A majority vote of Members in attendance at the next General Meeting is required for dismissal.

2) *Non-performance of duties.* Any Director may be removed from office if she/he does not perform her/his duties as specified in the club Bylaws. The Board shall determine, by majority vote, if duties are not being performed, and then present such to the Club Membership. A majority vote of the Club Membership in attendance at the next General Meeting is required for dismissal.

3) *Meeting absences.* Any Director may be removed from office for lack of attendance at General and/or Board Meetings. Two missed unexcused meetings in a row or four unexcused meetings in a 12-month period warrant possible dismissal. Not notifying the President of a pending absence before the scheduled meeting constitutes an unexcused absence. A Board Meeting and a General Meeting on the same day shall count as one absence. Any member of the Board during a monthly Board Meeting may make a motion for dismissal of a Director on grounds of absenteeism. A majority vote of the Directors is required for dismissal.

## **8) BOARD OF DIRECTORS DUTIES BY POSITION**

The Club Directors shall be President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer and Sergeant-at-Arms. The Immediate Past President shall be considered the eighth Director. Each Director's term of office shall begin on the date of the December General Meeting (or Holiday Party) of odd number years and continue

for two years. Directors may be elected to succeed themselves. Directors may serve two concurrent terms, but then must wait two years before running for Director again. All Directors must have access to a computer and the Internet to access the Club website and applicable social media. The duties of each Board Member follow:

- A) *President.* The President of the Club shall preside over the Club's General Meetings and Board Meetings. He/she shall appoint the Chair of all special committees. She/he shall prepare an agenda for each General and Board Meetings and share it with Directors at least two days before the meeting. The President will contact any Democrat who files to run for elected office in Wicomico County and invite her/him to meet with the Club. The President will be listed on the Club checking account and must co-sign any checks issued by the Treasurer in excess of \$1,000.
- B) *First Vice President.* The First Vice President shall perform the duties of the Office of the President in the absence of the President and shall perform all duties delegated by the President. The First Vice President shall be responsible for all Club social media which includes, but is not limited to, updating the Club website, announcing meetings and events and responding to questions on social media. The First Vice President shall provide technical training if requested by any Board member and shall train his/her successor.
- C) *Second Vice President.* The Second Vice President shall perform the duties of the Office of the President in the absence of the President and the First Vice President. In addition, the Second Vice President shall perform duties delegated by the President. The Second Vice President shall provide training to his/her successor.
- D) *Recording Secretary.* The Recording Secretary shall record minutes of Board Meetings and General Meetings; submit draft minutes for review by the Board within 10 days after each respective meeting; and present minutes at the next meeting of each respective group for

approval. He/she shall maintain all Club records, with the exception of financial and membership records, and transfer them at the time of leaving office; shall provide, upon request of any Member, access to Club meeting minutes, Bylaws, Rules of Conduct and any other recorded policies or rules established in writing by the Board or General Membership. The Recording Secretary shall contact another Board Member to fill in while absent. The Recording Secretary shall provide training for her/his successor.

E) *Corresponding Secretary.* The Corresponding Secretary shall send email notices of meetings and reminders about all Club events. She/he shall update the Club email and mailing lists for current and new Members. If a Member does not have access to email or social media, the corresponding Secretary will contact the Member via phone. The Corresponding Secretary shall coordinate the membership registration forms. The Corresponding Secretary shall issue a Membership Report every six months to the Board and General Membership. The Corresponding Secretary shall provide training to his/her successor.

F) *Treasurer.* The Treasurer shall be in charge of and duly responsible for Club funds. He/she shall have his/her name on the Club bank account and have online access to this account. The Treasurer's and President's signature (or two of the other authorized signatories) shall be required on checks for purchases over \$1,000. The Treasurer shall monitor the Club's online payment services account and transfer funds from that account into the Club checking account when applicable. The Treasurer, in accordance with generally accepted accounting practices, shall maintain copies of cash receipts, checks and deposits; and invoices and receipts for all Club expenditures. All expenses shall be authorized by the Board. The Treasurer shall be permitted to make payments for Club-related expenses up to \$1,000. At each General Meeting, the Treasurer shall report on the previous month's reconciled accounts: deposits made and from what sources, as well as payments made and

their purposes. A written Treasurer's Report, approved by the President, featuring beginning balance, income, expenditures and ending balance shall be presented at every General Meeting. There shall be an annual audit of the treasury books. The President shall appoint an Audit/Financial Committee of at least two Members, in addition to the Treasurer, to conduct an annual audit and prepare an annual budget proposal for each fiscal year, to be shared with the Membership at the January General Meeting. The Treasurer shall provide training to her/his successor.

- G) *Sergeant-at-Arms*. The Sergeant-at-Arms shall help set up the meeting area in advance and sign in attending Members and non-members. He/she shall lead the Club in the Pledge of Allegiance. He/she shall perform other procedural duties as assigned by the President.
- H) *Immediate Past President*. The Immediate Past President's primary responsibility shall be to provide continuity between the previous Board and the current Board. He/she shall only have a vote when needed as a tiebreaker during Board voting. The Immediate Past President shall perform the duties of the Office of the President in the absence of the President, the First Vice President and the Second Vice President.

## **9) ELECTION OF BOARD OF DIRECTORS**

- A) The terms of office of a Board of Director begins as of the December General Meeting (or Holiday Party) of odd years and ends at the December General Meeting two years later.
- B) *Nominating Committee*. At the August Board Meeting of odd numbered years, Members shall select a Nominating Committee consisting of at least three members; the President shall appoint the chair thereof.

- C) All nominees must give their written or verbal consent for the Nominating Committee to place their names in nomination. The slate of nominees shall be presented at the October General Meeting of odd numbered years.
- D) The election of the Board of Directors shall take place at the November General Meeting of odd numbered years.
- E) Any Member may make nominations from the floor for any office at the time of the election at the November General Meeting, provided that said nominee approves to place his/her name in nomination. Any Member may nominate herself/himself for any office position.
- F) Elections of Directors shall be held by secret ballot if more than one candidate is running for a position. If only one candidate is running for the position, a vote from the floor will be called. Members must be present at the November General Meeting to vote.
- G) New Directors shall be installed at the December General Meeting (or Holiday Party). Both outgoing and incoming officers shall be present.
- H) A December Board Meeting shall be held among outgoing and incoming officers to ensure a seamless transfer of information about positions and duties.

#### **10) SPECIAL COMMITTEES**

Special committees may be appointed by the President as deemed necessary, with the President also appointing the Chair.

#### **11) ENDORSEMENTS**

- A) The Club does not make Primary Election endorsements.
- B) If a Club member(s) wants the club to consider endorsing a non-Democrat in the General Election, the President shall appoint an ad-hoc Endorsement Committee comprised of three

Club Officers and four at-large Members who would bring an endorsement recommendation **(in favor or against)** to the Club Membership.

- C) For non-partisan elections (such as Salisbury City Council and the Wicomico County school board), candidates for those elected offices can contact the Democratic Club President and request a Club endorsement. The President shall appoint an ad-hoc Endorsement Committee comprised of three Club officers and four at-large Members who would bring an endorsement recommendation (in favor or against) to the Club Membership.
- D) All candidate endorsements are subject to approval by a two-thirds vote of the Club Membership **present** at a regularly scheduled monthly meeting. Members will be given one month's notice prior to the endorsement vote. The Club may withdraw its endorsement at any time by a two-thirds vote of members present at a monthly meeting, provided a valid reason is provided.

## **12) PRESIDENT'S AWARD**

The President shall announce an annual President's Award at the January General Meeting, recognizing a Club Member who has made outstanding lifetime contributions to the community. It is the sole discretion of the President to select the recipient.

## **13) CONFLICT OF INTEREST**

- A) Any Director having an interest in a contract or other transaction or determination, presented to Club Membership, the Board of Directors or a committee of the Club for recommendation, authorization, approval or ratification, shall give prompt, full and frank disclosure of his/her interest to those voting, prior to any action or vote.
- B) The Board of Directors or committee to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is found to exist, such person shall not

vote on, nor use his/her personal influence on, nor participate in discussion of the issue.

Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction or determination is under discussion or is being voted upon.

- C) The minutes of the meeting shall reflect the disclosure made, the vote thereon, and where applicable, the abstention from voting and participation, and whether a quorum was present.

#### **14) INDEMNIFICATION AND INSURANCE**

The Club may indemnify Directors, Officers, Employees and Agents of the Club to the fullest extent required by the General Laws of Maryland.

#### **15) RULES OF CONDUCT**

Members will:

- A) Be courteous toward other Members and guests.
- B) Respect the opinions of everyone present at Club meetings and listen politely to all remarks.
- C) In public, properly conduct oneself in such a manner as not to discredit or embarrass the Club.
- D) During the Club meetings cell phones and other audio devices must be turned off or placed in silent mode.
- E) No recording devices, audio or video, are allowed during meetings unless approved by the President and guest speaker.
- F) During debate, speakers will confine their remarks to the question on the floor at that time and will wait upon the President's/Chair's acknowledgement before speaking.

#### **16) AMENDMENTS**

- A) The Bylaws may be amended in the following manner:

- 1) The Board and/or regular Members may propose amendments. All proposed amendments must be in writing.
- 2) A Bylaws Revision Committee (Special Committee) of at least three Members shall be appointed by the President to review the proposed amendment and bring it to the General Meeting with a recommendation for or against its approval.
- 3) Any proposed amendment or revision to the Bylaws shall be discussed at the General Meeting and then voted upon at the subsequent General Meeting. A two-thirds vote by the Membership in attendance shall prevail.