

CONSTITUTION & BYLAWS

OF

THE DEMOCRATIC ORGANIZATION OF THE COUNTY OF RICHMOND, NEW YORK, INC.

**ARTICLE I**

**NAME**

The name of this club shall be the **DEMOCRATIC ORGANIZATION OF THE COUNTY OF RICHMOND, NEW YORK, INC.**

**ARTICLE II**

**PURPOSES**

The purpose of the club shall be:

- (a) To provide a strong, and active Democratic organization in Richmond County;
- (b) To promote the principles of the Democratic Party and, subsequent to any primary election(s), to support the regular Democratic Organization on the city, county, state and national levels;
- (c) To encourage the participation of all registered Democrats in the affairs of their party, to encourage participation in endeavors for community betterment; to encourage the development of leadership for party and public office; and to encourage the enrollment in the Democratic Party, regardless of race, creed, color or sex of persons who subscribe to its principles.

**ARTICLE III**

**CANDIDATE FOR PUBLIC OFFICE**

The Club may nominate and select candidates for any city, county, state and national office and may, by majority vote, endorse any candidate for such office in any primary, general or special election;

provided however, that any candidate who receives the endorsement of the Club but loses the Democratic primary for that seat shall lose the prior endorsement of this Club.

## **ARTICLE IV COMMITTEES**

### **SECTION 1: Standing Committees**

The following committees shall be standing committees, the chairs of which shall serve as members of the Executive Committee of the Board of Directors:

- (a) Membership Committee
- (b) Activities and Outreach Committee
- (c) Public Policy Committee
- (d) Political and Campaigns Committee
- (e) Labor Committee
- (f) Law Committee

### **SECTION 2: Committee Chairs and Members**

Chairs of all standing committees shall be appointed by the President, by and with the consent of the Board of Directors, and may be removed at any time by the President with the consent of the Board of Directors. The members of standing committees shall be chosen either by appointment by the President in consultation with the respective chairs or by voluntary affiliation. The number of members on a committee shall be at the discretion of the President.

### **SECTION 3: Other Committees**

The President and Board of Directors may from time to time create such other committees as may be deemed necessary which may include, but are not limited to an Audit Committee, Law Committee, Labor Committee, Welfare Committee and Publicity Committee. No Treasurer or financial Secretary, if any, shall be a member of the audit committee.

### **SECTION 4: Committee Reports**

The chairperson of each standing committee shall be required to submit a report at least once a year to the membership and twice a year to the Board of Directors, on the activities of their respective

committees. The chairs of all other committees shall be required to submit reports to the membership and the Board of Directors at the meeting immediately following any event organized by such committee or as otherwise necessary.

**ARTICLE V**  
**USE OF CLUB NAME**

Except as provided for in Article II herein, no person, whether a member of the Club or otherwise, shall use the name of the club in any way which may indicate official sanction by the Club without prior authorization by the Board of Directors, or by the membership of the Club.

**ARTICLE VI**  
**NOTICES**

All notices required by the Constitution and By-Laws shall be deemed given when mailed.

**ARTICLES VII**  
**ORDER**

**SECTION 1 – Parliamentary Procedure**

Parliamentary Procedure shall be governed by Roberts Rules of Order (Most Recent Edition) in the absence of any contrary provisions in this constitution, and the President may appoint a Parliamentarian who shall serve at the pleasure of the President by whom he is appointed.

**SECTION 2 – Termination of Business**

Business at all meetings of the Club shall terminate no later than midnight unless two-thirds of the members present and voting shall resolve, prior to midnight, to continue beyond this hour.

**ARTICLE VIII**  
**MEETINGS**

**AGENDA**

The President shall prepare an agenda for each meeting which shall include all items of business which he shall, in his discretion, consider appropriate, or which he shall be directed to place thereon by the

Board of Directors, or requested to place thereon by 30 members or 10% of the membership in good standing, whichever is less, by written petition submitted to the President at least seven days before the meeting. New items of business from the floor may be added to the agenda. The order of business at the regular meeting shall, unless otherwise agreed, be as follows:

- (a) Call to order
- (b) Pledge of Allegiance
- (c) Roll call of officers
- (d) Reading of minutes
- (e) Guest speakers, if any
- (f) Communications and bills
- (g) Applications for membership
- (h) Report from Board of Directors
- (i) Report of Committees
- (j) Unfinished business
- (k) New Business
- (l) Good and welfare
- (m) Adjournment

## **ARTICLE IX**

### **MEMBERSHIP**

#### **SECTION 1 – Qualifications**

Membership in this Club shall be open to all duly enrolled members of the Democratic Party and who subscribe to and desire to further the purposes of the Club, as set forth in Article II of this Constitution and Bylaws.

#### **SECTION 2 – Procedures**

Applications for membership shall be made in writing upon the approved form, signed by the applicant(s) and shall be submitted to the Secretary or Chair of the Membership Committee. Either the Secretary or the Chair of the Membership Committee, after ascertaining that the proper fees have been

remitted by the applicant(s), shall then forward the application to the President who shall conduct a vote upon the applicant at the next meeting of the Board of Directors

### **SECTION 3 – Classes and Privileges**

There shall be three classes of members:

- (a) Regular members who shall enjoy all the rights and privileges of membership. Any eligible person may become a regular member upon payment of the annual dues prescribed for such members in Section 4 of this article, pursuant other provisions of Section 1 of this Article.
  
- (b) Honorary members who shall enjoy the right to participate in all the activities of the Club, but who shall have not vote, shall not be counted for quorum purposes and shall not be entitled to hold office, or be a member of the board of Directors. Honorary members shall be selected by the President of the club, by and with the consent of the Board of Directors, and shall pay no dues.
  
- (c) Provisional members who shall enjoy the right to participate in all the activities of the Club but who shall not vote nor be counted for quorum purposes. An applicant whose membership has not yet been approved by the Board of Directors shall be a Provisional Member.

### **SECTION 4 – Dues**

- (a) Dues for the initial regular member shall be \$10.00 per annum, retroactive to January 1, 2002. Dues become due on the date of joining the Club and no later than March 1<sup>st</sup> each year thereafter. For members over the age of 70, dues shall be waived.
  
- (b) The foregoing dues may be changed upon the recommendation of the Board of Directors and the adoption thereof, by a majority vote of the Club members present at a meeting called for that purpose on no less than ten days notice.

(c) A new member attains his “good standing” status as of the date his dues were submitted and such member has been approved by the Board of Directors. All other members shall be in good standing provided their dues are timely paid and they are not under any penalty of suspension from membership. A member may be considered under a penalty of suspension from membership by the President if he or she has been absent for three of the immediately preceding six meetings.

(d) Any member who shall allow his dues to become two more years in arrears must re-apply for membership in the Club in accordance with Section 2 of this Article.

#### **SECTION 5 – Death or Resignation of Members**

(a) All right, title and interest of any member in the conduct, affairs or property of the Club shall cease and terminate upon his or her death.

(b) Any member in good standing may resign from his or her membership in the Club at any time by written notice to such effect to the President of the club and, immediately thereupon, shall cease to have any further right, title or interest in the conduct, affairs or property of the Club.

#### **SECTION 6 – Expulsion**

The expulsion of any member for conduct inimical to the best interest of the Club or contrary to the purposes of the Club, as set forth in Article II of the Constitution, may be proposed by a petition enumerating the reasons therefore, signed by at least nine members of the Board of Directors or twenty members of the Club and submitted to the Recording Secretary of the Board of Directors. The Secretary shall present the petition at the next meeting of the Board of Directors. At that meeting, the petition may be dismissed by a majority vote of the full membership of the Board of Directors. If the petition is not so dismissed, the proposal shall be tabled until the next meeting of the Board of Directors. The Secretary shall give the member in question at least ten days notice by registered mail, return receipt requested, of the time and place of such meeting, the charges against him, and his right to make a statement in person, or in writing, to such a meeting. A vote of at least two-thirds of the full membership of the Board of Directors shall be required for expulsion. If the Board of Directors votes

to expel a member, the member shall be notified within 30 days of such decision for expulsion by certified or registered mail, return receipt request. The decision may be appealed by said member at a special meeting of the Club, provided that such expelled member requests the Recording Secretary of the Board of Directors, or the President to call such a special meeting within ten days of his notification and said meeting shall be called within thirty days after said notification. If such appeal is taken, the determination of the Board of Directors may be nullified by a two-thirds vote of the members in good standing present and voting at such meeting.

**ARTICLE X**  
**MEMBERSHIP MEETING**

**SECTION 1 – Annual Meeting**

The annual meeting of the Club shall be held on the Second-Monday of January each year at 8:00 p.m. in the evening or, if not held at such time, at such other time as the Executive Committee of the Board of Directors may deem necessary subject to proper notice given to the Members. The purpose of this meeting shall be the election of officers of the Club and/or members of the Board of Directors and/or the transactions of such other business as may properly come before it.

**SECTION 2 – Other Meetings**

Special meetings of the Club other than the annual meeting and the regular meetings may be called at any time by the President or the Board of Directors, or shall be called by the President upon the written request of at least twenty members in good standing. There shall be at least six (6) regular meetings during each year to be held at the discretion of the Board of Directors.

**SECTION 3 – Purpose and Notice of Special Meeting**

Notice of Special Meeting must specify the object and purposes of the meeting, and be mailed no less than five days in advance to each member, including the date of mailing. No business other than that specified in the Notice shall be transacted at such Special Meeting.

**SECTION 4 – Notice**

All members shall be given at least five days written notice of the annual and regular meetings, including the date of mailing.

**SECTION 5 – Quorum**

Twenty-five members or 10% of the membership in good standing, whichever is less, shall constitute a quorum for the transaction of business at all meetings.

**SECTION 6 – Voting**

Except as elsewhere provided in this Constitution every member in good standing shall be entitled to one vote which must be cast in person, and not by proxy, and all questions shall be decided by a majority of those voting.

**ARTICLE XI**  
**OFFICERS**

**SECTION 1 – Titles**

The officers of the Club shall be a President, Vice President, Secretary, Treasurer, Communications Director and Sergeant at Arms.

**SECTION 2 – Term of Office**

All officers shall be elected at the March 2002 meeting of the Board of Directors. Thereafter, officers shall be elected biennially at the annual meeting. Officers shall thereafter serve a term of two years and until their successors shall have been elected and shall have qualified.

**SECTION 3 – Qualifications**

Except as otherwise provided in these by-laws, any regular member in good standing shall be eligible to hold more than one office at the same time. In order to be eligible for the office of President, a member shall have at least one and a half years membership in good standing and have served at least one complete term as an officer or a member of the Board of Directors. This provision shall take effect December 31, 2003.

**SECTION 4 – Duties of Officers**

- (a) **The President** – Shall be the chief administrative officer of the Club and shall not serve as President of any other Democratic club. He shall preside at all meetings of the Club. He shall submit a report to the membership at each meeting of the Club on the condition and activities of the Club, and he shall perform such other duties as the Board of Directors may from time to time direct. There shall be no term limits with regard to the office of President.
- (b) **The Vice President** – Shall, at the direction of the President, supervise the activities of the standing committees and special committees of the club, and shall perform such other and additional duties as the president or the Board of Directors may from time to time direct. In the event of the temporary absence of the President, his duties shall devolve upon the Vice President. In the event the latter is also absent, then such duties shall be assumed by the Treasurer.
- (c) **The Secretary** – Shall be responsible for the preparation and safekeeping of the minutes of all proceedings of the Club and such other and additional records as he or she, the President, or the Board of Directors may deem advisable.
- (d) **The Communications Director** – Shall prepare and mail notices of all meetings of the Club and such other notices as shall be required by law or by this Constitution. In addition, he or she shall assist the Secretary when requested.
- (e) **The Treasurer** – Shall have custody of all funds belonging to the Club, which shall be deposited in a bank or banks designated by the Board of Directors. He or she shall make disbursements only pursuant to the policy set by the Board of Directors. He or she shall be responsible for the maintenance of books of account showing all receipts and disbursements and such other books of account as the Board of Directors may direct, which books shall be open to the inspection of any member of the club in good standing upon reasonable notice. He shall prepare and submit all financial reports required by law and shall render an account of the financial condition of the Club at each meeting of the Board of Directors and at meetings of the membership. All checks shall be drawn by the Treasurer and shall be signed by him and they must also be signed by the President.

(f) **The Sergeant at Arms** - Shall maintain order throughout all meetings and assemblies of the Club and shall perform any other duties or tasks as requested or assigned by the President.

#### **SECTION 5 – Vacancies**

If the Office of the President shall become vacant, the Vice President will assume the Duties of the President, until such time as the Club, at a meeting held within 60 days thereafter, shall elect a President to serve the remainder of the unexpired term; provided, however, that if the vacancy shall occur within 60 days of the next annual meeting, the acting President shall hold office until such annual meeting. If a vacancy shall occur in any other office the President shall call a special meeting of the Board of Directors at which meeting the Board of Directors shall select a member of the Club in good standing to fill said office until such time as the Club, at a meeting held within 60 days thereafter, shall select a member of the Club in good standing to serve the remainder of the unexpired term of said office, provided; however, that if the vacancy shall occur within 60 days of the next annual meeting, the acting officer selected by the Board of Directors shall hold office until the next annual meeting.

#### **SECTION 6 – Removal**

The removal of any officer for conduct inimical to the best interests of the Club or contrary to the purposes of the Club as set forth in Article II of the Constitution, may be proposed by a petition enumerating the reasons, therefore, signed by a least nine (9) members of the Board of Directors or twenty members of the Club and submitted to the Secretary . The Secretary shall present the petition at the next meeting of the Board of Directors. At that meeting the petition may be dismissed by a majority vote of the full membership of the Board of Directors. If the petition is not so dismissed, the proposal shall be tabled until the next meeting of the Board of Directors. The Secretary shall give the officer in question at least ten days notice by registered mail, return receipt requested, of the time and place of such meetings, the charges against him, and his right to make a statement in person or writing to such a meeting. A vote of at least two-thirds of the full membership of the Board of Directors shall be required for removal. If the Board of Directors votes to remove an officer, the officer shall be notified within 30 days of such decision for expulsion by certified or registered mail, return receipt requested, the decision may be appealed by said officer at a special meeting of the Club, provided that such expelled officer requests the Secretary or the President to call such a special meeting within ten days of

his notification and said meeting shall be called within thirty days after said notification. If such appeal is taken, the determination of the Board of Directors may be nullified by a two-thirds vote of the members in good standing present and voting at such meetings.

## **ARTICLE X**

### **BOARD OF DIRECTORS**

#### **SECTION 1 – Number**

The Board of Directors shall consist of up to 25 members, as follows: The President, the Vice President, Secretary, the Political Director, the Communications Director, the Treasurer, the Sergeant at Arms and the duly appointed Chairs of each Standing Committee as well as up to thirteen at large members, who shall sit as members with full powers.

#### **SECTION 2 – Term of Office**

The officers and directors shall be elected for terms of two years.

#### **SECTION 3 – Qualifications**

Any regular member of the Club in good standing shall be eligible to serve as a member of the Board of Directors.

#### **SECTION 4 – Functions**

The Board of Directors shall be the governing body of the Club, shall direct and supervise the policies, management and procedures of the Club, and in pursuance of these functions may make such rules and regulations not inconsistent with the law or this constitution, as it shall deem necessary and proper.

#### **SECTION 5 – Meetings**

The Board of Directors shall meet on the call of the Club President who shall serve as Chair of the Board within twenty days following the biennial election meeting and thereafter shall meet at least twice a year. Special meetings may be called at any time upon at least 24 hours notice the Chair, and

shall be called by the Chair upon the written petition of nine or more members of the Board of Directors.

#### **SECTION 7 – Minutes**

Minutes are to be kept of all Board of Directors' meetings and a copy of same shall be open to the inspection of any member of the club upon reasonable notice to the Secretary. The minutes of each meeting shall contain a record of attendance.

#### **SECTION 8 – Quorum and Voting**

Members representing the then current number of directors serving on the Board of Directors shall constitute a quorum for the transaction of business. Every member of the Board of Directors shall be entitled to one vote on all questions, which must be cast in person and not by proxy, and except as elsewhere provided in this Constitution and Bylaws, all questions shall be decided by a majority of those present and voting.

#### **SECTION 9 – Vacancies**

If a vacancy shall occur in the membership of the Board of Directors, the remaining members of the Board of Directors shall designate a member of the Club in good standing to fill such vacancy until such time as the Club, at a meeting held within 60 days thereafter, shall elect a member of the Club in good standing to serve the remainder of the unexpired term; provided, however, that if the vacancy shall occur within 60 days of the next annual meeting, the member designated by the Board of Directors shall hold office until the next annual meeting. Notification of such election shall be set forth in the meeting notice.

#### **SECTION 10 – Removal**

The removal of any member of the Board of Directors for conduct inimical to the best interests of the Club, or contrary to the purposes of the Club, as set forth in Article II of the Constitution, may be proposed by petition enumerating the reasons therefor, signed by at least nine members of the Board of Directors or twenty members of the Club and submitted to the Recording Secretary of the Board. The Secretary shall present the petition at the next meeting of the Board. At that meeting, the petition may be dismissed by a majority vote of the full membership of the Board. If the petition is not so dismissed,

the proposal shall be tabled until the next meeting of the Board. The Secretary shall give the member in question at least ten days notice by registered mail, return receipt requested, of the time and place of such meeting, the charges against him, and his right to make a statement in person or in writing to such meeting. A vote of at least two-thirds of the full membership of the Board of Directors shall be required for removal. If the Board votes to remove any member of the Board, the member shall be notified within 30 days of such decision for expulsion by certified, or registered mail, return receipt requested. The decision may be appealed by said member at a special meeting of the Club if such expelled member requests the Recording Secretary of the Board of the President to call such a special meeting within ten days of his notification, and said meeting shall be called within thirty days after said notification. If such appeal is taken, the determination of the Board of Directors may be nullified by a two-thirds vote of the members in good standing present and voting at such meeting.

#### **SECTION 11 – Attendance**

If any member of the Board of Directors shall, without reasonable cause, miss two consecutive Board meetings, the matter of his removal from the Board shall automatically become a proper subject for consideration by the Board. The member in question shall be given registered mail notice, return receipt requested, to appear before the Board, if he so desires, to show cause why such absences should be excused. The Board of Directors, by a two-thirds vote of those members present and voting, may accept the reasons given for such absences and excuse the member in question. Failing a two-thirds vote, or upon failure of the member to appear before the Board, such membership of the Board of Directors is automatically terminated.

#### **SECTION 12 – Payment of Dues**

Any member of the Board of Directors who has not paid his annual dues within three months after they become due shall be notified of such failure by the Club Treasurer. If said member's dues are not paid within one month of such notice, his membership on the Board is automatically terminated.

### **ARTICLE XI** **ELECTIONS**

#### **SECTION 1 – Time**

The officers of the Club and the at-large members of the Board of Directors, shall be elected at the meeting of the Club in March 2002, and as herein provided, thereafter.

## **SECTION 2 – Nominations**

- (a) **Nominating Committee** Commencing October 2009 and annually thereafter at the October meeting of the Board of Directors or earlier if circumstances so require, the Board of Directors shall determine a recommended slate of Officers and Directors to submit to the membership at the October meeting of the Club. Any member who wishes to attend the portion of the Board of Directors meeting addressing the recommended slate may contact the Secretary to obtain the date and time and shall notify the Secretary of his or her intent to attend at least one week prior to such meeting.
- (b) **Nominations from the Floor** Nominations may be made from the floor but there must be at least two seconds to the nominations. Such nominations can only be made on the same night that the recommended is presented to the membership.

## **SECTION 3 – Members Entitled to Vote**

All Members who were members in good standing as of the 60<sup>th</sup> day preceding the annual meeting and who are also members in good standing as of the date of the annual meeting, shall be entitled to vote.

## **SECTION 4 – Voting Procedure**

Voting shall be by secret written ballot except that by unanimous consent of all eligible voters present a vote by a show of hands may be permitted.

- (a) The Political Director and members of his choosing who are not running for office shall conduct the election.
- (b) **Officers** – There shall be a separate vote for each office in order listed in this Constitution and Bylaws. Each member entitled to vote shall have one vote for each position to be filled and a majority of the votes cast shall be necessary for elections.

(c) **Board of Directors** – After the officers have been elected there shall be a separate ballot for members of the Board of Directors. Each member entitled to vote shall have one vote for each position of member of the Board of Directors.

## **ARTICLE XII**

### **AMENDMENTS**

Amendments to this Constitution and Bylaws may be proposed by the Board of Directors or by written petition signed by at least thirty members in good standing and submitted to the President. Such amendment(s) shall initially be discussed by the Board of Directors. To become effective, any amendment so proposed must be approved and adopted thereafter by a majority of the members present at a regularly scheduled meeting of the Club. The notice of the meeting upon which a vote shall be taken on a proposed amendment or amendments shall include a statement regarding proposed changes to this Constitution. Said amendment or amendments shall become effective as a part of this Constitution upon the date of final approval and adoption or on such other date as the amendment or amendments shall specify.

## **ARTICLE XIII**

### **EFFECTIVE DATE**

These Bylaws to take effect upon its adoption by a majority of the members present at a meeting for that purpose.