

ASIAN PACIFIC CAUCUS OF THE DEMOCRATIC PARTY ALAMEDA COUNTY
CONSTITUTION AND BY-LAWS
(REVISED MARCH 2014)

PREAMBLE: In order to foster an active interest in governmental affairs among Asian Pacific Democrats, to promote the interests of Asian Pacific Americans within the Democratic Party of Alameda County, and to ensure equal political and institutional participation in the Democratic Party of Alameda County, we do hereby establish the Asian Pacific Caucus of the Democratic Party of Alameda County.

Article I - Policy and Purpose

Section 1. The primary purpose of this organization shall be to propose, discuss, and take appropriate action on issues impacting Asian Pacific Americans.

Section 2. This organization shall aim to contribute to the growth and influence of the Democratic Party and to increase Party participation.

Section 3. This organization shall maintain membership in the California Democratic Council (CDC) and shall affiliate with the California Democratic Party by chartering with the Alameda County Democratic Central Committee.

Section 4. This organization shall develop a voice within the Democratic Party of Alameda County on policy and electoral matters.

Section 5. This organization shall work on political education, including with young people and new citizens, to secure the future of the Democratic Party and its ideals in our communities.

Article II - Membership, Meetings, Dues and Voting Rights

Section 1. Membership in this organization shall be open to registered Democrats who subscribe to our policies and purposes, who wish to help advance our principles, and who pay one year's annual dues. Club members are encouraged to support registered Democrats in any partisan election and not to authorize the publication of her or his Democratic Party affiliation in support of any partisan candidate not a Democrat.

Section 2. Annual dues shall be paid at the time of joining and shall then be payable in January of each year in an amount determined by the Executive Board.

Section 3. By joining, members recognize and accept that they will be contacted periodically by the Caucus, like organizations, and individuals deemed appropriate by the Executive Board.

Section 4. Only those members in good standing shall be eligible to vote, to hold office, or to be named as delegates to other bodies. "Good standing" is defined as: 1) member who has renewed membership by January of the current year; 2) member in good standing the prior year who did not renew membership by January of the current year, shall be in good standing if membership is renewed at anytime on or before a meeting where they intend to vote or before appointment as delegate to other bodies; 3) a lapsed member who was not in good standing the prior year, shall be deemed a member in good standing by paying a reinstatement fee as determined

by the board and membership fee at least three (3) months prior to a meeting where they intend to vote or appointment as delegate to other bodies, and 4) a new member shall be deemed a member in good standing if membership is attained at least three (3) months prior to a meeting where they intend to vote or appointment as delegate to other bodies.

Others including visitors may participate in discussion or may address the club at the discretion of the chair.

Section 5. General membership meeting may be held regularly, and will be held at least once per quarter. All members shall be given notice in advance as to the date, time and place of each regular or special general membership meeting. In establishing the date and time of Membership meetings appropriate consideration shall be made of major religious and secular holidays.

Notice of regular and special meetings of the Caucus and the Board shall be made by email and any other form of communication deemed convenient to the Board including posting on the APA Caucus website. Notice of meetings shall be made at least 10 days prior to the convening of each meeting.

Upon good cause, this time may be shortened by a 2/3rd majority of Board members, in which case, notice may be given by phone, fax, email and/or all available forms of communication including posting on the APA Caucus website at least three days prior to the meeting.

Article III - Officers

Section 1. The officers of this club shall be: President, Vice President, Secretary, and Treasurer.

Section 2. Officers shall be elected and installed at an annual general membership meeting to be determined by the Caucus Board and shall hold office for one year or until their successors have been elected and installed.

Section 3. A nominating committee of at least three members shall be designated by the Executive Board at least 90 days prior to the election of officers at a general membership meeting.

Section 4. The nominating committee shall propose at least one candidate for each office and report the recommendations at least 30 days prior to the general membership meeting, at which time further nominations may be made.

Section 5. At least 14 days prior to the general membership meeting, a notice of the general membership meeting shall include the names of all candidates nominated to date and at the general membership meeting the floor shall be held open for further nominations prior to the election of officers.

Section 6. In the event that any officer or delegate resigns, the remaining Executive Board members shall elect an acting replacement, by majority vote, at the next Executive Board meeting. Such elections shall be effective until the next general membership meeting, at which meeting the selection of the new officer or delegate shall either be confirmed by majority vote of the eligible members present and voting, or, a new replacement shall be elected by secret ballot, to fill the remainder of the term of the person who resigned.

Article IV - Executive Board

Section 1. The Executive Board shall consist of a maximum of 15 members: elected officers, the Chairs of committees, and others appointed by the Board. During the nomination process, there will be consideration for

nominees who will provide additional diversity to the Board's composition including geographic representation in Alameda County, ethnicity and age.

Section 2. Each Executive Board member will serve a two year term. Terms will be proportionally staggered so that no more than 3 or 4 Board members will be termed out in one year.

Section 3. The Executive Board may meet monthly to plan the general membership meeting and to prepare proposals for policies and activities of the organization.

Section 4. The Executive Board shall have power to act for the membership between general membership meetings, making necessary decisions. All official actions so taken shall be reported at the next general membership meeting or via an appropriate electronic communication.

Section 5. When time-sensitive decisions must be made by the Executive Board that cannot be deferred to regularly scheduled Board meetings, such matters may be proposed by any Board member and voted on via email, but a supermajority of 2/3rds of the Board must approve an item voted on via email.

Section 6. The Executive Board may include Honorary members who shall be appointed by a majority of the voting Board members. Such Honorary members must have served at least one full term (2 years) on the Executive Board and must be a member in good standing or made a significant contribution to the mission of the Caucus. Such Honorary members shall have an advisory role only. Such Honorary members shall be non-voting on Board agenda items and cannot be appointed to vote by email pursuant to Section 5 of this Article. Such Honorary members shall not be used to achieve a quorum and are not required to attend Board meetings.

Honorary Board members shall have a term of one year. Such a member may be reappointed as an Honorary Board member. Honorary Board members cannot serve at any time as an officer of the Executive Board.

Article V - Duties of Officers

Section 1. The President shall preside over all general membership meetings and Executive Board meetings, and shall be responsible for the overall direction of organization activities. The President shall be empowered to appoint committee chairs and to constitute, directly or by designee, committees to conduct Caucus business.

Section 2. The Vice President shall act to assist the President, and shall assume to the chair in the absence of the President.

Section 3. The Secretary shall be responsible for handling all correspondence under the direction of the President. The Secretary shall keep a record of all official actions of the organization and a copy of all formal reports.

Section 4. The Treasurer shall receive and disburse the funds of the organization, keeping a record of all receipts and disbursements. Routine and recurring expenditures may be authorized in advance and paid by the Treasurer upon presentation. When a project has been approved in principle by the general membership, and a budget for the project has been approved by the Executive Board, the Treasurer may be authorized by the Executive Board to make payments within budgetary limits, upon the presentation of bills. Special

expenditures, including contributions to candidates or causes, must be approved by the membership in general membership or Executive Board meetings. The treasurer shall be responsible for reporting financial activities to relevant authorities as required by applicable local, California, and Federal law.

Section 5. The Treasurer shall disperse the organization's funds; however, the signatures of two of the executive officers shall be required for checks over \$300.00.

Article VI - Quorum

Section 1. A quorum for conducting official business at any general membership meeting shall be 10% of the current number of paid-up members. However, at most, thirty (30) current, paid-up members shall be required for a quorum.

Section 2. A quorum of the Executive Board shall be the President or Vice-President, one other elected officer and five (5) other Board members for a total of seven (7) board members.

Article VII - Causes for Removal

Section 1. Executive Board member or officer may be removed by a majority vote of the Executive Board if he/she has three (3) consecutive unexcused absences or for missing half of the scheduled Board Meetings, excused or not, in a year.

Section 2. The Executive Board has the authority to decide if suspensions and banning will be temporary or permanent.

Section 3. Removal Process

- (a) Any member of the Executive Board may make a motion to remove or suspend a member or an officer from a position or to ban any member from Club meetings or activities.
- (b) 3/4 or more of a quorum of the Executive Board must approve the motion to remove, suspend or ban. If the motion is to suspend, it must include a date by which the suspension will be reviewed by the Executive Board in order to be rescinded, extended or made permanent.
- (c) An officer of the Executive Board will inform the person in writing of the proposed suspension or removal, stating the reasons.
- (d) The person will have 3 weeks to respond in writing. He/she can request in writing to an officer of the Executive Board an appeal hearing before the Executive Board, which must take place within 1 month of the Executive Board's receipt of the written request.
- (e) After hearing the appeal the Executive Board will vote again. A 3/4 or greater vote of a quorum of the Executive Board will sustain the suspension or removal.
- (f) The person may then appeal to the general membership by providing written notice to an officer of the Executive Board, in which case the Executive Board shall convene a general membership meeting within 60 days of receipt of said appeal for purposes of considering said appeal.

Section 4. Honorary Board members may be removed from the Executive Board by a majority vote of the Board's voting members

Article VIII - Miscellaneous

Section 1. Unless otherwise provided in these bylaws, all questions of parliamentary procedure shall be as determined by Robert's Rules of Order.

Section 2. No proxy or absentee voting shall be permitted in any meeting of this organization.

Section 3. The Executive Board shall be the final arbiter of any dispute over the interpretation of these By-laws.

Article IX - Endorsements

Section 1. The membership of this organization may endorse any ballot proposition or candidates for any office at a general membership meeting. To be eligible for endorsement, a candidate must be a registered Democrat, both at the time of filing candidacy and when considered for endorsement. The Executive Board may endorse any ballot proposition or candidate for special and/or "off-year" elections or for Democratic Party Convention delegates when the Board determines that there is not sufficient time and/or interest among the general membership to merit a meeting of the full membership for such purposes.

Section 2. All endorsements must get 60% of votes of the eligible members present and voting on the office or issue in question provided that the membership was notified that endorsements would be entertained in its notice of the meeting, and at least 7 days in advance of the meeting. Dual endorsements or ranked endorsements shall be permitted. Additionally, all ballots shall contain spaces for eligible members to vote for "No Endorsement" or to "Abstain" and such votes shall be considered for the purposes of determining the required 60% threshold for endorsement.

Article X - Resolutions

Section 1. A resolution may be adopted by receiving 60% of votes of the eligible members present at a general membership meeting provided the proposed resolution has been sent to the membership in its notice of the meeting, and at least 7 days in advance of the meeting.

Section 2. A resolution which has not been sent to the membership in the notice of the meeting or less than 7 days in advance of the meeting may be adopted by a 66% vote of the eligible members present at a general membership meeting.

Section 3. When constituted, the Platform Committee shall be responsible for drafting and proposing resolutions and like communications that it deems advisable or as the Executive Board directs. In addition, the Platform Committee may research, study, and recommend positions on issues and legislation, receive resolutions, prepare recommendations on resolutions, prepare and make recommendations on programs and activities to support the positions and programs of the Caucus.

Article XI - Amendments

Section 1. Proposed amendments to these bylaws shall be presented at a general membership meeting, and may be discussed by the members present if desired, but shall not be put to a vote until the following general membership meeting.

Section 2. All members shall be notified, in connection with the notice of the second general membership meeting, as to the nature and effect of the proposed general membership meeting.

Section 3. Adoption of amendments shall require two-thirds vote of the eligible members present and voting.

Section 4. Amendments adopted shall be effective immediately upon tallying of the required vote, unless otherwise specified in the proposal for the amendment.

Constitution and By-laws originally adopted on February 24, 2005; Revised Dec. 2011; Revised Mar. 2014