

CONSTITUTION AND BYLAWS
of the
SILICON VALLEY DEMOCRATIC CLUB

ARTICLE I
NAME

Section 1. The name of this club shall be Silicon Valley Democratic Club, hereinafter called "SVDC".

ARTICLE II
MEMBERSHIP

Section 1. Only duly registered Democrats in the county of Santa Clara who subscribe to the Credo of Article IV shall be eligible for membership in this organization. Exceptions for those who are undocumented immigrants or who have been disenfranchised and cannot therefore register to vote, and those who are not registered as Democrats (but excluding those who are registered Republicans) can be made upon approval by a majority of the Executive Board. No exceptions shall be made for registered Republicans.

Section 2. Dues are set by the Executive Board. The Executive Board may offer dues waivers or reductions at any time and in any manner it sees fit to do so, provided that such waivers must be made available to all individuals in a fair and impartial manner.

Section 3. The membership year shall run for twelve (12) months from the date on which the initial membership application and dues (or dues waiver or reduction) have been received. Renewals shall extend the term of membership for twelve (12) months from the anniversary of the initial membership date. Membership terminates one (1) month past the membership anniversary if not renewed.

Section 4. A "member in good standing" is hereby defined to be anyone eligible for membership under Section 1 who has paid their dues (or who has joined after receiving a dues waiver or reduction). Only members in good standing may vote on any matter without limitation including endorsements, resolutions of support, and elections for Executive Board members.

Section 5. SVDC is committed to increasing inclusion of members and Executive Board members from underrepresented backgrounds including disability, age, gender, gender identity, gender expression, nationality, race or ethnicity, religion, sexual orientation, and economic status.

ARTICLE III
FUNCTION AND PURPOSE

Section 1. The function and purpose of SVDC shall be to participate in the Santa Clara County and California State Democratic Party, to cooperate and communicate with other Democratic Associations, Committees and Clubs, to assist Democratic functions in Silicon Valley, and to

perform such other activities as the Executive Board or the membership may decide.

Section 2. The SVDC shall engage in such legislative, political, educational, civic, welfare and other activities as will further the interests of the membership of the organization, advance ethical standards in the political system, and promote equal participation in the political process without regard to disability, gender, gender identity, gender expression, nationality, race or ethnicity, religion, sexual orientation, age, or any other characteristic that is contained in the definition of hate crimes set forth in Section 422.55 of the CA Penal Code, including immigration status.

Section 3. All activities of the SVDC shall be in conformance with California law and the basic principles of the Democratic Party.

Section 4. All activities of the SVDC shall be transparently conducted with all members having equal access to information.

Section 5. All official communication with members shall be via the SVDC website, phone, email, official SVDC social media channels, other electronic or other non-electronic communication methods, at the discretion of the Executive Board.

Section 6. Notwithstanding any provision of these Bylaws to the contrary, the SVDC email list shall be used only for official club business by the Executive Board and shall not be distributed to members.

ARTICLE IV

CREDO

Section 1. The Silicon Valley Democratic Club is dedicated to the following progressive policies and programs:

- To provide a grass-roots channel for the political and civic participation of members;
- To protect the human and civil rights of all individuals;
- To end food insecurity for all individuals;
- To support the rights of Indigenous Peoples in the United States and around the world;
- To end U.S. deportations, recognize migration as a basic human right, and provide a speedy path to citizenship for undocumented individuals and their families;
- To reunify families separated due to racist immigration policies and provide necessary economic, medical, and mental health assistance to those who have been harmed by such cruel policies;
- To protect our environment, stop climate change, and commit to climate justice;
- To fight to end all gender discrimination, pass the Equal Rights Amendment, and ratify the CEDAW treaty;
- To end sexual harassment, sexual assault and abuse, and intimate partner violence holding perpetrators accountable and treating victims with dignity;
- To ensure that Black Lives Matter, and end racism and discrimination in all forms;

- To support meaningful reparations for descendants of enslaved persons and for those individuals (and their descendants) victimized by colonization, racist exclusionary policies; and internment;
- To fight violence and discrimination against trans, non-binary, and other individuals based on gender identity;
- To recognize and end intersectional discrimination and hate-based violence in all its forms, including against Black trans individuals;
- To end human trafficking and support its victims;
- To stop police violence, hold perpetrators accountable, and reduce allocated funds for the police (“defund”) and redistribute those funds to social services especially mental health and substance abuse treatment and domestic violence prevention and survivor support;
- To fight for healthcare as a human right, support Medicare for all, and ensure that it covers mental health, reproductive services, and addiction equally with other medical conditions;
- To fight for the right to safe, decent, affordable housing for all individuals, including the un-housed;
- To work for increased mass transit which will decrease reliance on fossil fuels and to end all government subsidies to the fossil fuel industry;
- To support the right of every individual to a good paying job and to defend the right to collective bargaining for all workers, including those in the so-called “gig economy.”
- To support high quality public pre-K-12 education and fight for free public college or other education for all individuals;
- To support the right of all individuals to paid family leave;
- To demand full equality and accessibility in every aspect of life for disabled individuals, including education, employment, housing, medical care, and transportation;
- To demand that policies are based on rigorous empirical evidence and to defend and promote scientific research;
- To oppose the Supreme Court opinion in the case of Citizens United, and the corrupting role of unlimited corporate political contributions and dark money in politics;
- To fight to reform the federal courts to limit the impact of the unqualified and far-right conservative judges and Justices appointed by Donald Trump;
- To hold members of the Trump Administration accountable for any crimes committed while in power;
- To protect democratic institutions and fight voter suppression;
- To demand an end to war and ensure the prosecution of war crimes whether domestic or abroad;
- To use any privilege we may possess as individuals or as a group to stand up for the values enumerated in this Credo and to refuse to be bystanders.

Section 2. While our specific goals and issues will change from time to time, our major focus will be consistent with this Credo, as we support selected issues, programs, and candidates in our community.

ARTICLE V
OFFICERS AND EXECUTIVE BOARD

Section 1. Officers of SVDC shall be President, Vice President for Outreach, Vice President for Operations, Treasurer, and Secretary.

Section 2. The Executive Board (E-Board) shall consist of the five (5) Officers of Sec. 1 and up to six (6) Board Members elected at large.

Section 3. Each at-large Executive Board member shall be the chair of a committee or an active member of a committee.

ARTICLE VI
DUTIES OF OFFICERS

Section 1. The President

- A. Shall preside at all regular and special meetings of SVDC and Executive Board.
- B. Shall preserve order and enforce the constitution and bylaws of SVDC.
- C. Shall be an ex-officio member of all committees.
- D. Shall appoint and/or remove chairs of committees as needed, with the approval of a majority of the E-Board.
- E. Shall be responsible to the Executive Board for his or her actions.
- F. Shall be a delegate to all bodies to which SVDC sends a delegate or shall appoint delegates to attend functions or meetings of other organizations as official representatives of SVDC, unless a membership meeting decides an election shall be held.
- G. Shall represent this organization at public and/or political functions within Silicon Valley, or appoint delegates to attend such functions, unless a membership meeting decides an election should be held.

Section 2. The Vice Presidents

A. The Vice President for Operations

- Shall assist the President in the performance of all duties and act in their absence.
- Shall become the Acting President on the death, physical or mental incapacity, or resignation of the President until a special election can be held at the second regular meeting after the vacancy in the Presidency. "Physical or mental incapacity" shall be determined by a two-thirds vote of the E-board.
- Shall ensure that each committee is populated and fulfills its responsibilities.

B. The Vice President for Outreach

- Shall oversee the Club's membership recruitment in cooperation with the Chair of the Membership Committee, if the Vice President for Outreach is not the Chair of the Membership Committee.

- Shall ensure that the Club’s community outreach and organizing efforts (including GOTV) are robust and effective.
- Shall ensure that all outreach efforts are well-aligned with the Club’s Credo, focusing on inclusion of underrepresented groups.

Section 3. The Treasurer

- A. Shall collect dues, donations or other funds and shall keep and maintain an accurate record of all financial transactions of this organization and summarize such transactions in a report at the regular membership meeting.
- B. Shall pay all bills and disbursements authorized by the Executive Board.
- C. Shall prepare a report of the financial status of the organization annually in written form which shall be kept in a file accessible to all members for at least seven (7) years.
- D. Shall complete and file all financial reports required by law and government regulations.
- E. Shall maintain an accurate membership list.
- F. Shall send a renewal reminder by U.S. mail at least one month before his/her membership anniversary.
- G. Shall provide a roster, including only members in good standing, who are registered Democrats, as certified by the President or Treasurer, to the Chair of the County Democratic Party and the appropriate Regional Director no later than July 1 of the year immediately prior to that in which the state Party holds its Pre-endorsement Conferences.

Section 4. The Secretary

- A. Shall take minutes and distribute the agenda of regular, special, annual and Executive Board meetings.
- B. Shall ensure that all members sign an attendance sheet at each meeting.

ARTICLE VII
ELECTION OF EXECUTIVE BOARD

Section 1. The Executive Board shall regulate and supervise all SVDC elections.

Section 2. All elections of the Executive Board shall be fair, open, and transparent.

Section 3. All Executive Board positions shall be listed on the SVDC website.

Section 4: All SVDC members in good standing shall be eligible to serve on the Executive Board.

Section 5: Executive Board Search Committee.

- A. An Executive Board Search Committee consisting of six (6) members in good standing, half of whom shall be self-identified women, shall be established at the June regular membership meeting.
- B. Officers shall not serve on the Executive Board Search Committee.
- C. Executive Board Search Committee members shall not be candidates for Executive Office.

- D. The President shall call for volunteers to the Committee from the floor during the regular membership meeting. If fewer than six (6) members in good standing who are not Officers volunteer, those members in good standing who are not Officers shall be on the Executive Officer Search Committee.
- E. The President shall then call for volunteers and nominations from the floor to fill any remaining vacancies. Such nominees from the floor must be members in good standing and shall not be Officers. Should there be more nominees than would, together with volunteers under Section 3(D) of this Article, constitute a committee of six (6), then the positions not filled by volunteers shall be chosen by lottery conducted in such a manner as shall ensure gender balance on the overall Executive Board Search Committee.
- F. Such lottery may be held fully or partially electronically at the discretion of the Executive Board. All volunteers and nominations to the Committee shall be subject to a majority vote of approval of the entire Executive Board Search Committee by the membership present at the meeting. Such a vote of approval may be held electronically at the discretion of the Executive Board.
- G. The Executive Board Search Committee shall elect a chairperson, by any means including electronic.
- H. The Executive Board Search Committee shall strive to recruit members from under-represented groups for the Executive Board.
- I. The Executive Board Search Committee's report shall be presented at the September meeting and the report shall include information about the efforts made by the Committee to recruit members from underrepresented groups for the Executive Board.
- J. Additional nominations for all Officers and members at-large may be made from the floor at the September meeting. All candidates shall have full and prompt access to the current mailing list of all members.
- K. All of the candidates for each Executive Board position may submit photos and brief background information, up to two hundred (200) words each, to the President for circulation to all SVDC members via email, posting on the SVDC website, SVDC social media channels, or print at the discretion of the Executive Board. Information about the candidates shall be made available to all SVDC members via email no later than four (4) weeks prior to the November membership meeting where the election will be held.

Section 6. The election shall be held at the regular membership meeting held in November of each year, by any means determined by the Executive Board, including electronic.

Section 7. Contested elections shall be conducted by secret ballot. A runoff election shall be held by any means determined by the Executive Board, including electronic, in the case of any tie votes.

Section 8. Newly elected Officers and other Executive Board members shall assume their duties on January 1 each year following the November election.

Section 9. The Executive Board shall have the power to fill all vacancies. Vacancies that occur during the year shall be filled by the Executive Board as follows: The President shall announce all vacancies to members through email to all members and in an announcement at the regular

monthly membership meeting, and shall inform members in good standing how to apply for an open Executive Board position. If more than one member volunteers for an open position, the membership shall vote on the candidates who have volunteered, and the candidate getting the most votes shall be the new Executive Board member. The Executive Board may appoint an interim Executive Board member pending an election by the membership. Such votes may be electronic or by any other means at the discretion of the Executive Board.

Section 10. An Officer ~~or member of the Executive Board~~ may be recalled by a two-thirds (2/3) vote of the membership in attendance at a regular monthly or special membership meeting after at least fourteen (14) days notice to all members via email, posting on the SVDC website, or print. A special election, which may be by electronic means at the discretion of the Executive Board, shall be held to fill any vacancy created by a recall election as soon as practicable after any successful recall vote.

Section 11. Notwithstanding the above Section 10, all members of the Executive Board, including officers, are expected to be in regular attendance at Executive Board and Regular Club meetings. Failure by an Executive Board member to attend three (3) consecutive Executive Board meetings or three consecutive Regular meetings or a combined total of five (5) meetings of the Executive Board or Regular meetings in any calendar year shall be grounds for removal from the Executive Board. Such removal may occur at an Executive Board meeting on an agridized motion from an Executive Board member and a majority vote of those present and voting. Such removal is not mandatory and the Executive Board shall consider any extenuating circumstances in considering such a motion for removal.

ARTICLE VIII THE EXECUTIVE BOARD

Section 1. Between membership meetings, the Executive Board shall perform all the duties necessary to the proper administration of the affairs of SVDC consistent with this Constitution and Bylaws.

Section 2. All decisions of the Executive Board shall be by a majority vote of the members present.

Section 3. The Executive Board meetings may be held online, and online voting via email or any other mechanism selected by the Executive Board may be used to conduct votes.

Section 4. The lesser of five (5) or a simple majority of the Executive Board then serving shall constitute a quorum.

Section 5. The Executive Board at any time may require from an Officer a full and detailed statement of account of any action or business done in the name of SVDC.

Section 6. The Executive Board shall ensure that membership meetings are held on a regular basis, as required in Article IX, with the time and location well publicized to members.

Section 7. The Executive Board shall notify the membership of the date, time and place, including virtually, of all Executive Board meetings at the regular monthly meetings. It shall notify all members of the date, time and place, including virtually, of any emergency meetings. All members in good standing may attend all Executive Board meetings. Non-members may be guests at an Executive Board meeting only if invited by the President.

Section 8. The agenda and minutes of the prior Executive Board meetings must be approved by the Executive Board at the beginning of any Executive Board meeting.

ARTICLE IX MEMBERSHIP MEETINGS

Section 1. Regular membership meetings shall be held no less frequently than monthly at a time and place determined by the Executive Board. When special circumstances require, the President may change the date and time of a monthly meeting, provided at least twenty-four (24) hours notice is given to the members. Notwithstanding the foregoing or any other provision of these By-laws to the contrary, regular monthly meetings may be suspended temporarily due to a public health or other emergency.

Section 2. Special meetings may be called by the President, the Executive Board, or on petition by the majority of the members in good standing for the transaction of any business including endorsements, Any member wishing to circulate such a petition shall be provided a current membership list by the Treasurer.

Section 3. Membership meetings, whether regular or special, may be held online at the discretion of a majority of the Executive Board, and online voting via email or any other mechanism selected by the Executive Board may be used to conduct any votes at a membership meeting.

Section 4. A quorum shall be the lesser of ten (10) voting members or twenty-five percent (25%) of the membership, one of whom shall be an Officer, and no official business of the SVDC shall be taken in the absence of a quorum.

Section 5. Proxy voting shall not be allowed.

Section 6. Reasonable effort shall be made by the Executive Board to notify all members of meetings. Reasonable efforts means email, telephone, other electronic forms of communication such as the SVDC website, and SVDC social media channels, at the discretion of the Executive Board.

Section 7. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the club may adopt.

Section 8. These Bylaws and any special rules of order adopted by the Club shall be posted on the Club's website.

Section 9. An agenda for membership meetings and Executive Board meetings shall be provided to all members via email and posted to the SVDC website at least twenty-four (24) hours prior to each meeting.

Section 10. Any member may propose an item for the agenda of an Executive Board meeting by sending that item to the President. When the President receives an item from a member for inclusion on the agenda, the President must place it onto the Executive Board meeting agenda as soon as possible but in no event later than the second Executive Board meeting following receipt of the item.

ARTICLE X COMMITTEES

Section 1. The Executive Board shall have the power to establish standing, select, or ad hoc committees. Such committees may formulate plans, investigate issues, and conduct business and affairs. All committees and contact information for chairs shall be available on the Club website.

Section 2. The President shall appoint committee chairs, subject to the approval by a majority of the members of the Executive Board present and voting at the meeting approving any committee chair appointment. Such meetings and voting may take place electronically at the discretion of the Executive Board.

Section 3. Any member in good standing may join any committee without the need for approval. Committee chairs may also solicit SVDC members in good standing to serve on a committee. Chairs may also remove members of committees with the approval of a majority of the Committee, subject to the approval of a majority of the Executive Board.

Section 4. Meetings of committees shall be held as necessary. Notice of each meeting shall be provided to every member of a committee. Such meetings and any votes of committees may be held electronically at the discretion of the committee chair.

Section 5. The chair of each standing committee shall report its activities to the Executive Board for inclusion in SVDC communications and social media.

ARTICLE XI ENDORSEMENTS

Section 1. The SVDC may formally endorse any nominee or candidate for public office who is a registered Democrat, and may formally endorse ballot initiatives that have been certified for the ballot.

Section 2. Endorsements must be properly agendized for either a regular or special meeting as provided in Article XI Section 8.

Section 3. Members must be notified at least seventy-two (72) hours prior to the membership meeting at which they shall be voted on. Endorsements shall require a sixty percent (60%) vote of members in attendance at a meeting.

Section 4. As distinct from endorsements, the SVDC may take a position supporting or opposing any candidate or issue, including petition drives and ballot measures. Notwithstanding anything in these Bylaws to the contrary, no position may be taken in support of a Republican candidate.

Section 5. Resolutions in support of candidates (other than Republican candidates), in opposition to candidates, or in support or opposition to issues including petition drives and ballot measures shall be in order at any meeting on any properly agendized subject and shall require a simple majority vote of members in attendance. Notwithstanding any other provision of these By-laws to the contrary, candidates or issues which seek or are considered the Club endorsement but do not receive such endorsement shall be ineligible to be considered for a resolution of support. Candidates and issues receiving resolutions of support pursuant to this Section 5 shall be prohibited from listing the Club as an “endorser” or stating that the Club “endorsed” such candidate or issue but may state that the Club passed a Resolution of Support, along with the date of passage.

Section 6. Meetings and voting under this Article may take place electronically or otherwise at the discretion of the Executive Board. All members in good standing may vote in all SVDC elections. There is no tenure requirement for any vote. At in-person or online meetings, members may not vote in absentia or by proxy.

Section 7. All endorsements and resolutions of support passed pursuant to Section 5 of this Article shall be given active support. The type of support to be given an endorsement may be determined by the Executive Board at the time of the endorsement or at subsequent meetings.

Section 8. Revocations of prior endorsements and resolutions in support are allowed only in extraordinary cases, and require a two-thirds (2/3) vote of the Executive Board to be agendized, and require a two-thirds 2/3 vote of the membership in attendance at a membership meeting for passage.

Section 8. As regards California Democratic Party Pre-endorsement Conferences, a roster including only members in good standing, who are registered Democrats as certified by the President or Treasurer, shall be provided to the Chair of the County Democratic Party and the appropriate Regional Director no later than July 1 of the year immediately prior to the state Party's endorsing process or other state chosen by the California Democratic Party in the future. The SVDC's representatives to any Pre-endorsement Conference shall be from this roster. At least half of such representatives shall consist of self-identified women. Said representatives

shall be appointed by the Executive Board.

Section 9. No endorsement shall be given by the Club to any candidate or issue campaign that accepts contributions from entities or persons that act in opposition to the Credo, as listed in Appendix A, as updated from time to time by a majority vote of the Club at a regular or special membership meeting. All Club endorsement questionnaires shall inquire about the amount of donations received from entities or persons listed in Appendix A.

Article XII CODE OF CONDUCT

Section 1. Members of SVDC shall conduct themselves at meetings of and events affiliated with the SVDC, and in their public and non-public dealings with other members or toward any person while acting in their capacity or role as a member of the SVDC, in a manner that is consistent with our values as Democrats, including without limitation a respect for people of all genders, races, creeds, national origin, immigration status, gender identification, sexual orientation, or any other personal attribute or group identification. Conduct prohibited by the Code of Conduct for Democratic State Central Committee (DSCC) Members will be considered to violate the SVDC Code of Conduct, and SVDC members shall sign, whether electronically or otherwise, an acknowledgement of the Code of Conduct for Democratic State Central Committee (DSCC)

Section 2. Members shall avoid *ad hominem* attacks on other members or toward any person when acting in their capacity and role as a member of the SVDC.

Section 3. Members shall not engage in sexual harassment, racial harassment, or any other form of harassment or personal abuse either at meetings of the SVDC or when acting in their capacity and role as a member or of the SVDC.

Section 4. Members who violate the Code of Conduct may be censured or otherwise sanctioned up to and including revocation of membership, by a two-thirds (2/3) vote of the SVDC Executive Board.

Section 5. Complaint, Censure, and Sanction Procedure.

- A. Complaint. Any member or Executive Board Member may bring a complaint against a member requesting censure or other sanctions. The complaint shall provide factual details and any related evidence demonstrating the grounds for censure or sanctions pursuant to Sections 1-3 this Article XII.
- B. Notice. Any member who is the subject of a complaint pursuant to Section 5.A shall be sent written notice, no less than ten (10) days prior to the hearing, the receipt of which by the member is confirmed by using USPS, UPS, or FEDEX delivery confirmation or otherwise, specifying the charges and the time and place of the hearing.
- C. Executive Board Hearing. Any member who is the subject of a complaint shall have the right to be heard and to ask witnesses to speak on their behalf prior to the vote. Such hearings shall be placed on the agenda of a regular or special meeting of the Executive

Board. A special meeting may be called for the purpose of hearing the complaint at the discretion of the Executive Board. Any such meeting may be via electronic means.

- D. Required Vote. A two-thirds (2/3) majority vote of Executive Board Members present and voting is required for the censure or sanction of a member. Such a vote may be by electronic means at the discretion of the Executive Board.

ARTICLE XIII AMENDMENTS

Section 1. The bylaws of SVDC may be amended by a two-thirds (2/3) vote of the members in good standing present after due notice has been given to the entire membership in good standing of SVDC. Such notice shall be given not less than five (5) days prior to said meeting at which the constitutional proposal shall be submitted.

Section 2. Such notice may be provided electronically or otherwise at the discretion of the Executive Board.

Last Revision Date: September 9, 2020

Appendix A, September 2020 (requires simple majority for passage)

Pursuant to Article XI, Section 9 of the By-laws of the Silicon Valley Democratic Club, no endorsements shall be made to candidates or issue campaigns accepting contributions from the the following entities or persons:

A. Any entity or person that is connected to or a representative of the cash bail or bail bonds industry, business, or trade group or trade association or any attorney or lobbyist representing such industry, business, or trade group or trade association;

B. Any entity or person that is connected to or a representative of the fossil fuel industry, business, or trade group or trade association or any attorney or lobbyist representing such industry, business, or trade group or trade association;