

Bylaws of the 11th LD Dems

Adopted 9.20.2022

Preamble

This organization is dedicated to fostering and perpetuating the ideals and principles of the Democratic Party, to increasing the interest of the residents of the 11th Legislative District in public affairs, and to creating a society where all people may achieve the highest degree of social justice and welfare.

Article I: Name and Purpose

Section 1: This organization shall be known as the 11th LD Dems. It is incorporated under the laws of the State of Washington and operates under authority of the Charter of the Democratic Party of the State of Washington and the King County Democratic Central Committee Bylaws.

Section 2: The 11th LD Dems shall observe all local, state, and federal laws which apply to a non-profit organization as defined in Section 501(c)4 of the Internal Revenue Code.

Section 3: The mission of the organization shall include educating its members and increasing the political participation and civic engagement of the residents of the 11th Legislative District of Washington State.

Section 4: This organization strongly values diversity and the strength it brings. Therefore the 11th LD Dems shall strive to be anti-racist and inclusive in membership and conduct.

Article II: Membership

Section 1: Eligibility — Any person who supports the purpose, principles, and values of the Democratic Party and who wishes to be known as a Democrat is eligible for membership.

Section 2: Precinct Committee Officers (PCOs) — All 11th District PCOs who physically reside in the 11th Legislative District are automatically members of this organization. This section applies to Elected, Appointed, and Acting PCOs.

Section 3: General Public — Any other person who resides in the 11th Legislative District and who is not a member of another Democratic Party Legislative District organization is eligible for membership and may become a voting member four weeks after requesting membership via our membership sign-up form. Members who renew an eligible membership during the month of reorganization will retain their voting rights.

Section 4: Associate Member — A person who does not reside in the 11th Legislative District may become an Associate Member. After requesting membership via our membership sign-up form, an Associate member will be able to speak but not vote during meetings.

Section 5: The effective date when an individual ceases to be a member is the latter of the date when 1) their term of office as an Elected, Appointed, or Acting PCO ends, 2) the date when they cease to be eligible for membership, or 3) January 31 of the odd-numbered year following receipt of their latest request for membership.

Article III: Meetings

Section 1: All membership meetings are open to the public.

Section 2: Regular membership meetings shall be held on a regularly scheduled day of the week at least every other month at a regularly scheduled time. Regular meetings may be canceled or rescheduled for good cause by the Executive Board or by a majority vote of the membership at the previously scheduled regular meeting.

Section 3 The Chair may call special membership meetings. Special membership meetings may also be called by a two-thirds majority of the Executive Board or upon written petition by 20 percent of the membership. The petition must specify the purpose of such a meeting. No business shall be transacted at a special membership meeting except as specified in the meeting notice to members.

Section 4: A reorganization meeting shall be called by the Chair of the King County Democratic Central Committee in January of odd-numbered years for the purpose of electing the 11th LD Dem Officers and Delegates.

Section 5: Fifteen (15) members shall constitute a quorum for the conduct of business at a membership meeting. With respect to any action requiring approval by Elected, Appointed and Acting PCOs, the greater of fifteen (15) Elected, Appointed and Acting PCOs or 20% of the Elected, Appointed and Acting PCOs shall constitute a quorum.

Section 6: The organization may conduct its meetings by electronic or other remote access means. Any action that could be taken at an in-person meeting, including bylaws amendments, may also be taken at a virtual meeting held pursuant to this clause.

Section 7: Members shall be sent a meeting notice, including a proposed agenda, at least five days prior to each regular or special meeting.

Article IV: Officers and Delegates

Section 1: Elected Officers of the organization shall be the Chair, Vice Chair, Secretary, and Treasurer. Appointed Officers may be PCO Coordinator, Sergeant-at-Arms, Parliamentarian, Events Director, Communications Director, and two At-Large Officers.

Section 2: Two Delegates and two Alternates shall be elected to serve on the King County Democratic Central Committee's Executive Board. Two Delegates shall be elected to serve on the Washington State Democratic Central Committee. Delegates serving as representatives or alternates must be of differing genders.

Section 3: Eligibility: Unless otherwise required by State law, Elected Officers must be members both currently and during the previous year. Only the office of Treasurer may be filled by an Associate Member. An individual is permitted to only hold one Elected office at a time.

Section 4: Upon petition for removal signed by at least one-third (1/3) of Elected PCOs, the 11th LD Dems shall consider removal of any Officer or Delegate. The petition for removal must be published at least twenty-five (25) days before the regular membership meeting at which the removal of the Officer or Delegate will be considered. Unless otherwise provided for in State law, an absolute majority of Elected PCOs shall be required to remove the Chair from office and a two-thirds majority of Elected PCOs present and voting shall be required to remove any other 11th LD Dems Officer or Delegate from office.

Article V: Duties of Officers and Delegates

Section 1: The Chair shall preside at all meetings of the membership and of the Executive Board and shall be the chief executive officer of the organization. The Chair shall be an ex-officio member of all committees. The Chair may appoint members to fill Appointed Officer positions listed in Article IV, Section 1. With the consent of the Vice Chair, the Chair may designate any individual to preside over any regular or special meeting of the membership or Executive Board.

Section 2: The Vice Chair shall serve in the absence of the Chair and take on special assignments at the request of the Chair and/or the Executive Board.

Section 3: The Secretary shall keep a record of all meetings of the membership and shall report them at each membership meeting. The Secretary shall also make available to members records of Executive Board meetings. The Secretary, in cooperation with the Chair, handles correspondence, maintains a current membership list, and preserves the organization's records.

Section 4: The Treasurer shall maintain the organization's bank account, handle the organization's financial affairs, and keep correct and complete financial records. The Treasurer shall file all required reports to the Internal Revenue Service. The Treasurer shall maintain current reports and registration with the Public Disclosure Commission, the Washington Secretary of State, and any other relevant agency as required by law.

Section 5: Delegates shall represent the organization at the King County Democratic Central Committee Executive Board and the Washington State Democratic Central Committee as authorized. Delegates shall make regular, timely reports to the membership and the Executive Board.

Section 6: The PCO Coordinator assists and recruits PCOs and may hold trainings and other events for PCOs.

Section 7: The Sergeant-at-Arms is responsible at all meetings and events for keeping order and for providing for the safety and security of attendees. The Sergeant-at-Arms shall report unseemly behavior and incidents to the Chair and Executive Board. The Sergeant-at-Arms is also responsible for ensuring adherence to the Bylaws and all other adopted rules.

Section 8: The Parliamentarian serves as an advisor on the proper conduct of meetings to comply with the Bylaws and any other adopted rules.

Section 9: The Events Director plans and holds special events outside of regular meetings. The Events Director may delegate these responsibilities to a committee which they shall chair.

Section 10: The Communications Director is responsible for the production of the 11th LD Dems' notices and all communications digital or printed, which shall be produced on a regular basis as approved by the Executive Board. The Communications Director may delegate these responsibilities to a committee which they shall chair.

Section 11: All Officers shall serve without compensation, but as with all members, may receive reimbursement for authorized expenses.

Article VI: Executive Board

Section 1: The Executive Board shall be composed of the Elected Officers, Appointed Officers, Delegates, and up to two At-Large Officers. These appointed offices may be PCO Coordinator, Sergeant At Arms, Parliamentarian, Events Director, Communications Director, and two At-Large Officers.

Section 2: The Appointed and At-Large offices may be filled by appointment of the Chair and confirmation by the membership for a term running concurrently with District Officers and Delegates.

Section 3: The Executive Board shall meet at the call of the Chair for the purposes of planning and directing the activities and policies of the organization. Such meetings will occur no less than once every two months.

Section 4: All Executive Board meetings are open to the membership.

Section 5: A majority of its members shall constitute a quorum for the conduct of business by the Executive Board.

Article VII: Committees

Section 1: Ad hoc committees may be established or terminated by the Chair.

Section 2: To assist the organization in conducting its affairs, committees may be established or terminated by the membership.

Article VIII: Elections and Voting

Section 1: All elections for Officer and Delegate positions shall be held in accordance with RCW 29A.80. Unless otherwise required by law, only Elected PCOs may vote at the District reorganizational meeting held in January of each odd-numbered year.

Section 2: Only Elected and Appointed PCOs may vote to recommend a list of candidates to fill Democratic vacancies in legislative offices representing the 11th Legislative District. The Chair shall submit the recommendations to the King County Council for formal appointment.

Section 3: Except as provided in Sections 1 and 2 of this Article and Article IV Section 4, all members in good standing may vote on all matters arising at membership meetings.

Section 4: Elections for each position shall be held individually. To be eligible for nomination, a qualified candidate must be present or have submitted a signed statement indicating a desire to be nominated. A qualified candidate is a member in good standing unless membership is not required for the office as described by these bylaws.

Section 5: Each election shall be determined by a majority of those voting. If there is more than one candidate for a position, voting shall be by written, secret ballot. If no one receives a majority, the candidate receiving the fewest votes shall be eliminated and balloting conducted again, until one candidate receives a majority.

Section 6: Officers and Delegates are elected to a term extending until the next District reorganization meeting.

Section 7: Except as otherwise provided in these Bylaws, all matters coming before the membership shall be decided by a majority of those members present and voting.

Section 8: Proxy and absentee votes shall not be recognized; however reasonable accommodations will be made so members with disabilities, accessibility challenges, or medical issues that prevent them from attending the meeting can still vote.

Article IX: Appointment of PCOs

Section 1: Any member may apply to become a PCO in a precinct with no resident PCO. All PCO applicants must meet the required qualifications in RCW 29A.80.041.

Section 2: Prospective PCOs shall submit their applications prior to or at a membership meeting, and those petitions shall be voted on at that meeting. Upon approval of the membership, the Chair shall submit the application to the Chair of the King County Democratic Central Committee for formal appointment.

Section 3: Appointees who live in the precinct they apply to serve shall be Appointed PCOs. Appointees who do not live in the precinct they apply to serve shall be Acting PCOs. Acting PCOs have an affirmative duty to recruit a precinct resident to become an Appointed PCO.

Article X: Vacancies

Section 1: Upon the death, resignation or disqualification of an incumbent PCO, the position shall be declared vacant. In the event that an Elected Officer or Delegate (excluding PCOs) does not attend any District membership or Executive Board meeting for a ninety-day period, the membership may declare the position to be vacant. Such action must be initiated by a two-thirds majority of the Board. A Board member may be excused from attendance by the Chair.

Section 2: Any vacancy shall be filled for the unexpired term at the next regular or special meeting, provided that written notice shall be sent to all members at least ten days prior to the meeting.

Section 3: In the event of a vacancy in the office of the Chair, the Vice Chair shall act as Interim Chair. In the event of a contemporaneous vacancy in the offices of both the Chair and Vice Chair, the Officers shall elect by majority vote a current Officer as Interim Chair. The election of a new chair shall take place at the next regular or special meeting, except when that vacancy occurs after September 1 of an even-numbered year.

Article XI: Endorsements

Section 1: This organization may endorse candidates for any public office, ballot measures, or initiatives or referendum signature campaigns.

Section 2: Endorsement of any candidate or issue shall require a two-thirds majority of those members present and voting.

Article XII: Establishment of a Political Action Committee

Section 1: The 11th LD Dems shall be a 501(c)4 non-profit organization. Neither the Executive Board nor the membership of the 11th LD Dems may take any action or adopt any rules that would invalidate the 11th LD Dems' standing as a 501(c)4 non-profit organization.

Section 2: The membership of the 11th LD Dems may vote to establish a related Political Action Committee (PAC). Any such action shall require a two-thirds majority of those members present and voting and must be initiated by a two-thirds majority of the Executive Board.

Section 3: Upon passage of a motion by the membership of the 11th LD Dems to create a related PAC, the Executive Board shall establish a Special Committee to draft the bylaws and rules under which the PAC shall operate. These rules and bylaws must specify the manner in which the related PAC may be

dissolved. A two-thirds majority of the membership of the 11th LD Dems shall be required to enact the rules and bylaws under which the coordinated PAC shall operate.

Article XIII: Finances

Section 1: The Chair or Treasurer shall have authority to sign checks on behalf of the 11th LD Dems (for bank policy and liability purposes only, the title “President” may be substituted for the title “Chair”).

Section 2: All money paid to the 11th LD Dems shall be placed in a general operating fund.

Section 3: The fiscal year of the organization is the calendar year.

Section 4: The Chair and Treasurer are authorized to make disbursements on accounts and expenses provided for in any annual budget approved by a majority of members present and voting at a regular or special membership meeting.

Section 5: Unbudgeted expenditures of up to and including \$100.00 must be approved by the Executive Board and expenditures of more than \$100.00 must first be authorized by the membership, except that the Chair and Treasurer may pay routine, recurring monthly expenses without specific approval (e.g., mailing cost, copying cost).

Section 6: Campaign contributions are not to be made to any candidate, campaign, ballot measure, initiative, or referendum signature campaign. Neither the Executive Board nor the membership of the 11th LD Dems may authorize any expenditure that would invalidate the organization’s standing as a 501(c)4 non-profit organization.

Article XIV: Operations and Rules

Section 1: These bylaws shall become effective upon a two-thirds vote of the Elected, Appointed and Acting PCOs present and voting at a membership or reorganization meeting. These bylaws shall be continuous and remain in effect until or unless amended pursuant to Article XV, Section 1.

Section 2: The membership may adopt special rules including a Code of Conduct to govern any matter not in conflict with these Bylaws.

Section 3: The Executive Board may propose a Code of Conduct that governs the behavior of members. The adopted Code of Conduct shall specify the body or partner organization that will investigate and produce reports based on Code of Conduct complaints.

Section 4: On all matters not governed by these Bylaws, Standing Rules, or by special rules, Robert's Rules of Order (most recent edition) shall govern.

Section 5: State and federal law shall govern in case of conflict with these bylaws.

Article XV: Amendment of Bylaws

Section 1: These Bylaws may be amended by a two-thirds majority of Elected, Appointed and Acting PCOs present and voting at any regular or special meeting, provided that notice of the proposed amendment(s) was presented in the meeting notice or at the previous regular meeting and shall take effect at the following general membership meeting.

Section 2: Amendments to existing or proposed bylaws must be submitted in writing to the Executive Board or Bylaws Committee and cannot be proposed on the floor. The Executive Board or Bylaws Committee must review and bring proposals to the floor for a vote within 90 days of receipt.

Article XVI: Dissolution

Section 1: In the event of the dissolution of this organization, any remaining funds shall be distributed to the State Democratic Party. If that is not possible, the Executive Board shall select another local organization whose purpose matches the mission of the 11th LD Dems.