

Obama Democratic Club of Silicon Valley Constitution and Bylaws

Article I. Name and Location

The name of this organization is the "Obama Democratic Club of Silicon Valley" ("ODCSV"), an unincorporated, not-for-profit association in Santa Clara County, California, commonly known as Silicon Valley.

Article II. Origin and Purpose

ODCSV is an organization of volunteers, activists and donors in U.S. Congressional Districts 14, 15 and 16, including members of various political parties, age groups, income brackets, and ethnic backgrounds, all of whom supported in word and action Barack Obama's candidacy for the office of President of the United States of America.

The principal causes for the incorporation of ODCSV are (i) to inspire grassroots participation in the political process from the neighborhood level to the national, (ii) to provide a forum for progressive movements and initiatives with the purpose of improving the quality of life for all of Silicon Valley, (iii) to identify and support suitable progressive candidates for elected office with special attention given to local races, (iv) to research selected ballot initiatives and proposed legislation and strive to inform voters regarding such issues, and (v) to further progressive reform within the Democratic Party, with a goal of creating a post-partisan politics inclusive of all Americans and guided by the hope and unity defined by Mr. Obama's candidacy.

Article III. Organization

ODCSV will act as a countywide organization to represent the values of all communities in Silicon Valley. There shall be a Leadership Team to determine direction and actions to further the purposes of ODCSV. Any number of standing and ad hoc Committees will be created to research, propose and organize actions, activities and events with the intent of furthering the purposes of ODCSV. Any geographic community in Silicon Valley may form a Satellite Club to further the purposes of ODCSV in their neighborhoods.

Section III.1. Leadership Team

There shall be a Leadership Team elected by the General Membership body to represent the concerns and ideals of all ODCSV members.

A. Term

A term in office shall not exceed one year from the date of an officer's election. There shall be a two-term limit imposed on all offices.

B. Eligibility to hold office

Any member in good standing for not less than three (3) months may qualify to serve on the Leadership Team, except for officers elected in the inaugural year of ODCSV.

C. Officers and duties

The Leadership Team shall consist of twelve (12) Officers with equal voice in the course and ideals of ODCSV. Officers shall be committed to a spirit of collaborative leadership, sharing Committee duties and assorted seasonal official roles. Adjustments in the size of the Leadership Committee and corresponding changes in the duties of Officers may be proposed by any member not less than thirty (30) days prior to an annual meeting.

Officers are responsible for the overall direction of ODCSV activities and publications. One of the Officers, as agreed to between them, shall chair each meeting of the Leadership Team. In addition, Officers are responsible for (i) ensuring that meetings of the General Membership occur on a regular basis and no further than one year apart, (ii) calling special meetings of the members, (iii) calling meetings of the Leadership Team, (iv) appointing the chair of each standing and ad hoc committee, subject to ratification by the members at the next General Membership meeting, (v) appointing the members of each standing and

ad hoc committee in consultation with the respective chair of such committee, (vi) representing ODCSV before the Santa Clara County Democratic Committee and California Democratic Council, and (vii) collaborating with other Officers in furthering the purposes of ODCSV.

1. Chair: The Chair is responsible for coordinating all activities, publications, events and causes sponsored by ODCSV in cooperation with all other offices and committees.

2. Vice Chair: The Vice Chair is responsible for supporting the Chair and all other Officers in the successful and efficient execution of such activities, publications, events and causes.

3. Secretary of Records: The Secretary of Records is responsible for documenting, archiving all activities sponsored by ODCSV. This will include but not be limited to (i) keeping minutes from regular meetings of the General Membership and the Leadership Team, (ii) saving memorandums and other correspondence between Officers pertinent to ODCSV, and (iii) archiving literature, materials and/or video documentation of ODCSV activities and events related to community involvement, and (iv) performing such other duties as usually pertain to this office and collaborating with other officers in furthering the purposes of ODCSV.

4. Membership Coordinator: The Membership Coordinator is responsible for maintaining an accurate tally and record of ODCSV General Membership, satellite membership, Officers, committee members, and associates in the community. In addition, the Membership Coordinator shall be charged with (i) recruiting new members, (ii) collecting dues, (iii) representing the sentiment of the General Membership at meetings of the Leadership Team, (iv) sending to all members in a timely fashion minutes of General Membership, Leadership Team and committee meetings as well as announcements of meetings of the General Membership, Leadership Team, and all committees, and (iv) performing such other duties as usually pertain to this office and collaborating with other officers in furthering the purposes of ODCSV.

5. Organizing Director: The Organizing Director is responsible for organizing activities and events sponsored by ODCSV. These duties shall include but not be limited to (i) maintaining a database of all members in cooperation with the Membership Coordinator, (ii) maintaining a separate database of volunteers and attendees from ODCSV activities and events, (iii) coordinating volunteer involvement in ODCSV activities and events in cooperation with the Membership Coordinator and friendly external resources, (iv) encouraging community involvement for all members, (v) working with the Resource Coordinator to plan and execute logistics for ODCSV activities and events, and (vi) performing such other duties as usually pertain to this office and collaborating with the other officers in furthering the purposes of ODCSV.

6. Financial Officer: The Financial Officer (i) maintains all financial records and accounts of ODCSV in compliance with applicable law, (ii) receives and disburses all member dues and other funds of ODCSV, keeping an accurate record of all receipts and disbursements, (iii) regularly provides receipts for all disbursements and a current bank balance reconciliation to the Chair for his/her review and approval, (iv) deposits all ODCSV funds with a bank or banks approved by the Leadership Team, (v) reports to regular meetings of the General Membership and Leadership Team the current financial status of ODCSV, (vi) files any reports required in accordance with campaign finance or related regulations, (vii) performs such other duties as usually pertain to this office and collaborates with other officers in furthering the purposes of ODCSV.

7. New Media Director: The New Media Director is responsible for maintaining a multimedia structure to both support and promote ODCSV. This will include but not be limited to (i) creating and/or maintaining a Web site that is regularly updated and easy to navigate, (ii) creating and/or maintaining fan or group pages on a variety of social networking Web sites such as Facebook, MySpace, Google, etc., (iii) creating and/or maintaining an updated email listserv of ODCSV members and associates to be maintained and used in coordination with the Membership Coordinator and Organizing Director, and (iv) performing such other duties as usually pertain to this office and collaborating with the other officers in furthering the purposes of ODCSV.

8. Public Relations Director: The Public Relations Director is responsible for maintaining a healthy relationship between ODCSV and various television, Internet, radio and print media outlets. This will include but not be limited to (i) serving as the spokesperson for ODCSV, its Officers and its members, (ii) alerting these media outlets to upcoming ODCSV community events in a timely fashion, (iii) working with the Chair to draft any public statements or proclamations as necessary, and (iv) performing such other duties as usually pertain to this office and collaborating with the other officers in furthering the purposes of ODCSV.

9. Resource Coordinator: The Resource Coordinator is responsible for working with the Organizing Director to plan and execute logistics for ODCSV activities and events. In addition, the Resource Coordinator is charged with (i) procuring by any means necessary locations, signs, banners, refreshments, food, and other resources for meetings of the General Membership, Leadership Team and committees, (iii) performing such other duties as usually pertain to this office and collaborating with the other officers in furthering the purposes of ODCSV.

10. Community Liaison(s): Community Liaisons are responsible for maintaining positive and productive relationships between ODCSV and local community organizations to include but not be limited to (i) the Santa Clara County Democratic Party and affiliated organizations, (ii) community service organizations, (iii) neighborhood associations, (iv) schools, colleges and universities, (v) labor unions, and (vi) public governing bodies. Whenever possible, ODCSV shall have two Community Liaisons. In the event there is only one Community Liaison, there shall be an allowance for two At-Large Officers.

11. At-Large Officer(s): At-Large Officers will assist the other Officers as appropriate and collaborate with them in furthering the purposes of ODCSV. In the event there is only one Community Liaison, there shall be an allowance for two At-Large Officers.

D. Nomination and election of officers

1. Nomination: All members shall be encouraged to run for leadership positions within ODCSV. The Nominating Committee will propose a slate of eligible candidates in writing to the members in the notice for the regular General Membership meeting to be provided by the Membership Coordinator. Further nominations from the floor at the regular meeting may be considered if made and seconded by any two members present and entitled to vote at such meeting.

2. Elections: The initial election of officers shall be conducted at the second regular meeting of the General Membership and thereafter at the annual meeting. All contested elections will be determined by secret ballot; uncontested elections may be determined by a call of the room.

2.a. If no candidate for a particular office receives a majority vote (50% + 1 vote), a run-off vote will be taken between the two nominees receiving the most votes for that office.

3. Removal from office: An officer may be removed from office before the expiration of his/her term only upon (i) the unanimous vote of all other officers and (ii) the affirmative vote of a two-thirds (2/3) majority of the members of ODCSV.

4. Interim appointments: If an officer resigns, is removed or is unable to fulfill the remainder of his/her term, the Leadership Team shall appoint an acting replacement. Such appointments shall be effective until the next regular meeting of the General Membership or until a special meeting of the members is called for the purpose of electing a replacement. At such meeting, (i) the acting replacement shall be confirmed by a majority of the members, or (ii) a new replacement shall be nominated and elected to fill the remainder of the applicable term, provided that the nomination for the new replacement is made and seconded by any two members present and entitled to vote at the meeting.

E. Meetings of the Leadership Team

Meetings of the Leadership Team will be open to all ODCSV members and guests. Any member attending a Leadership Team meeting may address the room at the discretion of the Chair.

1. Regular meetings: The Leadership Team will conduct a regular meeting at least once per month.
2. Special meetings: The Leadership Team may meet more frequently in special meetings as appropriate at the discretion of the officers.
3. Notice to Members: All members shall be given notice of the date, time and location of each regularly scheduled Leadership Team meeting at least ten (10) days in advance via email, the ODCSV Web site and its social networking pages. Members will be given notice of special Leadership Team meetings by the above methods at the earliest practicable time.
4. Action by vote of the officers: No official action may be taken at any regular or special meeting of the Leadership Team unless a quorum of fifty percent (50%) of all officers is present. In the absence of a quorum, a meeting of the Leadership Team may be adjourned by the vote of a majority of the officers at the meeting, but no other business may be transacted.
 - 4.a. Any vote that is split among the officers present at a meeting of the Leadership Team shall be broken by a vote of all members present at such meeting.
5. Action by written consent: The Leadership Team at its discretion may also take action by written consent, including email, upon agreement by a majority of the Leadership Team members, provided that a report of all such actions is provided to the Secretary of Records prior to the next meeting of the General Membership and presented at the meeting.

Section III.2. Committees

ODCSV shall support any number of standing and ad hoc committees as deemed necessary by a vote of the Leadership Team or by petition from the General Membership, entitled to a vote of the members. Any member in good standing may be nominated for a seat on a committee. Committee members shall be appointed by the Leadership Team and shall hold their positions for no longer than one year or until their committee is dissolved, whichever comes first.

A. Standing committees

There shall be at least five (5) standing committees of ODCSV:

1. A Nominating Committee comprised of at least three (3) members shall be responsible for nominating suitable officer candidates for the Leadership Team and for recommending suitable appointees to the standing and ad hoc committees of ODCSV.
2. An Endorsement Committee comprised of at least three (3) members shall convene no less than two months prior to any primary, general or special election with the purpose of evaluating and making a recommendation with respect to all requests for endorsement by ODCSV of any candidate for elected office, ballot initiative or proposed legislation and all proposals to make a campaign contribution or organize volunteer services on behalf of such candidates and issues.
3. A Fundraising Committee comprised of at least two (2) members will collaborate with the Financial Officer to propose and organize events and activities to raise funds to be used to further the purposes of ODCSV.
4. A Membership Committee comprised of at least two (2) members will collaborate with the Membership Coordinator to develop proposals for and oversee recruitment of new members and addressing issues related to membership.

5. A Communications Committee comprised of at least two (2) members will collaborate with the Community Liaisons to develop ideas for community outreach, assist in the drafting of ODCSV's position statements, overseeing the ODCSV Web site and social networking pages, and furthering external communication of ODCSV's message.

D. Ad Hoc Committees

Ad hoc committees of ODCSV may be formed from time to time to address specific issues or projects if approved by the Leadership Committee. Approval of any ad hoc committee budget must come either from the Leadership Committee or the General Membership. The Leadership Committee must first approve any significant recommendation or proposal made by an ad hoc committee.

E. Committee Meetings

Meetings of committees will be held at such dates, times and places as determined by the membership of each committee. All ODCSV members will be given notice of all committee meetings via email and the Web site at the earliest practicable time. All committee meetings are open to all members. Notices shall contain the times of the meeting, the subject and the specific items that may be expected to require a vote of the membership.

Section III.3. Satellite Clubs

ODCSV shall support any number of geographically oriented Satellite Clubs as there is adequate interest to form. Satellite Clubs will be encouraged to organize around city limits, except in the case of San José, which may be organized around its 10 city council districts. These clubs will act as mindful representatives of ODCSV and be organized following the structure detailed in the above sections.

Article IV. Meetings of the General Membership

Meetings of the General Membership will be open to all ODCSV members and guests. Any member attending such a meeting may address the room at the discretion of the meeting Chair.

A. Organizational meeting(s)

There will be a series of preliminary organizational meetings with the purpose of ratifying these bylaws and electing officers to the Leadership Team.

B. Regular meetings

A regular meeting of the members will be held no less than twice per year to elect new officers and conduct other business as appropriate.

C. Special meetings

Special meetings of the General Membership may be called at any time upon the written request of ten (10) members or ten percent (10%) of the total membership of ODCSV, whichever is less, delivered to any member of the Leadership Team.

D. Notice

All members shall be provided by the Membership Coordinator with notice of the date, time and location of all member meetings, as well as a brief description of the subject matter(s) to be addressed and any matter(s) intended to be voted upon, at least fourteen (14) days in advance for regular meetings, and five (5) days in advance for all other meetings, or such longer period as provided in Article IV.2.B below regarding proposed amendments to these Bylaws. Notice shall be given by electronic mail or, if no email address has been provided, by other practicable means. Notice will also be posted on the official ODCSV Web site and social networking pages.

E. Procedure

Member meetings will be conducted in a manner to promote consensus decision-making to the extent reasonably possible. The Chair of the Leadership Team will moderate all meetings unless he/she is not able to be present, in which case, the Chair will appoint a replacement. All Leadership Team members are expected to attend General Membership meetings. If no ODCSV officers are present or able to be present at a General Membership meeting, such meeting will be postponed or canceled by a voice vote of the members present. Parliamentary procedure shall govern all member meetings but may be suspended to conduct emergency business in the discretion of the meeting Chair.

F. Community gatherings

From time to time, ODCSV may sponsor gatherings open to the general community to exchange ideas and share information on topics of common interest. However, no official business of ODCSV may be conducted at such community gatherings. Notice of these events will be posted on the official ODCSV Web site and social networking pages.

Article V. Quorum and voting requirements

A. Quorum

No official action may be taken at any meeting of the members unless a quorum of fifteen percent (15%) of all members or 15 members, whichever is less, is present. In the absence of a quorum, a meeting of the members may be adjourned by the vote of a majority of the members at the meeting, but no other business may be transacted.

B. Voting

Subject to Article IV.C below, each member in good standing is entitled to one vote. The affirmative vote of a majority of all members present and entitled to vote at a duly noticed meeting at which a quorum is present is required to pass any resolution or to elect any Leadership Team member, except that a greater number of votes is required as follows:

1. The affirmative vote of two-thirds (2/3) of all members present and entitled to vote at a duly noticed meeting at which a quorum is present is required to endorse any candidate for elective office or to declare a position on any ballot initiative or proposed legislation.
2. The affirmative vote of two-thirds (2/3) of all members present and entitled to vote at a duly noticed meeting at which a quorum is present is required to amend any provision of these Bylaws.

No vote on any action requiring greater than a majority vote may be taken unless specific details of the proposed action were provided to members in the notice of meeting. With respect to resolutions to amend these Bylaws, said notice must be given to all members at least thirty (30) days in advance of the meeting and posted on the official ODCSV Web site and social networking pages.

C. Eligibility to vote on endorsements

Only members in good standing for no less than three (3) months may vote on a matter of whether to endorse a candidate for elected office or to declare a position on any ballot initiative or proposed legislation.

D. Proxies

The Leadership Committee may adopt procedures to enable members who cannot attend a meeting to cast their vote by proxy. The procedures shall include appropriate safeguards to ensure authenticity and protect confidentiality, and shall specify the means for revoking a proxy.

Article VI. Endorsements

ODCSV reserves the right to endorse candidates of any party affiliation and is not guided by the endorsement decisions of the local or national Democratic Party.

A. Proposals for endorsement

Any member may propose that ODCSV endorse a candidate for elective office or declare a position on a ballot initiative or proposed legislation. A request for consideration of a candidate, ballot initiative or proposed legislation shall be referred for review to the Endorsement Committee, which shall provide its recommendation at the next meeting of the members.

B. Member approval

ODCSV may endorse any eligible candidate or declare a position on any ballot initiative or proposed legislation upon the approval of the members in accordance with Article V.C. Voting shall be by secret ballot if requested by at least three (3) members.

C. Endorsement interviews

The Endorsement Committee will make every effort to host interviews with the candidates for targeted elected offices to determine their understanding of issues important to ODCSV members and the viability of their candidacies. All members in good standing will be encouraged to attend such interviews and will receive notice from the Membership Coordinator in accordance with Article IV.D.

Article VII. Affiliations

A. Santa Clara County Democratic Central Committee

As a chartered and affiliated club, ODCSV will comply with the bylaws of the Santa Clara County Democratic Committee and the California Democratic Party as they apply to fully-chartered local affiliates.

B. California Democratic Council

ODCSV will apply for membership in the California Democratic Council if approved by a majority of ODCSV members.

C. Obama for America

ODCSV maintains an implicit connection to the entity formerly known as Obama for America and whatever future organization may become of its donors and volunteers and will coordinate with such organization on any future actions.

Article VIII. Membership and dues

A. Eligibility

Subject to the satisfaction of all requirements specified in this Article IV, membership in ODCSV is open to all persons regardless of political affiliation (including those under the voting age) who subscribe to ODCSV's policies and purposes and who wish to assist in the advancement of its principles, except that at least twenty (20) members must be registered Democrats.

B. Dues

Membership dues shall be \$15 per year per person and \$25 per family, except that senior citizens (age 65 and over) and full-time students are eligible for a reduced rate of \$10 per year. The Leadership Committee may adjust dues up or down no more frequently than once per year, subject to ratification by a majority of the members.

C. Payment

Members shall pay a minimum of one year's dues upon initial enrollment and each renewal, and may pay up to an additional one year's dues in advance. Initial membership shall become effective upon ODCSV's receipt of payment (the "Commencement Date") and shall end on the date immediately prior to the end of the paid one or two year term, unless renewed. Renewal memberships shall become effective upon the next yearly anniversary of the member's Commencement Date, provided that ODCSV receives payment no later than five (5) days following such anniversary. Members will be provided reasonable notice of the amount and due date for renewal of dues.

D. Member information

Each member shall provide his/her full name, residence or business address, telephone number and a valid email address (if available). A member's information may be shared with other organizations as approved by the Leadership Committee only with the express consent of such member.

E. Good standing

Only those members whose dues are paid for the current year shall be eligible to vote at a meeting of the members of ODCSV or to hold office. Other persons, including but not limited to guests and visitors, may participate in a meeting of the members of ODCSV at the sole discretion of the meeting Chair in accordance with Article IV.

Article VIII. Dissolution

In the event of a termination or dissolution of ODCSV, regardless of circumstances, any funds held by ODCSV after satisfaction of all debts shall be distributed first pro rata to each member of ODCSV in good standing in an amount not to exceed the sum most recently paid as dues by such member. Any remaining sums will be transferred to the Santa Clara County Democratic Central Committee to be held in reserve for the purpose of funding a new club in accordance with the rules of the Santa Clara County Democratic Central Committee.

As amended and revised as of the 3rd day of December 2008.