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WHEN DEMOCRATS VOTE, GOOD THINGS HAPPEN

CDC CONSTITUTION AND Bylaws

The CDC is an organization of Democratic Clubs and county committees in California. The CDC provides this and other helpful documents to all affiliated members

California Democratic Council P.O.
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www.cdc-ca.org

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57 CONSTITUTION AND BYLAWS OF THE CALIFORNIA DEMOCRATIC COUNCIL
58 AS AMENDED

59 **PREAMBLE**

60 WE, THE PEOPLE OF THE CALIFORNIA DEMOCRATIC COUNCIL OF THE
61 STATE OF CALIFORNIA, HEREBY AFFIRM OUR DEDICATION TO THE
62 DEMOCRATIC PROCESS – A PROCESS WHICH EXISTS TO DEFEND THE
63 EQUAL DIGNITY AND VALUE OF ALL HUMAN BEINGS – AND THE RIGHT
64 OF ALL PEOPLE TO PARTICIPATE IN THIS PROCESS AND TO SHAPE IT
65 TO THEIR NEEDS AND ASPIRATIONS. WITH THIS AS OUR PURPOSE, WE
66 CONSTITUTE THIS ORGANIZATION.

67 **ARTICLE I – NAME**

68 The name of this organization shall be the CALIFORNIA DEMOCRATIC
69 COUNCIL.

70

71 **ARTICLE II – INCORPORATION**

72 The California Democratic Council shall be incorporated under the laws of
73 California as a non-profit corporation.

74

75 **ARTICLE III – PURPOSES**

- 76 **A)** To build and maintain a network of grassroots Democratic organizations and
77 activism throughout all areas of the State of California.
- 78 **B)** To promote the establishment and maintenance of Democratic clubs across
79 California to ensure every address in the state is served by at least one
80 functioning, chartered, geographically-focused Democratic club.
- 81 **C)** To promote diversity and opportunity for full participation throughout the
82 Democratic Party and to end discrimination based on race, age, creed, national
83 origin, economic condition, sexual/ gender orientation, marital status and
84 disability or handicap.
- 85 **D)** To promote the candidacy and election of Democratic candidates for partisan
86 offices in cooperation with the California Democratic Party.
- 87 **E)** To promote the candidacy and election of Democratic candidates for non-
88 partisan offices in cooperation with the California Democratic Party.
- 89 **F)** To assist in the development, training and activism of affiliated organizations.
- 90 **G)** To coordinate the exchange of ideas, issues and information among affiliated
91 organizations.

- 92 H) To consider pre-primary endorsements of Democratic candidates for partisan
- 93 and non-partisan elected offices.
- 94 I) To study, discuss and adopt positions on public policy issues and legislative
- 95 proposals and to work for the enactment of those positions.
- 96 J) To regularly meet with members of the State Legislature to discuss and promote
- 97 CDC positions on issues and legislation.

98
99

ARTICLE IV – RECORDS AND OFFICES

- 100 A) The Board of Directors shall determine the location of the offices for the
- 101 organization, and shall designate a principal office.
- 102 B) All official records as designated by the Board of Directors shall be maintained at
- 103 the principal office of the organization.
- 104 C) The policies and procedures, as determined by the Board of Directors, shall be
- 105 compiled into a manual which shall be maintained at the principal office.
- 106 D) All records, policies and procedures shall be available for inspection by any
- 107 officer or director.
- 108 E) All policies and procedures shall be provided to the officers and directors.

109
110

ARTICLE V – MEMBERSHIP

- 111 A) MEMBERSHIP IN THIS COUNCIL SHALL CONSIST OF THE FOLLOWING:
- 112 1. ORGANIZATIONS
- 113 a. Chartered Democratic clubs
- 114 b. Democratic County Central Committees
- 115 c. Young Democrat and College Democrat clubs
- 116 2. EX-OFFICIO MEMBERS
- 117 a. Democratic elected officials or nominees for public partisan office in
- 118 California.
- 119 b. Democratic National Committee members registered to vote in
- 120 California.
- 121 c. Statewide and regional officers and Assembly District Committee
- 122 chairs of the California Democratic Party
- 123 d. The statewide officers of the California Young Democrats
- 124 e. The statewide officers of the California College Democrats
- 125 f. The chair of the Federation of County Central Committees
- 126 g. Past presidents of this Council
- 127 B) REQUIREMENTS FOR MEMBERSHIP
- 128 1. Organizations shall:
- 129 a. Subscribe to the Constitution and Bylaws of the California Democratic
- 130 Council and to the Constitution and Bylaws of the California
- 131 Democratic Party and the National Democratic Party Charter and
- 132 Bylaws when not in conflict with the CDC Constitution and Bylaws.

- 133 **b.** Support only Democrats for partisan and non-partisan public office,
134 who best exemplify and subscribe to the philosophy and platform of
135 this Council.
- 136 **2.** Chartered Democratic Clubs
- 137 **a.** Have as voting members only those persons registered as Democrats,
138 or if ineligible to register have declared their intention of registering
139 immediately upon eligibility.
- 140 **b.** Have a minimum of twenty (20) dues paid-up members who are not
141 members of any other club represented on this Council. Members
142 (including ex-officio) belonging to more than one club shall designate in
143 writing their club of primary affiliation.
- 144 **c.** Be a bona fide Democratic Club chartered by a Democratic County or
145 State Central Committee, holding at least one meeting in each quarter,
146 and an annual or biennial election of officers.
- 147 **d.** Have a minimum of one dollar (\$1.00) annual dues per member, which
148 dues may be waived by individual clubs and have a written roster
149 showing how many members qualified, which roster shall be provided
150 to the CDC on demand.
- 151 **3.** Young Democrat and College Democrat clubs
- 152 **a.** Shall be duly chartered by their governing organizations.
- 153 **b.** Shall have at least ten (10) members who shall be registered
- 154 Democrats or who intend to register as Democrats upon eligibility.
- 155 **4.** Ex-Officio Members
- 156 **a.** All individuals who qualify as ex-officio members shall also be required
157 to hold membership in and appear on the roster of an affiliated
158 organization to be eligible to fully participate in the activities of this
159 Council.
- 160 **5.** Free affiliation for all Chartered Democratic Clubs and County Central
161 Committees.
- 162 **a.** All chartered Democratic clubs, organizations and county central
163 committees are entitled to affiliate.
- 164 **b.** Any chartered club, organization or county central committee that has
165 not submitted a complete affiliation application is entitled to have its
166 President or Chair attend all CDC Conventions, state area and regional
167 meetings with voice and vote.
- 168 **c.** To qualify for the complete complement of delegates and full benefits,
169 organizations may affiliate as full members of CDC by filling out the
170 affiliation application and submitting a current club roster, in a CDC
171 approved format, which will be used to determine the number of
172 allocated delegates. Full affiliation will remain in effect until either party
173 retracts the affiliation in writing subject to yearly updates of club
174 members and officers. Full affiliation provides organizations with
175 participation in CDC committees, proportional voting strength at
176 meetings and the right to host ex officio members.
- 177

ARTICLE VI – DUES

- 178 A) The determination of dues and associated fees may be reviewed and adopted by
179 the regular Convention.
180 B) The Board of Directors may consider hardship applications.

181
182

ARTICLE VII – OFFICERS

- 183 A) The elected officers of this Council shall be a President, Executive Vice
184 President, Secretary, Treasurer, Controller and three Trustees, one or more
185 Vice-Presidents who will Chair the Standing Committees set out under Article IX,
186 Section B, Sub-Section 1, a. Standing and Ad Hoc/Special Committees.
187 B) Elected officers shall be elected at the Annual Convention in odd-numbered
188 years and shall assume office upon conclusion of that Convention.
189 C) In addition, the President shall be entitled to appoint additional officers, as
190 determined by the Board of Directors, to assist in the governance of this Council.
191 D) The terms of office for appointed officers shall be the same as for elected
192 officers.
193 E) ELIGIBILITY
194 1. Any member of an affiliated club of this Council is eligible to hold office in this
195 Council.
196 2. Any Officer of this Council, other than Trustee, who is a candidate for full-time
197 paid elective public office, other than offices within the Democratic Party, shall
198 be required to take a leave of absence upon the announcement of his or her
199 candidacy, unless otherwise authorized by the Executive Committee, Board of
200 Directors or the Convention.
201 3. Remuneration for elective or appointed officers, except as reimbursement for
202 expenses (i.e. postage, mileage, travel, phone, Internet, et al.) shall be
203 approved by the Executive Committee, the Board of Directors or the
204 Convention, or as set forth in the organization's adopted strategic plan.
205 F) DUTIES & AUTHORITY
206 1. President. The President shall serve as the chief executive officer and in that
207 capacity shall oversee the day-to-day activities of this Council. In addition, the
208 President shall:
209 a. Preside over the Annual Conventions, Board of Directors meetings and
210 Executive Committee meetings.
211 b. Serve as the official spokesperson for this Council.
212 c. Serve as the chief fundraiser for this Council.
213 d. Serve as liaison to the California Democratic Party and DNC.
214 e. Hire all paid staff of this Council, provided estimates for staff
215 compensation have been approved as part of the adoption of the
216 organization's strategic plan or by vote of the Executive Committee,
217 the Board of Directors or the Convention.
218 f. Appoint elected officers upon the vacancy of an elected officer, subject
219 to approval at the next Board of Directors meeting.
220 g. Appoint additional unpaid, non-voting officers, as necessary, to assist
221 in the governance of this Council elected officers upon the vacancy

- 222 h. Develop and implement an annual strategic plan to be approved by the
223 Executive Committee, the Board of Directors, or the convention.
224 i. Report annually on the state of the CDC and its progress under the
225 strategic plan presented during the preceding annual convention.
226 j. Have the authority to authorize all proper expenditures of this Council,
227 except that expenditures exceeding \$7500 shall require the approval of
228 the Executive Committee, the Board of Directors, or the Convention.
229 k. Coordinate the activities of all volunteer officials of this Council and
230 serve as primary representative to all affiliates.
231 l. Have the authority to appoint one or more special assistants. The
232 special assistant(s) shall have voice but no vote on the Board of
233 Directors and shall be eligible to serve as a delegate to conventions.
- 234 2. The Executive Vice President shall assume the duties of the President upon
235 the resignation or incapacitation of the President.
- 236 3. The Secretary shall act as secretary of the Annual Convention and of the
237 Board of Directors and its Executive Committee, keeping records of the
238 proceedings thereof, distributing copies as appropriate and notifying members
239 of meetings of this council and its Board of Directors.
- 240 4. The Treasurer shall be authorized to pay bills of this Council at the request
241 direction of the President, make regular reports regarding the financial
242 condition and major expenditures of this Council, assist the President and staff
243 with fundraising activities, cooperate with the Trustees in all audits, and in
244 conjunction with the President, ensure that all governmental reports are timely
245 filed in compliance with all applicable state and federal laws and regulations
246 and that all financial transactions of the this Council comply with the internal
247 control policies set forth by the American Institute of Certified Public Accounts.
- 248 5. The Controller shall, in cooperation with the Treasurer, maintain the books of
249 account of the organization and the budgetary and internal control matters of
250 the Board of Directors. The Controller shall serve as Chair of the Budget
251 Committee and shall serve as an ex-officio member of the Board of Trustees.
- 252 6. The Trustees shall audit the books of account of the Organization at least twice
253 a year and at any time when the incumbent Treasurer shall leave office, submit
254 a report of each audit to the Board of Directors, and of their year-end-audit to
255 the Annual Convention. They shall review the expenditures of Council funds
256 and report whether they have been made in accordance with Convention
257 decisions and/or this Constitution and By-Laws. They shall also serve on the
258 Standing Committee of Finance and assume the Responsibilities thereof as
259 outlined by the Board of Directors.
- 260 a. The term of office of a Trustee shall be three years.

261 **G) VACANCIES**

262 Vacancies in any of the offices herein shall be filled by the Board at a regular
263 meeting of the Board of Directors, provided that written notice of the existence of
264 the vacancy shall be sent to all members of the Board fifteen (15) days prior to
265 such meeting.

266 **H) REMOVAL**

267 Any officer of this Council may be removed by a two-thirds vote of those present

268 and voting at any meeting of the Board of Directors; provided that written charges
269 against the officer shall first be presented to the meeting of the Board
270 immediately preceding, that at least sixty (60) percent of those present and
271 voting at the meeting where charges are presented shall vote to notify the officer
272 of such charges and to proceed with a removal action, and that the affected
273 officer shall be given an opportunity to answer and be heard at the Board
274 meeting immediately following the Board meeting at which such charges were
275 presented.

276 **I) ELECTIONS**

- 277 1. Nominations and elections of Officers, other than those appointed by the
278 President and approved by the Board of Directors, shall take place at the
279 Annual Convention occurring in odd-numbered years, except in the case of
280 Trustees.
- 281 2. One Trustee shall be nominated and elected each year at the Annual
282 Convention on a rotating basis

283 **J) USE OF NAME**

284 No member of the Board of Directors of CDC may use her or his CDC title in any
285 way – including for identification purposes only – in support of any candidate or
286 ballot proposition not endorsed by CDC.

287

ARTICLE VIII – BOARD OF DIRECTORS

288 **A) COMPOSITION**

- 289 1. The Board of Directors of this Council shall consist of the elected and
290 appointed officers, past presidents of this Council, organization presidents and
291 chairs, caucus chairs, standing committee and ad-hoc committee chairs who
292 shall have voice and vote.
- 293 2. Organization presidents and chairs are entitled to appoint a permanent
294 representative in writing to serve in their place at Board meetings
- 295 3. Any affiliated organization having in excess of 100 affiliated members shall be
296 entitled to an additional representative on the Board of Directors.

297 **B) POLICY**

298 The Board of Directors shall be the final authority between state-wide conventions with
299 regard to all matters of state-wide policy; provided, however, that the Board of
300 Directors shall at all times be subject to the policies of this council as adopted by
301 Statewide Convention and to the provisions of this Constitution and Bylaws.

302 **C) QUORUM**

- 303 1. One-fifth (20%) of the Board of directors shall constitute a quorum.
- 304 2. All resolutions and policy statements shall require a 60% vote of those present
305 and entitled to vote at conventions and meetings of the Board of Directors.
- 306 3. Policy resolutions in the name of the California Democratic Council shall be the
307 function of the state-wide Convention and Board meetings; resolutions of the
308 Executive Committee shall be limited to implementation of previously stated
309 policies of the California Democratic Council.
- 310 4. The Board of Directors shall be the final authority between state-wide
311 Conventions with regard to all matters of state-wide policy; provided, however,

312 that the Board of Directors shall at all times be subject to the policies of this
313 Council as adopted by the Statewide Convention, and to the provisions of this
314 Constitution and Bylaws.

315 **D) REGULAR AND SPECIAL MEETINGS**

- 316 1. Regular business meetings of the entire Board of Directors shall be held no
317 less than two times a year. Said regular meetings shall be called by the
318 President.
- 319 2. Special meetings of the entire Board of Directors may be called by the
320 President at any time, and shall be called by her or him upon request of Twenty
321 percent (20%) of the affiliated organization presidents and chairs.

322 **E) EXECUTIVE COMMITTEE**

323 The Executive Committee shall consist of the elected and appointed officers under
324 Article VII, Section a. with the exception of the Trustees.

- 325 1. The Executive Committee shall act on organizational matters and on policy
326 matters that are of an urgent nature between meetings of the Board of
327 Directors. Any action taken is subject to ratification at the next Convention or
328 Board of Directors meeting.
- 329 2. The Executive Committee also shall advise the President from time to time, as
330 necessary, on policy issues and planning matters.
- 331 3. All meetings of the Executive Committee shall be open to any member of the
332 Board of Directors.

333
334

ARTICLE IX – COMMITTEES

335 **A) MEMBERSHIP & AUTHORITY**

- 336 1. Standing and ad-hoc committee members shall be members of affiliated
337 organizations and shall appear on the affiliated membership list.
- 338 2. Each affiliated organization is entitled to appoint a voting member to each
339 standing committee and any voting member may be appointed to a standing
340 committee by the CDC President, with the exception of the Finance
341 Committee, whose membership will be defined by the Executive Committee
- 342 3. Each affiliated organization is entitled to appoint a voting member to each
343 standing committee and any voting member may be appointed to a standing
344 committee by the CDC President, with the exception of the Finance
345 Committee, whose membership will be defined by the Executive Committee.
- 346 4. All committees shall meet as necessary.
- 347 5. No committee shall have the power to set policy for CDC or to represent the
348 CDC unless such authority is explicitly granted to such committee by the CDC
349 Convention or the CDC Board of Directors. The primary purposes of
350 Committees are to make recommendations and to carry out tasks assigned by
351 the CDC Convention and the CDC Board of Directors.
- 352 6. All committee appointments made by affiliated organizations shall stay in force
353 until a replacement is designated, or until the organization's affiliation with this
354 Council lapses. Under no circumstances may an unaffiliated organization be
355 represented by voting members to committees. All other appointments
356 terminate at the end of the CDC Convention.

357 **B) STANDING AND AD HOC/SPECIAL COMMITTEES**

358 **1. Standing Committees**

359 The Standing Committees shall be: Club/Affiliate Affairs, Communications,
360 Credentials/Roster, Endorsements, Finance, Issues & Political Action and
361 Technical/IT. The duties of these committees and the chairs shall be defined by
362 the Executive Committee.

363 **2. Ad Hoc/Special Committees**

364 **a.** The Board of Directors may create Ad Hoc/Special Committees as it
365 deems necessary.

366 **b.** The President shall appoint the members and chair of any Ad
367 Hoc/Special Committees.

368
369 **ARTICLE X – CONVENTIONS**

370
371 **A) TIME AND PLACE**

372 **1.** A Convention of this Council shall be held annually. Notice of such
373 Convention shall be conveyed to each ex-officio and organization member at
374 least Two (2) months in advance of any cut-off date for credentials
375 established in accordance with Article X, Section B, Subsection 1-c.

376 **2.** Rules for the Annual Convention shall be reviewed and adopted by the Board
377 of Directors at least four months in advance of the Convention.

378 **B) REPRESENTATION**

379 **1. Organizations**

380 **a.** Each club affiliated with this Council by 30 days prior to the convening
381 of the Annual Convention or by March 31st whichever is earlier, shall
382 be entitled to one duly elected delegate, and one alternate, for each
383 ten (10) members who appear on the affiliation roster, as well as a vote
384 for the Club President or the Club President's designee.

385 **b.** Each County Central Committee affiliated with this Council by 30 days
386 prior to the convening of the Annual Convention, or by March 31st
387 whichever is earlier, shall be entitled to two duly-elected delegates,
388 and two alternates, for each Assembly District, whole or partial,
389 contained in the county.

390 **c.** Clubs that are new members or clubs that have not renewed by March
391 31st shall be limited to no more than two delegates and two alternates,
392 as well as a vote for the Club President or the Club President's
393 designee, with right of appeal to the Credentials Committee if desired.

394 **d.** All other organizations shall be guaranteed only one convention vote,
395 with right of appeal to the Credentials/Roster Committee if desired.

396 **e.** Each club president shall certify in writing to this Council that the
397 names listed on the submitted roster are paid-up members who are not
398 members of any other club represented on this Council; or are
399 members who have designated in writing that club as their club of
400 primary affiliation.

401 **2.**

402 **3.** Ex-officio members are entitled to serve as individual delegates.

Past presidents of this Council are entitled to serve as individual delegates.

403 **C) QUORUM**

404 A quorum to conduct business at any convention shall consist of one third (1/3)
405 regular accredited delegates

406 **D) PROXIES**

407 There shall be no duplicate voting or voting by proxy.

408 **E) SPECIAL CONVENTIONS**

409 Special state-wide conventions may be called by the President with the approval
410 of the majority of the total membership of the Board of Directors, which may be
411 polled in writing; or by Two-Thirds (2/3) majority of the total membership of the
412 Executive Committee

413 **F) RULES**

414 Any Convention or meeting of this council shall be governed by the most recent
415 edition of Robert's Rules of Order, newly revised. In addition, the Board of
416 Directors will develop, review and adopt rules governing specific procedures for
417 each meeting, consistent with this Constitution and Bylaws

418 **G) CONSTITUENCY CAUCUSES**

- 419 1. A Constituency Caucus may be created by twenty (20) or more delegates
420 gathering together at and Annual Convention, signing a Caucus Affiliation form,
421 electing a Chair and other officers and notifying the Convention Secretary of
422 the establishment of the caucus.
- 423 2. The purpose of a Constituency Caucus is to promote issues, legislation and
424 candidates of interest to the specific constituency.
- 425 3. A Constituency Caucus will need to re-affiliate annually.
- 426 4. The Caucus Chair shall be a member of the Board of Directors.

427 **ARTICLE XI – ENDORSEMENTS AND RESOLUTIONS**

428 **A)** All resolutions and endorsements shall be initiated by the standing committee
429 on Endorsements (Endorsement Committee). The Endorsement Committee
430 shall determine the time and procedure for endorsements. Resolutions and
431 endorsements may be voted on in an in-person (including phone) or by an
432 electronic basis.

433 **B)** The manner in which a resolution or endorsement is acted upon shall be called
434 an endorsement process. The procedure for conducting a resolution or
435 endorsement process shall be a standing rule of the majority of the
436 Endorsement Committee, subject to the approval of the Credentials/Roster
437 and Tech/IT Committees.

438 **C)** Notification of the endorsement process shall be issued by the CDC Secretary
439 on behalf of the Endorsements Committee. Delegates designated 60 days
440 before the beginning of voting shall be eligible to vote.

441 **D)** Forty percent (40%) of eligible delegates voting shall constitute a quorum for
442 any resolution or process. Passage of a resolution or issuing of ab
443 endorsement shall require sixty percent (60%) of those voting in favor of the
444 resolution or supporting an endorsement position.

- 445 E) The Endorsement Committee may use the endorsement process to canvass
446 their members or conduct a straw poll for the purpose of finding members
447 opinions on a particular subject, but such a process would not imply an official
448 position of the CDC.

449 **ARTICLE XII – AMENDMENTS**

- 450 A) The Constitution and Bylaws of this Council may be amended at any annual or
451 special convention by a majority vote of the duly registered accredited
452 delegates present.
- 453 B) All proposed amendments to the Constitution and Bylaws shall be submitted to
454 the Bylaws & Rules Committee for review 30 days prior to consideration by the
455 Convention delegates.
- 456 C) A proposed amendment which the Bylaws & Rules Committee has rejected or
457 refused to consider may be considered by the Convention if submitted over the
458 signatures of 25 accredited delegates, or has been approved by a majority of
459 the Board of Directors.
- 460 D) Those amendments which do not involve changes in substance, but only
461 changes in language or form, may be voted on as a group.
- 462 E) The Bylaws & Rules Committee is empowered to make any and all non-
463 substantive changes, whether for grammar or typographical error in
464 reproduction.
- 465 F) All amendments approved by the delegates in Convention shall become
466 effective on the first day following that Convention, and an updated version of
467 the Constitution and Bylaws shall be posted on the CDC website.

468 **END**

469
470

471 **Revisions**

472 **Original Document filed 1952**

473 **Revision 2.0 Adopted 02/22/2014 CDC Constitutional Convention and**

474 **Reorganization, San Luis Obispo, CA**