

TORREY PINES DEMOCRATIC CLUB

DATE: February 18, 2021

TO: Torrey Pines Democratic Club Members

From: Bylaws Committee, Wayne Dernetz, Chair

Subject: Bylaws Amendments Approved and Recommended by the Executive Board

Club Members:

Before the year-end break, our Executive Board authorized the establishment of a committee to review our Club's Bylaws. The Board appointed Phil Currier, Deborah Currier, Ken Burtt, and myself to the Committee. Phil and Deborah are founding members of our Club, chartered in 2017.

The Bylaws Committee has met several times since the beginning of the year. We plan to continue our review in the coming months. Thus far, we have identified three modifications that should be considered before holding Club elections later this year.

Amending the Bylaws requires a three-step process for approval: first, the proposed amendments must be approved by the Executive Board; second, the amendments must be presented to Club members at a General Meeting; and finally, Regular Members of the Club must vote on the proposed amendments at a subsequent General Meeting. A supermajority vote of two-thirds (67%) of the Regular Members, present and voting, is required to pass the amendments.

The amendments presented in this report are those the Committee feels to be most urgent and would be beneficial to have in place for our next officer elections. These are only segments of the three of eleven Articles in the Bylaws. As the committee continues its work, additional recommendations will be brought forward. Eventually, we hope to complete a thorough review and update of the Bylaws. This is a beginning.

We are aware that considering amendments to the bylaws is a time consuming task that can also be tedious. But it is good practice nonetheless to undertake the effort every few years to assure that our Bylaws remain up-to-date and to make changes that improve our Club's procedures and activities. And we should maintain our Bylaws to be consistent with "best

practices," as defined in the San Diego County Democratic Party's *Manual for Democratic Clubs* (the "*Manual*") The *Manual* was recently modified in November, 2018.

At the next General Meeting, we will present a PowerPoint description of the recommended changes. No action will be needed at the February General Meeting. Regular Members will have a full month to review the changes and compare them to the Bylaws. The Current Bylaws may be found on the Club website at www.torreypinesdems.org/bylaws. Click on the link to view or download a copy of the current Bylaws.

We ask for your patience and participation, as we undertake consideration of these amendments.

The following amendments were submitted to the Executive Board at its meeting of February 8, 2021. The Board unanimously approved the Committee's proposals as summarized below, and now submits them for Members' review prior to a vote at our next General Meeting.

The recommended amendments affect parts of just three Articles in the current Bylaws:

1. Section 4.2 of Article 4, concerning General Meetings, Notices, and Voting.
2. Sections 6.1.1 and 6.1.2, concerning the responsibilities of the offices of president and vice president, respectively.
3. Section 7.1 of Article 7, concerning new authorization for the Executive Board to adopt Club policies and procedures to guide Club activities.

The recommended modifications in each of these three Articles are presented below. The current wording of the affected Sections or subsections is presented, followed by the recommended new wording. A brief explanation of the reason for the proposed change is often provided.

1. Amendment to Article 4, Section 4.2 - General Meetings, Notices and Voting

A. Article 4 of the Bylaws describes how General Meetings are called and defines the quorum and voting requirements. Section 4.2 of this Article describes the types of actions that require special notice, a quorum, and a supermajority vote. The subsections define these requirements. Here is the **present wording of Section 4.2**:

Section 4.2 - Notices and Voting

General meetings at which any of the following items will be discussed and voted upon shall require special notice, a quorum, and a supermajority vote:

- TPDC elections, officer removal, filling of office vacancies, or establishment of new officers
- Proposed amendments to bylaws
- Proposed resolutions
- Endorsements of candidates and/or ballot measures

4.2.1 - Notices

Meeting notices shall specify the date, time, location, and purpose and shall be emailed at least two (2) weeks in advance to members who have an email address on file with the TPDC; for an endorsement vote, should an email address not be on file, notice shall be sent via U.S. Mail.

4.2.2 - Quorum

A quorum shall be necessary for voting to take place and shall be a majority of the TPDC officers plus twenty percent (20%) of the TPDC's Regular Members in good standing.

4.2.3 - Supermajority Vote

A motion must receive a vote of two-thirds (2/3) of the TPDC's Regular Members in good standing who are present and voting in order to pass.

B. **DISCUSSION:** The following recommended amendments to Section 4.2 are intended to enhance the transparency and accessibility of Club meetings and voting procedures for Club members, to reduce the supermajority requirements, and to authorize new methods for conducting Club elections.

C. **RECOMMENDATION:**

The **recommended amendments** would be worded as follows:

Section 4.2 - Notice, Agenda and Voting Requirements

All Club meetings shall be called, and all Club voting shall be conducted in accordance with the following requirements.

4.2.1 - Notices and Agenda

- A. Notices for General Meetings must be sent to each member in good standing at least *two weeks* prior to the General Meeting and must include the time, date and place of the meeting.
- B. The notice must be sent by email to all members in good standing having an email address, and by first class U.S. Mail to any member in good standing not having an email address.
- C. The notice of a General Meeting must include a tentative agenda describing the purpose of the meeting.
- D. The Executive Board is authorized to call a special Club membership meeting when necessary or desirable to consider urgent matters requiring membership approval that cannot wait for the next general Club meeting.

4.2.2. - Quorum

- A. A quorum must be in attendance at a meeting to conduct any actions requiring a vote of the Regular Members. A quorum shall consist of at least twenty percent (20%) of the Regular Members in good standing and must include a majority of Club officers.
- B. Meetings at which a quorum is not present may conduct presentations, discussions, or informational programs, but may not undertake any Club actions requiring a vote.

4.2.3 - Actions Requiring a Supermajority Vote

The actions requiring a supermajority vote, as provided in subsections 4.2.2 and 4.2.3 above, include the following:

- A. The election or removal of elected officers described in Section 6.1.
- B. Ratification of officers appointed to elected offices by the Executive Board to fill vacancies.
- C. The establishment of an additional office under Section 6.2.

D. Amendments to the Bylaws.

E. Resolutions of endorsement of candidates for office or ballot measures.

4.2.4 - Supermajority Vote Requirement

Any action requiring a supermajority vote, and at which a quorum is present, shall require the approval of sixty percent (60%) of the Regular Members present and voting in order to pass.

4.2.5 - Alternative Methods for Conducting Elections

A. Club elections may be conducted using any of the following methods:

- 1) In-person paper balloting;
- 2) mail-in paper balloting;
- 3) any approved method for video or on-line electronic balloting.

B. The Club must make every reasonable effort to assure that, regardless of the method used, Club elections are conducted according to the traditions of secret balloting.

2. Amendments to Article 6 - Officers

A. **BACKGROUND:** Article 6 of the Bylaws includes four Sections. The first Section identifies the four elected officers of the Club that are required, according to the *Manual*, and describes their "duties." The four elected officers are: President, Vice President, Secretary and Treasurer. This section also defines the terms of office of these four offices to be one year, and limits the number of terms an incumbent may serve in that office to four one-year terms.

The second Section provides that additional officers may be established by the Executive Board "for the general well-being" of the Club, and suggests, but does not expressly state, that these officers shall also be elected.

The third Section requires that elections of officers, without specificity, be conducted "annually," and that such elections be conducted according to the "supermajority" voting requirements described in Article 4.

The fourth Section allows for the removal of "any officer" upon the unanimous vote of the Executive Board, not including the officer being removed. It also allows any vacant office to be filled by appointment of the Executive Board, and such appointment must be ratified by the

Regular Members, in accordance with the supermajority voting requirement of Article 4, at the "next" General Meeting.

Recently, the offices of both President and Vice President have been vacated by resignations. The Executive Board has just appointed an "interim" President. The office of Vice President remains vacant.

The Committee has considered *some* of the provisions of Article 4, including: the one-year terms of office, the term limits, the establishment of "additional" officers by the Executive Board, followed by the required supermajority ratification of such appointments by the Regular Members, and the specific duties of the President and Vice President. The Committee has proposed, and the Executive has recommended, amendments *only to* Section 6.1, and to subsections 6.1.1. and 6.1.2. The Committee will revisit the remaining subsections at a later date.

1. Section 6.1 - Required Officers and Duties

The present wording of Section 6.1 is as follows:

Section 6.1 - Required Officers and Duties

At a minimum, the TPDC shall have the four officers described in this Article. Each term of office shall be for one year; no officer shall serve for more than four consecutive years in the same office.

DISCUSSION: The requirement for annual elections of Club officers, the one year terms of office, and the term limits of four consecutive years, imposes an undue burden on the Club and its members. Annual elections of all officers are time consuming and do not allow officers sufficient time in office to become familiar and experienced with their respective duties and authorities. And the Club is deprived of the benefits of more experienced leadership and continuity in leadership.

The recommended amendments would extend the terms of office of the four elected officers to a more reasonable length of two-year terms, and provide that the terms of the four elected officers overlap so that only two officers are elected each year. Reducing the limit of consecutive terms from four to three, while increasing the terms from one year to two years, increases the total consecutive years in office from four to six.

The Committee will return at a later date with additional proposals in Sections 6.2 and 6.3 for clarifying the authority of the Regular Members to initially establish non-elected offices and for the Executive Board to make appointments to the offices, once established.

RECOMMENDATION: The **recommended amendment** for Section 6.1 would be worded as follows:

Section 6.1 - Elected Officers and Their Duties

The President, Vice President, Secretary, and Treasurer of the Club shall be elected by Club Members in accordance with Article 4 of these Bylaws. *The offices shall have staggered terms of two years each, with the President and Secretary elected in odd-numbered years. The Vice President and Treasurer in even-numbered years, except in the first year in which these officers are elected, the terms of office shall be for one year. Elected officers shall not serve more than three consecutive two-year terms in any one office.*

2. Section 6.1.1. - President

The duties of the President are currently described in the Bylaws as follows:

6.1.1 - President

The President shall:

- A. Call and conduct all General and EBoard meetings.
- B. Be responsible for planning programs, arranging guest speakers, booking venues, and creating the Agenda for TPDC meetings and other EBoard-approved TPDC functions.
- C. Authorize, with EBoard approval, the expenditure of TPDC operating funds.
- D. Be authorized to sign TPDC bank checks in accordance with stipulations outlined in this Article, Section 6.1.4.
- E. Serve as the representative of the TPDC in meetings and contacts with Democratic Party and community organizations; pre-approve written correspondence on behalf of the TPDC; and, be the sole spokesperson of the TPDC except when he or she has given authority to another officer.

DISCUSSION: The description of the duties of the President does not include certain specific and aspirational duties of the President, as recommended in the *Manual*. The recommended amendment would add these duties (Paragraphs G through J below) and also make minor changes to the wording of the duties for brevity and clarity.

Modifications are also included so that the President is an alternate signatory on the Club bank account. There is no alternate designated at the present time. And the President's signature would be required along with the Treasurer on official filings of the Club, to provide a "second pair of eyes" on such filings (new Paragraph F, replacing existing Paragraph D).

In anticipation of further changes to be made to Sections 6.2 and 6.3, a new Paragraph E is recommended to clarify how nominations for appointments of non-elected officers, and committee chairs is made, subject to approval by a majority vote of the Executive Board.

A description of the responsibilities of any office should clearly describe the *duties and authorities* of the office, but need not include the *specific tasks* that are inherent in the duties and authorities. Elected officers must be allowed some leeway to determine which specific tasks are necessary, and the manner in which these are implemented. If it necessary or desirable to do so, identifying specific tasks should be done by a Policies and Procedures document that is more easily approved and amended.

RECOMMENDATION: Here is the wording of the recommended amendment:

Section 6.1.1 - Responsibilities of the President

The President is responsible for exercising the following duties and authorities:

- A. Calls and presides at Meetings of Club Members and of the Executive Board.
- B. Prepares and forwards meeting notices and an agenda to all Club Members.
- C. Leads the Executive Board in planning and arranging Membership meetings and programs.
- D. Represents the Club with the State and County Democratic Parties, and their subunits; with community organizations; and serves as the Club spokesperson to the general public.

E. Subject to approval by a majority of the Executive Board members, appoints and removes non-elected officers, ex-officio liaison officers, and committee members and chairpersons.

F. Serves as an alternate signatory with the Treasurer on the Club's bank account, and as co-executor on official Club documents and filings.

G. Promotes active interest among Members and the public in the political process.

H. Promotes constructive roles for active volunteers.

I. Contributes to effective leadership and individual responsibility.

J. Promotes harmony among Club Members, with other Democratic clubs, and within the San Diego County Democratic Party.

3. Section 6.1.2 - Vice President

The duties of the Vice President are currently described in the Bylaws as follows:

6.1.2 - Vice President

The Vice President shall:

A. Provide assistance with the President's duties and be responsible for planning programs, arranging guest speakers, booking venues, and creating and distributing the Agenda for TPDC meetings and other EBoard-approved TPDC functions.

B. Preside over meetings at the request of the President or if the President is unable to do so; and, if the position of President becomes vacant, act as President until the vacancy is filled.

DISCUSSION: The current Bylaws depict a Vice President who is a passive partner to the president in performing the responsibilities of the executive office. The current trends in both government and business is for the Vice President to play a more active and productive role, as an *active partner* to the President.

RECOMMENDATION: The recommended amendment to this section would describe a more active role for the Vice President in providing advice and recommendations to the President,

and in undertaking such responsibilities of the office of President as may be assigned or delegated. Thus, the President and Vice President work closely as partners in performing the executive of there respective offices. Here is the recommended amended Section 6.1.2:

Section 6.1.2 - Vice President

The Vice-President is responsible for exercising the following duties and authorities:

- A. Advises the President, and assists the President in performing the duties and authorities of the office of President.

- B. In the event of the absence or incapacity of the President, or at the President's direction, acts for the President in performing the duties and authorities of the President.

3. Amendments to Article 7 - Executive Board

A. **BACKGROUND:** Section 7.1 of Article 7 describes the "functions" or responsibilities of the Executive Board. As currently written, the functions of the Executive Committee ("EBoard") begin with creation of an annual plan that outlines yearly goals and objectives for the Club, along with an annual budget supporting the annual plan. Additional functions include: approving all expenditures, carrying out Club business between General Meetings, and performing other duties described in the Bylaws.

Section 7.1 currently reads as follows:

Section 7.1 - Function

The EBoard shall create an annual plan that outlines yearly goals and objectives for the TPDC and develop a supporting budget; approve all expenditures, in accordance with the guidelines set by the membership; carry out TPDC business between General meetings in a manner consistent with actions taken at those meetings; and, perform any other duties described in these Bylaws.

B. **DISCUSSION:** The format of Section 7.1 as a single paragraph is not as clear as delineating each of the "functions" as a separate line-time, or "bullet point."

The Committee also agreed that an additional "function" should be added for the preparation and approval of Policies and Procedures as operating guidelines for carrying out certain

provisions of the Bylaws, such as voting procedures and endorsement procedures, among others. Additional changes to the wording is recommended for greater clarity.

C. **RECOMMENDATION:** The recommended amendment to Section 7.1 would change the format of the functions from a single paragraph form to a "bullet point" list, and would add the new function for the establishment of Policies and Procedures.

Here is the recommended Section 7.1:

Section 7.1 - Responsibilities

The Executive Board shall have the following responsibilities:

- A. Prepare an annual Action Plan for the Club that outlines yearly goals and objectives.
- B. Prepare and submit an annual budget in support of the annual Action Plan to the Regular Members for their approval.
- C. Review and authorize all Club expenditures that are consistent with the approved annual budget, or have been approved by the regular members at a General Meeting.
- D. Prepare, approve, and maintain policies and procedures as deemed necessary for carrying out Club activities in an efficient manner and must be consistent with the Bylaws. Policies and Procedures may be approved by a majority vote of the EBoard members. Policies and procedures are intended to serve as guidelines on implementing Club functions and authorities, and may be waived by the EBoard if necessary to achieve Club goals or priorities. In the event of any conflict between provisions in the Policies and Procedures and the Club Bylaws, the provisions of the Bylaws shall prevail.
- E. Perform such other duties and exercise such other responsibilities as are provided in these Bylaws.

Submitted on behalf of the Committee

Wayne Dernetz, Chair

[END]