



## **BYLAWS OF THE METROPOLITAN DEMOCRATIC CLUB OF SEATTLE**

[Adopted December 7, 2005; Revised October 8, 2008; January 27, 2010;  
August 11, 2010; May 18, 2011; July 15, 2016

### Article 1 Name, Mission and Great Seal

#### 1.1 Name

The name of the organization is the Metropolitan Democratic Club of Seattle, hereinafter referred to as the MDC.

#### 1.2 Mission

The MDC promotes good government through educational programming, social discourse and support for progressive public policy, candidates and campaigns.

#### 1.3 Great Seal

The Great Seal of the MDC depicts a woolly mammoth, hind legs buckled, and a donkey, hind legs kicking.

### Article 2 Membership

#### 2.1 Classes of Membership

There are two classes of membership: dues-paying members and lifetime honored members. Dues-paying members are those who are current in their dues, and lifetime honored members are those who have been elevated to that status by the board of directors and are no longer required to pay dues. Members of either class may serve on the board.

#### 2.2 Membership Dues

Annual dues are set by the membership. To be eligible to vote on endorsements, elections and other business, or to be elected to the board or to an office, members must be current in their dues and paid in full by 30 days prior to the vote.

### Article 3 Meetings

#### 3.1 General Meetings

Unless otherwise noted, general membership meetings shall be held at noon in downtown Seattle on the second and fourth Wednesdays of each month, except for November and December, when only one meeting per month shall be scheduled. General meetings are open to all members and guests. Minutes of meetings shall be taken and published. A quorum is required for board action but not for action by the membership.

#### 3.2 Annual Meeting

There shall be an annual meeting held mid-year at a time and place determined by the board, where newly elected directors and officers will be presented to the membership.

#### 3.3 Special Meetings

Special meetings of the membership or the board may be called between general meetings by the Executive Committee, 20 percent of the membership, or 25 percent of the board by telephone or email as circumstances warrant. At these meetings, minutes shall be taken and voting requirements for general meetings shall apply.

### Article 4 Board of Directors

#### 4.1 Purpose and Function

The purpose and function of the board of directors is to set policy for and to oversee management of the MDC. The board may conduct its business at any MDC meeting or between meetings by email.

#### 4.2 Number and Term

The board shall consist of between 15 and 29 directors elected by the membership to serve staggered two-year terms. Candidates for director must be members in good standing and shall be elected by mailed ballot before the annual meeting. A simple majority is required to elect directors, with candidates receiving the most votes filling any positions available.

#### 4.3 Roles and Responsibilities

Board directors shall serve as volunteers without financial compensation. They shall establish policies and make strategic decisions appropriate to the mission and annual operating plan; direct, oversee and serve on committees; elect lifetime honored members; ensure that orientation is provided to new directors; adopt the annual budget; approve unbudgeted expenditures in excess of \$150 or budgeted expenditures that exceed the allocated amount by more than 10 percent; approve membership dues and stipends for hired staff; admission and donation amounts for special events; assist in development of the annual operating plan; represent the board at MDC and community events and otherwise participate in activities of the MDC.

#### 4.4 Attendance

Board directors are expected to attend MDC meetings regularly.

#### 4.5 Quorum

A quorum of the board shall consist of a majority of directors or their proxies, who must be members in good standing.

#### 4.6. Officers

In the same manner that it elects at-large directors, the membership shall elect from among those the officers of the MDC: a president, a vice president, a secretary and a treasurer, to serve two-year terms.

#### 4.7 Vacancies

The membership may fill vacancies on the board or in any office at any time throughout the year. At-large directors and officers elected to fill vacancies must stand for reelection when the term they are serving expires.

#### 4.8 Removal of Directors

The board may terminate the status of any at-large director or officer at any time by a two-thirds majority vote of the full board for failure to adequately fulfill their pertinent roles and responsibilities, chronic absenteeism, or conduct deemed injurious to the MDC.

### Article 5 Operations and Administration

#### 5.1 Committees

All committees and committee meetings shall be open to all MDC members, and minutes shall be taken. Standing Committees of the MDC shall be the Executive Committee, the Programs & Events Committee, the Finance Committee, the Membership & Communication Committee, and the Nominating Committee.

#### 5.2 Executive Committee

The Executive Committee shall consist of six permanent members, five of them voting and one of them non-voting. The voting members shall be the president, the vice president, the secretary, the treasurer, and the immediate past president; the non-voting member shall be the newsletter editor. The permanent members may appoint additional non-voting members to serve at large, e.g., chairs of other committees, administrative assistants, etc. The Executive Committee may review the work of other committees and make recommendations to the board and membership, and has limited authority between general meetings to make administrative and policy decisions and approve expenditures as necessary on behalf of the MDC.

#### 5.3 President

The president shall chair the Executive Committee, prepare the agenda for general meetings, follow the direction of the MDC board, act as the chief spokesperson of the MDC and oversee all of its affairs.

#### 5.4 Vice President

The vice president shall chair the Programs & Events Committee, provide quarterly program reports to the membership, and act as president of the MDC in the absence of the president.

#### 5.5 Secretary

The secretary shall chair the Membership & Communication Committee, provide quarterly membership reports, ensure that minutes of meetings are taken and distributed to members, oversee the production and distribution of the newsletter, and have oversight of all activities of the organization that concern membership, communication, and record keeping. The secretary shall have oversight of technology tools such as websites and databases, social media, and email communications.

### 5.6 Treasurer

The treasurer shall chair the Finance Committee, ensure that quarterly financial reports are provided to the membership, maintain records of all incoming and outgoing funds, work with the board to prepare an annual budget for board approval by January of each year, be prepared to advise on the financial ability of the club to make expenditures that may not be included in the budget, and help coordinate fundraising activities.

### 5.7 Immediate Past President

The immediate past president shall chair the Nominating Committee and provide consultation to the board and officers to ensure continuity of governance of the MDC.

### 5.8 Annual Operating Plan and Budget

By December of each year, an operating plan recommending vision, goals and activities for the coming year shall be prepared and approved by the membership. By January of each year, a corresponding budget shall be adopted by the board.

### 5.9 Newsletter

The newsletter shall be the primary communication tool of the MDC, and shall be mailed or emailed at least 11 months of the year to all members, selected public officeholders representing residents of the metropolitan or greater Seattle area, and others.

### 5.10 Records

All records, including meeting minutes and non-personal electronic communications, are open to inspection by members upon request. Copies of the mailing list are available to members upon request, but may not be used for commercial purposes, political purposes or any purpose other than to provide personal contact information, without approval of the board.

### 5.11 Suspending and Amending Bylaws

These bylaws may be suspended at any MDC meeting by a two-thirds majority of members voting, or amended at any MDC meeting by a simple majority when prior notice of the proposed changes have been announced to all members in the newsletter or by other means prior to the vote.

### 5.12 Accessibility of Bylaws

These bylaws shall be posted on the MDC website and accessible at all MDC meetings.

### 5.13 Procedure

Where consensus cannot be reached, *Robert's Rules of Order, Newly Revised* shall be the parliamentary authority at MDC meetings and committee meetings in all matters of procedure not specifically covered by these bylaws or other established MDC policies.

## Article 6 Endorsements and Resolutions

### 6.1 Voting Eligibility

Members who are paid in full by 30 days before a vote are eligible to move for and vote on endorsements and resolutions. A membership report showing dates of dues last paid shall be available at meetings.

## 6.2 Regular Endorsements

Before an endorsement meeting where multiple votes will be taken, endorsement ballots listing candidates for elected office and ballot measures shall be included in the newsletter or sent separately to all members. Members may vote either by returning their signed ballot by mail by an established date, or by hand at the meeting itself. Members who choose to vote by hand may bring their ballot to the meeting as a guide only, and shall receive a voter card which must be raised to validate their hand votes. Totals recorded from hand votes shall be added to totals from mailed-in ballots. If a member with a voter card is unable to remain for any or all of the meeting, that member may ask another member to vote by proxy on their behalf, by handing over their voter card to be used by the other person. A regular endorsement requires that a simple majority approve the action.

## 6.3 Early Endorsements

Early endorsements may be initiated at any time before a scheduled endorsement meeting. A motion for early endorsement that has been moved and seconded shall be announced to all members in the newsletter or by other means before the vote. The notice of vote shall include the time and place of the vote. An early endorsement requires that a simple majority approve the action.

## 6.4 Dual Endorsements

If no candidate in a particular race receives a simple majority, a motion may be made to endorse the two candidates who receive the most votes. No other motion concerning that race shall be considered. A dual endorsement requires that a two-thirds majority of those voting approve the action.

## 6.5 Continuity of Endorsements

An endorsement for a primary election carries over for those candidates whose names appear on the general election ballot, except that following a dual endorsement in a primary where both candidates appear on the general election ballot, the endorsement does not carry through to the general election and a new endorsement may be made in that race at the general election endorsement meeting. Endorsements do not carry over from election cycle to election cycle.

## 6.6 Reconsideration of Endorsements

Reconsideration of any endorsement, including no endorsement, may be initiated at any time. A motion to reconsider that has been moved and seconded shall be announced to all members in the newsletter or by other means before the vote. The notice of vote shall include the time and place of the vote. Changing an endorsement requires that a two-thirds majority of those voting approve the action.

## 6.7 Notification of Endorsements

The membership, the press, and the relevant candidates and campaigns shall be immediately notified of the results of all endorsement proceedings, and the relevant candidates and campaigns shall be informed that they may use MDC endorsement and membership contact information for purposes of their current campaigns only.

## 6.8 Resolutions

Resolutions may be introduced by guests at any meeting, but motions to adopt must be made by members of the MDC. A resolution that has been moved and seconded shall be announced to all members in the newsletter or by other means before the vote, except in cases when a vote is urgently needed. Adoption of resolutions requires approval of a simple majority with prior notice to the membership, or approval of a two-thirds majority of those voting if no prior notice is given. The membership, the press and the appropriate public officials shall immediately be notified of adopted resolutions.