

**BYLAWS OF  
THE DEMOCRATIC FOUNDATION  
OF ORANGE COUNTY**

<b>TABLE OF CONTENTS</b>		<b>PAGE</b>
<b>ARTICLE I</b>	<b>NAME</b>	<b>3</b>
<b>ARTICLE II</b>	<b>PURPOSE</b>	<b>3</b>
<b>ARTICLE III</b>	<b>MEMBERSHIP</b>	<b>3</b>
Section 1	Qualifications	3
Section 2	Nomination for Membership	3
Section 3	Member Dues	3
Section 4	Resignation and Removal	3
Section 5	Privileges of Membership	3
<b>ARTICLE IV</b>	<b>MEETINGS</b>	<b>4</b>
Section 1	Annual Meetings	4
Section 2	Special Meetings	4
Section 3	Quorum	4
<b>ARTICLE V</b>	<b>OFFICERS</b>	<b>4</b>
Section 1	Number and Term	4
Section 2	Description of Duties	4
Section 3	Election of Officers	4
Section 4	Removal or Resignation Officers	5
<b>ARTICLE VI</b>	<b>BOARD OF DIRECTORS</b>	<b>5</b>
Section 1	Powers	5
Section 2	Numbers and Qualifications	5
Section 3	Election and Tenure of Office	5
Section 4	Meetings	5
Section 5	Quorum	5
Section 6	Budget and Annual Report	5
Section 7	Proxy Voting	6
Section 8	Removal or Resignations of Directors	6
<b>ARTICLE VII</b>	<b>COMMITTEES</b>	<b>6</b>
Section 1	Committees	6
Section 2	Appointments	6
<b>ARTICLE VIII</b>	<b>RULES OF PROCEDURES</b>	<b>6</b>
<b>ARTICLE IX</b>	<b>AMENDMENTS</b>	<b>7</b>
<b>ARTICLE X</b>	<b>ENDORSEMENTS &amp; CONTRIBUTIONS</b>	<b>7</b>

**ARTICLE I**

**NAME**

The name of the Association shall be the "The Democratic Foundation of Orange County."

**ARTICLE II**

**PURPOSE**

The purpose of the Democratic Foundation of Orange County (the "Foundation") shall be to encourage and support Democratic candidates in Orange County through the development of financial resources and a strong, active and effective Democratic Party in Orange County.

**ARTICLE III**

**MEMBERSHIP**

**SECTION 1 QUALIFICATIONS**

In order to be a member of this Foundation, the member must subscribe and support the purpose of this Foundation, maintain his or her dues, and submit an application for membership which is accepted by the Foundation's Board of Directors (the "Board"). Note: Corporations cannot register to vote.

**SECTION 2 NOMINATION FOR MEMBERSHIP**

All applications for membership shall be processed by the Executive Director and submitted to the Membership Committee for approval. All applications must be approved by the Membership Committee before the applicant becomes a member. The Membership Committee may reject an application for membership if it determines that allowing the applicant to be a member of the Foundation would be to the detriment of the purposes of the Foundation.

**SECTION 3 MEMBERSHIP DUES**

- A. The dues for membership in the Foundation shall be \$1,100.00 (one thousand, one-hundred dollars) per year, per person, household, group or corporation, or such other sum as the members may set, except as provided in C.
- B. Each person, household, group or corporation may designate not more than two individuals who shall have the right to exercise the privileges of membership and vote.
- C. Dues shall be \$550.00 (five-hundred, fifty dollars) per year for an individual 35 years of age and under.

**SECTION 4 RESIGNATION AND REMOVAL**

- A. Any member may resign his or her membership by written notification to the Secretary or the Chair or the Board and the resignation shall be effective upon the date of such written notification. Such resignation shall not entitle the member to a refund of dues.
- B. The Board, by two-thirds vote of the members of the Board, shall have the power to remove a member if the Board determines in its sole discretion that retention of such person as member of the Foundation would be to the detriment of the purposes of the Foundation, but a member who is not a member in good standing (i.e., a member who is not current in maintaining dues) may be removed by two-thirds vote of those present at a meeting of the Board at which a quorum is present.

**SECTION 5 PRIVILEGES OF MEMBERSHIP**

Members in good standing shall have the following privileges of membership: (a) to vote on all matters submitted to the vote of the membership; (b) to serve on the Board of Directors; (c) to attend functions and events sponsored by the Foundation; and (d) to exercise the rights and privileges granted to Foundation members by these Bylaws or otherwise fixed by the membership or the Board.

**ARTICLE IV**  
**MEETINGS**

**SECTION 1 ANNUAL MEETINGS**

The annual meeting of the Foundation shall be held each year in November (except that the Board may agree to hold said meeting in a different month should the need to do so arise). At each odd year's annual meeting the membership shall elect the Directors and the Officers in accordance with these Bylaws.

**SECTION 2 SPECIAL MEETINGS**

Special meetings of the membership of the Foundation for any purpose or purposes may be called at any time by the Chair or Secretary or upon a vote of the majority of the Board of Directors by mailing a notice of said meeting at least ten (10) days but not more than thirty (30) days in advance of the said meeting day.

**SECTION 3 QUORUM**

Twenty-five percent (25%) of the membership of the Foundation shall constitute a quorum at any meeting. There shall be no provision for proxy or stand-in voting.

**ARTICLE V**  
**OFFICERS**

**SECTION 1 NUMBER AND TERM**

The Officers of this Foundation shall be a Chair, Vice-Chair, a Secretary and a Treasurer. All of the Officers must be Foundation members in good standing. The Board may appoint a recording secretary and an accounting treasurer, who need not be Foundation members. The recording secretary and accounting treasurer may be paid, but shall not vote on the Board of Directors. All elected Officers shall serve two year terms beginning immediately after their election at the November annual membership meeting (except that as per Article IV, Section 1 the Board may choose a month other than November) in odd years.

**SECTION 2 DESCRIPTION OF DUTIES**

The CHAIR shall be the Chief Executive Officer of the Foundation and shall conduct all meetings of the Foundation and the Board. The Chair shall, with the approval of the Board, appoint such committees not otherwise provided for hereunder and which he or she may deem necessary or desirable, and shall be an ex-officio member of all committees.

The VICE-CHAIR shall perform the duties of the Chair during the Chair's absence or when necessary to vacate the Chair under Robert's Rules of Order.

The SECRETARY shall have the duty of recording the minutes of all meetings and carrying on such correspondence and recordation of the affairs of the Foundation as directed by the Board or Chair. The Secretary shall perform the duties of the Chair in the absence of the Chair and the Vice-Chair.

The TREASURER shall receive and deposit in a financial institution membership and other fees, and safeguard all funds of the Foundation. He or she shall disburse such funds in accordance with the resolutions of the Foundation or the Board. He or she shall at all times keep a true and accurate accounting of the funds of the Foundation and shall report the state of finances of the Board at each meeting of the Board and to the Foundation at each annual meeting.

**SECTION 3 ELECTION OF OFFICERS**

- A. The Officers shall be elected by the membership at the annual meeting in each odd numbered year.
- B. Candidates for Officers shall be nominated by the Board of Directors. Nominations may also be made from the floor.
- C. The Vice-Chair shall be the only individual nominated for Chair and must receive a majority vote of the membership present and voting at the meeting. If the Vice-Chair does not receive a majority vote of the members present and voting at the meeting, nominations shall be declared open from the floor.

**SECTION 4 REMOVAL OR RESIGNATION OF OFFICERS**

The office of any Officer shall become vacant in the following instances only:

- A. If such Officer submits his or her resignation either orally at a Foundation meeting or in writing to the Secretary, the Chair, or the Board.
- B. If such Officer is removed from office by resolution duly adopted by three-fourths (3/4) of those members present at a duly called meeting of the Foundation. Notice of the proposed removal must be given to all members at least 15 days in advance of the meeting at which the removal will be voted upon.
- C. If the Board by majority vote of a quorum declares the office vacant after such Officer fails to be a member in good standing of the Foundation at any time during his or her term of office.

Upon the occurrence of vacancy of the office of Secretary or Treasurer, to fill the vacancy, the Board shall by majority vote elect a successor from the Foundation membership. On the occurrence of a vacancy of the office of the Chair, the Vice-Chair shall immediately take office as Chair. Upon the occurrence of a vacancy of the Vice-Chair (whether created by the Vice-Chair succeeding to the office of the Chair or for any other reason), the Board shall nominate one or more candidates for the position of Vice-Chair. At the meeting of the membership, nominations for additional candidates for the position of Vice-Chair may also be made from the floor prior to the election. All successors shall serve for the remainder of the term of the vacant office, or until his or her earlier resignation or removal.

**ARTICLE VI  
BOARD OF DIRECTORS**

**SECTION 1 POWERS**

All authority in this Foundation shall rest with the membership. The Board of Directors shall, between the Foundation meetings, conduct the affairs and business of this Foundation. The Board shall be empowered to spend the funds of the Foundation.

**SECTION 2 NUMBERS AND QUALIFICATIONS**

The authorized number of voting members of the Board of Directors of this Foundation is eighteen (18), including the Chair, Vice-Chair, Secretary, and Treasurer of the Foundation, plus the Chair of the Orange County Democratic Central Committee if he or she is a member in good standing of the Foundation (who shall become the nineteenth voting Board member), plus the immediate past Chair of the Foundation (who shall become the twentieth voting Board member). Only Foundation members may be elected to the Board .

**SECTION 3 ELECTION AND TENURE OF OFFICE**

Members of the Board shall be elected for two year terms. Elections shall be held at the annual Foundation meetings held in odd years by secret ballot or by voice vote. At each annual meeting held in odd years the membership shall elect members of the Board of Directors who shall serve for two (2) year terms. The immediate past Chair of the Foundation shall automatically become a member of the Board for successive two year terms until he/she is no longer immediate past Chair or until his/her earlier resignation or removal.

**SECTION 4 MEETINGS**

The Directors or Chair of the Foundation shall, from time to time, set the time, place and frequency of the meetings of the Board. In no event shall the Directors or the Chair set the meetings of the Board less often than quarterly.

**SECTION 5 QUORUM**

The attendance of seven (7) voting members at a Board of Directors meeting shall constitute a quorum.

**SECTION 6 BUDGET AND ANNUAL REPORT**

In November of each year, the Board shall cause to be prepared and approved by the Board an operating budget for the next calendar year. The budget and annual report of the Treasurer shall be mailed to the Foundation membership with the notice of the annual meeting.

**SECTION 7 PROXY VOTING**

Proxy voting shall not be permitted at Board or membership meetings.

**SECTION 8 REMOVAL OR RESIGNATION OF DIRECTORS**

The position of any Director shall automatically become vacant in any one or more of the following instances only:

- A. If such Director submits his or her resignation either orally at a Foundation meeting or in writing to the Secretary, the Chair or the Board.
- B. If such Director is removed from office by resolution duly adopted by three-fourths (3/4) of those members present at a duly called meeting of the Foundation. Notice of the proposed removal must be given to all members at least 15 days in advance of the meeting in which the removal will be voted upon.
- C. If the Board declares the office vacant after such Director fails to be a member in good standing of the Foundation at any time during his or her term of office.
- D. If such Director fails to attend three or more consecutive meetings of the Board of Directors, and is not significantly contributing to the organization and its operation or functions.

Upon the occurrence of vacancy of a Foundation Directorship (other than that held by an Officer of the Foundation which shall be filled in accordance with Article V, Section 4 above, or that held by the Chair of the Orange County Democratic Central Committee which shall be filled by that body, or that held by the immediate past Chair of the Foundation which vacancy shall not be filled), to fill the vacancy, the Board may by majority vote elect a successor Director from the Foundation membership which successor shall serve for the remainder of the term of the vacant directorship, or until his or her earlier resignation or removal.

**ARTICLE VII  
COMMITTEES**

**SECTION 1 COMMITTEES**

- A. There shall be five standing committees, as listed below. The members of each committee shall be appointed by the Chair of the Foundation.
  - 1. Membership Committee which shall seek and propose new members.
  - 2. Fundraising Committee which shall raise funds for the Foundation’s use.
  - 3. Program Committee which shall be responsible for scheduling and organizing events and activities of the membership of the Foundation consistent with the aims and purposes of this Foundation.
  - 4. Political Action Advisory Committee which shall make recommendations to the Board of Directors on endorsements and contributions. In addition to those persons appointed by the Chair, each of the Foundation Officers shall be members of this Committee.
  - 5. Nomination Committee composed of the Board of Directors, which shall nominate individuals for Directors and Officers.

**SECTION 2 APPOINTMENTS**

All committee members and Chairs shall be appointed by the Chair of the Foundation from among the members of the Foundation.

**ARTICLE VIII  
RULES OF PROCEDURE**

All meetings of the Foundation and the Board shall be conducted in accordance with Robert’s Rules of Order except when such rules conflict with these Bylaws.

**ARTICLE IX**  
**AMENDMENTS**

These Bylaws may be amended either by:

- A.** A two-thirds (2/3) vote of the members present at a meeting of the Foundation, where a quorum is present, provided that copies of the proposed amendment have been delivered to the members of the Foundation with the notice of the meeting at which the amendment will be voted upon; or
- B.** The written agreement of two-thirds (2/3) of the full membership.

**ARTICLE X**  
**ENDORSEMENTS & CONTRIBUTIONS**

The Board shall determine the amount which the Foundation has available for contributions to candidates prior to each election. Consistent with the funds which the Board deems are available and with purpose of this Foundation, the membership may make endorsements and contributions according to the following procedures:

- A.** The Political Action Advisory Committee shall make recommendations to the Board of Directors for endorsements and contributions within the amount available as determined by the Board.
- B.** The Board of Directors by majority vote shall pass upon the recommendations.
- C.** Recommendations for additional funds or modifications to the endorsement and contribution (within the amount budgeted established by the Board) recommendations of the Board may be accepted from the floor, and will be deemed adopted if the required vote is received in accordance with Section C above.