

BY-LAWS

ALAMEDA COUNTY DEMOCRATIC LAWYERS CLUB

(as amended through July, 1989)

ARTICLE I

The name of this organization shall be the ALAMEDA COUNTY DEMOCRATIC LAWYERS CLUB.

ARTICLE II

Objects and Purposes

Section 1:

The objects of the Club shall be to contribute to the growth and influence of the Democratic Party in Alameda County and to develop active participation by Democratic Lawyers of Alameda County in the objectives of the Democratic Party.

Section 2:

The Club shall seek the advice and cooperation of the duly constituted leaders of the Democratic Party and shall encourage, cooperate and actively participate in Democratic work throughout Alameda County.

Section 3:

Except in State Bar or judicial elections, the Club will support as candidates in partisan election campaigns only registered Democrats who are endorsed pursuant to Article X of these By-Laws.

ARTICLE III  
Membership

Section 1:

Voting membership shall be open only to duly licensed California lawyers who practice or reside in Alameda County and are Democrats. Non-voting associate membership shall be open to any democrat.

Section 2:

The amount and term of membership dues shall be fixed from time to time by vote of the members, upon or after recommendation of the Board of Directors.

Section 3:

Only members whose current dues are paid are eligible to vote. All voting shall be only by those present at the meeting at the time the vote is taken.

ARTICLE IV

Section 1:

The elected members of the Board of Directors of this Club shall be:

President,  
Vice-President,  
Secretary,  
Treasurer, and  
Eight (8) Directors.

Section 2:

The Club shall hold an Annual Election at its general meeting in January.

Section 3:

All officers shall be elected for one-year terms. The eight (8) Directors shall be elected for two-year terms. Four (4) Directors shall be elected in even numbered years and four (4) Directors in odd-numbered years.

Section 4:

A nominating Committee consisting of five (5) members shall be appointed by the President not later than October 1st of each year. It shall be composed of the President, two other officers and two members who are not officers. The Nominating Committee shall meet at least once before November 1st, and shall nominate one (1) voting member for each vacancy on the Board of Directors except the four (4) Directors who are to continue in office for the year following the imminent Annual Election. The President shall forward the report of the Nominating Committee to the Secretary not later than November 15th,

November 15th, and the Secretary shall cause the report of nominations to be mailed to each member prior to November 30th.

Section 5:

Additional nominations for the positions mentioned in Section 3 above may only be made by filing with the Secretary prior to December 16th a written nomination signed by not less than five (5) members entitled to vote and by the person whose nomination is to be made, or by oral nomination of one member at any general meeting held during the month of December. Prior to December 31st, the Secretary shall mail written notice to each member of the Annual Election and the names of all nominees and the offices for which they have been nominated.

Section 6:

The Officers and Directors duly elected by the majority vote of those members voting at the Annual Election shall take office immediately.

Section 7:

At the Annual Election all vacancies on the Board of Directors shall be voted upon at one time and the candidates receiving the highest number of votes shall be elected to the number of vacancies voted upon. The election of the President shall be conducted first followed by the election of other officers and Directors in the order listed in Section 1 of this Article. An individual may be a nominee for two or more offices at the same Annual Election but will be disqualified from election to any additional office after his election to the first office for which he is a candidate at that Annual Election. For any contested election, written ballots shall be used upon demand of any one member.

ARTICLE V  
Board of Directors

Section 1:

The Board of Directors shall be composed of the duly elected Officers and Directors listed in Section 1 of Article IV of these By-Laws and the Immediate Past President all of whom shall have the right to vote.

Section 2:

It shall be the duty of the Board of Directors to manage the operations of the Club consistent with the objects and purposes of the Club. They shall notice general meetings of the Club members not less frequently than once every three (3) months. They shall have the power to make reasonable and necessary expenditures of money belonging to the Club except as provided in Article X. Regular meetings of the Board of Directors shall be held not less frequently than once each month other than July and August.

Section 3:

All actions of the Board of Directors shall be taken by majority vote of those present and voting at a meeting.

ARTICLE VI  
Vacancies

Section 1:

All vacancies occurring on the Board of Directors as listed in Section 1 of Article IV shall be filled by appointment by the President and confirmation by the Board of Directors.

Section 2:

Any Officer or Director failing to attend two (2) consecutive meetings of the Board of Directors may have his office declared vacant by the Board of Directors.

ARTICLE VII  
Duties of Officers

Section 1:

The President shall direct the affairs of the Club in a manner consistent with its object and purposes as herein stated and shall preside in his official capacity at all meetings of this organization and its Board of Directors.

Section 2:

The Vice-President shall assist the President in the performance of all duties of that office and shall perform the duties of that office when the President is absent or incapable of such performance, and shall arrange programs and speakers for the general membership meetings.

Section 3:

The Secretary shall compile and keep all records of the meetings of the Club and its Board of Directors in permanent written form, together with a roster of members; shall preserve all official reports; carry on and keep all correspondence; and retain other documents and writings of this organization, including an official copy of these By-Laws; and shall notify the Board of Directors at the earliest feasible time of those candidates for elective or appointive office who should be considered for endorsement. A copy of these By-Laws shall be provided by the Secretary to any member upon request and shall be provided by the Secretary to all new members of the Board of Directors.

Section 4:

The Treasurer shall receive and administer all funds of the Club, shall disburse the same pursuant to the orders of the Board of Directors, shall report at each regular meeting of the condition of the treasury, shall collect membership dues, and shall bring to each membership meeting a current list

of those members whose current dues are paid.

ARTICLE VIII  
Quorum

Fifteen (15) members of the Club shall constitute a quorum of the Club membership, and five (5) members of the Board of Directors shall constitute a quorum of the Board of Directors.

ARTICLE IX  
Removal of Officers & Directors  
By the Membership

Any member of the Board of Directors may be removed from office upon a written petition for recall signed by 20 members of the Club who are entitled to vote and presented to the Secretary, who, within thirty days of receipt of the petition, shall give no less than seven days written notice thereof to all members stating that removal of the specified officer or director will be voted upon at the next general meeting.

ARTICLE X  
Resolutions, Endorsements  
and Campaign Contributions

Section 1:

Resolutions, other than as specifically provided in these By-Laws, may be proposed by any member of the Club, and may be adopted by majority vote of those members present and voting at any general meeting.

Section 2:

Club endorsements of candidates for any elective or appointive office, or campaign contributions by the Club, may only be made as follows:

(a) Before any contribution to a candidate or campaign is made, it

must be both approved by the Board of Directors and approved by vote of the members.

(b) The notice of the membership meeting at which club endorsement of any candidate for elective or appointive office is voted upon shall state that endorsement of a candidate for that particular office will be considered. In the case of an elective office, the notice shall also state the names of all Democratic candidates who have filed declarations of intent to file, or nomination papers. In the case of an appointive office, the notice shall state the names of the persons who, according to the information and belief of the secretary, are being considered for the office. No endorsement by the Club can be considered at any membership meeting absent such notice, unless two-thirds of those members present and voting waive this requirement.

(c) The proposal for contribution or endorsement shall be voted upon at a general membership meeting, by secret written ballot if demanded by any member, and shall be decided by majority vote of those present and voting, including those who voted for no endorsement.

#### ARTICLE XI Amendments to By-Laws

Amendments to the By-Laws may be proposed in writing by any member at any general meeting of the Club and shall be deemed enacted if approved by a two-thirds (2/3) vote of the members present and voting at the next general meeting of the Club. Notice of such subsequent meeting shall contain a summary of the proposed amendment.

#### ARTICLE XII Matters Not Covered By By-Laws

Any matter not covered by these By-Laws shall be governed by Robert's Rules of Order (Revised).

ARTICLE XIII  
Alameda County Democratic Central Committee

Anything contained in these By-Laws that is in conflict with the By-Laws of the Alameda County Democratic Central Committee or the Central Committee's Charter of this Club shall be deemed null and void.