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## **BY-LAWS of THE GRAND DEMOCRATS**

6.26.24 – approved by Grand Democrats Membership

### **ARTICLE I – GENERAL**

#### **Section A. Name: Grand Democrats**

**Section B. Mission Statement:** It is the mission of the Grand Democrats to establish a strong presence in the community ensuring a voice in local Democratic politics; to influence future elections by supporting local, state and national Democratic candidates; to develop relationships with local, state and national officials holding democratic values; and to inform members about important governmental issues and actions.

**Section C.** Grand Democrats is a Political Action Committee (PAC) registered with the Secretary of State, State of Arizona and Maricopa County.

### **ARTICLE II – MEMBERSHIP**

**Section A.** There shall be two categories of Membership, Resident Members and Guest Members. Both Membership categories shall pay the same amount of dues, as set, from time to time, by The Grand Democrats Board of Directors (Board).

1. **Resident Members** – Membership shall be open to residents in The Grand who support the Mission of the Grand Democrats (the “Club”). Members may serve on the Board and vote in all elections as well as serve on committees.
2. **Guest Members –privilege** Membership shall also be open to non-Grand residents who support the Mission of The Grand Democrats. They shall be identified as Guest Members and will not have the

privilege of voting but may serve on committees and attend Club functions.

**Section B.** Application for membership and proof of membership shall be in the form approved by the Club's Board.

**Section C.** Dues: Annual dues in an amount recommended by the Board (see Article III) and approved by membership vote are payable in advance. Timely payment of dues by each member shall be required for membership in good standing. Dues shall be set from time to time by the Board and are payable upon joining or renewing membership upon joining or membership renewal.

**Section D.** Membership in the Club shall only be revoked for cause and if approved by a majority vote of the Board.

### **ARTICLE III – BOARD**

**Section A.** The Board shall determine policy, provide fiduciary and stewardship responsibility over all contributed funds, is accountable to donors, and participates actively in fund raising activities and shall carry out all duties in accordance with the laws of the State of Arizona. The Board may appoint, from time to time, paid outside contractors who shall be responsible to the Board for various administrative and business needs of the Club. The Board may delegate authority to committees or to individual board members, as it deems necessary, for carrying out the purposes and business of the Club.

**Section B.** Members of the Board – The members of the Board are the officers of the club: President, Vice President, Secretary, and Treasurer and three Members-at-Large. All Board members and nominees of Board positions shall be registered Democrats or Independents and members in good standing.

**Section C.** Duties of the Board – The Board manages the day-to-day operations and business of the Club in accordance with the laws of the State of Arizona, these Bylaws and the values and policies adopted by the Club and any additional rules that may apply to The Grand interest groups.

**Section D.** Quorum and Actions – A quorum consists of four (4) Board members who shall have the authority to conduct business and act on

behalf of the Board in cases of emergency when the full Board cannot be convened. A majority of the Board shall constitute a quorum for the transaction of business and the majority vote of those present at a Board Meeting is an act of the Board.

The President may convene an emergency meeting of the Board at his/her their sole discretion. Such meetings may be held by telephone conference call, video conference, email or other means, if meeting in person is impossible or impractical given the circumstances. The President may also permit the members to vote by telephone, email or other means as determined by the President at their sole discretion; a written record of each vote must be submitted to the Secretary for inclusion in the permanent record. A written record of any decisions made in an emergency meeting shall become part of the permanent record as recorded by the Secretary.

**Section E. Term of Office:** All Board members are elected for a term of one year at the annual general November meeting of the Club. The term of elected Board members begins on January 1 of the following year unless a Special Election is held. A Board member may run for re-election for additional terms of office, by being placed on the nominations slate or by nomination from the floor.

**Section F. Vacancies and Removal:** A vacancy on the Board shall occur if a member resigns, fails to maintain Democratic registration, dies or is removed for cause by the Board. Reasons for removal may include failure to attend three (3) consecutive Board meetings. Any Board member may resign by giving written notice to the Board or to the President or Secretary of the Club. Such resignation shall take effect on the date given unless the Board requests and the resigning member grants a transition period. Any Board Member may be removed with cause by the affirmative vote of a majority of the Board Members at a special meeting called for that purpose. The President (or the Vice-President in the President's absence) shall appoint replacements for the remainder of the term and the Board shall approve replacements.

**Section G. Duties and Responsibilities of Officers:** The duties and responsibilities of each officer shall be those customary to each office, as described in Robert's Rules of Order Newly Revised Edition, in addition to the specific responsibilities set forth herein.

## **ARTICLE IV – OFFICERS**

**Section A. President:** The President shall be responsible for leadership, general supervision, direction and control of the business and affairs of the Club. The President shall preside at all meetings of the Board and General Meetings of the membership and shall have such other powers and duties as may be prescribed from time to time by the Board. The President shall assist in the preparation and adoption of the budget by the Board for the forthcoming year and shall have access to the Club's account(s) for oversight purposes only. The President, with Board approval, shall appoint Chairpersons for all committees, including standing committees. The President or their designee shall serve as an ex-officio member of each of the standing committees. The President will represent the Club to outside groups. In order to facilitate transition, the President is generally expected to remain on the Board for one year after their term as a non-voting President-Emeritus.

**Section B. Vice-President:** Shall perform all duties of the President in the event of the President's absence or inability to perform and shall also perform other such duties and responsibilities as may be assigned, from time to time, by the President. The Vice-President shall ensure that there are room reservations, event spaces, etc. for all Grand Democrats activities listed in The Grand Events Calendar and that they are acquired in a timely manner. The Vice-President will coordinate all such room arrangements with appropriate Committee Chairpersons and the Treasurer. The Vice President shall also store club paraphernalia (tablecloths, signage, inventory, etc.). The Vice President will transport said paraphernalia to the club's general meetings and coordinate their set up.

**Section C. Secretary:** Shall take and keep the records of Board and general meeting minutes. A draft copy will be sent to the President and Vice President for concurrence and approval prior to prompt distribution to all Board and Committee Chairs. The Secretary will distribute the minutes of meetings promptly to all members of the Board and Committee Chairs. The President shall approve draft minutes. The Secretary shall then send approved General meeting minutes to the Chair of the Technical Committee, or designee, for general membership distribution and posting on the website.

The Secretary will assist with correspondence relating to the Club's business. The Secretary shall have available a copy of the current Bylaws of the Club at all Board and General Meetings. The Secretary shall keep an updated external drive as well as hard copies of general and Board meeting minutes and shall pass such records onto the newly elected Secretary.

**Section D. Treasurer:** Shall receive and deposit all monies due to the Club and pay all obligations that may be incurred by the Club in the regular course of its business, shall keep up-to-date records of all financial transactions and provide financial reports as may be required at all meetings of the Board or General Membership. The Treasurer shall also review, attest to and execute all legal and contractual documents required in the operation as approved by the Board. The Treasurer shall complete, and file County, State and Federal Tax forms and reports as may be required. The Treasurer, for the benefit of the members of the Club, and if so directed by the Board, shall obtain a surety bond and the cost of the bond shall be an expense of the Club. The Treasurer shall develop a process detailing how monies should be collected and properly documented. The Treasurer shall appoint a designee to act in the absence of the Treasurer. The Treasurer, or designee, is the only person authorized by the Board to disburse funds. The President may not serve as Treasurer or be the Treasurer's designee.

**Section E. Members-At-Large:** There shall be three members at large who will represent the general membership as voting members of the Board. Members-At-Large may also serve as committee chairs and are expected to take on additional responsibilities, as needed and appointed by the President.

## **ARTICLE V – COMMITTEES**

The President may, by resolution, at any meeting of the Board, designate standing, ad hoc, and/or special committees to take on ~~and/or~~ projects of the Board.

**Section A. Standing Committees:** There shall be eight Standing Committees: Community Outreach, Elections, Fundraising, Membership, Nominations, Program & Public Relations, Social and Technical. The President shall appoint a Chair for each of the committees and the Chair

may request a Co-Chair at any time. The President or designee shall serve as an ex-officio member of each of the standing committees. The President shall serve the committees in an advisory capacity regarding the availability of members to aid in committee programs and the financial viability of such proposed programs as they relate to the objectives of the Club. Approval or disapproval of committee activities and programs shall rest with the Board. The Board must approve budgets and schedules for any event, activity or program before any event is announced or conducted.

**Section B. Community Outreach Committee:** The Committee will be comprised of one or more projects which may vary from year to year.

**Section C. Elections Committee:** The Chair shall be responsible for organizing and implementing GOTV, a “get out the vote” program, organizing and implementing voter education and registration activities, and working to get Democrats elected to public office.

**Section D. Fundraising Committee:** The Chair shall be responsible for all activities related to raising funds for the purpose of supporting the operations of the Club and other Democratic party organizations **as well as** candidates running for local, county, state, and national offices and other purposes approved by the Board.

**Section E. Membership Committee:** The Chair shall be responsible for attracting, retaining and tracking the membership, maintaining accurate and up-to-date membership and other contact lists and developing and distributing membership materials. The Membership Chair will be responsible for tracking general meeting attendance and maintaining said attendance records in a manner that meets The Grand interest group requirements.

**Section F. Nominations Committee:** The Nominations Committee shall have no fewer than two members and no more than three, including the committee Chair, who shall be selected by the Nominations Committee. Current Board members, intending to stand for re-election for the upcoming year, shall not be permitted to be a member of the Nominations Committee.

The President shall be responsible for encouraging the development of future Board members as a continuous process by consulting with members regarding their abilities and availability to serve as Board

members and developing a list of possible Board members/officers. The Nominations Committee shall use this aforementioned list to prepare and present a slate of candidates for the Board vacancies to the Board for discussion and approval at the October Board meeting. At the November General Meeting, the Nominations Committee will present the slate to the general membership who will then vote for the new Grand Democrats officers and directors. Those winning their elections shall take office on January 1<sup>st</sup> of the following year.

**Section G. Program & Public Relations Committee:** The Chair shall be responsible for planning and implementing stimulating educational programs for general meetings and events. The Chair shall be responsible for effectively communicating our message to the print and electronic media, local, county and state Democratic and other interested groups. In addition, the Chair is responsible for providing notices of meetings and special events, and other information relating to club activities to the media, including the Grand Lifestyles, Sun City Grand website and Surprise Independent.

**Section I. H. Technical Committee: The Technical Committee** shall be responsible for the Grand Democrats website, the MailChimp membership list and Tockify, the technology that maintains the calendar. The committee will maintain and enhance the Club website and provide technical support for the site including posting photos and information about upcoming events.

**It will also maintain the MailChimp database and send out e-blasts, the Newsletter and other communications to the membership and other Democratic contacts.**

## **ARTICLE VI – MEETINGS**

**Section A. General Meetings:** Meeting for the General Membership shall be held not less than annually with additional meetings as determined by the Board. Meetings will be open to the public and will be announced on the Club's website and in the media.

**Section B. Election of Board Members:** Election of Board Members shall be held annually at the first membership meeting after November 1st. A slate of candidates, developed by the Nominations Committee, shall be presented to the membership at this meeting. Notice of the meeting date,

time, place and agenda shall be provided to the general membership at least ten days prior to the meeting. At the Annual General Meeting, additional nominations may be made from the floor for any Board position, and then the Chair of the Nominations Committee shall conduct a vote for each position. A majority vote of those members present shall prevail in determining the new Board Members.

## **ARTICLE VII – AMENDMENTS AND DISSOLUTION**

**Section A. Bylaws:** Any Resident Member of the Club in good standing may propose an amendment to these bylaws. The proposed amendment shall be delivered to the President in writing (may also be via email) with a statement setting forth the reasons for the proposed amendment.

The proposed amendment must be reviewed by the Board prior to presentation to the General Membership to ensure that the proposed amendment is in compliance with Arizona Revised statutes, State Party and DNC bylaws. With thirty (30) days' notice, the proposed amendment **shall** then be presented to the General Membership for approval at the next General Membership meeting following the 30-day notice period.

The notice of the meeting must specify in writing the nature of the proposed amendment to be voted on at the membership meeting. Such written notice of said meeting must be posted on the Club's web site at least 30 days prior to such meeting. A two-thirds majority vote of the membership present shall be required to adopt any amendment to the bylaws.

**Section B. Dissolution:** Should this organization dissolve, and unless otherwise directed by the Board, the monies and assets will be donated to another organization with the same or similar purpose.

## **ARTICLE VIII – MISCELLANEOUS**

**Section A.** *Robert's Rules of Order Newly Revised edition* are hereby adopted for conducting all Board and General Meetings.

**Section B. Personal Liability:** The Club shall hold harmless any Officer or any other Board member from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person their capacity as an Officer or other Board member to the limit of monies in



the Treasury. In cases involving willful misconduct no payment shall be made from the Club treasury.

**Section C. Fiscal Year:** The Fiscal year of the Club shall be January 1st to December 31st of each calendar year.

**Section D. Contracts, Bank Accounts, etc.:** All written contractual agreements, or other documents and instruments written on behalf of the Club upon approval by the Board, shall be signed by the Treasurer and in their absence, by the Treasurer's designee.

The Board is authorized to select such banks or depositories, as it shall deem proper for the funds of the Club. The Treasurer shall be authorized to sign checks, drafts, or other orders of payment of money, acceptances or other evidences of indebtedness of the Club or, in the absence of the Treasurer, by the Treasurer's designee. The Treasurer or, in the Treasurer's absence, the designee, shall sign all the Club's checks, drafts and other orders under \$500. Checks, drafts and other orders equal to or exceeding \$500 must be approved by the Board prior to disbursement even if budgeted.

**ADOPTION DATE:** The Membership of the Club adopted these Bylaws on January 27, 2010. Amended September 19, 2012. Amended January 26th, 2022. Amended October 25, 2023. Approved June 26, 2024.