

BYLAWS

OF

**SOUTHERN CALIFORNIA
ARMENIAN DEMOCRATS**



These Bylaws govern the affairs of The Southern California Armenian Democrats, a Southern California political organization.

PREAMBLE

The Southern California Armenian Democrats shall endeavor to ingrain in Democrats an active interest in governmental affairs, increase the efficiency of our government, maintain the viability of our free institutions, and contribute to the growth and influence of the ideals and philosophy of the Democratic Party.

ARTICLE I **Name and Affiliation**

Section I

The name of this organization shall be the Southern California Armenian Democrats (hereafter referred to as “the ORGANIZATION”).

Section II

Affiliation. The Southern California Armenian Democrats shall be affiliated with the Los Angeles County Democratic Party and any other regional Democratic Party organizations and/or clubs of choice.

ARTICLE II **General Membership**

Section I

General Membership Requirements. Regular membership in the ORGANIZATION shall be open to persons who are at least fourteen (14) years of age and who are registered Democrats or who intend to register as Democrats when eligible. Special Membership in the ORGANIZATION shall be open to persons who are not at least fourteen (14) years of age as non-voting members.

Section II

Eligibility to Hold Office. Every regular member of the ORGANIZATION shall be eligible to hold office as described in these bylaws.

Section III

Membership Dues. Members of the ORGANIZATION shall pay dues as a condition of membership status and according to the Executive Board’s assessment. The cost of dues shall be assessed annually at the first meeting of the Executive Board following the General Membership Meeting at which elections are held.

Section IV

Voting Eligibility. All paid members of the ORGANIZATION are eligible to vote at General Meetings.

- a) Persons below the minimum age of fourteen (14) may be admitted as non-voting members of the ORGANIZATION.
- b) Eligibility for voting shall be limited to members who are in good standing, including, but not limited to, being current on all outstanding membership dues at least forty-five (45) days prior to the scheduled meeting at which the vote is to take place.

- c) The President, Treasurer, or Secretary of the ORGANIZATION must certify the status of the members in good standing.
- d) Members may renew their membership for voting eligibility prior to, and on the day of, a General Meeting.

Section V

Proxies. No Member may attend by proxy for purposes of constituting a majority.

ARTICLE III
General Membership Meetings

Section I

General Membership Meetings. The General Membership shall meet a minimum of four (4) times a year. Notice of regular meetings shall be delivered via electronic mail - or U.S. Mail if electronic mail is unavailable - addressed to each member no less than ten (10) days prior to the scheduled meeting.

Section II

Special Meetings. The General Membership may convene special meetings in the following manner:

- a) At the call of the President and at such time and in such place as the President may designate;
- b) Upon written request submitted to the President of at least ten (10) members and at such time and in such place as they may designate; or
- c) Notice of special meetings must be provided no less than one week prior to the meeting.

Section III

Proxies. No Member may attend by proxy for purposes of constituting a majority.

Section IV

Procedures. Robert's Rules of Order, Newly Revised, shall be the official secretarial authority of the ORGANIZATION on all questions of procedure where they do not conflict with these bylaws.

Section V

Quorum. A quorum shall be presumed to exist at any properly called General Membership Meeting at which:

- a) At least five (5) Members are present;
- b) One Officer is present; and
- c) One Member who is not an Executive Board Member is present.

ARTICLE IV
Executive Board & Committees

Section I

General Provisions. There shall be an Executive Board of this ORGANIZATION, which shall

have all the powers and duties of this ORGANIZATION when General Membership Meetings are not in session. The Executive Board shall conduct the business of the Organization and approve financial transactions in between normally scheduled General Membership Meetings. The PRESIDENT shall be the Chair of the Executive Board.

Section II

Agenda. The PRESIDENT, with the advice and input of the Executive Board, shall set the agenda for all meetings.

Section III

Delegation. An Officer may delegate duties to Executive Board members, committees, General Members, et al., as needed.

Section IV

Budget. The Executive Board shall approve an annual budget no later than sixty (60) days following the annual Executive Board election. The budget is to be created as a collaboration effort by the Executive Board with advice and input from the TREASURER regarding the previous year's budget. If no consensus is reached within the designated sixty (60) day period of approving a budget, then the previous year's budget shall go into effect until such a consensus is reached.

Section V

Executive Board Membership. The Executive Board may consist of, but not be limited to, the following voting members:

- a) **PRESIDENT**-The PRESIDENT shall be the Chief Executive Officer and the official voice of the ORGANIZATION. The PRESIDENT shall be the chair of the Executive Board and preside over all Executive Board and General Membership Meetings. The PRESIDENT shall, with a majority vote of the Executive Board, make non-elected appointments to the Executive Board as needed.
- b) **VICE PRESIDENT** -The VICE PRESIDENT shall act on behalf of the PRESIDENT in case of his or her absence. The VICE PRESIDENT shall be responsible for keeping the PRESIDENT informed of all business pertaining to the ORGANIZATION and carry out activities as needed to ensure the effective operation of the ORGANIZATION.
- c) **TREASURER**-The TREASURER shall serve as Chief Financial Officer and maintain all financial records of the ORGANIZATION, collect membership dues, ensure the prompt payment of expenses, and maintain detailed and accurate records thereof. The TREASURER, in conjunction with the PRESIDENT, shall present the previous year's annual budget to the first Executive Board Meeting following the first General Membership Meeting. The TREASURER shall present budget updates periodically to the Executive Board and execute reimbursement payments as required.
- d) **SECRETARY**-The SECRETARY shall maintain all non-financial records of the ORGANIZATION, take minutes from all meetings, serve all required notices, handle all communications with General Membership via electronic mail and media, and discharge any other duties the PRESIDENT may require.
- e) **POLITICAL DIRECTOR** (appointed office). Co - Chair of the Candidate Interview and Endorsement Committee and Legislative Action Committee (see Section VI, b &d) ; the Director brings relevant legislation to the attention of the Executive

Board; Conducts candidate endorsement recommendation process (i.e., candidate questionnaires and interviews) for CA Statewide, countywide, state, federal, judicial and local candidates. Works with legislators and legislative offices to conduct research, analyses, and deliberations on legislation to create a list of recommended priority legislation for SCAD consideration; advocate on behalf of SCAD priority legislation.

- f) **ADVISOR** (appointed office). A past president of the ORGANIZATION may serve as an advisor to the ORGANIZATION for a one year term.
- g) **COMMUNICATIONS DIRECTOR**. Updates, maintains, creates, all social media and publicity-related outlets; Writes and publishes press releases; Creates and sends out newsletters.
- h) **HONARARY CHAIR**. As a founding member of the ORGANIZATION, Dr. Armond Aghakhanian shall hold a permanent position as a member of and advisor for the Executive Board of the ORGANIZATION.

Section VI

Committees & Advisory Board

- a) The President and Executive Board shall appoint all committees' chairs and members of the Advisory Board unless otherwise provided. Committee Chairs/members and the Advisory Board do not have any formal voting or legal responsibilities.
- b) **Candidate Interview and Endorsement Committee** (Co-Chaired by Political Director)– Conducts candidate endorsement recommendation process (i.e., candidate questionnaires and interviews) for CA Statewide, countywide, state, federal, judicial and local candidates.
- c) **Events & Membership Committee**- It shall be the function of this committee to promote and solicit SCAD membership along with providing activities designed to involve members. The committee will be responsible of nominating members to SCAD Advisory Board.
- d) **Legislative Action Committee**- (Co-Chaired by Political Director) Works with legislators and legislative offices to conduct research, analyses, and deliberations on legislation to create a list of recommended priority legislation for SCAD consideration; advocate on behalf of SCAD priority legislation.
- e) **Small Business and Entrepreneurship Committee**- Democrats know that small businesses are the engines that drive our economy. From family-owned restaurants to high-tech startups, entrepreneurs and small business owners are crucial elements of our communities and our economy. Historically, small businesses have generated two-thirds of all new American jobs, and they represent an enormous boon to our economy. The committee advocates for more protections and better government policies for CA Small Businesses and Entrepreneurs helping to remove barriers that stand in the way of small businesses — helping more small businesses to get off the ground, expand, and hire new workers.
- f) **Advisory Board**- The board of board does not have any formal voting or legal responsibilities. Rather, an advisory board is convened by the Executive Board to give advice and support.

Section VII

Term of Office.

- a) Officers elected annually shall take office immediately following the

- adjournment of the General Membership Meeting at which they were elected.
- b) Every Officer shall hold office until the installation of their successor.
 - c) There shall be no limit on the number of times an Officer can serve in a particular position.

Section VIII

Vacancy, Resignation, and Removal.

- a) **Vacancy.** Vacancy in any of the offices shall be temporarily filled by an appointment of the PRESIDENT until the next regularly scheduled meeting when a member in good standing can be elected to fill the remainder of the previous Officer's term. If there is a vacancy of the office of the PRESIDENT, then the VICE PRESIDENT shall temporarily fill that office until a General Membership Meeting is held to elect a member to complete the remainder of that term.

Section IX

Executive Board Meetings. The Executive Committee shall meet a minimum of once every ninety (90) days.

- a) **Notice.** Notice of Executive Board meetings shall be delivered by the SECRETARY or PRESIDENT via electronic mail - or U.S. Mail if electronic mail is unavailable - addressed to each member no less than five (5) days prior to the scheduled meeting.

Section X

Special Meetings. The Executive Board may convene special meetings in the following manner:

- a) At the call of the President and at such time and in such place as the President may designate; or
- b) Upon written request submitted to the President of a majority of the members of the Executive Committee and at such time and in such place as they may designate; and
- c) Notice of special meetings shall be delivered by the SECRETARY or the PRESIDENT via electronic mail - or U.S. Mail if electronic mail is unavailable - addressed to each member within a reasonable time frame prior to the scheduled meeting.

Section XI

Proxies. No Executive Board member may attend by proxy for purposes of constituting a majority.

Section XII

Attendance. Executive Board Members must attend at least a majority of Executive Board Meetings in order to vote on motions brought up in Executive Board meetings Attendance may be satisfied in the following ways:

- a) Physical attendance; and
- b) Via electronic mediums, including, but not limited to, Skype, telephone, Viber.

Section XIII

Procedures. Robert's Rules of Order, Newly Revised, shall be the official secretarial authority

of the ORGANIZATION on all questions of procedure where they do not conflict with these bylaws.

Section XIV

Quorum. A quorum shall be presumed to exist at any properly called Executive Board meeting at which:

- a) At least a majority of Executive Board members are present; and
- b) One Officer is present.

Section XV

Term of Office.

- a) Officers elected annually shall take office immediately following the adjournment of the General Membership Meeting at which they were elected.
- b) Every Officer shall hold office until the installation of their successor.
- c) There shall be no limit on the number of times an Officer can serve in a particular position.

Section XVI

Vacancy, Resignation, and Removal.

- a) **Vacancy.** Vacancy in any of the offices shall be temporarily filled by an appointment of the PRESIDENT until the next regularly scheduled meeting when a member in good standing can be elected to fill the remainder of the previous Officer's term. If there is a vacancy of the office of the PRESIDENT, then the VICE PRESIDENT shall temporarily fill that office until a General Membership Meeting is held to elect a member to complete the remainder of that term.
- b) **Resignation.** Any Officer may resign from the ORGANIZATION by submitting a written resignation to the Executive Board. An Officer whose resignation has become effective may petition for reinstatement. Such a former Officer may be reinstated only by majority vote at a General Membership Meeting. Any non-elected Executive Board member may resign from the ORGANIZATION. An Executive Board Member who has resigned may be reinstated vis-à-vis the process by which the Executive Board member was originally appointed.
- c) **Removal.** The Executive Board may remove any Executive Board member for good cause if the following conditions are met:
 - I. **Executive Board Recommendation:** An Executive Board member must make a motion at an Executive Board meeting and explain the reason for the motion. The member against whom the motion is made must be allowed to respond. The motion must pass by a two-thirds majority of the Executive Board.
 - II. **General Membership Approval.** The Executive Board member who motioned for removal must transcribe and deliver via electronic mail - or U.S. Mail if electronic mail is unavailable - the reason(s) for making the motion to

the member recommended for removal. The member recommended for removal must be given an opportunity to respond to the recommendation for removal at the next General Membership Meeting, and the General Membership must approve the removal by a two-thirds majority of members present and voting.

ARTICLE V **General Provisions**

Section I

Campaigns. The Executive Board shall use their influence in order to achieve a high level of effective participation in events pertaining to the campaigns of Democratic Party candidates, chartered clubs, local Democratic groups, and their members.

Section II

Endorsements. The Executive Board shall make recommendations for endorsements that will be presented to the General Membership and must pass by vote in the General Membership Meeting in order to be considered the official endorsement of the ORGANIZATION.

Approved Endorsements. This ORGANIZATION may endorse the following:

- a) State Ballot Measures;
- b) Legislation;
- c) Local Issues; and
- d) Candidates who are registered Democrat in local, state, federal, and special primary/runoff elections and in nonpartisan elections.

Section III

Recommendations. Recommendations for endorsements shall be made by the Political Chair and the Executive Board upon the affirmative vote of at least 60% of those present and voting. No quorum is needed for the vote to take place.

Section IV

Special Elections. If a special election is called, the Executive Board may endorse, by affirmative vote of 60% of those present and voting, any Democrat who has filed for that office, unless there is a scheduled meeting of the General Membership prior to the election.

Section V

Delegation. The General Membership may delegate its endorsement power to the Executive Board. The motion to delegate its endorsement power must include the specific election(s) in question and must be passed by a majority.

Section VI

Notice. Notice of a meeting of the General Membership shall provide that endorsements will be on the agenda for any votes on endorsement to take place. Votes on endorsement may be made with or without notice based on a unanimous vote of the General Membership; no quorum is needed for such a vote.

Section VII

Voting. Upon an affirmative vote of a majority of the members of the ORGANIZATION present and voting, the recommendation of the Executive Board shall become the endorsement of this ORGANIZATION.

Section VIII

Overriding Recommendations. The General Membership may, by a 60% affirmative vote of those present and voting, override a recommendation of the Executive Board and endorse an alternative candidate for the same office by a majority vote.

Section IX

Multiple Candidates. The ORGANIZATION may endorse as many Democratic candidates as there are available seats.

Section X

No Consensus. In the event that a 60% vote is not achieved for a recommendation by the Executive Board and/or for an endorsement by the General Membership, succeeding ballots may be taken. All Democratic candidates shall be listed on the first ballot in case of a failed approval of an Executive Board recommendation.

Section XI

No Endorsement. “No endorsement” shall be an option on each ballot and shall be counted toward the total. If an endorsement is not made, succeeding ballots shall drop the name or names of candidates receiving less than 20% of the vote. Where there is no candidate who has less than 20% of the vote, or where three (3) ballots have been taken, it shall be deemed that the ORGANIZATION has made no endorsement in said race.

Section XII

California Democratic Party (CDP) Pre-Endorsement Conferences. Only members in good standing as of the July 1 deadline who are duly registered as a member the Democratic Party of California will be included in the roster submitted for purposes of participation in the CDP endorsement process.

- a) **Selection of Representatives.** Representatives shall be selected by a majority vote of the Executive Board.
- b) **Eligibility.** Only members in good standing, as defined by Article II, Section IV, Subsection 2 of these bylaws, may participate in the selection process.
- c) **Notice of Selection.** The ORGANIZATION shall inform its membership of the process for selection as a representative to the California Democratic Party (CDP) Pre- Endorsement Conferences via electronic mail.
- d) **Nomination.** Members in good standing may be nominated by any member in good standing. Furthermore, members in good standing who are interested and were not nominated must submit a declaration of intent to the Executive Board in writing or via electronic mail.

ARTICLE VI
Amendment of the Bylaws

Section I

Amendments. These Bylaws may be amended, altered, or repealed and new bylaws adopted by a two-thirds vote at a General Membership Meeting. Any such amendments shall take effect on the immediately after the adjournment thereof unless a specific exception is stated in the motion to amend.

Section II

Notice. Notice to amend the Bylaws shall be given ten (10) days prior to any meeting at which such a change is to be voted upon. Bylaws may be amended with or without notice based on a unanimous vote of the General Membership; no quorum is needed for such a vote.

ARTICLE VII
Miscellaneous

Section I

Severability. If any Article, Section, paragraph, sentence, clause, provision, or part in these Bylaws is held to be invalid, void, or unenforceable by a court of competent jurisdiction, the remaining Articles, Sections, paragraphs, sentences, clauses, provisions, or parts of these Bylaws shall remain in full force and effect and shall in no way be affected, impaired, or invalidated by such a ruling.

Section II

Non-Discrimination. The ORGANIZATION shall not discriminate in any matter, including membership invitations or publication decisions, on the basis of age, disability, genetic information, ethnicity, gender, marital status, national origin, race, religion, sexual orientation, or veteran status.

Section III

Enactment. These Bylaws are adopted effective as of October 2017, and supersede any and all Bylaws previously enacted.