

# **Bylaws of San Francisco for Democracy**

## **Article I – Name**

The name of the organization shall be San Francisco for Democracy (herein referred to as “the Organization”).

## **Article II – Goals and Objectives**

San Francisco for Democracy is an inclusive community committed to the values underlying our democracy – equal opportunity, civil rights, a healthy environment, fiscal responsibility, affordable health care, quality education, and social justice for all Americans – and peace and security achieved through international cooperation.

Our purpose is to promote social welfare and restore citizens’ ownership of our democracy by mobilizing grassroots participation in the community. San Francisco for Democracy supports public policy issues through a combination of education, fundraising, community service, grassroots organizing, and direct action at the national, state, and local levels. San Francisco for Democracy works to ensure that elected officials are held accountable to the electorate.

## **Article III – General Membership**

### **A. Qualifications**

Membership in the Organization shall be open to any person who is a registered voter and supports the Goals and Objectives of the Organization. If an applicant is ineligible to vote for any reason, that applicant may submit an application accompanied by a written declaration of intent to seek such eligibility at the earliest possible time.

### **B. Dues**

Applications for new membership in the Organization shall be accompanied by payment of dues, based upon a dues schedule approved by the General Membership. The Organization shall set and maintain at all times a dues level for applicants with special needs, and no applicant shall be denied membership in the Organization based on an inability to pay dues. All memberships expire on the first of January of each year, except that new members who join the Organization in October, November or December shall be credited as having paid dues for the following year. Dues collected during the year shall not be prorated.

So long as the Organization notifies members at the time that they pay their dues, the Organization may allocate a portion of members’ dues to a separate segregated fund that is sponsored by the Organization.

### **C. Members in Good Standing**

A new member shall be considered to be in good standing thirty (30) days after receipt of the membership application and payment of dues and shall be qualified to vote on all Organization business at General Membership meetings.

### **D. Voting**

To qualify for voting, a person must be a member in good standing no later than the beginning of the meeting at which the vote takes place. Unless specified otherwise herein, all votes of the General Membership shall be by open ballot and shall pass with a majority of those present and voting. Upon a vote of a majority of the members present and voting, a vote may be by secret ballot or roll call.

E. Meetings

1. Meetings of the General Membership shall be held at least once per quarter on a date to be determined by the Steering Committee. Meetings of the General Membership shall be called by the Steering Committee, either at the discretion of the Steering Committee or within thirty (30) days of receiving a written request from at least fifteen (15) members in good standing.
2. Prior notice of meetings of the General Membership shall be sent to all members and shall be accompanied by an agenda that shall list, at a minimum, the date, time, and location of the meeting, as well as any business to be voted upon.
3. A quorum shall consist of fifteen (15) or ten percent (10%) of the members in good standing, whichever is fewer.
4. Meetings of the General Membership shall be open to the public, unless designated otherwise by the Steering Committee. Attendees who are not members in good standing may be recognized and speak but may not vote on any matter.

F. Duties and Responsibilities

The General Membership shall have the following duties and responsibilities:

1. To elect officers of the Steering Committee at the annual meeting and, in accordance with the appropriate procedures, to remove officers;
2. To establish dues;
3. To approve the annual budget and other financial proposals submitted by the Steering Committee;
4. To endorse or oppose legislation;
5. To approve the creation of any legal entity necessary to fulfill the Goals and Objectives of the Organization;
6. To take positions on issues consistent with the Goals and Objectives of the Organization;
7. To make recommendations to the Steering Committee on all aspects of the Organization's activities.

G. Lapsed Membership

If a member does not renew membership before the expiration of the membership period, membership in the Organization shall lapse. Lapsed members will continue to receive notices from the Organization but will not be allowed to vote or serve as officers or coordinators. A member shall be considered lapsed until a renewal application is submitted and dues are paid. Lapsed members may bring their dues current at any time within eight (8) months of having lapsed and immediately regain all rights of membership in the Organization. After eight (8) months, the lapsed member must join the Organization as a new member in accordance with the provisions herein.

H. Termination of Membership

1. A person's membership in the Organization may be terminated for conduct that harms the Organization or other members of the Organization, or is inconsistent with the Goals and Objectives of the Organization. After the Steering Committee has discussed the conduct with the member, has requested the member to refrain from the said conduct, and has warned the member that the said conduct may result in the termination of the member's membership in the

Organization, the Steering Committee shall call a meeting of the General Membership upon the vote of at least two-thirds (2/3) of the total membership of the Steering Committee.

2. At the meeting of the General Membership, the member facing removal shall be given an opportunity to address the General Membership. Before voting, the General Membership shall be given an opportunity to discuss the motion to remove the member without the member present during the discussion.
3. The motion to remove the member from the Organization shall pass with the votes of two-thirds (2/3) of those present and voting. Voting for removal of a member shall be conducted by secret ballot.
4. Any member removed from the Organization shall be ineligible for membership in the Organization for a period of one (1) year after removal.

#### **Article IV – Officers**

##### **A. Officers**

The officers of the Organization shall be: President, Vice President, Secretary, Treasurer, Membership Director, Political Director, Outreach Director, and Communications Director.

##### **B. Term**

The term of office shall be one (1) year. Officers may seek reelection upon the expiration of their term.-

##### **C. Nominations**

Nominations for officers shall open thirty (30) days before the first meeting of the General Membership held during the second quarter of the calendar year. Nominations will close immediately prior to the commencement of the election of each officer.

##### **D. Elections**

1. Officers shall be elected by a majority of those present and voting at the first General Membership meeting held during the second quarter of the calendar year.
2. All elections for officers shall be conducted by secret ballot. The Organization shall employ ranked choice voting to determine the winner of each officer election.
3. The election of candidates shall be in the following order: President, Vice President, Secretary, Treasurer, Membership Director, Political Director, Outreach Director, and Communications Director.
4. Prior to the voting for each office, the candidates for that office shall have the opportunity to address the General Membership, and the General Membership shall have the opportunity to discuss the candidates without the candidates present.
5. An unsuccessful candidate in one election may add his or her name to the slate of the candidates for one or more subsequent elections.

##### **E. Duties and Responsibilities**

Officers have the following duties and responsibilities:

1. President

The President shall chair all meetings of the Steering Committee, the Coordinators Council, and the General Membership. The President is responsible for ensuring that the Steering Committee and the Coordinators Council properly exercise their powers and fulfill their responsibilities.

The President shall be an ex officio member of all committees in the Organization. The President is the primary spokesperson of the Organization.

2. Vice President

The Vice President shall carry out the duties of the President in the absence of the President.

The Vice President chairs the Program Committee.

3. Secretary

The Secretary shall be responsible for recording all minutes of the meetings of the Steering Committee, the Coordinators Council, and the General Membership, and shall make them available to members for review prior to at the next scheduled respective meeting.

The Secretary is responsible for producing all official correspondence of the Organization and maintaining records thereof; distributing prior written notice of all meetings of the Steering Committee, the Coordinators Council, and General Membership; and maintaining a record of attendance at all meetings.

The Secretary convenes and chairs the Administration Committee.

4. Treasurer

The Treasurer shall oversee the collection, management, and disbursement of all monies. The Treasurer shall be responsible for keeping financial records and legal contracts, preparing the budget, and preparing quarterly reports for the Steering Committee and an annual report for the General Membership. The Treasurer shall be responsible for overseeing the propriety of fundraising by the Organization. The Treasurer shall be responsible for legal affairs, including compliance with regulations governing political activities of the Organization and separate segregated funds.

The Treasurer convenes and chairs the Finance Committee.

5. Membership Director

The Membership Director shall be responsible for maintaining records of all members, implementing the Organization's policies regarding membership, verifying qualifications of applicants for membership, and recruiting and retaining active members.

The Membership Director convenes and chairs the Membership Committee.

6. Political Director

The Political Director is responsible for coordinating all Organization lobbying efforts and establishing relationships and coalitions with other organizations and individuals who share a common goal with the Organization.

The Political Director convenes and chairs the Political Affairs Committee and also serves as the chair of San Francisco for Democracy PAC, a state general purpose recipient fund.

7. Outreach Director

The Outreach Director is responsible for coordinating the Organization's activities in the community – including tabling at regular locations, organizing community service projects, and directing door-to-door community outreach – and distributing the necessary materials to accomplish the outreach efforts.

The Outreach Director convenes and chairs the Outreach Committee.

8. Communications Director

The Communications Director is responsible for disseminating Organization information, coordinating newsletters and web sites, communicating with members of the press, overseeing the design of flyers and election printed materials, and coordinating photography and videography.

The Communications Director convenes and chairs the Communications Committee.

F. Removal and Resignation

1. An officer may be removed from office for failing to carry out the duties of office or for general malfeasance. Upon the vote of at least two-thirds (2/3) of the total membership of the Steering Committee, or upon the receipt by the Steering Committee of a petition signed by at least twenty-five percent (25%) of the General Membership in good standing, the Steering Committee shall call a meeting of the General Membership.
2. At the meeting, the officer facing removal shall be given an opportunity to address the General Membership. Before voting, the General Membership shall be given an opportunity to discuss the motion to remove the officer without the officer present during the discussion.
3. The motion to remove the officer from office shall pass with the votes of two-thirds (2/3) of those present and voting. Voting for removal of an officer shall be conducted by secret ballot.
4. Any officer removed from office shall be ineligible to serve as an officer or as a member of the Coordinators Council for a period of one (1) year after removal.
5. Any officer may resign by giving written notice to the President.

G. Vacancy

If an office becomes vacant, the remaining members of the Steering Committee shall nominate by open ballot a replacement to fill the vacancy for the remainder for the term. A replacement officer shall be nominated by the vote of a majority of the remaining members of the Steering Committee. The nomination shall be put to a vote by secret ballot at the next meeting of the General Membership, and the nomination shall be confirmed by a majority of those present and voting.

**Article V – Steering Committee**

A. Membership

The Steering Committee shall be comprised of the officers of the Organization as described herein. The Steering Committee shall also include the immediate past President. Should there be no immediate past President qualified to serve, the Steering Committee shall appoint a Member-at-Large.

B. Responsibilities

The Steering Committee shall have the following responsibilities:

1. To carry out the provisions of these Bylaws;

2. To call regular meetings of the General Membership;
3. To submit a budget to the General Membership during the second quarter of the calendar year;
4. To report regularly to the General Membership on the activities of the Steering Committee, the Coordinators Council, and other committees;
5. To submit a written annual report to the General Membership on the activities of the Organization.

C. Powers

The Steering Committee shall have the following powers:

1. To establish and revise rules, regulations, and procedures to carry out these Bylaws;
2. To establish and dissolve ad hoc committees, appoint and remove members, and designate chairpersons;
3. To appoint and remove coordinators;
4. To enter into contracts and to disburse the Organization's funds in order to manage the activities of the Organization, provided that:
  - a. All expenditures are made either in accordance with the approved budget or have been approved in advance by the General Membership;
  - b. All contracts and expenditures are approved in advance by the Steering Committee;
  - c. All contracts must have a term that does not last beyond the term of the Steering Committee then in office, unless the contract is approved in advance by a majority of those present and voting at a meeting of the General Membership;
  - d. All contracts and checks are signed by either the President, the Treasurer, or another member of the Steering Committee selected in advance by the Steering Committee;
  - e. The Organization's expenditures may never exceed the funds it has collected;
  - f. The Organization may not borrow money, own real estate, or make political contributions with funds received from members' dues.
5. To accept gifts or contributions on behalf of the Organization, in accordance with all appropriate laws and regulations, to be held with the Organization's funds and used for general Organization expenses;
6. To determine which proponents and opponents of legislation shall be invited to speak at meetings.
7. To determine which community events to support, sponsor, or co-sponsor, providing they are in keeping with the overall goals and objectives of this Organization.
8. To form political action committees in accordance with applicable law;
9. To represent the Organization externally;
10. To delegate authority, as appropriate;

11. All other powers necessary and appropriate to manage the Organization's activities and fulfill the Steering Committee's responsibilities that are not otherwise inconsistent with these Bylaws.

D. Meetings

1. A meeting of the Steering Committee shall be held at least once per quarter, but may be held more frequently.
2. The President shall call meetings of the Steering Committee, either at the discretion of the President or within ten (10) days of receiving the written request of at least three (3) other members of the Steering Committee.
3. Prior notice of meetings of the Steering Committee shall be sent and shall be accompanied by an agenda that shall list, at a minimum, the date, time, and location of the meeting, as well as any business to be voted upon.
4. A quorum shall consist of a majority of the total members of the Steering Committee.
5. Meetings shall be closed to the public and to the General Membership, but shall be open to members of the Coordinators Council, unless designated otherwise by the Steering Committee.

E. Voting

Unless specified otherwise herein, all votes of the Steering Committee shall be by open ballot and shall pass with the votes of a majority of those present and voting. There shall be no proxy voting.

**Article VI – Committees**

A. General

All committees of the Organization shall report to the Steering Committee. The Standing Committees shall be responsible for the day-to-day management and activity of the Organization.

B. Names and Duties

In addition to the Steering Committee, the Organization shall have the following Standing Committees:

1. Program Committee

The Program Committee shall oversee the selection and scheduling of guest speakers at meetings of the General Membership and the Coordinators Council and any other special meetings or events. The committee shall submit to the Steering Committee proposals for speakers to address meetings of the Coordinators Council and General Membership. This committee shall be chaired by the Vice President.

2. Administration Committee

The Administration Committee shall oversee the record keeping and dissemination of correspondence from the Organization and shall review all proposed amendments to the Bylaws. This committee shall be chaired by the Secretary.

3. Finance Committee

The Finance Committee shall oversee the collection, management, and disbursement of the Organization's funds. The committee shall be responsible for preparing and executing the Organization's budget. This committee shall be chaired by the Treasurer.

4. Membership Committee

The Membership Committee shall be responsible for the recruitment, orientation, and retention of members. The Membership Committee will be responsible for organizing monthly Meetup programs and hosting meetings of the General Membership. This committee shall be chaired by the Membership Director.

5. Political Affairs Committee

The Political Affairs Committee shall coordinate programs and activities related to pending or proposed legislation, and the lobbying of elected officials to ensure their accountability to the electorate. This committee shall be chaired by the Political Director.

6. Outreach Committee

The Outreach Committee shall oversee programs and activities aimed at promoting grassroots political and community participation within San Francisco. This committee shall be chaired by the Outreach Director.

7. Communications Committee

The Communications Committee shall oversee the Organization's public relations, including website, press releases, and event publicity. This committee shall be chaired by the Communications Director.

C. Membership

1. Members

Committees shall be composed of the Chair and members. Membership shall be open to all members in good standing.

2. Coordinators

The Steering Committee may designate that up to five (5) members of each committee shall serve as coordinators for that committee. Coordinators will assist the Chair in overseeing the functioning of the committee. The appointment of coordinators shall be made by secret ballot by a majority of all the members of the Steering Committee.

3. Term of Coordinators

The term for coordinators of a committee shall last until the next election for officers of the Steering Committee. Coordinators may be reappointed by the Steering Committee.

4. Removal

A member's role as a coordinator may be terminated upon the vote of a majority of all of the members of the Steering Committee. Votes to terminate a member's role as a coordinator shall be conducted by secret ballot.

D. Meetings

1. Meetings of committees shall generally be held monthly on a date to be determined by the Chair. The Chair shall call meetings of committees at his or her own discretion or within ten (10) days of receiving a written request from a majority of the coordinators on the committee.



2. The Chair shall be responsible for sending a notice of meetings accompanied by an agenda that shall list, at a minimum, the date, time, and location of the meeting, as well as any business to be voted upon.
3. A quorum shall consist of those committee members present and eligible to vote.
4. Unless specified otherwise herein, all votes of committees shall be by open ballot and shall pass with a majority of those present and voting.
5. Each committee shall keep minutes of meetings and shall submit the minutes to the Steering Committee.
6. Meetings of committees shall be open to the public unless designated otherwise by the Chair. Attendees who are not members of the committee may be recognized and speak but may not vote on any matter before the committee.

E. Ad Hoc Committees

The Steering Committee may establish other committees in order to carry out the activities of the Organization. The Steering Committee shall appoint the chairperson and committee members of each ad hoc committee. Ad hoc committees shall be run according to the same rules that apply to Standing Committees. The term for an ad hoc committee shall last until the next election for officers of the Steering Committee.

**Article VII – Coordinators Council**

A. Membership

Membership of the Coordinators Council is comprised of the following:

1. Members of the Steering Committee;
2. Coordinators of Standing Committees;
3. Members-at-Large

a. Appointment

The Steering Committee may appoint members to serve as Members-at-Large of the Coordinators Council. The appointment of Members-at-Large shall be made by secret ballot by a majority of all the members of the Steering Committee.

b. Term

The term for Members-at-Large shall last until the next election for officers of the Steering Committee. Members-at-large may be reappointed by the Steering Committee.

c. Removal

All Members-at-Large may be removed from the Coordinators Council upon the vote of a majority of all of the members of the Steering Committee. Votes to remove Members-at-Large shall be conducted by secret ballot.

4. In no event shall the Coordinators Council exceed fifty (50) members.

B. Meetings

1. Meetings of the Coordinators Council shall be held at least once per quarter on a date to be determined by the Steering Committee. Meetings of the Coordinators Council shall be called by the Steering Committee, either at the discretion of the Steering Committee or within thirty (30) days of receiving the written request of at least fifteen (15) members of the Coordinators Council.
2. Prior notice of meetings of the Coordinators Council shall be sent to all members of the Coordinators Council and shall be accompanied by an agenda that shall list, at a minimum, the date, time, and location of the meeting, as well as any business to be voted upon.
3. A quorum shall consist of ten (10) members of the Coordinators Council.
4. Unless specified otherwise herein, all votes of the Coordinators Council shall be by open ballot and shall pass with a majority of those present and voting.
5. Meetings of the Coordinators Council shall be open to the General Membership and closed to the public, unless designated otherwise by the Steering Committee. Attendees who are not members of the Coordinators Council may be recognized and speak but may not vote on any matter before the Coordinators Council.

C. Duties and Responsibilities

1. To interview proponents and opponents of ballot measures seeking the endorsement of the Organization;
2. To recommend public policy endorsements for consideration by the Steering Committee and the General Membership, including positions on pending legislation.
3. To make recommendations to the Steering Committee on all aspects of the Organization's activities.

**Article VIII – Issue Advocacy, Lobbying and Joining Coalitions**

A. General

The organization takes positions on public policy issues, supports or opposes legislation, lobbies elected officials and joins coalitions with other organizations and individuals who share a common goal with the Organization.

B. Membership votes

1. Generally public policy issues will be submitted for a vote of the general membership at the next scheduled general membership meeting. Positions shall be adopted by a majority of those members present and voting.
2. The Steering Committee may, at its discretion, submit a policy vote to the members in good standing via electronic means providing members who do not have access to the internet are provided with a suitable alternative means of voting. .

C. Joining Coalitions

At its discretion, the Steering Committee may determine whether to officially join or support a coalition (outside our normal endorsement process) or bring that decision to a vote of the general membership. The membership will be notified of any such decision within one month.

## **Article IX – Bylaws**

### **A. Adoption**

1. These Bylaws shall be adopted and become effective upon the vote of at least two-thirds (2/3) of the participants voting at the Organization’s founding convention.
2. The members present at the founding convention shall set the date for a meeting to elect officers that shall be held within thirty (30) days after the founding convention. Nominations for the election of officers shall open following the adoption of the Bylaws.
3. Any person eligible for membership in the Organization who properly submits an application and pays dues for membership immediately prior to the start of the first elections of officers may vote in such elections, notwithstanding other provisions of these Bylaws.

### **B. Availability**

These Bylaws shall be made available to any member upon request.

### **C. Amendment**

1. The Steering Committee shall call a meeting of the General Membership to consider an amendment to these Bylaws upon either the vote of at least two-thirds (2/3) of the members of the Steering Committee or the submission of a written petition signed by at least twenty-five percent (25%) of the members in good standing.
2. The Administration Committee shall review proposed amendments and submit a recommendation to the General Membership.
3. At the meeting of the General Membership, members shall be given an opportunity to discuss the proposed amendment and the recommendation of the Administration Committee prior to voting. An amendment shall pass upon the vote of at least two-thirds (2/3) of the members present and voting at the general meeting.

## **Article X – Other Matters**

### **A. Diversity**

1. No one shall be denied membership on account of ethnicity, gender, national origin, age, disability, economic status, or sexual orientation.
2. Meetings of the Organization and any committee thereof shall be held at times and locations accessible to the broadest range of individuals including people with disabilities and young people.
3. In making appointments to the Coordinators Council and committees, the Steering Committee shall strive to reflect the diversity of the people of the City and County of San Francisco.

### **B. Records**

1. The Organization shall keep the following records:

- a. Minutes of meetings of the General Membership, Steering Committee, Coordinators Council and other committees;
- b. Adequate and correct financial records;
- c. Membership records, including contact details and dues payments;
- d. Copies of the Bylaws and other governing rules and regulations;
- e. All contracts in which the Organization is a party.

2. Any member of the Steering Committee shall have the right to inspect all books and records of the Organization at a reasonable time and place.

3. The Organization shall hold all information on members for the Organization's purposes only and shall not transfer member information to third parties without obtaining the prior approval of the General Membership.

C. Fiscal Year

The fiscal year of the Organization shall run from July 1 to June 30.

D. Notice of Meetings

The person providing prior notice of meetings shall strive to send notice with a reasonable amount of time in advance.

E. Rules

The Organization's activities shall be governed by the current edition of Robert's Rules of Order in all cases in which those rules are not inconsistent with these Bylaws or other rules and regulations adopted by the Steering Committee.

F. Dissolution

The Organization may be dissolved by a vote of its members following the same process governing amendments to these Bylaws. Upon the dissolution or winding up of the Organization, the assets remaining after the payment, or provision for payment, of all debts and liabilities of the Organization shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for social welfare purposes and that has established its tax-exempt status under IRC Section 501 (c) (4). Such recipient shall be selected by a majority of the General Members present and voting.

Adopted: April 25, 2004  
 As amended: June 18, 2004  
 November 17, 2004  
 February 20, 2007  
 July 25, 2007  
 February 2, 2009  
 May 24, 2010