

BY-LAWS OF THE BERKELEY COUNTY DEMOCRATIC ASSOCIATION

ARTICLE I – NAME AND LEGAL STATUS OF ORGANIZATION:

Berkeley County Democratic Association, hereinafter referred to as BCDA or the Association, was legally organized on September 3, 1998 as a Political Association and registered with the West Virginia Secretary of State, Elections Division as a Political Action Committee (PAC). As such, the Association is empowered to make financial contributions to state and local campaigns and PACs in West Virginia, subject to state and federal law, and the regulations of the West Virginia Secretary of State.

The Association is not registered with the Federal Election Commission, and, therefore, is prohibited from making political contributions to federal campaigns or federal political action committees.

ARTICLE II – STATEMENT OF PURPOSE:

The purpose of the Association is to promote principals of the Democratic Party and to advocate and advance policy through activist activities and fundraising.

ARTICLE III – RULES REGARDING ASSOCIATION MEETINGS:

Meetings shall be conducted pursuant to these bylaws and to Roberts Rules of Order, as revised.

ARTICLE IV – ELIGIBILITY FOR MEMBERSHIP AND VOTING:

U S citizens who are registered Democrats and who are current in their dues are eligible for membership in the Association and may vote upon all matters before the membership.

Proxy voting is not allowed under any circumstance.

ARTICLE V - REVOCATION AND FORFEITURE OF MEMBERSHIP:

Membership in the Association is automatically forfeited at such time that any individual ceases to be a U. S. citizen, or ceases to be a registered Democrat, or ceases to be current in their dues.

The governing board may revoke the membership of any member for conduct unbecoming of the Association upon motion and $\frac{3}{4}$ vote of the governing board. Except in circumstances where the governing board in its discretion determines that safety of another member or the membership at large is an issue, prior written notice shall be given to the member being considered for revocation of membership and such member will be given a reasonable opportunity to respond to the motion.

ARTICLE VI – DUES:

Article VI, Section 1 – Annual Membership

Payment of annual dues is required of all members, except for those with Life Memberships.

Annual dues are currently set at \$10 per member. The amount of dues shall be set or changed only by a majority vote of paid up members in a scheduled or special meeting of the Association. Duration of annual membership shall be from the date dues are received until December 31 of the same year. Dues are not refundable.

Article VI, Section 2 – Life Membership

Life Membership dues are currently set at \$100 per member. The amount of dues for life membership shall be set or changed by a majority vote paid up members in a scheduled or special meeting of the Association. Life membership shall commence on the date dues are received. Life Member dues may not be increased retroactively and are not refundable.

ARTICLE VII – GOVERNING BOARD, OFFICERS AND DIRECTORS:

Article VII, Section 1 – Governing Board

In odd numbered years, the Association shall elect a President, Vice President, Secretary, Treasurer and up to five additional Directors who together shall constitute the Governing Board. Additionally, the immediate past President of the Association, at the time of vacating that position, shall serve as an ex-officio Director on the Governing Board for one term of two years; however, such Director may cast a vote only for the purpose of breaking a tie. The Governing Board shall be responsible for oversight and conduct of all Association business, except that which is reserved for specific Officers, the general membership, or that may be delegated by the President or the Governing Board.

Article VII, Section 2 – Election, Retention and Replacement of Officers and Directors

VII.2.a The President shall appoint a nominating committee consisting of three association members, which committee shall nominate a slate of officers and directors to the membership to be voted upon at the regular Association meeting in February of odd numbered years. At this time, additional nominations may be made from the floor by members who are eligible to vote, provided that each nominee meets the eligibility requirements herein and has expressed a willingness to serve.

VII.2.b Election shall be by secret ballot (except in the case of a candidate running unopposed in which case voting by acclamation is acceptable) by those members who are present and eligible to vote. A simple majority of the votes cast for a particular position shall constitute election of such position.

VII.2.c A member in good standing is eligible to serve as an Officer or Director of the association.

VII.2.d Officers and Directors shall be elected for two-year terms. Newly elected Officers and Directors shall assume their duties at the conclusion of the meeting when the election takes place.

VII.2.e The President and Vice President shall not hold office for more than two consecutive terms.

VII.2.f Should an Officer of the Association be unable or unwilling to perform the duties of his/her office as specified in the by-laws and unwilling to resign, he or she may be removed from office upon motion and $\frac{3}{4}$ vote of the governing board.

VII.2.g Should the office of President become vacant, the Vice President shall automatically assume the office of President until the conclusion of the next general election of Officers. Should said Vice President be unwilling to serve as President or vacate the Presidency prior to the next general election of Officers and Directors, the next highest ranking Officer (Secretary, then Treasurer), shall serve as President until a special election is conducted and all vacant offices are filled.

Should the office of Vice President become vacant, the Governing Board may fill the position by special election, or leave the position vacant until the next general election of Officers and Directors.

Should the office of Secretary or Treasurer become vacant, the Governing Board shall fill the vacancy by temporary appointment to complete the remainder of the term, or may at its discretion conduct a special election of the membership to fill the position until the next general election of Officers and Directors.

Should any Director position become vacant, the Governing Board may leave the position open, or conduct a special election to fill the remainder of the term for the vacant position until the next general election of Officers and Directors.

Article VIII, Section 4 – Duties of Officers

VIII.4.a President – The President shall impartially preside at all meetings of the Association. The President shall issue a call for special meetings when needed and shall have the authority to appoint members for special tasks as necessary. Such appointees shall serve at the President's will and pleasure. The President shall be responsible for carrying out the will of the Association as expressed by a majority vote on issues and motions at its meetings.

VIII.4.b Vice-President – The Vice President shall, in the absence of the President, preside at all meetings and proceedings of the Association, and perform all necessary functions of the President. The Vice-President may have other duties as the President shall designate.

VIII.4.c Secretary – The Secretary shall maintain records of previous meetings of the Association and keep accurate records of current meetings and proceedings of the Association, including a list of those attending. Such records shall

be turned over to the incoming Secretary upon change of Officers.

VIII.4.d Treasurer – The Treasurer shall receive and account for all Association funds and shall disburse them with the authorization of the Governing Board. The Treasurer shall be authorized on behalf of the Association to establish bank account(s), which shall require the signatures of the President and Treasurer. The Treasurer shall make a report of all receipts and disbursements at each of the regularly scheduled meetings of the Association. The Treasurer shall submit requisite reports to the WV Secretary of State as required by law. Financial records and reports shall be turned over to the incoming Treasurer upon change of Officers. The governing board shall appoint an auditing committee consisting of at least three association members to audit the financial records of the association at least once every two years.

ARTICLE IX – ATTENDANCE REQUIREMENTS FOR OFFICERS AND DIRECTORS:

Regular attendance at governing board and membership meetings is required of all officers and directors. Absence by any officer or director for three or more consecutive meetings may be cause for removal of said officer or director by the governing board.

ARTICLE X– MEETINGS:

Article X, Section 1 – Meetings of the general membership

Regular meetings of the general membership shall be conducted on the 4th Monday of each month and shall be publicized by a meeting notice maintained on the association’s website or emailed to the general membership. The Governing Board may upon written notice to the membership cancel or change the dates of meetings to allow for holidays, inclement weather, or other events.

Special meetings of the general membership may be held at the call of the Governing Board and/or the President. Such meetings shall be publicized by email to the general membership at least one week in advance.

- All meetings of the general membership are open to all Association members. Guests may be permitted to attend meetings at the discretion of the presiding officer.

Article X, Section 2 – Quorum for Meetings

X.2.a A majority of officers and directors so elected shall constitute a quorum for any meeting of the Governing Board.

X.2.b A quorum for any meeting of the general membership shall consist of a majority of elected Governing Board members plus five general members of the Association.

ARTICLE XI – POLITICAL ACTIVITY:

Members of the Association are encouraged to run for political office and to support the candidates of their choice.

The Association encourages all Democratic candidates to attend general meetings of the Association. Only information from the Association, the Democratic Party, Democratic candidates and their organizations, or information related to Association activities or meeting programs may be distributed at Association meetings. If time permits, and at the discretion of the presiding officer, members may be given an opportunity for brief announcements concerning other pertinent activities.

The Association shall not endorse or support candidates in contested Democratic primary races. However, the Association may endorse or support Democratic candidates for other races, as permitted in these by-laws and other applicable laws and regulations, and engage in other activities aimed at supporting the Democratic Party or increasing voter turnout for Democratic candidates. The Association reserves the right to endorse a No-Party candidate in a non-partisan election when no Democrat is on the ticket.

Only those members or officers specifically authorized by the Governing Board may provide official statements on

behalf of the association.

The Governing Board shall adopt and disseminate to the membership a policy concerning the collection and permissible use of members' personal contact information by the Association for Association business and in support of the Association mission. Members shall be informed of the policy upon joining, periodically at regular meetings, and through the Association's regular communication channels (e.g., email) with members.

ARTICLE XII – BY-LAWS REVISION:

Article XII, Section 1 – Appointment of By-laws Revision Committee

Every odd-numbered year the President of the Association shall appoint a committee to study and make recommendations to the membership concerning any needed revisions to the by-laws of the Association.

Article XII, Section 2 – Adoption and Ratification of the By-laws

These bylaws may be revised at any time upon motion and 2/3 vote of the membership, provided that at least two readings of the revisions at two consecutive meetings must be had before a vote can be held on any such revisions.