

**CONSTITUTION and BYLAWS
of the
WELLSTONE DEMOCRATIC RENEWAL CLUB**

Article I. Organization

Section 1. This organization, the "Wellstone Democratic Renewal Club" (hereinafter the "Club") is a non-incorporated association chartered by the Alameda County Democratic Central Committee.

Article II. Statement of Purpose

Section 1. The Wellstone Democratic Renewal Club brings together East Bay progressives to join forces with grassroots movements emerging nationwide to create an organized progressive center within the Democratic Party to help shift the terms of the national debate, inspire our nation to change course, and contribute to a national political realignment led by the Democratic Party.

Section 2. Providing a forum in our community for ideas, dialogue, organizing, and action, the Wellstone Democratic Renewal Club works to enhance grassroots Democratic participation in the political process. We are committed to the renewal of America's social contract for a nation that works for all: a nation that protects liberty, adheres to international law, cherishes peace in the world, and works toward a sustainable future for the entire planet.

Article III. Membership and Dues

Section 1. Membership is open to all persons, including those under the age of voting registration. A member in good standing is one who subscribes to our policies and purposes, who wishes to give assistance to the advancement of our principles, and who has paid annual dues within the past 15 months. Club members should not authorize the publication of their Democratic Party affiliation in support of any candidate who is not a Democrat in any partisan race. (as amended 5/28/15)

Section 2. Membership dues shall be paid by all members at the time of joining the club and then shall be due every 12 months. (as amended 5/24/07) The dues amounts, rates, and rate criteria shall be determined once a year by the Coordinating Committee. (as amended 5/24/07) Dues may be reduced or waived due to economic hardship for a member who meets the criteria in Section 1. (as amended 5/28/15)

Section 3. Only those members whose dues are paid for their current yearly period shall be eligible (1) to vote in club elections, (2) to hold office in the club, or (3) to be named as delegates from the club to other bodies, except that anyone newly joining at one meeting shall not be eligible for the above three privileges until the next general membership meeting. (as amended 5/24/07)

Article IV. Meetings

The club's stated character and mission—of democracy and renewal—depend crucially on the active, broad, energetic, and informed participation of its members. All meetings of the club and its committees are open to all

club members. Members attending any meeting of the club or its committees may address the meeting at the discretion of the chair. (added 10/22/15)

Section 1.

(a) General membership meetings will be called by the Coordinating Committee. General meetings may be held monthly, but at least six times a year. (as amended 10/22/15)

(b) The Coordinating Committee, working with the Communications Committee, shall make every effort to announce general meetings broadly by electronic means at least ten days in advance, giving the date, time, place, and a draft of the agenda items. (as amended 10/22/15)

(c) Any member may propose an item for the general meeting agenda by submitting it to the Executive Committee at least ten days before the general meeting. The Executive Committee will announce the request broadly by electronic means as soon as possible after receiving it and will then consider and decide whether to accept the proposed item. (as amended 10/22/15)

Section 2.

(a) The Coordinating Committee and the Executive Committee shall normally meet monthly. These committees, working with the Communications Committee, shall make every effort to announce by electronic means the date, time, and monthly chair's contact information for all their regularly scheduled meetings at least ten days in advance of the meeting. (as amended 10/22/15)

(b) When the Coordinating Committee or Executive Committee reschedules its regular committee meeting or calls a special committee meeting, the monthly chair shall relay the date, time, and chair's contact information to the Club's electronic listserv at least three days in advance or as soon as the date for the meeting confirmed. (as amended 10/22/15)

Section 3. To learn the location of a Coordinating Committee or Executive Committee meeting, club members may contact the monthly chair via the chair's WDRC email alias. (as amended 10/22/15)

Section 4. All other committee meetings of the club will be held at such times, places, and intervals as are determined by the membership of each committee. Each committee's chair shall give club members timely advance notice of these meetings on the club listserv . A committee may ask the Coordinating Committee to waive the advance notice requirement for good cause. (as amended 10/22/15)

Section 5. Dates and times of regularly scheduled meetings shall not be changed without a majority vote of the Coordinating Committee for general membership meetings and without approval of a majority of committee members for all committees and task forces.

Section 6. For purposes of voting at general membership meetings, a quorum will consist of 10% of the members in good standing, rounded down to the nearest whole number. A majority vote of those present shall be required to decide all issues except endorsements and amendments to the bylaws. (as amended 10/22/15)

Article V. Procedure

Section 1. Club meetings will be conducted in a spirit of promoting consensus and inclusivity.

Section 2. All decisions put to a vote will be made by a simple majority of those voting, except for endorsements as stated in Article XI and bylaws amendments as stated in Article XIV.

Section 3. The Club will follow Roberts Rules of Order in the conduct of its formal business. However, the Chair of a general membership meeting may call for informal discussion when appropriate.

Article VI. Election of Executive Committee and At-Large Coordinating Committee members

Section 1. Club officers will include seven Executive Committee members: an Administrative Coordinator, a Treasurer, a State and National Organizing Coordinator, a Local Organizing Coordinator, a Fundraising Coordinator, a Vision Coordinator, a Membership Coordinator, and a Communications/Outreach Coordinator. The Coordinating Committee will consist of the Executive Committee members, five (as amended 4/28/11) at-large representatives, and a representative from each standing Club committee approved by the Coordinating Committee.

Section 2. Executive Committee members and five (as amended 4/28/11) at-large Coordinating Committee members shall be elected by secret ballot by a simple majority of club members present and voting. (as amended 10/22/15)

Section 3. Officers shall be installed at the conclusion of the same meeting at which the election takes place.

Section 4. When more than two candidates are running for a seat on the Coordinating Committee, the election result will be determined by instant runoff voting (IRV).

Section 5. Officers and the at-large elected Coordinating Committee members will serve one-year terms.

Section 6. The notice of the meeting at which the club elections will be held shall include the names of all candidates to date. At that meeting the floor shall still be held open for nominations prior to the election of officers and at-large members to the Coordinating Committee.

Section 7. In the event that any member of the Coordinating Committee or the Executive Committee resigns, the remaining elected Coordinating Committee members shall elect an acting replacement, by majority vote, at the next Coordinating Committee meeting. Such elections shall be effective until the next general membership meeting, at which meeting the selection of the new officer or at-large Coordinating Committee member shall either be confirmed by simple majority vote of the eligible members present and voting or a new replacement shall be elected by secret ballot, to fill the remainder of the term of the person who resigned. (as amended 10/22/15)

Article VII. Executive Committee and Coordinating Committee

Section 1. The Coordinating Committee will consist of the members of the Executive Committee, five (as amended 4/28/11) at-large elected members, and a representative of each approved standing committee and task force of the club not chaired by an Executive Committee member. (as amended 10/22/15)

Section 2. Coordinating Committee members having more than three consecutive absences from Coordinating Committee meetings may be removed from office at the discretion of the Executive Committee. (as amended 10/22/15)

Section 3. The Coordinating Committee shall prepare proposals for policies and activities of the club; approve new committees and major club projects; approve major club communications; coordinate major club functions; approve alliances with other organizations; and reconsider as necessary Executive Committee decisions. (as amended 10/22/15)

Section 4. The Executive Committee shall have power to act for the membership or the Coordinating Committee between membership or Coordinating Committee meetings, making necessary decisions such as those pertaining to the sponsorship of events and participation in coalitions and campaigns (other than electoral); answering and sending correspondence; approving written public outreach materials that are consistent with overall club policy and bylaws; and setting up policy/action groups or other subcommittees/task forces as needed. For actions beyond planning event and meeting agendas, Executive Committee votes must include a total of affirmative votes at least equal to a majority of the elected Coordinating Committee members. (as amended 10/22/15)

Section 5.

(a) The Administrative Coordinator shall ensure that official actions taken by the Executive Committee and the Coordinating Committee are reported at the following membership meeting, on the listserv, and in the email newsletter within 21 days after each Executive Committee meeting (normally within about 14 days after the general meeting) and within 14 days after each Coordinating Committee meeting. Official actions taken by email or other vote outside a meeting are reported at the next membership meeting. (as amended 10/22/15)

(b) If the Executive Committee or Coordinating Committee consider waiving the club's bylaws—in a scheduled meeting or in discussions and voting by email between meetings—the monthly chair shall report that action to the membership on the club's electronic listserv within three days and send a copy to the Communications Coordinator for inclusion in the next club newsletter. (as amended 10/22/15)

Section 6. The Coordinating Committee and the Executive Committee manage club finances and may authorize club expenditures. When a club project has been approved in principle by the membership, and a budget for the project has been approved by the Coordinating Committee, the Executive Committee may authorize the Treasurer to make payments within the limits of the budget amount, upon presentation of bills. Special expenditures exceeding \$250, including contributions to candidates or causes, must be approved by the membership. (as amended 10/22/15)

Section 7. (added 10/22/15) The Membership Coordinator, working in conjunction with the Treasurer and the Communications Coordinator, shall keep the true and accurate list of club members. That list is the property of the club and may be used only for club business.

(a) The Membership Coordinator will be responsible for delivering the list of club members to the Chartering Organization at the time and in the form requested. If the Membership Coordinator is unable to fulfill this duty, the Coordinating Committee may appoint another Coordinating Committee member or club staff member to produce and deliver the list, as required.

(b) All members of the Coordinating Committee shall have access to the list of club members, including their physical address, email address, and phone numbers, for the purposes of (1) raising funds for the club, (2) soliciting

members to renew, rejoin, or contribute dues at a higher level, and (3) engaging in political activities specifically authorized by the Coordinating Committee. Members of the Coordinating Committee shall use the list for those three purposes only and shall ensure that the list is not further distributed.

(c) The Membership Coordinator shall produce for each club general meeting a list of all club members' names and the date their dues will expire or have expired, for the purpose of checking people in and requesting that they renew their membership, if necessary. This list will not include members' contact information.

(d) (added 11/19/15)

(1) Proxies will be allowed only for endorsement votes and votes on procedures concerning endorsements at endorsement meetings.

(2) During election cycles, the Membership Coordinator shall periodically produce a list of the names of club members in good standing as of the date the list was prepared. This list will not include members' contact information. Any member may request a copy of the list from the Membership Coordinator once during each endorsement cycle for the purpose of learning whether a member is eligible to cast a ballot or carry a proxy.

(3) Members may opt not to have their name distributed to other members by asking the Membership Coordinator to remove them from the list. The Membership Coordinator shall remove the member from the next iteration of the list created after receiving the request.

(4) The Coordinating Committee shall develop, implement, and publicize procedures and guidelines to give club members equitable access to contact information for other club members for purposes of proxy voting in endorsement elections.

Article VIII. Committees

Section 1. Standing committees are those approved by the Coordinating Committee. Each standing committee shall send a representative to Coordinating Committee meetings.

Section 2. Club members may form issue/project task forces and recruit other members to join in working on particular issues of interest to the Club. Such task forces must present a description of their project to the Coordinating Committee or Executive Committee to assure that the project is consistent with the values and mission of the Club.

Section 3. Approval of any task force budget must come from either the Coordinating Committee or the Executive Committee. Any major policy decision taken by an issue/project task force must be approved by the Coordinating Committee or referred by majority vote of the Coordinating Committee to the general membership.

Article IX: Communication

Section 1. Official communication from club leadership to members shall include a monthly schedule of club events, with notices of meetings, a brief summary of major issues or decisions taken at various meetings, and any important club activities taking place. This schedule of events will be delivered by electronic mail and made available on the Club website.

Section 2. Notices of all standing committee meetings and issue/project task forces shall go out to all members as early as possible. Notices shall contain the time of the meeting, the subject, and the specific items which are expected to require a vote of the membership.

Section 3. Minutes shall be taken of each meeting of the general membership, Coordinating Committee, and Executive Committee and made available to the membership via the website.

Article X. Quorum

Section 1. A quorum for conducting official business at any general membership meeting shall be 10% of the current number of members in good standing rounded down to the nearest whole number. (as amended 10/22/15)

Section 2. A quorum of the Coordinating Committee shall be four Executive Committee members and 50% of the other Coordinating Committee members.

Article XI. Endorsements

Section 1. The membership of this club may endorse any issue, ballot measure, and candidates for any office. To be eligible for endorsement in a partisan race, a candidate must be a registered Democrat. Important criteria to be considered in any candidate endorsement will be sharing this club's values, agreement with the club's platform, and a commitment to an ongoing working relationship with a grassroots constituency.

Section 2. All candidate and ballot measure endorsement votes shall be by secret ballot except that items on a Consent Agenda may be voted on by a show of hands by eligible voters, as described in Section 7. (amended 6/25/15)

Section 3.

(a) The Coordinating Committee, after consultation with the Electoral Action Committee, will present to the Club a list of elected offices and candidates for those offices to be considered by the Club for endorsement. This list will be communicated to the Club via the website, the club mailer, and email in advance of the nominating meeting.

(b) Additions to the offices and candidates to be considered for endorsement can be made at the nominating meeting by a motion of a club member in good standing that is supported by at least 10 members in good standing who are at the meeting. The amended list will be communicated to the Club membership via the website, the club mailer, and email in advance of the endorsement meeting.

(c) All of the candidates who are being considered for endorsement will be invited to speak to the club at the endorsement meeting. (added 5/28/09)

Section 4. The endorsement vote will be taken at the subsequent scheduled club meeting or, if timing requirements make it necessary, at a special meeting called by the Coordinating Committee. (added 5/28/09)

Section 5. (added 6/25/15)

(a) Sequence of endorsement meetings: The club will normally have endorsement meetings in regular (even

numbered) election years as follows:

- (1) In January for State Assembly, State Senate, and other partisan offices that will appear on the June primary ballot (so that delegates to the Democratic Party pre-endorsement meeting can vote on candidates as directed by the club and so that candidates can use the club's endorsement at the CDP convention to further their candidacy).
 - (2) In March and/or April for nonpartisan races and ballot measures that will appear on the June primary ballot.
 - (3) In July and/or August for the November general election ballot.
- (b) For special elections, the election date shall determine the schedule. However, the nominating meeting shall normally be followed by an endorsement meeting at the next general meeting.
 - (c) A candidate who is endorsed by the club before the primary election and who appears on the general election ballot shall be considered endorsed in the general election.
 - (d) If a candidate endorsed by the club before the primary election does not appear on the top-two general election ballot, the club may hold another endorsement vote for that office before the general election.
 - (e) If the club votes for "no endorsement" in a primary election race, the club may vote to consider endorsing for that office again before the top-two general election.
 - (f) If an endorsed candidate engages in conduct inconsistent with the club's purposes as specified in Article II of these bylaws between endorsement and the general election, the Coordinating Committee may ask the membership to vote (by majority vote) on a motion to withdraw the club's endorsement. Any eligible voting member of the club may similarly move to withdraw an endorsement, and, if the motion is seconded by 10 voting members, eligible members shall vote (by majority vote) on whether to withdraw the endorsement.

Section 6. Eligibility to vote: Members are in good standing and eligible to vote in the endorsement process if they meet one of the following conditions:

- (a) They make an automatic periodic contribution to the club via Electronic Funds Transfer.
- (b) They have a lifetime membership in the club.
- (c) Their membership will expire after the date of the endorsement meeting.
- (d) Their membership expired within the two months before the month of the endorsement meeting (for example, membership expired in January, February, or March for a March endorsement meeting), and they renew that membership before or on the date of the endorsement meeting.
- (e) They joined the club or renewed a lapsed membership before two months before the month of the endorsement meeting (for example, in December or earlier for the March endorsement meeting). (added 6/25/15)

Section 7. Voting procedures:

- (a) (added 6/25/15) Consent Agenda: The Coordinating Committee may recommend to the membership a Consent Agenda at the nominating meeting, to be voted upon at the endorsement meeting.

(1) Show-of-hands voting by eligible voters shall be used for items on the Consent Agenda. The agenda must receive at least 60% of the total votes cast in order to be endorsed.

(2) If a motion by an eligible voter to remove an item from Consent is seconded by 10 eligible voters, it will be brought to a vote; a majority of those voting is required to pass the motion to remove. The remaining Consent Agenda will then be voted on. Any item removed from the Consent Agenda will be brought to the following general meeting for discussion and vote. It must receive at least 60% of the total votes cast in order to be endorsed; otherwise the club will make "no endorsement" on that item.

(b) All other endorsements shall be voted on by secret ballot. When more than two candidates are being considered for endorsement, ballots will use Ranked Choice Voting (described in Section 7(e) below). Ballots for every race shall include the choice of "no endorsement." A candidate or position on a ballot measure must receive at least 60% of the total votes cast in order to be endorsed. (as amended 11/21/13 and 6/25/15)

(c) A member in good standing may receive a proxy ballot for one other member in good standing who is current in dues by presenting a signed statement or an email authorizing such a proxy. (added 5/28/09) The member carrying the proxy shall vote as the member giving the proxy directs. Members giving proxies shall be encouraged to specify votes on as many candidates and ballot measures as possible. (as amended 10/22/15)

(d) At the end of the endorsement meeting, the raw vote tally sheets for all of the issues, ballot measures, and candidates voted upon that night shall be made available to club members and to candidate and ballot measure representatives. Subsequent to the endorsement meeting, the final tally for each issue, ballot measure, and office shall be made available to members and to candidate and ballot measure representatives upon request (as amended 3/27/14). The ballots, the list of voters given ballots, and the final tally sheets shall be saved for one year after the date of the vote. (as amended 10/22/15)

(e) (as amended 6/25/15)

(1) If more than two candidates are seeking endorsement for the same office, voting will be done by ranking the candidates whom a member supports or by choosing "no endorsement." Members shall be advised not to rank a candidate whom they would not willingly support. Ranking fewer than the full list of candidates will signify "no endorsement" after the last candidate ranked.

(2) In the first round of determining an endorsement, all ballots will be tallied for the candidate ranked first or for "no endorsement," if that is ranked first. If no candidate receives at least 60% of the total votes cast for this office, the candidate with the fewest votes will be dropped.

(3) In the second round, the second choice votes on the ballots of the candidate dropped in the previous round will be added to the remaining candidates' vote totals. A vote of "no endorsement" or no second choice will be added to the "no endorsement" total. If no candidate has received at least 60% of the total votes cast for this office, this procedure will be repeated until only one candidate remains.

(4) In all rounds after the first, to determine the allocation of the dropped candidate's votes, vote counters will look at the next choice on that ballot. If that candidate is still in contention, they add the vote to that candidate's total. If the candidate ranked next on a ballot has already been dropped, vote counters will add the vote to the next ranked candidate on that ballot who has not been dropped. If all the remaining choices of candidates on that ballot have been dropped, vote counters will add the vote to "no endorsement."

(5) After the final round, if the remaining candidate now has received at least 60% of the total votes cast for this office, he or she is endorsed; otherwise, the club will make no endorsement. (added 11/21/13; amended 6/25/15)

(6) In races where only two candidates are being considered, each candidate will be listed, and “no endorsement” will be the third option. Voters will choose one option. There will be a single round of counting, and if neither candidate receives at least 60% of the total votes cast, the club’s position will be “no endorsement.” (added 6/25/15)

(f) The choices on ballot measures shall be listed as Yes, No, and No Position. Voters will choose one option. If neither Yes nor No receives at least 60% (as amended 11/21/13 and 6/25/15) of the vote, the Club’s position will be “no position.” (added 5/28/09)

Section 8.

(a) The club shall submit to the Alameda County Democratic Central Committee (ACDCC) and the California Democratic Party (CDP) regional director no later than July 1 of odd-numbered years a roster of members in good standing who are Democrats, as certified by the club’s Treasurer or Membership Coordinator. The number of delegate positions allocated to the club will be determined from the roster according to rules established by the CDP. The club shall elect delegates who are residents in Alameda County and in Assembly District 15 or 18. (as amended 5/28/15)

(b) The Coordinating Committee, in consultation with the Electoral Action Committee (if active) and through outreach to the club membership, shall nominate by a majority vote candidates to be delegates to Democratic Party bodies, conventions, and pre-endorsement conferences. The nominees will be drawn from the most recent list of club members in good standing and who are Democrats that was submitted to the ACDCC. The list of nominees will be brought to the membership at the October general meeting of odd-numbered years for selection by a majority vote of members in good standing. When the Coordinating Committee determines that there is not enough time to take these matters to the full membership, the Coordinating Committee is authorized to select the delegates by majority vote. (added 5/28/09) As far as possible, the delegates chosen shall be equal numbers of men and women. (as amended 5/28/15)

(c) If the club membership has endorsed a candidate for office or taken a position on a ballot issue before the pre-endorsement conference or other Democratic Party meeting, the club’s delegates shall vote for that candidate or ballot measure. If the club membership has not yet endorsed a candidate or ballot measure, the delegates are authorized to vote their consciences. (as amended 5/28/15)

Article XII. Campaign Contributions

Section 1. A contribution to any endorsed candidate or ballot measure may be made on the recommendation of the Coordinating Committee.

Article XIII. Adoption of a Platform

Section 1. A platform is a set of formal positions taken by the membership of the Club on a particular issue.

Section 2. The Coordinating Committee and the Message Committee may prepare and present a platform to the membership for a vote at a general meeting. Any member in good standing can offer a platform for consideration by the membership to the Coordinating Committee or the Message Committee.

Section 3. The text of any platform shall be communicated to the membership at least 10 days prior to the general membership meeting at which the platform is to be considered.

Section 4. A platform shall be adopted by a majority of those voting at a meeting.

Article XIV. Amendment

Section 1. Proposed amendments of these bylaws shall be announced to the membership in advance of the general meeting where they are presented to the membership and may discussed by the members present if desired. The amendments shall not be put to a vote until the next membership meeting, after again giving notice in advance. (as amended 10/22/15)

Section 2. Adoption of amendments shall require a two-thirds vote of the members in good standing who are present and voting. (as amended 10/22/15)

Section 3. No part of Article XIV shall be waived. (added 10/22/15)