

(with amendments approved by the DWCUP membership on May 18, 2015, and conforming amendments required and approved by the Democratic Women's Club of Florida, Inc., through and including July 1, 2016)

## **DWCUP BYLAWS**

### **PREAMBLE**

We, the Democratic Women's Club of Florida, Inc., in order to form a cohesive society of Democratic Women's Clubs in Florida, Inc., to establish the structure of this organization, to insure Democratic principles of good government, to provide support for the Florida Democratic Party and of the United States, to promote qualified candidates for political office, and to seek increased voter registration and participation, do ordain and establish these Bylaws of the Democratic Women's Club of Upper Pinellas of the Democratic Women's Club of Florida, Inc.

### **ARTICLE I**

#### **NAME**

The name of this organization shall be the Democratic Women's Club of Upper Pinellas County of the Democratic Women's Club of Florida, Inc.

### **ARTICLE II**

#### **OBJECTIVES**

Section 1. The objectives of this Club shall be:

- a. To bring together in common purpose all Democratic Women of Upper Pinellas County;
- b. To organize the registered Democratic women voters of Upper Pinellas County;
- c. To study and promote the principles of the Democratic Party;
- d. To encourage good citizenship by keeping members informed on current issues;
- e. To stimulate in members an active interest in governmental affairs at the local, state and national levels;
- f. To encourage the active participation of women in politics;
- g. To support qualified Democratic candidates for public office, including raising funds to support Democratic nominees;
- h. To encourage Democratic women to seek elective office;
- i. To seek increased Democratic voter registration and participation;
- j. To urge every Democrat to vote and vote Democratic;
- k. To promote democratic party values.

ARTICLE III  
STATE AFFILIATION

This Club shall be a chartered member of the Democratic Women's Club of Florida, Inc. Bylaws of this Club shall comply with State Club bylaws. Any amendments to these bylaws shall automatically adjust to amendments of the State Club.

Section 1. General and primary elections: This Club shall support qualified Democratic nominees in the county, state and national elections. This Club shall not, as an organization, endorse a candidate or candidates in the primary elections. So doing would constitute a forfeiture of membership in the State Club. As individuals, Club members may support Democratic candidates of their choice in primary elections.

Section 2. State dues: Each year this Club shall pay State dues determined by the Democratic Women's Club of Florida Inc. (DWCF). A Club will lose active status by failure to pay State and Region dues. State dues must be paid by June 30 of each year payable to the State Treasurer.

Section 3. Convention: Each year this Club shall send delegates and alternates to the annual State Convention which is held in the fourth quarter of the calendar year. Delegates and alternates shall be elected by the Club membership at least twenty (20) days prior to the Convention. The membership year for delegate purposes, shall be January 1 through December 31. Delegates and alternates shall be elected on the basis of one delegate and one alternate for every five (5) members, but not fewer. Associate members shall not be counted in the total membership used as a basis for election. Club President is automatically a voting member of the Board of Directors of the State Club and for the Convention by virtue of her office as President.

Four (4) copies of the Club's active membership list, with officers noted, shall accompany the Club's check for dues to be sent to the State Treasurer. The membership list shall be signed by the Club President, indicating she or he, has proof that each person listed is a registered Democrat. The Club Treasurer shall send one copy before the Convention to the State President, Credentials Chair and Second Vice-President by U.S. mail or electronically.

Section 4. Regional Council: This Club shall be a member of the Council in the Region where the Club is located. The membership of the Council shall be the Region Chair, Region Vice-Chair, Region Secretary-Treasurer, or the Region Secretary and Region Treasurer, the Club President, Club Vice-President and one elected member from each Club Council. Meetings of the Council shall be no less than two times per year. The Region Caucus held at Conventions does not and shall not constitute a regular meeting.

Additional meetings may be held by the Council and may be called by the Chair or at the written request of five (5) Council members. Twenty (20) percent of the members shall constitute a quorum. This Club shall report to its Region Chair quarterly, with current membership lists, completing the official form. The delegates of each Region in caucus at the State Convention held in the odd-numbered years shall nominate and elect a Region Chair and Vice-Chair.

ARTICLE IV  
MEMBERSHIP AND DUES

Section 1. Any person who is a registered Democrat and who will uphold the objectives of this Club is eligible for membership. Membership dues shall be \$20.00 per year for active members and associate members.

Members who have not submitted payment of their annual dues to their local club by June 1st shall be dropped from the club's membership roster. Under no circumstances shall a club be permitted to include non-paid members with the membership list used as a basis for computation of delegates to the State Convention.

Section 2. Membership Classes

- a. ACTIVE – Membership shall be those members whose dues are current. Proof of Democratic registration shall be presented; membership in this club shall be available without regard to race, color, creed, age, sex or national origin. All members shall comply with the provisions of Club and State bylaws.
- b. ASSOCIATE – Associate members shall be those members who have (1) designated another Club as their parent Club, or (2) satisfied proof of Democratic registration.
- c. LIFE MEMBERSHIP – Life membership may be bestowed upon any member of the DWCF, INC., in good standing, who by virtue of statewide leadership and capability has proven dedication to the principles and aims of the DWCF, Inc. The local clubs are responsible for paying state and regional dues for life members.
- d. HONORARY – Honorary membership may be bestowed upon any Democrat for distinguished, extraordinary or any other unusual or meritorious service or attainment given in the service of the community, state and nation. Recommendation for honorary membership shall be submitted to the club president for presentation to the board of directors, which shall review and make appropriate recommendation to the general membership. A two-thirds (2/3) vote shall be required. Honorary members shall not pay dues.
- e. STUDENT – Student membership shall be a student member who is a registered voter (i.e., 18 years of age) and shall be attending an accredited college, university or high school, with a valid student id. Student members shall hold membership in only one club and may be accepted from areas with no local clubs. Student members will pay state dues of \$4 and region dues of \$1. Each local club shall determine how much, if any, local dues a student member shall pay. Student members may be counted with the membership used as a basis for computation of delegates to the state convention.

Section 3. Code of Ethics:

- a. It is the duty of every Club member to protect the Club against fraud, misrepresentation or any unethical practice.
- b. The spirit of fair dealing, cooperation and courtesy shall govern relations between members of the club. Upon becoming a member, an individual assumes an obligation to conduct herself/himself in accordance with these ideals.
- c. Any member violating this Code of Ethics shall be reported to the President, and by two-thirds vote of the Club's Board of Directors, the member shall be subject to reprimand or removal from the Club.

- d. No unscheduled meetings may be held without due and timely notice to all members via mail, telephone or electronic means such as e-mail or fax. This does not preclude emergency meetings, which can be held provided that all reasonable attempts to reach members has been taken. This also includes all board meetings.
- e. Any local Club member or officer may speak or write for public distribution on any topic, using only her or his own name. Club members or officers wishing to use the name of their local club, in addition to their own name must have approval of the members of the board of directors of their club prior to issuing their statement. "Approval" shall be by the majority vote of the members of the board of directors of their club. Approval may be by poll of the board by telephone or e-mail.
- f. The DWCF logo may be used by local club leaders for the interest and business of DWCF, Inc. and logos cannot be used for purposes of profit.
- g. Members may join any chartered club and are not bound to join the "local" club.
- h. Members who move to another area/club more than three (3) months prior to the annual state convention, shall be included in their new club's membership tally in determining delegate representation.
- i. Club membership lists are to be protected for their privacy. The club shall determine a process to allow – or not – the distribution of their membership list. If the club chooses to allow distribution, requests are to be only for club business/promotion (e.g., no outside solicitation).

## ARTICLE V OFFICERS AND THEIR ELECTION

Section 1. Elected Officers: The elected officers of the club shall be President, First Vice President, Second Vice President, Recording Secretary and Treasurer. Elected officers shall be elected by ballot every other year in odd numbers years in the month of November, following the convention; however, if there is but one nominee for any office, the vote shall be taken by voice. Officers shall assume their official duties in January and shall serve for a term of two years and until the election and qualification of their successors. A person shall not be eligible to serve more than two consecutive terms in the same office.

Section 2. Nominating Committee: There shall be a nominating committee composed of three members, one of whom shall be selected by the Board of Directors who shall be the chair, and two of whom shall be elected by the Club at a regular board meeting at least one month prior to election.

The nominating committee shall nominate one eligible person for each office to be filled and report its nominees at the November meeting at which time additional nominations may be made from the floor.

Section 3. Vacancies: In the event that the office of President becomes vacant, the Vice Presidents, in their order, shall fill the vacancy. All other vacancies shall be filled by the Board of Directors, by majority vote.

Section 4. Appointed Officers and Board Members: The appointed officers shall be Regional Council Representative, Parliamentarian, and Legislative Liaison and shall be appointed by the President. As

directed by the DWCF or its president or consistent with a DWCF goal, the President may create an officer or board position for such purpose and appoint a member to fill such position.

## ARTICLE VI DUTIES OF OFFICERS

Section 1. President: The President shall preside at all meetings of the Club and the Board of Directors. The President shall appoint the appointed officers, the chairs of all standing committees, and make such other appointments as are necessary. All appointments shall be subject to the approval of the Board of Directors. The President shall sign all checks and contracts of the Club; shall report to the Regional Council Chair quarterly, completing the official form. In November, the President shall appoint a committee to undertake a financial review of the Treasurer's books. She or he shall perform such other duties as may be prescribed in these bylaws or assigned to her by the club or by the board of directors; and shall coordinate the work of the officers and committees of the club in order that the objectives may be met.

Section 2. Vice-Presidents: The Vice-Presidents in their designated order shall perform the duties of the President in her or his absence or disability to act. Should a vacancy occur in the office of the President, the Vice-Presidents in their order shall fill the vacancy. The First Vice-President shall be the Chair of the Program Committee. The Second Vice-President shall be Chair of the Membership Committee.

Section 3. Recording Secretary: The Recording Secretary shall record the Minutes of all meetings of the Club and the Board of Directors. She or he shall keep records of all Standing Rules and amendments to the bylaws adopted for the Club. She shall perform such other duties as may be assigned to her or him.

Section 4. Corresponding Secretary: The Corresponding Secretary shall attend to such correspondence as the President and the Board of Directors require, and shall keep accurate files of all correspondence. A correspondence in the name of the Club shall be signed by the Corresponding Secretary or her designee.

Section 5. Treasurer: The Treasurer shall have custody of all the funds of the club; she/he shall deposit all monies into a checking or savings account in the bank as the club may direct. The Treasurer shall be bonded up to five thousand dollars (\$5,000), the premium to be paid by the Club. She/He shall be the sole custodian of all funds and shall disburse them only by authorization of the Club or Board of Directors, with the exception of amounts up to one hundred dollars (\$100). The signature of the President and Treasurer shall be required on all checks and withdrawals. She/He shall keep an itemized account of all receipts and disbursements and report at each meeting of the club and Board of Directors; after which they shall be filed for financial review. A copy of this report shall be given to the Recording Secretary for the minutes and to the President. She/He shall keep a current list of all paid members and see that the State dues are paid by June 30th of each year. A current list of all paid members shall be given to the Recording Secretary for her records, the Membership Chair, and to the President. The Treasurer shall send four copies of the membership list to the State Treasurer by June 30th of each year. The Treasurer's account shall be examined annually by an Financial Review Committee of not less than three members, who are to be satisfied that the treasurer's annual report is correct, and shall sign a statement of that fact at the end of the report. The financial review committee shall be appointed by the

Board of Directors at least two weeks before the annual meeting. A copy of the annual report shall be given to the Recording Secretary for her files and to the President.

Section 6. Parliamentarian: The Parliamentarian shall serve at the pleasure of the President on parliamentary procedures. She or he shall also give advice to other officers, committees and members of the club upon request.

Section 7. Regional Council Representative: The Regional Council Representative shall attend all region meetings and make reports to the club.

Section 8. Legislative Liaison: the Legislative Liaison shall attend/participate in state legislative calls/meetings and make reports to the club.

Section 9. Immediate Past President: The Immediate Past President shall serve as an advisor to the President and to the Board of Directors. She shall serve as Chair of the Grievance Committee.

Section 10. All officers: All officers shall perform the duties prescribed in the Parliamentary Authority, State and Club bylaws. They shall deliver to their successors all official materials no later than ten (10) days following election.

#### ARTICLE VII MEETINGS

Section 1. Regular meetings of the Club shall be held on the fourth Monday of each month unless otherwise provided by the Club membership or the Board of Directors. Ten (10) days notice of these meetings shall be given the membership.

Section 2. Special meetings may be called by the President, the Board of Directors or upon the written request of the number of members required for a quorum. Ten (10) days notice of these meetings shall be given the membership.

Section 3. The annual meeting shall be a regular meeting in November. The regular meeting in December shall be the installation of officers.

Section 4. Twenty (20) percent of the members in good standing shall constitute a quorum.

Section 5. Roberts Rules of Order, Newly Revised, shall govern the Democratic Women's Club of Upper Pinellas in all cases to which they are applicable and in which they are not in conflict with these bylaws.

#### ARTICLE VIII BOARD OF DIRECTORS

Section 1. Board of Directors: The Board of Directors shall consist of the elected and appointed officers, Board of Directors shall serve until the election and qualification of the successors.

Section 2. The duties of the Board of Directors shall be:

- a. To transact necessary business in the intervals between club meeting and such other business as may be referred to it by the club;
- b. To approve the plans of work of the standing special committees;
- c. To appoint a Financial Review Committee at least two weeks before the annual meeting to review the Treasurer's books;
- d. To approve routine bills within the limits of the budget. Authorization of other expenditures not in the budget shall not exceed \$100. Any amount in excess of that shall be voted on by the membership.
- e. To approve appointment of Chairs of Special Committees;
- f. To consider for approval the choice of the President to fill a vacancy on the Board;
- g. To reprimand or remove a member for violating the Code of Ethics;
- h. To make recommendations to the membership about Club activities;
- i. To declare a vacancy in any office or committee for failure to perform stated duties;
- j. To appoint a financial review committee at least two weeks before the annual meeting to perform a financial review the Treasurer's books.

Section 3. Regular meetings of the Board of Directors: Regular meetings of the Board of Directors shall be held monthly, at the call of the President, or by requests of any five (5) members of the Board. Special meetings of the Board of Directors may be called by the President or by a majority of the members of the Board.

Section 4. Quorum: A majority of the Board of Directors shall constitute a quorum to transact business of the Board.

## ARTICLE IX STANDING AND SPECIAL COMMITTEES

Section 1. Committees: There shall be the following Standing Committees appointed by the President: Program; Finance; Membership; Legislative Liaison; Political Action; Publicity; Hospitality; Telephone; Ways and Means; Historian. Special Committees appointed by the President shall be Financial Review, Budget and Campaign. Descriptions/responsibilities for these standing committees can be found in the 2015 DWCF handbook.

Section 2. Grievance Committee: The Grievance Committee shall be composed of the three immediate past Presidents of the Club. The last Immediate past President shall serve as chair. The course of action recommended by the committee shall be reported to the Board of Directors for disposal with a two-thirds (2/3) vote for approval. The decision of the Board shall be final.

Section 3. The President shall appoint such other Special Committees as deemed necessary, with approval of the Board of Directors.

Section 4. The President shall be a member *ex officio* of all committees except the Nominating Committee.

ARTICLE X  
DISSOLUTION

In the event the Club shall be dissolved for any reason, after all bills are paid, any remaining assets shall be given to the Democratic Women’s Club of Florida Inc. This shall be accomplished by the remaining members within the scope as specified in the Internal Revenue Code as amended from time to time.

ARTICLE XI  
AMENDMENTS

Section 1. These bylaws may be amended or revised at any regular meeting of the Club by a two-thirds (2/3) vote of the members present, provided notice of the proposed amendment(s) shall have been given to the membership (30) days prior to the meeting, and that the proposed amendment(s) have been approved by the DWCF Parliamentarian.

Section 2. By a majority vote at the Membership meeting of the Club, two-thirds (2/3) vote of the Board of Directors, a committee may be appointed to recommend revision(s) of the bylaws. Standing Rules may be suspended by a majority vote or they may be amended or rescinded by a two-thirds (2/3) vote of the Board of Directors.

Bylaws approved  
(conforming amendments required by the DWCF  
are deemed automatically in effect without a DWCF vote)

(Name) \_\_\_\_\_  
Club President

Date \_\_\_\_\_

(Name) \_\_\_\_\_  
Club Secretary

Date \_\_\_\_\_

(Name) \_\_\_\_\_  
DWCF Bylaws Committee Chair

Date \_\_\_\_\_