

14th Ward Independent Democratic Club 12-8-17

Explanation of Proposed Amendments to Club Constitution and Bylaws

Note: “Club” = 14th Ward Independent Democratic Club

CHANGE #1 (to Constitution) Affects Constitution, Section III.

In Constitution, Section III:

1. Move sentence listed in A. (“Membership in the organization shall be open to anyone who supports the purposes set forth above”) to just after the heading of the section “Membership” following a colon (:).
2. Rename section B. to A.
3. Rename section C. to B.
4. Add phrase at the end of the new subsection A, “and are current in their payment of dues as specifically described in the By-Laws, Article IX (Voting Eligibility).”

The purpose of this change is to make clear there are two categories of membership, Voting and Associate, which will be listed in sub-sections A and B and both require support of the purposes of the organization stated in Section II of the Constitution. The phrase added to the new section A makes it clear that to be eligible to vote, payment of dues as required in the By-Laws, Article IX must be made.

CHANGE #2 (to Constitution and Bylaws) Affects Constitution, Sections VI and VII(B). Affects Bylaws, Sections I(B); addition of I(E); renaming of prior I(E) to I(F) and prior I(F) to I(G); V(D); VII(B); and VII(C).

Change the Constitution and Bylaws to add a 3rd Vice-President whose job it will be to chair the Fundraising Committee. The Fundraising Committee’s tasks include running the annual spring fundraiser. Several sections are involved to add this position.

CHANGE #3 (to Constitution) Affects Constitution, Section X.

In Constitution, Section X, change “All voting shall be in person and not by proxy”
to

“All voting by the general voting membership shall be in person and not by proxy”
adding in the phrase “by the general membership”

The purpose of this change is to make clear that this section concerns voting by the general voting membership.

CHANGE #4 (to Constitution) Affects Constitution, Section XI.

In Constitution, Section XI, change “Article VIII., A. and B.” to “Article IX., A. and B.” This fixes an existing error. Section XI refers to “Amendments” which is in section IX and not VIII.

CHANGE #5 (to Bylaws) Affects Bylaws, Section II(B).

Modify in Bylaws (change in bold):

II. Duties and responsibilities of the Board:

...

- B. Actions may be taken by the board by a simple majority of votes cast, provided that no fewer than **10** board members cast votes.

There are 19 Board members plus possibly an Immediate Past President (if that person is interested and is still a 14th Ward resident and Democratic voter) that can vote on board action. Now, 12 are required to

cast a vote for the vote to count. The proposal is to reduce that number to 10. A simple majority of the votes cast will still be required to take action.

CHANGE #6 (to Bylaws) Affects Bylaws, Sections IV(A), IV(B), and IV(C).
Modify in Bylaws (changes in bold):

- IV. Voting Eligibility
 - A. Current **voting** members (i.e., those who have paid dues within the past two calendar years) may pay their dues in full and vote at the Endorsement Meeting.
 - B. All current **voting** members **with dues paid in full** may vote at the Annual Meeting and for bylaws changes.
 - C. New **voting** members must have paid their dues at least 60 days prior to the Endorsement Meeting in order to vote.

Section III, Membership, in the Constitution provides that there are two categories of member: voting membership and associate membership. Adding the term “voting” in this bylaws section confirms that only “voting members” (Club members who are also 14th Ward registered Democratic voters) can vote at the Annual Meeting for the Club Board and Officers, in the Endorsement vote, and for bylaws changes. Associate members (not 14th Ward registered Democratic voters) cannot so vote. Also, in section IX of the Constitution (Amendments), it states that “the Voting Membership shall be notified in writing of all proposed amendments in at least 15 days in advance of the meeting at which the proposed amendments are to be voted on.” This is a confirmation that only “voting members” vote for Board members, Constitution and bylaws changes, and candidate endorsement. Subsection B was amended with the phrase “with dues paid in full” to ensure that only voting members who are current in payment of dues can vote at the Annual Meeting and for bylaws changes.

CHANGE #7 (to Bylaws) Adds new section to Bylaws, Section X.

Insert a new Conflict of Interest policy at end of the Bylaws as section X. The Board wants to be aware of and be able to manage actual conflicts of interest and the appearances of a conflict of interest.

- X. Conflict of Interest:
 - A. A Board Member shall disclose to the Board any potential conflict of interest based on a relationship with a candidate for a public office for which the Club makes endorsements. Situations requiring disclosure to the Board include, but are not limited to, the following:
 - 1. If a Board Member has decided to run in the current or subsequent calendar year for a public office for which the Club makes endorsements, the public office and election (primary, general, special; and year) must be disclosed to the Board.
 - 2. If a Board Member is being paid (in money or in-kind) by a candidate for a public office for which the Club makes endorsements who is seeking office in the current or subsequent calendar year, the candidate, public office being sought, election (primary, general, special; and year), and campaign role of Board Member must be disclosed to the Board. Volunteering for a candidate in an official campaign position must be disclosed (along with information listed in prior sentence) to the Board, however general volunteering need not be disclosed.
 - B. A Board Member shall disclose to the Board any matter other than those described in X(A) above which may cause a Board Member to have an actual conflict of interest with Club business or an appearance of a conflict of interest.
 - C. Upon receipt of a disclosure, the Board shall determine if there is a conflict of interest or the appearance of a conflict of interest and how to manage it.