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BYLAWS OF

ASSYRIAN DEMOCRATS

Of The BAY AREA

(ADBA)

Established 2021

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Article I. Name and Location

The name of this organization is the "Assyrian Democrats of the Bay Area" ("ADBA"), an unincorporated, nonprofit association. The location of this organization is Santa Clara County, California, also commonly known as Silicon Valley.

Article II. Origin and Purpose

ADBA is a grassroots political organization. The principal purposes of ADBA are:

- Promote progressive values such as democracy, equality, and social and racial justice through education, participation and advocacy.
- Empower Assyrian American political voices
- Advance and protect the interest of Assyrian Americans
- Inspire and promote grassroot participation in the political process
- Assist Assyrian American Democrats who seek local political positions, statewide and nationally
- Provide a vehicle through which members can participate at all levels of the Democratic Party
- Identify and support suitable candidates for elective offices
- Provide a forum for communicating progressive ideas in the Assyrian community.

Article III. Affiliation

Santa Clara County Democratic Central Committee

ADBA shall maintain affiliation with the Santa Clara County Democratic Central Committee. As a chartered and affiliated club, ADBA will comply with the bylaws of the Santa Clara County Democratic Central Committee and the California Democratic Party, as they apply to fully-chartered local affiliates.

California Democratic Council

ADBA shall also maintain an affiliation with the California Democratic Council.

Article IV. Membership and Dues

A. **Eligibility.** Subject to the satisfaction of all requirements specified in this Article IV, membership in ADBA is open to all registered Democrats and Independents who subscribe to ADBA's policies and purposes and who wish to assist in the advancement of its principles with interest in issues of concern to the Assyrian American community. At least twenty (20) members must be registered Democrats in Santa Clara County.

B. **Payment; Good Standing.**

- Each member shall pay dues on an annual basis, as follows: Individual \$25 Household \$50 Senior (over age 60) \$10 Student (Full time) \$10
- Dues are due on January 1, and payable by January 31 of each calendar year.
- Annual dues for new active Club members shall be prorated on a monthly basis.

C. **Limitations on Holding Office, Voting.** Only members in good standing for not less than six (6) months may qualify to serve on the Executive Board (discussed further in Article VII below). Only members in good standing for not less than three (3) months may vote on a matter of whether to endorse a candidate for elective office or to declare a position on any ballot initiative proposed legislation (discussed further in Article XI.A below).

D. **Member Information.** Each member shall provide his/her full name, residence or business address, telephone number and a valid email address (if available). A member's information may be shared with other organizations as approved by the Executive Board only with the express consent of such member.

E. **Members under age 18.** Individuals under age 18 are allowed to join as long as they pledge to register as a Democrat when they turn 18 years old.

Article V. Member Meetings

A. **Organizational Meeting.** This Constitution and Bylaws (the "Bylaws") were duly adopted, and the initial Executive Board of ADBA was elected, at the organizational meeting of ADBA held in May 24th 2021.

B. **General Meetings.** General meetings to conduct ADBA business may be held periodically on dates specified by the Executive Board of ADBA not less than twice a year.

C. **Special Meetings.** Special meetings of the members may be called at any time upon by the President or Vice President or the written request of ten (10) members or ten percent (10%) of

the total membership of ADBA, whichever is less, delivered to any member of the Executive Board.

D. **Notice.** All members shall be given notice of the date, time and location of all member meetings, as well as a brief description of the subject matter(s) to be addressed and any matter(s) intended to be voted upon, at least (i) fourteen (14) days in advance for the annual meeting, and (ii) five (5) days in advance for all other member meetings, or such longer period as provided in Article VI.B regarding proposed amendments to these Bylaws. Notice shall be given by electronic mail or, if no email address has been provided, by other practical means. Notice will also be posted on the official ADBA website.

E. **Procedure; Participation by Non-Members.** Member meetings will be conducted in a manner to promote consensus decision-making to the extent reasonably possible. Robert's Rules of Order Newly Revised shall be used to govern parliamentary procedure at all member meetings, except that Robert's Rules of Order may be suspended to conduct emergency business at the discretion of the chair of the meeting. Members not in good standing and other persons, including visitors, may participate in a meeting of the members of ADBA at the sole discretion of the meeting chair.

F. **Community Gatherings.** From time to time ADBA may sponsor gatherings open to the general community to exchange ideas and share information on topics of common interest. Notice of these events will be posted on the official website ADBA.

Article VI. Quorum and Voting Requirements For General Meetings

A. **Quorum.** No official action may be taken at any meeting of the members unless a quorum of twenty five percent (25%) is present.

B. **Member Voting; Supermajority Requirements.** Each member in good standing (as defined in Article IV.C above) is entitled to one vote. The affirmative vote of a majority of all members present, entitled to vote, and voting at a duly noticed meeting at which a quorum is present is required to pass any resolution or to elect any Executive Board member, except that a greater number of votes is required as follows:

1. The affirmative vote of two-thirds (2/3) of all members present, entitled to vote, and voting at a duly noticed meeting at which a quorum is present is required to endorse any candidate for elective office or to declare a position on any ballot initiative or proposed legislation.

2. The affirmative vote of two-thirds (2/3) of all members present, entitled to vote, and voting at a duly noticed meeting at which a quorum is present is required to amend any provision of these Bylaws.

No vote on any action requiring greater than a majority vote may be taken unless specific details of the proposed action were provided to members in the notice of meeting. With respect to resolutions to amend these Bylaws, said notice must be given to all members at least thirty (30) days in advance of the meeting and posted on the official website of ADBA.

C. **Proxies.** The Executive Board may adopt procedures to enable members who cannot attend a meeting to cast their vote by proxy. The procedures shall include appropriate safeguards to ensure authenticity and protect confidentiality, and shall specify the means for revoking a proxy.

Article VII. Executive Board

A. **Term; Officer Positions.** The Executive Board is elected by the members biannually for two-year terms (or until their successors have been elected and qualified) and is responsible for governing ADBA. The Executive Board consists of minimum of nine officers:

President and Vice President, who shall be committed to a spirit of collaborative leadership, Secretary, Treasurer and five Committee Chairs (5) as follows: Political Affairs Chair, Programs and Community Services Chair, Communications Chair, Membership and Recruitment Chair, and Cultural Affairs Chair. In addition, the Vice President will serve as Assistant Treasurer to Treasurer. Additional members to the board might be added at the discretion of the Executive Board and approval of a general meeting of ADBA members.

B. **Eligibility to Hold Office.** Any person in attendance at the organizational meeting of the members may be elected to the Executive Board. Thereafter, only members in good standing (as defined in Article IV.C above) for not less than six (6) months may qualify to serve on the Executive Board.

C. **Description of Duties.** The duties of the officers elected to the Executive Board are as follows:

1. **President and Vice Vice President.** They are responsible for the overall direction of ADBA activities and serve as the spokespersons for ADBA. One of them, as agreed to between them, chairs each meeting of the members and of the Executive Board. In addition, they are responsible for ensuring that the annual meeting of the members occurs once per year; calling other regular meetings of the members; calling meetings of the Executive Board; appointing the chairs for ad hoc committees, subject to ratification by the members at the next member meeting; appointing the members of each standing and ad hoc committee in consultation with the respective chair of such committee; representing ADBA before the Santa Clara County Democratic Central Committee and California Democratic Council; and collaborating with the

other officers in furthering the purposes of ADBA. In the event that the Treasurer resigns, is removed or is unable to fulfill the remainder of his/her term, the Vice President who has been designated as Assistant Treasurer shall immediately assume and carry out the Treasurer's duties until an interim Finance Chair is appointed in accordance with Article VIII.D.

2. **Secretary.**

- **Recording Duties:** The Secretary records and keeps minutes of all meetings of the members and the Executive Board; conducts balloting for all elections; maintains a current list of all members; maintains copies of reports, correspondence and other writings reflecting the official business of ADBA; and collaborates with the other officers in furthering the purposes of ADBA.
- **Corresponding Duties.** The Secretary sends minutes of member meetings to all members in a timely fashion; sends minutes of Executive Board meetings to all officers in a timely fashion; sends to all members notices of the meetings of the members, as well as notices of meetings of the Executive Board and other committees;

4. **Treasurer.** The Treasurer maintains all financial records and accounts of ADBA in compliance with applicable law; receives and disburses all member dues and other funds of ADBA, keeping an accurate record of all receipts and disbursements; upon request, provides receipts for all disbursements and a current bank balance reconciliation to President and Vice President for his/her review and approval; deposits all ADBA funds with a bank or credit union approved by the Executive Board; reports to each regular meeting of the members the current financial status of ADBA; files any reports required in accordance with campaign finance or related regulations; performs such other duties as usually pertain to this office; and collaborates with the other officers in furthering the purposes of ADBA.

5. **Committee Chairs.** The Committee Chairs will assist the other officers as appropriate and collaborate with them in furthering the purposes of ADBA. They also are responsible to define and plan the activities of the committee they are in charge of and propose to ADBA Executive Board for review and approval.

Article VIII. Nominations and Elections of Officers

A. **Conduct of Elections.** The initial election of officers shall be conducted at the organizational general meeting and thereafter at the biannual general meetings. Only members in good standing for not less than three (3) months may vote to elect organization officers. All contested elections will be determined by secret ballot, while uncontested elections may be by voice vote. If no candidate for a particular office receives a majority vote, a run-off vote will be taken between the top two nominees for that office.

B. **Nominating Process.** The Nominating Committee will serve as a search committee, encouraging ADBA members to run for leadership positions within ADBA. The Nominating

Committee will propose a slate of eligible candidates in writing to the members in the notice. Further nominations from the floor at the annual meeting may be considered if made and seconded by any two members present and entitled to vote at the meeting.

C. Removal from Office. An officer may be removed from office before the expiration of his/her term only upon (i) the unanimous vote of all other officers and (ii) the affirmative vote of a majority of the members of ADBA.

D. Interim Appointments. If an officer resigns, is removed or is unable to fulfill the remainder of the officer's term, the President and Vice President shall appoint an acting replacement. Such appointments shall be effective until the next general meeting of the members for the purpose of electing a replacement. At the meeting (i) the acting replacement shall be confirmed by a majority of the members, or (ii) a new replacement shall be elected to fill the remainder of the applicable term, provided that the nomination for the new replacement is made and seconded by any two members present and entitled to vote at the meeting.

In the event both President and Vice President leave office simultaneously and before the end of their terms (or if one leaves without appointing a replacement for the other), the remaining Executive Board members shall elect a new President and Vice President. Such appointments shall have the effect of any other interim appointment and follow the same post-appointment procedure as above.

E. Election Process:

- President and Vice President are not eligible to be elected for their respective positions for more than two consecutive terms.
- Candidates shall specify the position they are running for.
- The President and Vice President shall run on the same ticket.

Article IX. Meetings of the Executive Board

A. Meetings. The Executive Board may meet in person or by telephone at the discretion of the President and Vice President or upon request of an Executive Board member. No official action may be taken at any meeting of the Executive Board unless a quorum of fifty percent (50%) of all officers are present. The President or Vice President shall officiate all meetings of the Executive Board. A report of all actions taken shall be provided at the next meeting of the members.

B. Action By Written Consent. The Executive Board in its discretion may also take action by written consent (including electronic mail) upon agreement by a majority of the Executive Board members, provided that a report of all such actions is provided at the next meeting of the members.

C. The Executive Board shall meet at least monthly.

Article X. Standing and Ad Hoc Committees

A. **Standing Committees.** There shall be five (5) standing committees of ADBA, Political Affairs, Programs and Community Services, Communications, Membership and Recruitment, and Cultural Affairs. These committees are composed of organization members and are designated by the committee chairs in coordination with the Executive Board. There can also be an interim nominating committee that will be designated by the Executive Board prior to election of the upcoming Executive Board. Other ad hoc committees may also be formed by members and by approval and recommendation of the Executive Board.

Except for the Political Affairs Committee, there is no required minimum number of committee members. The standing committees are further described as follows:

1. **Nominating Committee.** This interim committee is designated by a general meeting prior to the biannual meeting of the members and shall consist of 3 members. It is responsible for nominating suitable officer candidates for the Executive Board. Only members in good standing for not less than three (3) months are eligible to serve on the Nominating Committee.

2. **Political Affairs Committee:** This committee shall at least be must comprised of three (3) members, which is responsible for receiving, reviewing, evaluating, and making recommendations with respect to all requests for endorsement by ADBA of any candidate for elective office, ballot initiative or proposed legislation and all proposals to make a campaign contribution.

3. **Programs and Community Services Committee.** Is responsible for proposing and organizing events or other activities to raise funds to be used to further the purposes of ADBA, developing ideas and programs for grass root activities such as voter registration, volunteering in election cycles, helping in community churches, charity organizations, etc.

4. **Membership Committee.** Is responsible for developing proposals for and overseeing recruitment of new members and addressing issues related to membership.

5. **Communications Committee.** Is responsible for developing ideas for community outreach, assisting in the drafting of ADBA's position statements, overseeing the ADBA website,

newsletter, blog page, social media sites, and furthering external communication of ADBA's message.

7. Cultural Affairs Committee. Is responsible for developing ideas and programs for promoting cultural programs in Assyrian community and collaborative cultural works with other communities and Democratic clubs and organizations to further ADBA goals and programs.

D. Ad Hoc Committees. Ad hoc committees of ADBA may be formed to address specific issues or projects, such as youth affairs, if approved by the Executive Board. Approval of any ad hoc committee budget must come either from the Executive Board or the general membership. Any significant recommendation or proposal made by an ad hoc committee must first be approved by the Executive Board.

E. Committees Meetings. Meetings of committees will be held at such dates, times and places as determined by the membership of each committee. A committee in its discretion may also take action by written consent (including electronic mail) upon agreement by a majority of the committee members. A report of actions taken at a committee meeting shall be provided at the next regular meeting of ADBA members.

Article XI. Endorsements

ADBA Endorsements

ADBA may from time to time endorse Democratic candidates for office or declare a position on a ballot initiative or proposed legislation.

Proposals for Endorsement

Any member may propose that ADBA endorse a candidate for elective office or declare a position on a ballot initiative or proposed legislation. A request for consideration of a candidate shall be referred for review to the POLitical Affairs Committee, which shall provide its recommendation at the next meeting of the members.

Member Approval

ADBA may endorse any eligible candidate or declare a position on any ballot initiative or proposed legislation upon the approval of the members in accordance with Article VI.B. If requested by at least three (3) members, voting shall be by secret ballot. Only members in good standing (as defined in Article IV.C above) for not less than three (3) months may vote on a matter of whether to endorse a candidate for elective office or to declare a position on any ballot initiative or proposed legislation.

Participation in State Party Endorsements

As a chartered Democratic club, ADBA is entitled to participate in pre-endorsing conferences conducted by the California Democratic Party (“CDP”) at the regional level, as part of the CDP’s multi-step process for endorsing candidates and ballot propositions and initiatives. ADBA’s participation is governed by Article VIII, Section 3g(5)(c) the CDP Executive Board’s Bylaws (as amended November 2014), certain elements of which are described below.

1. In the year prior to the pre-endorsing process, a roster of ADBA members in good standing and duly registered as members of the Democratic Party of California as of July 1 of said year shall be submitted to specified county and state party representatives in accordance with applicable party requirements. A “member in good standing” has the meaning set forth in Article IV.C above, and the status of such members included in the roster shall be certified by the President, or Vice President, Secretary or Treasurer of ADBA.

2. ADBA’s member representative(s) to a particular pre-endorsing conference shall be from a roster described above. As to those Assembly Districts in which ADBA members reside (e.g., AD 24, AD 28), ADBA may designate one representative who is a resident of such Assembly District for each full (not a fraction thereof) 20 members in good standing registered to vote in the Assembly District who were listed on the roster.

ADBA President and Vice President shall select the representative(s) to the pre-endorsing conference, subject to agreement of the member and approval by the Executive Board at a meeting or by written consent, with the objective of equally apportioning representatives between men and women to the extent possible. As ADBA members who are also members of other club(s) may only be counted for representation once, the applicable Democratic Party Executive Board Regional Director will assign such members to ADBA’s or another club’s roster in accordance with the Democratic Party Executive Board Bylaws.

Article XII. Dissolution of ADBA

In the event of a termination or dissolution of the ADBA, regardless of circumstances, any funds held by the ADBA after satisfaction of all debts and disbursements shall be donated in full to the Santa Clara County Democratic Central Committee or in equal parts to its successor organizations.