

# BYLAWS OF DFA - MC Democracy For America - Maricopa County

## Article I. Organization

Section 1. Name. The name of this Organization is **Democracy For America - Maricopa County**, abbreviated **DFA - MC** (here-in-after referred to as DFA-MC or the Organization). The name "Arizona - Volunteers Organized for Tomorrow's Elections", abbreviated as 'AZ-VOTE' was in use by this organization from 2004 until early 2006 with the change to DFA - MC becoming effective with the ratification of these Bylaws. All properties obtained such as internet URLs, trade name, etc. accrue as assets for the use of the Organization.

Section 2. Tax-exemption. The Organization shall be operated as not for profit and is registered with the IRS under the EIN# 20-XXXXXXX.

Section 3. Electioneering eligibility. The Organization is registered with the Secretary of State in Arizona as a political committee. As need arises for electioneering purposes, the Organization may additionally file with the FEC or county or municipalities as appropriate for maintaining legal requirements.

## Article II. Objectives

Section 1. Guidance. DFA - MC is a group of Arizona volunteers working in support of the agenda of Democracy for America and Governor Howard Dean. We shall strive to keep accurate records, operate transparently, and remain accountable.

Section 2. Purpose. Our purpose is to build civic participation aimed at electing progressive Democrats to office and to promote progressive policies on major issues.

Section 3. Mission. Our mission is to boldly uphold the principles of equality, justice and the democratic process by supporting socially progressive and fiscally responsible candidates and issues, providing training, getting out the vote, and offering public forums and other resources aimed at open political discourse.

### **Article III. Administration**

Section 1. Governing Body. The Organization shall be governed by an Executive Committee (here-in-after EC) composed of Five (5) Titled Officers being the Chair, Vice-Chair, 2nd Vice-Chair, Treasurer, and Secretary with the option of adding up to six (6) At-Large Officers. One person equals one vote. Proxy voting may be defined as a matter of policy. Decisions including policy statements shall be adopted by a majority vote, with the exception of removal of membership (see Article IV.), removal of an Officer (see Article III Section 2. A. 2. c) and endorsements (see Article III Section 7).

Section 1. A. Qualifications. A person must be registered to vote in Arizona as a Democrat to qualify to serve as an Officer of the Organization or cast a vote in Executive Committee business.

Section 1. B. Officers. The Officers shall consist of the Chair, the Vice-Chair, the 2<sup>nd</sup> Vice Chair, the Treasurer, the Secretary, and six (6) At-Large Officers. The duties of the Officers shall include but not be limited to:

Chair - The Chair shall direct the affairs of the Organization as its executive officer. The Chair shall preside over all meetings of the EC; shall prepare the agenda for meetings; shall see that orders and resolutions of the EC are carried out; and shall sign all leases, contracts and other written instruments. The Chair shall appoint such appointees, committees or Teams as are deemed necessary to carry out the programs and policies of the Organization. The Chair shall report to the EC on such appointments and committees or Teams at the regular meetings. Such appointees, committees and/or Teams shall serve at the pleasure of the Chair. The Chair is responsible for preparing the annual budget proposal.

Vice-Chair - The Vice-Chair shall assist the Chair in the performance of his/her duties. When necessary, the Vice-Chair shall act in the place and stead of the Chair in the event of his/her absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the EC. In the event of the death, resignation or removal of the Chair, the Vice-Chair shall become the Acting Chair, pending the election of a new Chair.

2nd Vice-Chair - The 2nd Vice-Chair shall assist the Chair and Vice-Chair in the performance of their duties. When necessary, the 2nd Vice-Chair shall act, following the Vice-Chair, in the place and stead of the Chair in the event of his/her absence or inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the EC. In the event of the death, resignation or removal of the Vice-Chair, the 2nd Vice-Chair shall become the Acting Vice-Chair, pending the election of a new Vice-Chair.

Treasurer - The Treasurer shall receive all monies of the Organization, giving receipts therefore, and shall deposit them in such bank as shall be designated by the EC. The Treasurer shall disburse the funds of the Organization in the manner approved by the EC, shall keep a record of all receipts and disbursements, and shall make reports thereof at business meetings of the EC. The Treasurer shall sign all checks and promissory notes of the Organization, shall keep proper books of account, shall cause an annual review of the Organization's books to be made at the completion of each budgetary year, and shall prepare an annual report of income, expenditures and cash balances to be presented to the EC. The Treasurer is responsible for filing all financial disclosure reports with the Arizona Secretary of State in a timely manner and shall make reports of all such filings to the EC, as well as provide a copy to the Secretary for archiving. The Treasurer shall maintain compliance with FEC and IRS, as well as applicable state and local campaign finance regulations in regards to the financial dealings of the Organization. The Treasurer shall maintain the donor list and ensure that, outside of government required filings, the privacy policy is followed. The Treasurer may assign a designee from among the EC, other than the Chair, to assist with the duties of the Treasurer. The designee serves at the pleasure of the Treasurer.

Secretary - The Secretary shall keep minutes of all meetings of the EC and provide a copy in a timely manner for the use of the EC, a roster of members of the EC with their addresses, a copy of the formal reports of EC Officers and subcommittees or Teams, and a copy of all founding documents and resolutions adopted by the Organization. The secretary shall archive materials for the continuity of the Organization across administrations. The Secretary shall perform such other duties as required by the EC.

At-Large Officers - The At-Large Officers shall attend EC meetings; may introduce and vote on all measures considered; and participate in the governance of the Organization including serving as a representative for the Organization in the community and acting in a leadership role to realize the mission of the Organization.

Section 2. Elections and Terms. The Officers of the EC are elected to serve a term of one year. Election of Officers is to be held between January 15<sup>th</sup> and March 15<sup>th</sup> each year. Officers are to be nominated and voted on by the membership (see Article IV) in a meeting announced by either postal mail or email to the membership at least ten (10) days prior to the election.

Section 2. A. Vacancies in the Executive Committee. In the event of resignation, removal or death of an Officer, the successor shall be selected by majority vote of the remaining Officers of the EC. Any meeting at which a vacancy on the EC shall be filled requires at least five (5) days (postmarked or e-mail return receipts) advance notification of the remaining Officers of the EC. An election to fill the vacant seat shall be conducted no more than thirty (30) days from the time the

seat becomes empty. The Officer appointed to such a vacancy shall serve for the remainder of the term of the Officer he/she replaces.

Section 2. A. 1. Resignation. Any Officer may resign at any time by giving written notice to the EC in session, or the Chair or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, the acceptance of such resignation shall not be necessary to make it effective.

a. Any Officer who seeks an elected political office or to serve as Chair or Treasurer on a committee for a political candidate, initiative, referendum, or recall, shall notify the EC in writing to vacate his/her EC office prior to any legal filing to join or initiate the other committee.

b. If an Officer is absent for three consecutive EC meetings without cause, such absence shall be deemed a resignation. The Chair holds the discretion to grant one excused absence, per officer per calendar year; such action shall be recorded in the minutes.

Section 2. A. 2. Removal. Cause for removal is defined as noncompliance or malfeasance by the person whose removal is sought with the duties of that person's office as set forth in these articles or noncompliance with the requirements of the law.

a. Petition for Removal. A majority of the EC may seek removal of an Officer by signing a petition containing specific written reasons for removal and delivering the petition to the Secretary. Should the Secretary be the Officer whose removal is sought, then the petition shall be delivered to the Chair.

b. Decision on Petition for Removal. Within ten (10) days of receiving such a petition, the Chair shall poll all elected Officers of the EC to determine if the allegations in the petition would qualify as cause for removal of the Officer. Unless a majority of the Officers polled believe that the petition alleges cause for removal, the petition shall be dismissed without further action.

c. Call for Meeting to Vote on Removal. Upon determining that cause for removal exists, the Chair shall convene a Special Meeting of the EC. Removal of an Officer shall be by majority vote plus one.

d. Should the Chair be the Officer whose removal is sought then the Vice Chair and Secretary shall fill the role of the Chair in executing the required actions for removal.

Section 3. Compensation. No Officer shall receive compensation for any service she/he may render to the Organization. However, any Officer may be reimbursed for reasonable out-of-pocket expenses incurred in the performance of official duties. Independent contractors may be hired at a fair market value to provide service or goods as determined by the EC.

Section 4. Annual Budget. The annual budget, as approved, shall be in effect for the year starting on the first of the month after approval. Any expenses in excess of the amount budgeted shall be subject to the approval of the EC. An itemized statement of expenses and income shall be furnished by the Treasurer at business meetings of the EC, with a minimum frequency of once per year. The annual budget shall be proposed at the first regular meeting after the annual election of Officers and approved at the following meeting of the EC.

Section 5. Meetings. Regular Meetings. The EC shall convene regular meetings at a minimum of once every ten weeks, at a time and place designated by the Chair. Failure by the Chair to call a regular meeting within ten weeks devolves the responsibility to the Vice Chair. Failure by the Vice Chair to call a regular meeting within twelve weeks of the last regular meeting opens the responsibility to any EC Officer. Regular meetings are open to attendance by the membership of the Organization. Meetings shall be conducted according to parliamentary procedure, referencing the current edition of "Robert's Rules of Order, Newly Revised". No member shall speak longer than five minutes at one time except as provided in the agenda as accepted for the meeting or by approval of the EC present.

Section 5. A. Special Meetings. Special meetings may be called at any time by the Chair or if he/she receives a written request by four (4) or more Officers of the EC. Such meetings shall be limited to those items for which the special meeting is called. Special meetings may be conducted as closed meetings of the EC Officers only, as determined by the Chair. Special meetings require notification by postal mail or return receipt email.

Section 5. B. Notice of Meetings. Written notice via e-mail of each meeting shall be sent to EC Officers not less than five (5) days before the meeting, by or at the direction of the Chair or person authorized to call the meeting. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting. It is the responsibility of each Officer to provide current contact information to the Secretary.

Section 5. C. Quorum. The presence of a majority number of EC Officers shall constitute a quorum for any action. If such quorum shall not be present at any meeting, the Officers entitled to vote thereat shall have the power to adjourn the meeting, without notice other than announcement at the meeting which shall be read into the minutes of the next meeting convened for which there is a quorum.

Section 5. D. Action Taken Without a Meeting. The EC shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the approval by a vote. Any action so approved shall have the same effect as though taken at a meeting of the EC. Actions taken without a meeting include those conducted via phone or internet. Any motions or vote tallies must be recorded into the minutes at the next regular meeting.

Section 6. Assets and Confidentiality. The membership and donor list shall be treated as an asset of the Organization and any EC Officer using them must sign a confidentiality statement and adhere to the privacy policy as adopted by the EC.

Section 7. Endorsements. An Endorsement by the Organization shall be approved by a vote of a majority plus one of the EC. The EC shall be responsible for ensuring that full compliance with legal filings for the Organization is arranged prior to issuing any endorsement; i.e. a federal candidate requires FEC filing, a municipal candidate requires filing with the municipality in jurisdiction, etc.

#### **Article IV. Membership**

Section 1. Definition of Membership. Membership in this organization shall be open to any individual who supports the objectives of the Organization and who has paid the twelve (12) month membership fee. The membership fee shall be determined by the EC. One year's membership entitles the member to nominate and cast a vote for EC Officers at one annual election. Any additional benefits of membership shall be determined by the EC. Members are responsible for providing change of address notifications to the Organization. Membership dues may be waived by a decision of the EC in very rare cases of individuals who make significant contributions of time or effort to the Organization. Membership may be revoked for cause if approved by a two-thirds (2/3) vote of the EC.

#### **Article V. Amendment**

Section 1. The EC shall have the power by majority vote to make, alter, amend, or repeal the Articles, sub-articles, or Bylaws of the Organization. Any meeting where changes to the Bylaws are to be put to motion or voting requires five (5) day advance written notice to all EC Officers (postmarked or e-mail return receipts). Such written notice shall be by 1<sup>st</sup> class U.S. Mail or by email with return receipt requested and the results of the email return receipts recorded into the minutes at the next meeting. Motions and voting to change any portion of the Bylaws shall occur only with a majority of all EC Officers present.

#### **Article VI. Miscellaneous**

Section 1. Enforcement. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

Section 2. Debts.. No member of the EC shall be held personally liable for any debts of the Organization.

Section 3. Dissolution. Should this organization dissolve, the monies and assets remaining after settlement of debts will be donated to another club or organization with the same or similar purpose as the Organization; specifically Democracy For America or Maricopa County Democratic Party.

## **Article VI. Authorization**

[See original for signatures]

[The Executive Committee Officers ratified and signed these Articles as the Bylaws for the regulation of the affairs of the Organization in 2006 replacing the 'Letter of Intent' which was adopted in March 2004. The Bylaws document was notarized by Tammy Patrick and the text was published. - Catherine Miller, Chair]

[These Bylaws were amended in March 2007. - Katherine Ingram, Chair]