

Latino Democratic Club of Montgomery County LDC/MC

BYLAWS

(As adopted September 18, 1995, Amended October 9, 1995, Amended, May 30, 2013,
and Amended November 5, 2015)

Article I - Name

The name of this organization shall be the "Latino Democratic Club of Montgomery County" (LDC/MC), an organization rooted in Montgomery County in the State of Maryland.

Article II - Purpose

The purpose of this organization shall be to promote and advance the civic and political engagement of the Democratic Latino community in Montgomery County. The purpose of the organization shall be accomplished by: a) recruiting and organizing Latino/a Democrats and allies, b) encouraging and preparing Latino/a Democrats to run for office and c) exercise our political power within the Democratic Party.

Article III - Membership

Section 1. "Regular Membership" in this organization shall be open to all who declare commitment to bringing the purpose of this organization to life through signing the membership form and paying yearly dues.

Article IV - Officers and Board of Directors

Section 1. Eligibility to serve as an Officer or a member of the Board of Directors of this organization shall be open to all those who are "Regular Members" of this organization.

Section 2. The elected leaders of this organization shall consist of the members of the Board of Directors and the Officers: President, Vice President, Secretary, and Treasurer. The Board of Directors may consist of up to eleven (11) members but no less than five (5).

Section 3. The duties of Officers and Directors of this organization are prescribed as follows:

- (a) The President shall be the Chief Executive Officer of this organization and shall preside at Membership Meetings and Executive Board Meetings of this organization. The President shall serve as an ex officio member of all standing, special, and ad hoc committees of this organization except the Nominating Committee. Additionally, the President shall be the sole officer responsible for preparing and transmitting official correspondence to members and outside

- entities. The President may assign another Executive Board member the task of sending out notices or online communication on a case-by-case basis.
- (b) The Vice President shall be the Chief Operating Officer of this organization, shall perform the duties of President in the absence of the President, shall fulfill such other duties as are designated by the President, and shall automatically succeed to the position of President if a vacancy should occur in the office of President during a term of office. Additionally, the VP shall maintain the official roster of current Regular Members of this organization.
 - (c) The Secretary shall record and disseminate minutes of the proceedings of Membership Meetings and Executive Board Meetings of this organization, and they shall maintain all records except financial records of this organization.
 - (d) The Treasurer shall be the custodian of the funds of this organization, shall maintain and regularly report at least quarterly and yearly on the financial records of this organization, and shall establish and maintain financial accounts on behalf of this organization. The President, the Vice President, and the Treasurer of this organization shall be empowered individually to draw upon the financial accounts of this organization, except that for any withdrawal exceeding the sum of \$500 two signatures shall be required to execute a withdrawal.
 - (e) The Directors of this organization shall share equally with the Officers of this organization the responsibility individually and severally for the conduct and management of the affairs of this organization. Directors shall fulfill such other duties as are designated by the President and ratified by a majority vote of the Executive Board.

Section 4. The terms of office of the Officers of this organization shall be for two years. The terms of office of the Directors of this organization shall be for two years on a staggered basis, with approximately half of the Directors elected each year for a two-year term. Terms of office shall run from January 1st through December 31st.

Section 5. Elections for Officers and Directors of the Latino Democratic Club of Montgomery County shall be held at an Annual Meeting of this organization.

Section 6. Vacancies, which may occur in any Officer or Director position between Annual Meetings, except for that of President, shall be filled by a majority vote of the Executive Board. An individual elected to fill such a vacancy shall share equally with the Officers and Directors of this organization in the responsibility individually and severally for the conduct and management of the affairs of this organization and shall serve in office until the next Annual Meeting at which Elections are held.

Article V - Executive Director, Other Management Officials, and Support Staff and Services

Section 1. An Executive Director of the Latino Democratic Club of Montgomery County may be appointed by nomination of the President and confirmation by a majority vote of the Executive Board. The Executive Director shall serve at the pleasure of the Executive

Board, which may, from time to time, establish the terms and conditions of service of the Executive Director.

The Executive Director shall be the Chief Administrative Officer of this organization and, in furtherance of the purpose of this organization, shall promote the growth and development of this organization through (a) the effective and efficient utilization of resources, (b) the development of the Club's Advisory Council, (c) the implementation of an outreach program to public, private, and voluntary sector organizations and leaders, (d) the promotion of the Club's mission, projects, and programs to the media, (e) the development of statewide and regional ties, and (f) such other initiatives as are appropriate, effective, and efficient. The Executive Director shall supervise such other appointive officials and support staff as are retained by this organization and shall fulfill such other duties as are designated by the President.

Section 2. Other Management Officials may be appointed and Support Staff and Services retained for this organization by nomination of the President and confirmation by a majority vote of the Executive Board. Such officials and staff shall serve at the pleasure of the Executive Board, which may, from time to time, establish the terms and conditions of service. These officials and staff shall fulfill such duties as are designated by the Executive Board and/or Executive Director.

Article VI - Advisory Council

Section 1. An advisory council of the Latino Democratic Club of Montgomery County may be constituted to advise and support the work of this organization and its Executive Board.

Section 2. This Advisory Council shall be led by a Chairperson and shall be comprised of distinguished Democrats. The Chairperson of the Advisory Council shall preside at meetings of the Advisory Council and, with the advice and assistance of the Officers, Directors, and Committee Chairpersons of this organization, shall coordinate the work of the Advisory Council.

Section 3. The Chairperson and Members of the Advisory Council of the Latino Democratic Club of Montgomery County shall be appointed by nomination of the President and confirmation by a majority vote of the Executive Board and shall serve for a term which is coincident with the elected terms of the four Officers of this organization. In any event, the term of office of the Chairperson and Members of this Advisory Council shall not exceed two years; however, the Chairperson and Members of this Advisory Council may be re-appointed to successive two-year terms.

Article VII - Executive Board

The Executive Board of this organization shall be comprised of the four Officers and up to eleven members of the Board of Directors of. The Chairpersons of the Advisory Councils and Standing Committees may serve on the Executive Board as non-voting

members. The Executive Board shall be empowered to act for and in the name of the Latino Democratic Club of Montgomery County, subject only to the decisions enacted at duly-called Membership Meetings of this organization.

Article VIII - Meetings

Section 1. The "Annual Meeting" of this organization shall be held preferably in November of each year.

Section 2. Regular Membership Meetings shall be held on a quarterly basis at a date, time, and place specified by a majority vote of the Executive Board of this organization. The President may cancel such meeting giving notice at least three (3) days before. At least ten (10) days written notice shall be provided announcing the call of a quarterly Membership Meeting. Special Membership Meetings may be called by the President or by majority vote of the Executive Board of this organization. At least three (3) days written notice shall be provided announcing the call and specifying the purpose for a Special Membership Meeting.

Section 3. Regular Executive Board Meetings shall be held at a minimum on a quarterly basis at a date, time, and place specified by a majority vote of the Executive Board of this organization. At least seven (7) days written reminder notice shall be provided to Executive Board Members prior to a scheduled Regular Executive Board Meeting. Special Executive Board Meetings may be called by the President or by majority vote of the Executive Board of this organization. At least three (3) days written notice shall be provided announcing the call and specifying the purpose for a Special Executive Board Meeting.

Section 4. The Quorum for the Annual Meeting shall consist of 25 percent of current Regular Members of this organization. The Quorum for Regular and Special Membership Meetings shall consist of 30 percent of current Regular Members. The Quorum for Regular and Special Executive Board Meetings shall consist of 55 percent of the Officers and Directors, including at least 50 percent of the Officers.

Section 5. Eligibility to vote at the Annual Meeting and at Regular and Special Membership Meetings shall be accorded to Regular Members who have paid dues for the current calendar year. Eligibility to vote at Regular and Special Executive Board Meetings shall be accorded to duly elected Officers and Directors in good standing. The Treasurer shall certify which members are in good standing.

Section 6. Regular and Annual Meetings shall accommodate members who need language assistance in both English and Spanish.

Article IX - Committees

Section 1. The Standing Committees of this organization shall be: Finance and Fundraising, Audit, Legislation and Advocacy, Young Latinos Council, Internal Election Nominations, Community Relations and Outreach.

Section 2. Special and Ad Hoc Committees may be established by the President of this organization upon ratification by a majority vote of the Executive Board of this organization. Special and Ad Hoc Committees shall have a specified purpose and a finite term of existence.

Section 3. The Chairpersons of Standing, Special, and Ad Hoc Committees shall be appointed by nomination of the President and confirmation by a majority vote of the Executive Board and shall serve at the pleasure of the Executive Board for a term not to exceed two years. Chairpersons may be re-appointed for up to three successive terms.

Section 4. Members of Standing Committees shall be designated by the Chairpersons of the respective Standing Committees. Members of Special and Ad Hoc Committees shall be appointed by nomination of the President and confirmation by a majority vote of the Executive Board and shall serve at the pleasure of the Executive Board.

Section 5. If a Special or Ad Hoc Committee is established to oversee the endorsement process of the Club, current elected officials seeking said endorsement shall not serve on that Committee.

Article X - Dues and Fiscal Year

The dues of this organization shall be established by the Executive Board. The fiscal year shall be January 1st through December 31st.

Article XI - Rules of Procedure

The most recent edition of Robert's Rules of Order shall govern the rules of procedure for the Latino Democratic Club of Montgomery County. A Parliamentarian, appointed by nomination of the President and confirmation by a majority vote of the Executive Board, shall assist on matters of procedure at the Annual Meeting and at all Membership Meetings of this organization. The Parliamentarian shall serve at the pleasure of the Executive Board.

Article XII - Bylaws Amendments

The Bylaws of the Latino Democratic Club of Montgomery County may be amended by a two-thirds (2/3) vote of current Regular Members present and voting at a duly-called Membership Meeting, provided that fifteen (15) days written notice is given to all current Regular Members specifying the exact language of the proposed Bylaw Amendment and explaining the intent of the proposed change.

Article XII – Internal Elections Nominations Committee

Section 1. The internal election of the Executive Board shall be directed by the Internal Election Nominations Committee and shall be conducted during the Annual Meeting. The President shall nominate the Chair and the members of the Committee and a majority of the Executive Board is needed for confirmation.

Section 2. The Committee is responsible for arranging the logistics of the election, recruiting candidates to run and leading the Annual Meeting where the elections are taking place.

Section 3. Current Executive Board members must provide access to the databases and communication systems to the Committee to send our proper notice and check candidate eligibility.

Section 4. Elections are to be conducted in a secret ballot method and votes are to be kept for thirty days after the election in case there are any questions about the results.

Section 5. Candidates may nominate themselves or be nominated by Regular Members up to 48 hours prior to the Annual Meeting. Candidates must be Regular Members of at least six months by the time of nomination.

Section 6. Only Regulars Members may vote in the election, regardless of when they begun their membership.

Article XIV- Adoption

These Bylaws of the Latino Democratic Club of Montgomery County were originally adopted on September 18, 1995, were subsequently amended on October 9, 1995, and are herewith amended on May 30, 2013 by action of the Executive Board of the Club at a duly-called Executive Board Meeting, as certified by the Members of the Executive Board whose signatures are affixed below:

We certify that these Bylaws of the Latino Democratic Club of Montgomery County are true and accurate as adopted September 18, 1995, amended October 9, 1995, amended on May 30, 2013 and herewith amended on November 5, 2015.