

BYLAWS OF THE SAMUEL J. TILDEN DEMOCRATIC CLUB

ARTICLE I

The name of this organization shall be:

The Samuel J. Tilden Democratic Club

Herein referred to as the “Club”.

ARTICLE II MEMBERSHIP

Section 1. Qualifications. Any person who is in sympathy with the principles of the Democratic Party, and who is an enrolled Democrat, shall be eligible for membership in this Club.

Section 2. Acceptance of membership.

- (a) Any person eligible for membership shall become a member after receipt by an officer or appointed membership chair of the club, a completed membership application together with club dues paid in cash, check, credit card, in person or online. Membership starts from the date payment is submitted or the date of postmark, conditional upon verification of acceptance of the applicant’s method of payment.
- (b) Alternatively, membership dues may be paid by the applicant along with a completed membership application during an official club meeting or function. Membership starts from that time. Payment must be paid to the Treasurer or other designated officer.

Section 3. Membership.

- (a) A new member is in good standing 60 days from date of membership and having attended one (1) regular meeting of the club. Unless otherwise stated members deemed in good standing will be herein referred to as “members”. Members in good standing shall enjoy all the rights and privileges of membership equally, shall be entitled to hold office, and vote.
- (b) Annually, previous members shall renew their membership through the payment of dues. Membership renewal applications shall not be required, but may be completed to provide updated personal details or interests. All members who have previously achieved good standing continue to be in good standing when they renew their membership, regardless of when their membership previously expired.
- (c) Junior members, between the ages of 12 and 17, shall be entitled to membership at half-membership dues. Junior members shall be entitled to participate in all club activities, except to hold office and to vote.

Section 4. Fiscal year. The membership year of the Club shall begin on January 1 and shall end on December 31 of the same year. All dues shall become due and payable on January 1.

ARTICLE III MEMBERSHIP MEETINGS

Section 1. Annual meetings. The Annual Meeting of the Club shall be held on any Monday or Thursday during the month of January each year. The Annual Meeting shall be for the purpose of the election of officers, members of the Executive Committee, and to transact such other business as is properly brought before it. In case

of emergency, the President shall call another meeting at the earliest possible date.

Section 2. Regular meetings. Meetings of the Club shall be held each month during the year except during July, August and December on dates fixed by the President.

Section 3. Special meetings. Special meetings may be called by the President, or a majority of the Executive Committee, or shall be called by the President upon written request of fifteen percent (15%) of the membership or twenty (20) members, whichever is the lesser number.

Section 4. Notice. Each member shall be given at least fourteen (14) days written or electronic notice and a preliminary agenda of all annual and regular meetings and at least five (5) days written or electronic notice and agenda of all special meetings.

Section 5. Quorum. Fifteen percent (15%) of the membership or thirty (30) members, whichever is the lesser number, shall constitute a quorum.

Section 6. Voting. Except as otherwise provided in these bylaws, every member in good standing shall be entitled to one vote, which must be cast in person. All questions shall be decided by a majority of those voting. No member shall vote in this Club if said member has voted in another political club that membership year. This provision shall not apply to new members who affirm that they will not vote in another political club.

Section 7. Agenda. The President shall prepare a preliminary agenda for each Club meeting which shall include all business to be transacted. Additional items may be placed on the agenda at the opening of the meeting.

ARTICLE IV OFFICERS

Section 1. Numbers. The officers of the Club shall consist of a President, three (3) Vice Presidents, a Recording Secretary, a Corresponding Secretary and a Treasurer. They shall serve for one year.

Section 2. Eligibility for office. Any member in good standing shall be eligible for election to any office, provided that no member shall hold more than one office simultaneously. No person shall be eligible to hold the office of President for more than two (2) full consecutive terms.

Section 3. Membership on the Executive Committee. All officers shall be members of the Executive Committee with full voting powers and privileges.

Section 4. Removal from office. Any officer may be removed from office for conduct contrary to the best interests of the Club in accordance with the provisions set forth in these bylaws relating to expulsion of members. A member of the Executive Committee shall automatically cease to be a member upon three (3) consecutive absences from the Executive Committee meetings, unless excused for good cause by the Executive Committee or the President.

Section 5. Duties. The duties of the officers shall be, in addition to those enumerated elsewhere in these bylaws, as follows:

- (a) President. The President shall be the chief administrative officer of the Club and an ex-officio member of all standing and special committees and shall preside at all meetings of the Club and the Executive Committee. The President shall submit a report to the membership at each meeting

of the Club on the status and activities of the Club and shall perform such other duties as the Executive Committee may direct. The President shall have discretionary spending authority to pay Club expenses of a non-recurring nature not in excess of a limited sum to be determined from time to time by the Executive Committee.

- (b) Vice Presidents. Vice Presidents shall perform such duties as the President or the Executive Committee may direct. If the President is temporarily absent, s/he shall designate one of the Vice Presidents to serve as Acting President. If the president fails to make such designation at the start of a scheduled meeting, the Executive Committee shall select one of the Vice Presidents to be Acting President.
- (c) Recording Secretary. The Recording Secretary shall be responsible for the preparation and safekeeping of the minutes of all proceedings of the Club and the Executive Committee, including the bylaws, and such other additional records as the President or the Executive Committee meeting may direct. The Recording Secretary shall provide in a timely manner a copy of any meeting minutes, upon request from a member, of a meeting that has occurred in the previous 12 months.
- (d) Corresponding Secretary. The Corresponding Secretary shall prepare and mail or communicate electronically notices of all meetings of the Club, the Executive Committee and other notices as the President or the Executive Committee may direct.
- (e) Treasurer. The Treasurer shall have custody of all funds of the Club, which shall be deposited into the Club's account. The Treasurer shall maintain books of account showing all receipts and disbursements. The Treasurer shall prepare and submit financial documents and shall report on the financial condition of the Club at meetings when such an item is placed on the agenda and at the Annual Meeting. In no case shall the Treasurer make any expenditure of a non-recurring nature in excess of a limited sum to be determined from time to time by the Executive Committee. All records may be inspected by any voting member of the Club upon reasonable notice to the Treasurer.

Section 6. Audit. Within thirty (30) days following the submission of the Treasurer's annual financial report, the Executive Committee may require that an audit be conducted. If an audit is conducted, the results of the audit shall be submitted to the Executive Committee and placed on the agenda of an Executive Committee meeting within thirty (30) days following completion of the auditor's report. If an audit is conducted, the Treasurer must assist and cooperate with the auditors and provide all relevant material.

Section 7. Vacancies. If the office of President becomes vacant, the Corresponding Secretary shall call a special meeting of the Executive Committee to select one of the Vice Presidents to become Acting President. At a meeting held within sixty (60) days thereafter, the Executive Committee shall elect a President to serve the remainder of the unexpired term. If the vacancy occurs after October 1, the Acting President shall hold office until the next Annual Meeting. The Executive Committee shall fill a vacancy in any other office for the remainder of its unexpired term.

ARTICLE V EXECUTIVE COMMITTEE

Section 1. Number. The Executive Committee shall consist of no less than twelve (12) and no more than sixteen (16) members elected by the membership. Membership in the Executive Committee shall consist of the Officers and Chairs of the Standing Committees, the immediate past president of the Club, the current District Leaders, and the State Committee person if elected by the membership. The members of the Executive Committee must be members in good standing.

Section 2. Functions. The Executive Committee shall be the governing body of the Club. It shall direct

and supervise the policies of the Club and have the power to make policy and procedures consistent with law and these bylaws. Any position involving a question of political action shall be taken in the form of a recommendation to the membership that shall have the power, by a majority of the members voting at a membership meeting, to confirm, reject or modify the recommendation. However, when in the opinion of the Executive Committee it becomes necessary to take immediate political action and it is not feasible to await a general membership meeting before taking such action, the Executive Committee shall have the power to take such action. Endorsement of candidates can never be deemed an emergency but the membership can delegate this authority to the Executive Committee.

Section 3. Eligibility. Any member of the Club in good standing shall be eligible to serve on the Executive Committee.

Section 4. Meetings. The President shall call a meeting of the Executive Committee within fourteen (14) days following the Annual Meeting. The Executive Committee shall meet at least quarterly. Notice of each Executive Committee meeting shall be given in writing or electronically to all members of the Executive Committee at least ten (10) days prior to such meeting.

Section 5. Special meetings. Special meetings may be called in one of two ways. On at least twenty-four (24) hours notice, the President may call a special meeting of the Executive Committee. Alternatively, the President may call a special meeting in response to a request in the form of a written petition, which is signed by at least seven (7) members of the Executive Committee and states the purpose of the meeting. Such purpose shall constitute the only business to be transacted at such special meeting.

Section 6. Agenda. The President shall prepare an agenda for each regular meeting of the Executive Committee, which shall include all business to be transacted. Items may be placed on the agenda by the President or by any member of the Executive Committee. Items not on the agenda shall be presented at the opening of the meeting.

Section 7. Quorum. A majority of the membership of the Executive Committee, eligible to be counted for such purpose, shall constitute a quorum for the transaction of business.

Section 8. Voting. Each member of the Executive Committee, except as otherwise provided in these bylaws, shall have one (1) vote which must be cast in person. Unless otherwise specified in these bylaws, action shall be taken by a majority of those voting.

Section 9. Tenure. Members of the Executive Committee shall serve for a term of one (1) year. A member of the Executive Committee shall automatically cease to be a member upon three (3) consecutive absences from Executive Committee meetings, unless excused for good cause by the Executive Committee or the President.

Section 10. Vacancies. Vacancies on the Executive Committee may be filled for the unexpired term by election at the next meeting of the Executive Committee. A notice of vacancies is to be placed on the next meeting agenda, and is to be voted upon at that meeting by a majority of members voting.

Section 11. Removal from office. Any member of the Executive Committee or ex-officio member may be removed from office during his/ her term for conduct contrary to the best interests of the Club in accordance with the provisions set forth in these bylaws relating to expulsion of members.

ARTICLE VI ELECTIONS

Section 1. Time. Officers and elected members of the Executive Committee shall be elected at the Annual Meeting.

Section 2. Elections Committee. There shall be elected at an Executive Committee meeting an Elections Committee composed of five (5) to seven (7) members of the Executive Committee who are members in good standing and are not candidates for President, Vice President, Corresponding Secretary or Recording Secretary. The Elections Committee shall elect its Chairperson by majority vote. The functions of the Elections Committee are:

- (a) to inform members about candidates for the election;
- (b) determine the eligibility of a member to stand for club office or to vote, pursuant to the bylaws;
- (c) produce and retain all the materials pertaining to an election including but not limited to ballots, lists, etc. for a period of time based on policies and procedures to be determined from time to time;
- (d) conduct the election for all Club offices in accordance with election procedures determined by the Elections Committee;
- (e) address any post-election issues in accordance with policies and procedures to be determined from time to time; and
- (f) Interview candidates using a list or written questions.

Early in November the Chairperson of the Elections Committee shall send a notice by email or regular mail to all Club members listing the open offices and soliciting nominations. Members may nominate themselves or others for office. All persons nominated must be members in good standing. All nominations must be submitted to the Committee Chairperson by email or regular mail in advance of the Club's November meeting. At that meeting nominations from the floor may be entertained.

At least twenty (20) days before the Annual meeting, the Elections Committee shall send a report to the membership, signed by the Chairperson, announcing the names of all the nominees who are confirmed to be in good standing. The report of the Committee is final. The names of these candidates will be placed on the ballot.

A candidate's night shall be scheduled at least 10 days prior of the Annual meeting.

Section 3. Campaign Literature. All campaign literature or other written material of candidates for Club offices shall bear the name and address of the author. The distribution of literature that does not conform to the bylaws shall be considered cause for expulsion of the author or distributor from the Club.

Section 4. Voting procedure. Voting shall be in person by secret ballot. There shall be a sealed ballot box. There shall be a separate vote for each office in the order listed in these bylaws. Each member in good standing shall have one (1) vote for each office. The Elections Committee shall produce a list of the eligible voters, which can be viewed by candidates for office during the Annual Meeting. Candidates may challenge eligibility of members to vote. The Elections Committee will review any challenges and render a ruling accordingly.

The Elections Committee shall count the ballots. All candidates for office shall have the right to

witness the count. A majority of the votes cast shall be required for election. If no member receives a majority on the first ballot, additional ballots shall be cast between the candidates having the two highest numbers of votes until one candidate obtains a majority.

Each member shall have one (1) vote for each position on the Executive Committee. The twelve to sixteen (12-16) nominees who receive the highest number of votes shall be declared elected. In the event of a tie which makes it impossible to determine which twelve to sixteen (12-16) nominees are elected, an additional ballot shall be taken among those so tied until a total of twelve to sixteen (12-16) shall have been elected. On the day of the Annual Meeting should the Elections Committee not have a candidate(s) for a position of an officer, nominations shall be taken from the floor at the Annual Meeting for those offices. If the number of candidates running for non-officer positions on the Executive Committee is less than 16 after the vote, nominations for additional candidates may be taken from the floor until the maximum number of sixteen (16) non-officer members is reached.

Section 5. Members entitled to vote. All members in good standing shall be entitled to vote.

ARTICLE VII CANDIDATES FOR PUBLIC AND PARTY OFFICE

Section 1. Endorsement of District Leader candidates. At a general membership meeting, the membership shall nominate and endorse two candidates, one male and one female, by majority vote for the party positions of District Leader- Male, and District Leader- Female for the Assembly District and part represented by the Club. No person shall be eligible for endorsement by virtue of this section unless he or she shall have been a member in good standing of this Club for at least one (1) year before the endorsement.

Section 2. Endorsement of other candidates in primary elections. Endorsement for nomination as the Democratic candidate for any public office to be voted upon in a forthcoming primary election in the Assembly District represented by the Club wherever such office lies within or includes the Assembly District in whole or in part, may be proposed by any member in good standing. Preliminary to voting on the candidates proposed for the public office, a vote of the Club by its members in good standing shall be taken on the question whether to make an endorsement or make no endorsement for such public office. When a majority of members voting shall determine to endorse for the public office, all candidates proposed shall be voted upon together. A candidate who obtains a majority of the votes cast shall receive the endorsement of the Club. When no candidate receives a majority on the first ballot, additional ballots shall be cast between the candidates excluding in order on each ballot, the candidate with fewest votes, where there are more than two candidates receiving votes, until one candidate receives a majority. The provisions of this section shall not apply to candidates for election as members of the Democratic County Committee, individually and for election to the party office of District Leader, Male and Female.

Section 3. Endorsement of candidates in general elections. All duly nominated candidates of the Democratic Party shall be deemed to have received the endorsement of the Club.

Section 4. Eligibility for endorsement of party office. Persons eligible to be a candidate of the Club for the party office of District Leader or Member of the State Committee of the Democratic Party or be endorsed by the Club for other party offices must resign as an officer of the club upon election to said office. He or she must pledge not to accept any compensable appointment or assignment made by a public executive, legislative or judicial official, except upon resignation from said office or any other appointment made pursuant to law from civil service or juror's list or as an Inspector of Elections. The foregoing restrictions may be waived by a vote of two-thirds

(2/3) of the members voting at the meeting at which action upon such candidacy or endorsement is taken.

Section 5. Members of the New York Democratic County Committee. The District Leaders shall recommend a slate of candidates for members of the Democratic County Committee. The slate shall be submitted to the membership for ratification at a membership meeting called at least ten (10) days before the date designating petitions for such offices may be circulated. The membership may ratify the recommended slate as a whole or in part and may substitute a candidate for any name recommended by the Executive Committee.

Section 6. Withdrawal of endorsement or support of candidates for public or party office. Withdrawal of support or endorsement of a candidate for public or party office may be proposed by the Executive Committee or by written petition of fifteen (15) members or fifteen percent (15%) of the membership, whichever is the smaller number, submitted to the Recording Secretary. Such proposal shall be included in the next meeting notice sent out and shall be placed upon the agenda of such meeting. Such withdrawal shall take effect upon a two-thirds (2/3) vote of the membership voting. Notice of withdrawal of endorsement or support shall be given to the candidate and such notice shall inform the candidate that he or she is no longer authorized to represent publicly or privately that this Club supports or endorses him/her.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees. The three Standing Committees shall be Fundraising, Donations and Finance. The President shall, with the consent of the Executive Committee, designate such additional standing committees as he or she may think necessary.

Section 2. Special committees. The President or the Executive Committee may create special committees as needed to carry out assignments not within the function of any of the standing committees.

Section 3. Committee chairperson and members. The President shall designate a temporary chairperson and members of all committees and may remove any committee chairperson or committee member at any time. Each committee shall elect a chairperson at its first meeting.

ARTICLE IX PUBLIC STATEMENTS, USE OF CLUB NAME, AND EXPULSION

Section 1. Use of club name. No member of the Club, other than a person duly designated, shall issue or cause to be issued to the public, any statement, interview or report purporting to commit or define the Club's position on any matter not approved by the membership or the Executive Committee. A member may not use his/her position in the Club in any way which may indicate or give the impression of official sanction by the Club or the support of the Club of any statement, action or candidate without prior approval of the membership or the Executive Committee. Any member appearing before a governmental body or private body or otherwise making a public statement which conflicts in any respect with positions adopted by the Club shall affirmatively state that he or she is not speaking on behalf of the Club when making such statement. A member may not give permission for the public use of his/her title or position in a way that is contrary to the policy duly arrived at by the Club. Violation of the provisions of this Article shall be deemed conduct contrary to the best interests of the Club and may result in sanction or expulsion.

Section 2. Services of the Club. The services of The Club include, and are not limited to, any place where the Club may be located from time to time, its machinery and equipment, papers and files, lists and minutes, its telephone numbers, websites and associated Internet addresses and presentments, its membership list and contact information of its member, in any physical or electronic form, whether stored on a computer, portable memory

or cyberspace, its letterhead, stationary, name, logo and imprimatur. The services of the Club shall not be used to circulate petitions for, or distribute the literature of, any candidate not endorsed by the Club or whose endorsements or support was withdrawn. No member of The Club and no officer or elected party officials, including District Leaders and State Committee, shall appropriate in support of such candidate, the services of the Club, any logo and imprimatur of the Club, in any form or fashion, including the individual's status or membership in the Club. Personal individual political action by members of the Club, any officer, and elected party officials, including District Leaders and State Committee, where the political action by the member creates the appearance that the member's personal action is supported by the Club, is a misappropriation of the services of the Club.

Section 3. Expulsion. Any member facing charges because they are alleged to have violated any article of the Club bylaws must be presumed innocent. The member must be given a written copy of all charges. The member has 30 days to respond. The response may be in writing and must be presented to the Executive Committee. The Executive Committee, by secret ballot, shall make its determination and decide on the remedy. After an open hearing, held as herein provided, the Executive Committee may by a vote of two-thirds (2/3) of its membership, decide to expel any member of the Club for any conduct which, in its opinion, shall be contrary to the best interests of the Club. Such conduct shall include, but not be confined to that described in Article IX of these bylaws.

An expulsion hearing shall be held upon a written petition for such hearing submitted to the President, stating the conduct allegedly constituting the grounds for expulsion, signed by a majority of the Executive Committee or at least twenty (20) members of the Club. After such petition has been submitted to the President, he or she shall direct the Corresponding Secretary to notify the member concerned by certified mail of the date, time, and place of the hearing, which the President shall have fixed for a date not less than two (2) weeks after the mailing of such notice. The notice shall include the member's right to be present, the charges against him/ her, the right to make a statement in person or in writing at such hearing, to cross-examine witnesses in support of such petition and of the right to present evidence and witnesses on his/her own behalf. After such hearing, the Corresponding Secretary shall notify the member of the decision of the Executive Committee by certified mail. If the Executive Committee votes to expel a member, the decision may be appealed by the member at the next general membership meeting of the Club falling on a date at least two (2) weeks after the date of the mailing. The member shall notify the President and the Corresponding Secretary in writing of his/her intention to make such an appeal. If such an appeal is taken, the decision of the Executive Committee shall be deemed suspended until the vote of the membership on the appeal is announced. The decision of the Executive Committee shall become final unless reversed by a vote of a majority of the members voting. Any vote required by this section shall be taken by secret ballot. An expelled member shall not be eligible for membership in this Club for a period of four (4) years following the expulsion unless this provision is waived by a majority of the members of the Executive Committee voting.

ARTICLE X NOTICES AND MAILING FACILITIES

Section 1. Notices. All notices required by these bylaws, except as otherwise provided, shall be in writing or electronically and sent to members at the address appearing on the membership records of the Club. Insertion of such notices in any publication of the Club sent to each member shall satisfy the requirements of notice.

Section 2. Communications. The official communications of the Club shall be used only as authorized by the Executive Committee, or as provided by these bylaws, except that the President may authorize the use of mailing facilities for:

- (a) Notices of meetings, newsletters or other mailings relating to the internal affairs of the Club, and
- (b) Mailings relating to a candidate for public office or party office who has been endorsed by the

membership, provided that the content of the mailing is consistent with the nature of the endorsement.

Section 3. Membership List. Candidates for any elective position in the Club and candidates seeking the endorsement of the Club may, at their expense, provide campaign literature to be sent to the membership. The Club may not give, rent or sell its membership list to any campaign or organization except for the purposes set forth in Article X, Section 2.

ARTICLE XI PARLIAMENTARY PROCEDURE

Robert's Rules of Order Revised, latest edition, shall govern parliamentary procedure in the absence of any contrary provision in these bylaws. The President may appoint a member in good standing as parliamentarian at the onset of all membership meetings.

ARTICLE XII AMENDMENT

Amendments or revisions to these bylaws may be proposed by the Executive Committee or by written petition signed by fifteen (15) members or fifteen percent (15%) of the membership, whichever is the smaller number, and submitted to the President. To become effective, any amendment so proposed must be approved by two-thirds (2/3) of the members voting at a meeting called for such purpose. The change to be effected by such proposed amendment must be included in the notice of such meeting.

These bylaws were ratified by the club membership on October 24, 2019. This document replaced the previous bylaws adopted on October 21, 2010.