



**Bylaws of the Orange County
Democratic Central Committee
Effective January 1, 2025**



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Bylaws of the Orange County Democratic Central Committee Effective January 1, 2025

Article I. Name, Purpose and Governance

Section 1. Name

The name of this organization is the Orange County Democratic Central Committee (“Central Committee” or “DPOC”). The DPOC is a committee established by the California Government Code and Elections Code. The DPOC may also refer to itself as the “Democratic Party of Orange County”.

Section 2. Purpose

The purposes of the DPOC are to:

- A. serve as the official governing body of the Democratic Party in Orange County;
- B. promote the growth and development of the Democratic Party, including by engaging in grassroots organizing and by enlisting, endorsing, supporting, and electing Democratic candidates at all office levels, including nonpartisan offices, in coordination with the California Democratic Party (“CDP”), the Democratic National Committee (“DNC”), and other Democratic Party entities;
- C. support the platforms of the CDP and the DNC;
- D. support or oppose ballot measures so long as the DPOC position is not in conflict with the position of the CDP or the DNC;
- E. have charge of the party campaign in Orange County; and
- F. perform such other duties and services as benefit the Democratic Party.

Section 3. Governance

These bylaws of the DPOC (the “Bylaws”), the code of conduct adopted by the DPOC and set forth in Appendix A to these Bylaws (the “Code of Conduct”), and any procedural or operating rules (“Rules”) that may be adopted pursuant to Article XVIII shall govern the organization, operation and functions of the DPOC, to the extent not in conflict with applicable law or CDP and DNC bylaws, rules or regulations.

Article II. Membership

The Central Committee shall be comprised of Elected Members, Appointed Members, Ex-Officio Members, Associate Members, and Alternate Members as defined in this Article II (each of them a “Member” and, collectively, the “Members”). Each Member must be registered as a democrat on the voter rolls of the Orange County Registrar of Voters and shall take an oath of office either orally or in writing.

Section 1. Elected Members

- A. Pursuant to state law, elected members (“Elected Members”) of the DPOC shall be registered Democrats elected at the presidential primary election every four (4) years and shall consist of six (6) members elected from each state assembly district wholly or partially within Orange County. Each member shall be elected at-large within the assembly district in which they reside, provided that they must reside in the Orange County portion of any assembly district that is only partially within Orange County.
- B. In the event that fewer than six (6) members are elected in an assembly district, the unfilled positions shall be declared vacant by the Chair at the first Central Committee meeting after the biennial organizational meeting.
- C. Elected Members shall have all the rights, privileges, and duties enumerated in these Bylaws.
- D. An Elected Member is entitled to a ballot designation of “Incumbent” upon seeking re-election to the Central Committee at the next presidential primary election.
- E. The term of Elected Members commences after they take the oath of office as the first item of business at the biennial organizational meeting in January of the year after the presidential primary election and expires when the oath of office is administered at the next such organizational meeting.

Section 2. Appointed Members

- A. Appointed members (“Appointed Members”) of the DPOC derive their membership through appointment to a seat vacated by an Elected Member or by a previously Appointed Member with a term of office commencing when they take the oath of office and expiring when the Elected Member’s term would have expired.
- B. An Appointed Member shall have all the rights, privileges, and duties of an Elected Member except an Appointed Member shall not be entitled to a ballot designation of “Incumbent” upon seeking election to the Central Committee at the

next presidential primary election, but instead shall be entitled to a ballot designation of “Appointed Incumbent.”

Section 3. Ex-Officio Members

Persons described in paragraph A, B, or C below are ex-officio members (“Ex-Officio Members”) of the DPOC.

- A. Any person registered as a democrat on the voter rolls of the election official where the person resides (a “Democrat”) elected to, or, if none was elected, who made the “Top-2” runoff for, the State Senate or Assembly, or U.S. House of Representatives, at either a general or special election, whose district is wholly or partially within Orange County. If no Democrat made such “Top-2” runoff, the person the CDP endorsed for such office or, if no one was so endorsed, the Democrat receiving the most votes for such office in the primary or special election.
- B. Any Democrat elected to, or, if none was elected, who made the “Top-2” runoff for, the following offices if they reside in Orange County. If no Democrat made such Top-2” runoff, the person the CDP endorsed for such office or, if no one was so endorsed, the Democrat receiving the most votes for such office in the primary election, provided that the person resides in Orange County.
 - 1. Governor
 - 2. Lt. Governor
 - 3. Secretary of State
 - 4. Controller
 - 5. Treasurer
 - 6. Attorney General
 - 7. State Board of Equalization
 - 8. U.S. Senator
 - 9. Superintendent of Public Instruction
 - 10. Insurance Commissioner
- C. Any Regional Director of the CDP if their region is wholly or partially within Orange County (“Regional Director”), and any member of the DNC who resides in Orange County.
- D. Ex-Officio Members shall be entitled to all the rights and privileges of an Elected Member, except Ex-Officio Members are not entitled to a ballot designation of “Incumbent” upon seeking election to the Central Committee at the next presidential primary election.

Section 4. Associate Members

- A. Each Democratic club chartered by the DPOC pursuant to Article XII is entitled to have a representative on the Central Committee (an “Associate Member” or “Associate”) and may also designate an alternate representative to act as, and have all the rights of, their Associate Member whenever the Associate Member is absent. A club must provide written notification to the Secretary of the name, address, and contact information of its representative and alternate representative before the Associate Member or alternate representative can serve on the Central Committee.
- B. An Associate Member has the same rights and privileges of Elected and Appointed Members provided that, notwithstanding any other provision of these Bylaws, an Associate Member only has a right to vote on certain endorsements as provided in Article XIX, Section 2.F.
- C. An Associate Member and alternate representative may be removed at any time by their chartered club by written notice to the Secretary and that chartered club may then notify the Secretary of any replacement representatives, but such notice must be received by the Secretary at least one (1) business day in advance of the meeting for which it is to be effective.

Section 5. Alternate Members

- A. Each Elected, Appointed, and Ex-Officio Member of the DPOC should designate a person to serve as their alternate and each chartered club may designate a person to serve as the alternate to their Associate Member (each such person, an “Alternate” or “Alternate Member”). Each designation of an Alternate shall be in writing and filed with the Secretary. If a person is a Member in more than one capacity (for example, as both an Elected Member and an Ex-Officio Member), that person may designate an Alternate for each such capacity, provided that at any given meeting only one such Alternate shall have any of the rights of participation set forth below.
- B. The term of an Alternate shall be the same as their designating Member, provided that a designating Member may remove their Alternate Member at any time by written notice to the Secretary, but such notice must be received by the Secretary at least one (1) business day in advance of the meeting for which it is to be effective.
- C. Each Alternate shall pay dues and meet the same qualifications as their designating Member, provided that for an Ex-Officio Member whose district is only partially in Orange County, their Alternate must reside in the Orange County part of their district.

- D. Alternates are subject to the same rules, regulations, and responsibilities as any other Member.
- E. Only in the absence of an Alternate's designating Member or of the Associate Member of their designating chartered club shall an Alternate have all the rights and privileges of their designating Member or of their Associate Member at any regular or special Central Committee meeting.
- F. An Alternate whose designating member or Associate Member is present has no right to vote or to participate in any regular or special Central Committee meeting except:
 - 1. The Alternate may speak in debate when yielded to by their designating Member who is recognized and has the floor.
 - 2. The Alternate may give a committee report and respond to questions about the report.
 - 3. An Alternate who is an Officer may participate without restriction except that the Alternate does not have the right to vote.
- G. An Alternate may hold membership on any Standing or Special Committee and has the rights of any other member of the committee even if their designating Member is also a member of the committee.
- H. Alternates are encouraged to assist with fundraising efforts of the DPOC and to further the purposes of the DPOC by, among other initiatives, regularly attending chartered Democratic club meetings in their assembly district and assisting with grassroots activities such as voter registration, get-out-the vote efforts and candidate recruitment and training.

Section 6. Duties of Members

- A. Members shall comply with all duties and obligations they have under these Bylaws, the Code of Conduct and any Rules, in addition to those specifically set forth in this section.
- B. Members (other than Associate Members) shall elect DPOC officers, representatives to the CDP, and a representative from each assembly district to the Executive Committee.
- C. Elected and Appointed Members, and an Alternate who is an Officer, are obligated to attend regular Central Committee meetings.
 - 1. An Elected or Appointed Member or an Alternate who is an Officer shall not have more than three (3) consecutive unexcused absences at regular

Central Committee meetings or more than a total of four (4) unexcused absences at regular Central Committee meetings in any 24-month period or more than a total of six (6) unexcused absences in any period greater than 24 months.

2. An absence is excused if (a) the Member is unable to attend for a medical reason, unexpected occasional work-related reasons, family necessity, or absence from Orange County, and such grounds for the absence is reported by the Member in writing in advance of the meeting to the Secretary, or (b) the regular meeting is held other than on the fourth Monday of the month.
 3. An Elected or Appointed Member's attendance requirement is not fulfilled by the attendance of the Member's Alternate.
- D. Members shall pay their annual dues or have their dues deferred or waived as specified in Article X.
- E. Elected and Appointed Members shall serve on one or more Standing or Special Committees and shall regularly attend the meetings of their committees provided that, if the Parliamentarian, the Decorum Monitor or the Director of Clubs is an Elected or Appointed Member, they are exempt from mandatory committee assignments.
- F. Elected and Appointed Members shall assist with fundraising efforts of the DPOC.
- G. Members shall further the purposes of the DPOC set forth in Article 1, Section 2 by, among other initiatives, engaging in the following:
1. regularly attending chartered Democratic club meetings in their assembly district; and
 2. assisting with grassroots activities such as voter registration, get-out-the-vote efforts, and candidate recruitment and training.
- H. Members shall coordinate these activities with their Executive Committee representative, their district Vice Chair, and relevant Standing Committees and staff of the DPOC.

Section 7. Removal, Suspension, or Censure of a Member

- A. Alternates and Associates may be removed by their designating member or chartered club as provided in Article II, Sections 4.C and 5.B.

- B. Any Elected or Appointed Member shall be deemed to have resigned their office and their office shall be deemed vacant if their unexcused absences at regular Central Committee meetings exceed the allowed number of unexcused absences set forth in Article II, Section 6.C.
- C. The DPOC may (a) remove a Member (other than an Ex-Officio Member) and declare their office vacant and (b) may suspend any or all rights of a Member or censure a Member if the Member:
 - 1. affiliates with or registers as a member of another party, publicly advocates that voters not vote for a candidate endorsed by the Democratic Party or the only Democrat in the “Top-2” runoff, gives support or avows a preference for a candidate of another party or for a candidate who is opposed to a candidate endorsed by the Democratic Party or opposed to the only Democrat in the “Top-2” runoff;
 - 2. neglects their duties;
 - 3. engages in misconduct, including conduct that violates these Bylaws, Rules, or the Code of Conduct;
 - 4. engages in conduct harmful to the reputation and purposes of the DPOC; or
 - 5. fails to pay dues or obtain a waiver by April 1 of each year or, if a new Appointed Member, fails to pay dues or obtain a waiver within four months of their appointment.
- D. The office of any Member shall be deemed vacant if that member dies, resigns, is removed, is disqualified, or becomes incapacitated to act or ineligible (including as a result of a change in residence).

Section 8. Procedure for Removal, Suspension or Censure of a Member

- A. To initiate proceedings to remove, suspend, or censure a Member, the Chair, two other Officers, or any five Members must submit a written statement to the Secretary (or, if the Secretary is the affected Member, then to the Executive Vice Chair) setting forth the alleged grounds for disciplining the Member and the specific remedy requested. The matter shall be placed on the agenda for the next regularly scheduled Executive Committee meeting or a special Executive Committee meeting may be called provided that at least five (5) days’ notice is given, including to the affected Member. The affected Member shall be provided with a copy of the written statement.
- B. The affected Member may submit a written response to the challenge and may appear at the Executive Committee meeting and invite any persons (so long as

they are registered Democrats) wishing to speak against the challenge. The Chair may limit the number of people who appear before the Executive Committee. The originators of the challenge may also appear before the Executive Committee. Following the presentations, the Executive Committee shall meet in executive session to discuss the matter. After such discussion, the general session shall be resumed. All votes must take place during the general session.

- C. If any Member of the Executive Committee is the Member whose conduct is at issue or is a Member who was the target of any alleged misconduct, they must recuse themselves from the executive session deliberations but may vote.
- D. The Executive Committee shall first vote to determine whether grounds exist for disciplining the Member. If the Executive Committee finds that grounds do not exist, the Secretary will notify the affected Member of the decision and no further proceedings will take place. If the Executive Committee finds that grounds do exist, then the Executive Committee shall vote whether to recommend removal, suspension or censure of the Member to the Central Committee, or to make no recommendation to the Central Committee on the type of discipline. Each of these votes requires a two-thirds (2/3) affirmative vote.
- E. If the Executive Committee finds that grounds exist for disciplining the Member, the matter shall be taken up for consideration at the next regular Central Committee meeting as the first business item on the agenda or a special Central Committee meeting may be called, in either case on at least five (5) days' notice. The affected Member shall be offered the opportunity to appear before the Central Committee and show cause why the Executive Committee's finding is incorrect and why any recommended removal, suspension, or censure is unwarranted. A two-thirds (2/3) affirmative vote is required to find that grounds exist for removing, suspending, or censuring the Member. If such grounds are found to exist, then a two-thirds (2/3) affirmative vote is required to remove, suspend, or censure a Member. The Secretary shall notify the affected Member of the Central Committee's action.
- F. If a Member has been removed, said former member is ineligible for Central Committee membership for the remainder of the term.

Section 9. Appointment to Vacant Member Seat

- A. If the office of an Elected or Appointed Member is or becomes vacant, the Chair shall inform the DPOC of the vacancy at the next regularly scheduled Central Committee meeting.
- B. If the vacancy occurs after the election of members in the direct primary election, but before their term of office begins, then the top vote-getting member-elect residing in the relevant assembly district (or Orange County portion of said district) who is not already an Elected or Appointed Member of the Central

Committee shall be appointed automatically to fill the vacancy. In this case, the Chair shall announce the new Member to the Central Committee.

- C. If the vacancy is not filled pursuant to the preceding subsection B, then after informing the Central Committee of the vacancy, the Chair shall take nominations to fill the vacancy. Any registered Democrat residing in the assembly district of the vacated seat (or the Orange County portion if the district is only partially in Orange County) is eligible to fill the vacancy. The Chair shall take any further nominations at the next regular Central Committee meeting and then conduct the election. The nominee receiving a majority vote (after a run-off between the two top vote-getters, if necessary) is appointed to fill the vacancy with immediate effect.
- D. Whenever any person is appointed to fill a vacancy on the Central Committee, the Chair shall file, or cause to be filed, a notice of the appointment with the Orange County Registrar of Voters within thirty (30) days of the appointment. The notice shall contain the name and address of the person appointed, the name of the person replaced, and the date of the appointment.

Article III. Officers

Section 1. DPOC Officers

- A. Each officer (“Officer”) of the DPOC shall be a Member of the DPOC (other than an Associate Member) and hold one of the following offices:

Chair
Executive Vice Chair
Vice Chair
Secretary
Treasurer

- B. There shall be six (6) Vice Chairs, one for each of the following geographic areas comprised of the listed cities and adjacent unincorporated areas. The Chair shall designate the district an unincorporated area is part of in the event of any dispute.

<u>District 1</u>	<u>District 2</u>	<u>District 3</u>	<u>District 4</u>	<u>District 5</u>	<u>District 6</u>
Brea	Anaheim	Orange	Costa Mesa	Fountain Valley	Aliso Viejo
Buena Park	Garden Grove	Tustin	Irvine	Huntington Beach	Dana Point
Cypress	Santa Ana	Villa Park	Laguna Beach	Los Alamitos	Laguna Hills
Fullerton		Yorba Linda	Newport Beach	Westminster	Laguna Niguel
La Habra				Seal Beach	Laguna Woods
La Palma					Lake Forest
Placentia					Mission Viejo
Stanton					Rancho Santa Margarita
					San Clemente
					San Juan Capistrano

Section 2. Duties of Officers

A. General duties

1. Each Officer shall comply with all duties and obligations they have as Members under these Bylaws, the Code of Conduct and any Rules, in addition to those specifically enumerated for their respective offices.
2. Each Officer shall attend Executive Committee meetings and an Officer cannot have more than two (2) consecutive unexcused absences at regular Executive Committee meetings or more than a total of four (4) unexcused absences at regular Executive Committee meetings during their term of office, even if their Executive Committee alternate attends a meeting in their stead. Valid excuses and the reporting thereof are the same as for Members with respect to Central Committee meetings (see Article II, Section 6.C.2).
3. An Alternate or Ex-Officio Member who is an Officer shall, in their capacity as an Officer, have the same duty to attend regular Central Committee meetings as Elected and Appointed Members pursuant to Article II, Section 6.C.

B. The Chair shall:

1. act as the executive officer of the DPOC;
2. preside at all meetings of the Central Committee and of the Executive Committee;
3. present a plan, setting forth goals, priorities, and objectives for the calendar year, including the principal activities and projects designed to accomplish them, for approval no later than the regular February meetings of the Executive Committee and the Central Committee;
4. in conjunction with the Treasurer and the Finance Committee, prepare a budget for the calendar year, reflecting the plan for the year adopted by the Central Committee, and with the Treasurer present the budget for approval by the Executive Committee and the Central Committee no later than their regular March meetings;
5. appoint the Parliamentarian, the Decorum Monitor, and the Director of Clubs within thirty (30) days of taking office, provided that if any of them is not a Member then they must be a registered Democrat;
6. appoint the Standing Committee chairs (except for the Finance Committee) within sixty (60) days of taking office and, in coordination

with them and with the Treasurer as chair of the Finance Committee, ensure that all Elected and Appointed Members serve on at least one Standing Committee; and

7. appoint, with the consent of the Executive Committee, no later than the November Executive Committee meeting preceding a biennial organizational meeting of the Central Committee, a person well-respected by the Orange County Democratic Party community to preside at that upcoming biennial organizational meeting (the "Election Chair"). The Election Chair cannot be a candidate for any Officer position;
8. appoint chair(s) of any Special Committees(s) as the Chair deems appropriate;
9. report at all regular Central Committee and Executive Committee meetings on all significant actions taken in the name of the DPOC, including actions and decisions regarding expenditures on behalf of campaigns and candidates, and shall also inform the Central Committee of actions taken by the Executive Committee;
10. lead the fundraising activities of the DPOC in coordination with the Executive Vice Chair, the Vice Chairs and the Treasurer;
11. cause the DPOC to maintain liability insurance for the activities of the DPOC;
12. perform such other functions as these Bylaws prescribe; and
13. be an ex-officio member of every Standing and Special Committee.

C. The Executive Vice Chair shall:

1. perform the duties of the Chair during the Chair's absence, or when necessary to preside at a meeting in lieu of the Chair;
2. assist the Chair and the Treasurer with fundraising activities;
3. assist the Chair as the Chair may request in the performance of the Chair's duties;
4. coordinate with all chartered affinity clubs and attend their meetings on a regular rotating basis;
5. report on their activities at Executive Committee and Central Committee meetings; and

6. be an ex-officio member of every Standing and Special Committee.
- D. Each Vice Chair shall:
1. assist the Chair, the Executive Vice Chair, and the Treasurer with fundraising activities in general and particularly within their district;
 2. assist the Chair and the Executive Vice Chair as they may request in the performance of the Chair's or the Executive Vice Chair's duties;
 3. report on their activities at Executive Committee and Central Committee meetings;
 4. be responsible within their district for coordinating political activities including candidate recruitment and support, grassroots organizing, voter outreach, voter registration, get-out-the-vote efforts and candidate support and training;
 5. coordinate with the DPOC Members residing in their district;
 6. coordinate with the geographic chartered clubs that are in their district and attend the clubs' meetings on a regular rotating basis; and
 7. be an ex-officio member of every Standing Committee and Special Committee.
- E. The Secretary shall:
1. give or cause to be given all notices required under these Bylaws and shall post, or cause to be posted, notices, agendas and minutes of the Executive Committee and the Central Committee, including all Standing Committees and Special Committees, on the website of the DPOC in compliance with the open meeting obligations of the DPOC;
 2. keep, or cause to be kept, true and correct notices, agenda, minutes, and attendance records of the Executive Committee and the Central Committee, including all Standing Committees and Special Committees, and ensure that the DPOC has complete permanent hard-copy or electronic files of these documents and any other official record issued or maintained, or caused to be issued or maintained, by the Secretary;
 3. obtain, or cause to be obtained, consents to receipt of electronic notice pursuant to Article XX, Section 4;
 4. include as an attachment to the minutes of each such meeting an attendance report showing whether each Elected Member and Appointed

Member was present or absent. If an absence was excused, the category of absence shall be listed;

5. provide a report at each Executive Committee meeting listing the number of consecutive unexcused absences and the total number of unexcused absences (with a subtotal showing the number over the past twenty-four (24) months) of each Elected and Appointed Member at regular Central Committee meetings. A similar report shall be provided on the absences of each member of the Executive Committee at regular Executive Committee meetings;
 6. as a courtesy, send a notice advising the affected Member of their potential loss of their position if any member of the Central Committee or of the Executive Committee has reached the limit of the number of allowed consecutive or unexcused absences such that another absence would result in their office automatically being deemed vacant. The failure of the Secretary to send the courtesy notice does not absolve the affected Member of their duty to maintain regular attendance and the loss of office if they violate their attendance duty;
 7. notify any Member whose office is automatically vacated for lack of attendance and shall also notify the Officers;
 8. maintain an updated membership list of Central Committee members and shall submit rosters as required by the CDP;
 9. whenever any person is appointed to fill a vacancy on the DPOC or a DPOC position on the DSCC or the CDP Executive Board, prepare notices for the Chair to file of the appointment with the CDP and with the Orange County Registrar of Voters, as applicable, within thirty (30) days of the appointment. Such notices shall contain the name and address of the person appointed, the date of the appointment, the name of the person replaced, and any other information that the CDP or the Orange County Registrar of Voters may require;
 10. verify, or cause to be verified, the authenticity of any signatures offered in support of any call for a special meeting, resolution, legislative matter, or bylaw or rule amendment; and
 11. maintain records of attendance of DPOC representatives or their proxies at meetings of the CDP Executive Board and the CDP Central Committee.
- F. The Treasurer shall:
1. prepare a budget for the calendar year, in conjunction with the Chair and the Finance Committee, reflecting the plan for the year adopted by the

Central Committee, and with the Chair present the budget for approval by the Executive Committee and the Central Committee no later than their regular March meetings;

2. provide the Controller with the approved budget, any modifications to the budget, and any specific unbudgeted expenditures authorized by the Executive Committee and the Central Committee;
3. monitor the work of the Controller, receive and review regular monthly reports from the Controller, and give direction to the Controller as may be required;
4. ensure that the Treasurer, the Chair, and at least two members of the Finance Committee have online access to verify the DPOC's bank account balances and statements;
5. make, or cause to be made by the Controller, expenditures in accordance with the budget and as permitted pursuant to Article XI, Sections 1.B and 2;
6. present a written report at the regular meetings of the Executive Committee and the Central Committee on the financial results as of the most recent month for which data is available;
7. report to the Executive Committee and the Central Committee if any permitted expenditures are made in excess of any budget line item pursuant to Article XI, Section 2.B.2.c;
8. chair the Finance Committee and cause the Finance Committee to meet at least quarterly; and
9. designate two Members who are members of the Finance Committee to work with the Treasurer to review requests for deferral or waiver of dues.

Section 3. Election of Officers

- A. The Officers shall be elected at the biennial organizational meeting of the DPOC.
- B. Candidates for Vice Chair must reside within the district they are running for.
- C. Any Member may make nominations.
- D. The Chair and the Executive Vice Chair shall run as a ticket. Those offices shall be nominated and elected before the nominations and elections are done sequentially for each of the vice chair offices. The nominations and elections shall then be conducted first for the Secretary and then for the Treasurer.

- E. The Officers are elected by a majority vote. If there are more than two candidates for an office, and no candidate receives a majority of the vote, then a runoff will be held between the top two vote-getters.
- F. An Officer's term of office commences upon their election and expires when their successor is elected.

Section 4. Removal, Suspension, or Censure of an Officer

- A. An Officer shall be deemed to have resigned their office and their office shall be deemed vacant if the Officer:
 - 1. is no longer a Member of the DPOC;
 - 2. has unexcused absences at regular Executive Committee meetings exceeding the allowed number of unexcused absences set forth in Article III, Section 2.A.2;
 - 3. is an Alternate or Ex-Officio Member and violates their duty pursuant to Article III, Section 2.A.3 by having unexcused absences at regular Central Committee meetings exceeding the allowed number of unexcused absences set forth in Article II, Section 6.C;
 - 4. declares their resignation orally at any Central Committee or Executive Committee meeting or submits their resignation in writing to the Secretary or the Chair; or
 - 5. is elected to another office of the DPOC.
- B. The Central Committee may (a) remove an Officer and may (b) suspend any or all rights of an Office or censure an Officer if the Officer:
 - 1. affiliates with or registers as a member of another party, publicly advocates that voters not vote for a candidate endorsed by the Democratic Party or the only Democrat in the 'Top-2' runoff, gives support or avows a preference for a candidate of another party or for a candidate who is opposed to a candidate endorsed by the Democratic Party or opposed to the only Democrat in the 'Top-2' runoff;
 - 2. neglects their duties as an Officer or as a Member;
 - 3. engages in misconduct, including conduct that violates these Bylaws, Rules, or the Code of Conduct;
 - 4. engages in conduct harmful to the reputation and purposes of the DPOC;

5. fails to pay dues or obtain a waiver or deferral by April 1 of each year;
6. represents their views as being those of the DPOC and/or the Democratic Party; or
7. commits the DPOC to a course of action and/or financial expenditure without authorization to do so.

Section 5. Procedure for Removal, Suspension, or Censure of an Officer

- A. Proceedings to remove, suspend, or censure an Officer may be initiated by the Chair, by two (2) other Officers or by at least five (5) Elected, Appointed or Ex-Officio Members by submitting a written statement to the Secretary (or, if the Secretary is the affected Member, then to the Executive Vice Chair) setting forth the alleged grounds for disciplining the Officer and the specific remedy requested. The matter shall be placed on the agenda for the next regularly scheduled Central Committee meeting or a special Central Committee meeting may be called provided that at least five (5) days' notice is given including to the affected Officer. The affected Officer shall be provided with a copy of the written statement.
- B. The affected Officer shall be offered the opportunity to appear before the Central Committee and show cause why the recommended removal, suspension, or censure is unwarranted. A two-thirds (2/3) affirmative vote is required to find that grounds exist for removing, suspending, or censuring the Officer. If such grounds are found to exist, then a two-thirds (2/3) affirmative vote is required to remove, suspend, or censure the Officer. The Secretary shall notify the affected Officer of the Central Committee's action.
- C. If an Officer has been removed, they are ineligible to serve in any Officer position or in any of the appointed positions set forth in Article IV until the next biennial organizational meeting of the Central Committee.

Section 6. Election to a Vacant Officer Position

If the office of any Officer becomes vacant, nominations and the election of their successor shall occur at the next regular Central Committee meeting; provided that, if the office becomes vacant due to the removal of the Officer pursuant to the preceding subsection 5 or the election of an Officer to a different Officer position, the nominations and election to fill the vacancy may occur at the same Central Committee meeting if notice was given of the potential election. The requirements for nominations and election shall be the same as for the election of Officers at the biennial meeting set forth in Article III, Section 3, except that the Chair or the Executive Vice Chair shall preside over the nomination and election process.

Section 7. Limitation of Terms of Office

There shall be no limitation on the number of terms an Officer may serve.

Article IV. Appointed Positions

Section 1. DPOC Appointed Positions

- A. The following positions are appointed by the Chair pursuant to Article III, Section 2.B.5. The individuals appointed shall continue to serve until such time as another person is appointed to their position, they are removed, or they resign. They may be removed by the Chair at the Chair’s discretion or by the Executive Committee for cause.
1. Parliamentarian
 2. Decorum Officer
 3. Director of Clubs
 4. If the Parliamentarian or the Decorum Officer is absent at a meeting, the Chair may appoint a Member or other registered Democrat to serve as the acting Parliamentarian or acting Decorum Officer at that meeting.
 5. Any additional position that may be approved from time to time by the Executive Committee and the Central Committee.
- B. The Parliamentarian shall:
1. upon request of the Officer presiding at any meeting of the Central Committee or the Executive Committee, advise the presiding officer as to the proper procedures for the conduct of meetings, relying on the State Election Code, the CDP bylaws and rules, these Bylaws and Rules, and the then-current edition of *Robert’s Rules of Order, Newly Revised* (“Robert’s Rules of Order”);
 2. attend Executive Committee and Central Committee meetings;
 3. endeavor to attend any Standing Committee or Special Committee meeting when requested by the committee chair to advise that chair or other presiding officer during the meeting; and
 4. outside of meetings, respond to any questions that Officers or Members may have on procedural matters.

- C. The Decorum Officer shall:
1. maintain order during any Executive Committee or Central Committee meeting;
 2. as necessary, remind any Member, guest, or observer that their conduct must conform with the Code of Conduct and warn any such person of any unacceptable conduct, including any postings in the chat or similar function during electronic or hybrid meetings; and
 3. during any meeting, expel any Member, guest, or observer who is determined by the presiding officer to be out of order.
- D. The Director of Clubs shall:
1. chair the Council of Clubs;
 2. advise and assist chartered clubs and promote cooperation and coordination among the clubs and with the DPOC;
 3. oversee the club chartering process by preparing chartering materials and advising chartered clubs as they prepare their annual club charter renewals;
 4. advise and assist groups seeking to organize and form new chartered clubs; and
 5. attend Executive Committee meetings to periodically report on club matters and to make recommendations on new club charters or on annual charter renewals.

Article V. Staff

Section 1. Hiring of Staff

The hiring of any employee (other than administrative assistant or clerical positions), or the retention of any independent contractor in lieu of hiring an employee (*e.g.*, a controller), shall require the approval of the Executive Committee and the Central Committee, in each case by an affirmative vote of at least sixty percent (60%). The Chair shall provide the Executive Committee and the Central Committee with the key terms of employment, including compensation, term, job description, and reporting relationships, or comparable information for an independent contractor.

Section 2. Duties of Key Staff

Key staff such as an executive director or political organizer shall report regularly to the Executive Committee and the Central Committee on their activities.

Article VI. Executive Committee

Section 1. Membership

- A. The Executive Committee shall consist of:
 - 1. each Officer;
 - 2. for each Orange County assembly district, a representative (“Assembly District Representative”) and an alternate representative from among the Members who reside in the district. The Assembly District Representative and alternate representative shall be elected by the Members (other than an Associate Member) who reside in the respective district. This election shall be held within thirty (30) days of the biennial organizational meeting of the DPOC; and
 - 3. any Regional Director of the CDP who is a Member.
- B. The Officers and Regional Directors may appoint a Member of the DPOC to serve as their alternate on the Executive Committee to act in their stead when the designating member is absent.

Section 2. Duties of the Executive Committee

- A. Subject to the authority of the Central Committee as provided in these Bylaws, the Executive Committee may conduct the DPOC business between regular meetings. Notwithstanding the foregoing, the Executive Committee may act on any urgent, time-sensitive matter that must be addressed (1) before the Central Committee can conduct a regular or special meeting, or (2) because the Central Committee has been unable to act in a timely manner due to a lack of a quorum or other inability to meet.
- B. Specific duties include:
 - 1. meeting regularly, at least seven (7) days in advance of DPOC regular meetings, as provided in Article VII, Section 4.A;
 - 2. receiving reports from the Officers and key staff members and from the chairs of any Standing Committee and Special Committees when they have matters to present;

3. considering appointments to positions or other actions of the Chair that require the consent of the Executive Committee pursuant to these Bylaws;
4. making recommendations to the Central Committee on business to be brought before the Central Committee such as resolutions, legislative items, bylaws or rules, personnel matters, and contracts;
5. making recommendations to the Central Committee on policies for matters such as communications and social media; and
6. considering requests from Members as to actions needed or proposed programs or projects.

Section 3. Removal of Assembly District Representatives

- A. Assembly District Representatives who have more than two (2) consecutive unexcused absences at regular Executive Committee meetings or more than four (4) unexcused absences at regular Executive Committee meetings during their term on the Executive Committee shall automatically be removed from the Executive Committee, provided that any such absence shall not count if their assembly district alternate representative attended the meeting. Valid excuses and the reporting thereof are the same as for Members with respect to Central Committee meetings (see Article II, Section 6.C.2).
- B. The Secretary shall notify an Assembly District Representative if they have been removed from the Executive Committee.
- C. Following such a removal or in the event an Assembly District Representative resigns or is no longer a member of the DPOC, the Members of the affected assembly district shall meet and elect a new representative from their ranks.

Article VII. Meetings and Notices

Section 1. Notice Requirement

The time, place, and agendas of all public meetings of the DPOC shall be publicized fully and in such a manner as to assure timely notice to all interested persons. Any such meeting must be held in a place or manner that is accessible to all and that is large enough to accommodate all interested persons.

Section 2. Biennial Organizational Meeting

The biennial organizational meeting of the DPOC shall be held on the second (2nd) Monday in January in odd-numbered years to elect the Officers and to take such other actions as may be required. The Election Chair appointed pursuant to Article III, Section 2.B.7 shall preside over the biennial organizational meeting.

Section 3. Central Committee Meetings

- A. Regular meetings of the Central Committee shall be held every month, except for December, and shall be held on the fourth (4th) Monday of the month unless the Chair or the Executive Committee moves a meeting to another date because the regular date conflicts with a legal holiday or with an event that would make holding the meeting inappropriate in the opinion of the Chair or the Executive Committee.
- B. At a regularly scheduled meeting of the Central Committee, the next regular Central Committee meeting may be canceled by a two-thirds (2/3) vote.
- C. At least five (5) days' notice shall be provided for any regular meeting. The notice shall state the time and date of the meeting, whether it will be an in-person, electronic, or hybrid meeting, and include an agenda of all business to be transacted, a copy of the proposed minutes of the last regular or special meeting of the Central Committee, and copies of any resolutions or of any bylaws committee or legislative committee items on the agenda.
- D. Special Central Committee meetings may be held to consider specific business set forth in the call of the meeting by the Chair, by at least three (3) Officers, or by at least fifteen (15) Elected or Appointed Members. Following the call of a special meeting, the Chair shall promptly set the date, time, and type of meeting and the Secretary shall give at least five (5) days prior written notice to all Members. The notice of the special meeting shall state the time, date, and purpose of the meeting, whether it will be an in-person, electronic, or hybrid meeting, and contain an agenda of the specific business to be transacted pursuant to the call for the meeting.

Section 4. Executive Committee Meetings

- A. Regular Executive Committee meetings shall be held every month, except for December and for January in a year with a biennial organizational meeting, and shall be held on the second (2nd) Monday of the month or on such other date specified by the Chair or the Executive Committee, but in any event at least seven (7) days in advance of any regularly scheduled meeting of the Central Committee. At least five (5) days' notice shall be provided for any regular meeting. The notice shall state the time and date of the meeting, whether it will be an in-person, electronic, or hybrid meeting, and include an agenda of all business to be transacted, a copy of the proposed minutes of the last regular or special meeting of the Executive Committee, and copies of any resolutions or of any bylaws committee or legislative committee action items on the agenda.
- B. Special Executive Committee meetings may be called by the Chair or by at least five (5) members of the Executive Committee upon five (5) days' prior written

notice to all members of the Executive Committee provided that under exigent circumstances or an emergency only as much notice as is reasonably possible shall be given. The notice of the special meeting shall state the time, date and purpose of the meeting, whether it will be an in-person, electronic, or hybrid meeting, and contain an agenda of all business to be transacted.

Section 5. Emergency Cancellation

In an emergency, any regular meeting of the Central Committee or the Executive Committee may be canceled by the Chair or by at least three (3) Officers.

Section 6. Standing Committees and Special Committees

At least 5 days' notice shall be given for any regular or special public meeting of any Standing Committee and Special Committee.

Section 7. Applicable Rules and Procedures

All regular and special meetings of the Central Committee, the Executive Committee, and Standing and Special Committees shall be conducted in accordance with Robert's Rules of Order, except when they conflict with the Bylaws, Rules, or any special rule adopted for a specific meeting.

Section 8. Meeting Content

- A. Items on the agenda shall be discussed and voted on at the relevant Central Committee, Executive Committee, or Standing or Special Committee meeting.
- B. Additional agenda items may be added under new business or under a committee report.
- C. Announcements at any meeting may not exceed one minute and must pertain to a specific future event of interest to Democrats.

Section 9. Attendance by Non-members

- A. Non-Members who are registered Democrats may attend or observe any meeting of the Central Committee, Executive Committee, Standing Committee, or Special Committee if they (i) register at least three (3) days in advance of any Central Committee or Executive Committee meeting and one (1) day in advance of any Standing Committee or Special Committee meeting and (ii) consent to abide by the Code of Conduct, including with respect to any comments they make in any virtual chat if the non-Member has access to the chat. A non-Member does not have a right to participate in the meeting, but the presiding officer may recognize a non-Member with such restrictions on the non-Member's participation as the presiding officer may impose at their sole discretion.

- B. Any non-Member who disrupts any meeting or participates without authorization by the presiding officer or violates the Code of Conduct may be removed from the meeting and may be barred from attending or observing future meetings.

Section 10. Electronic and Hybrid Meetings

- A. Any regular or special meeting of the Central Committee, the Executive Committee, any Standing Committee or Special Committee may be held by telephone, video conference, real-time internet conference, or other similar electronic communication that permits all participants to communicate adequately with each other during the meeting (an “Electronic Meeting”). Any meetings may also be held as a combination of Members participating electronically and in-person (a “Hybrid Meeting”).
- B. All meetings shall be held in person provided that the Chair may decide to have any regular or special meeting of the Central Committee or the Executive Committee held as an Electronic Meeting or as a Hybrid Meeting and any Standing Committee or Special Committee chair may decide to have any regular or special meeting of their committee held as an Electronic Meeting or as a Hybrid Meeting.

Article VIII. Quorum

Section 1. Quorum for the Central Committee

- A. 28 Members shall constitute a quorum at any meeting of the Central Committee.
- B. All Members (other than Associate Members) and the Alternates of such Members who are absent are counted in determining a quorum. For a Hybrid meeting, those present both in-person and electronically are counted.

Section 2. Quorum for the Executive Committee

The number of people equal to a majority of the membership of the Executive Committee (excluding Executive Committee alternates) shall constitute a quorum at any meeting of the Executive Committee. An Executive Committee alternate is counted in determining a quorum only when their designating Executive Committee member is absent or when their Assembly District Representative is absent. For a Hybrid meeting, those present both in person and electronically are counted.

Section 3. Quorum for Standing or Special Committees

Twenty-five (25%) percent of the number of regular committee members (those who are not ex-officio members of the committee) on any Standing Committee or Special Committee, but not less than two (2), shall constitute a quorum for that committee. All committee members,

including ex-officio members, shall be counted in determining whether a quorum is present. For a Hybrid Meeting, those present both in person and electronically are counted.

Section 4. Conduct of Business in Absence of Quorum

No business shall be transacted in the absence of a quorum other than certain limited procedural actions pursuant to Robert's Rules of Order and provided that any committee may hear reports (but not approve any reports) and discuss events or activities so long as no votes are conducted.

Article IX. Voting

Section 1. Eligibility to Vote

- A. Votes shall be cast only by Elected, Appointed, and Ex-Officio Members or, if any such Member is absent, by their respective Alternate.
- B. An Associate Member (or their alternate in the absence of the Associate Member) may only vote on certain endorsements as set forth in Article XIX, Section 2.F.
- C. If an Elected, Appointed, or Ex-Officio Member has not paid their dues or had their dues waived or deferred, both the Member and their designated Alternate are ineligible to vote.
- D. An Alternate is also ineligible to vote if they have not paid their own dues or had their dues waived or deferred.
- E. Dues must have been paid, waived, or deferred at least three (3) days prior to a meeting for a Member to be eligible to vote. This ineligibility to vote applies even if a Member's dues pursuant to Article X are not yet past due.
- F. A Member is ineligible to vote if they have been suspended pursuant to Article II, Section 8.
- G. An Associate Member is ineligible to vote if their club has been suspended pursuant to Article XII, Section 3.

Section 2. Vote Requirement

- A. All actions of the Central Committee, Executive Committee, and any Standing Committee or Special Committee shall be by a vote of the eligible Members present and voting. All actions shall require a majority vote, except for matters for which these Bylaws expressly provided for a vote of sixty percent (60%) or two-thirds (2/3) and except as provided in Robert's Rules of Order.
- B. Abstentions do not count for purposes of determining the outcome of a vote.

- C. For reference purposes only, the following matters require a two-thirds (2/3) vote:
1. canceling the next Central Committee meeting (see Article VII, Section 3.B);
 2. removing, suspending, or censuring a Member (see Article II, Sections 8.D&E);
 3. removing, suspending, or censuring an Officer (see Article III, Section 5.B);
 4. early endorsement of a candidate or an official position of No Endorsement during the early endorsement period (see Article XIX, Section 2.E.2);
 5. approval of an amendment to the Bylaws (see Article XVIII, Section 3.B.4);
 6. approval of a Rule or an amendment to a Rule (see Article XVIII, Section 3.A.2); and
 7. a decision by the Executive Committee ending any further consideration of a legislative matter, resolution, or a rule or an amendment to the Bylaws or a Rule (see Article XVI, Section 1.B.3.b; Article XVII, Section 1.B.3.b; and Article XVIII, Section 2.C.2).
- D. For reference purposes only, the following matters require a sixty percent (60%) vote:
1. approval of staff hires (see Article V, Section 1);
 2. Central Committee approval of resolutions (see Article XVI, Section 3.C);
 3. Central Committee approval of legislative positions or proposals (see Article XVII, Sections 3.C and 5.C.2); and
 4. Regular endorsement of a candidate or an official position of No Endorsement during the regular endorsement period (see Article XIX, Section 2.E.3).
- E. The Chair or presiding officer may declare a matter adopted by unanimous consent if no dissenting view is indicated.
- F. After nominations are closed in any election, if there is only one nominee, the Chair or presiding officer may declare the nominee elected by acclamation. If the number of nominees is equal to or less than the number of positions to be elected

(for example, to the DSCC), then the Chair may declare all nominees elected by acclamation.

Section 3. Manner of Voting

- A. Voting shall be by a voice vote or show of hands provided that the Chair or presiding officer may at any time require a roll call vote including if the Chair considers the result of a voice or show-of-hands vote to be unclear. If there is reasonable doubt as to the result of a vote, any Member may request that the Chair conduct a roll call vote.
- B. The Central Committee may adopt a rule for voting by signed ballot when electing positions pursuant to Article II, Section 9.C (election of appointed member); Article III, Section 3 (election of officers); Article III, Section 6 (filling officer vacancy); Article XIII (election of DSCC members); and Article XIV (election of CDP Executive Board members).
- C. There shall be no secret ballots in accordance with the bylaws of the DNC and the CDP.

Section 4. Restrictions on Voting

Any Member who serves in more than one capacity on the DPOC or Executive Committee (for example, as an Elected Member and as an Ex-Officio Member) shall have only one vote. If any such dual-capacity Member has designated an Alternate to serve in their stead in each capacity, then in the Member's absence only one such Alternate may vote. If the Member has not stated which Alternate may vote, and if those Alternates disagree on who is entitled to vote, then neither Alternate shall be entitled to vote.

Article X. Dues

Section 1. Dues Obligation

Annual dues in the amount set forth in a Rule shall be paid by all Members and their Alternates except that Associate Members and Alternates of Associate Members have no dues obligation. Annual dues must be paid within sixty days (60) of assuming membership and, for continuing Members and Alternates, on or before March 1 of the calendar year. Pursuant to Article IX, Section 1, if dues have not been paid, deferred, or waived by any Member (other than an Associate or the alternate for an Associate), that Member is not eligible to vote.

Section 2. Deferral or Waiver of Dues

- A. Any Member may apply to the Treasurer for a deferral or a waiver of dues, in writing or in person, on the grounds of economic hardship. The request must be approved by the Treasurer, the Chair, and at least one (1) of the members of the Finance Committee designated to review such requests.

- B. Dues are waived for any Member or Alternate who contributes, or commits to contribute by an automatic monthly payment, the sustaining member amount set forth in a Rule.

Article XI. Budget and Finance

Section 1. Budget

- A. The Chair, the Treasurer, and the Finance Committee shall prepare an annual budget reflecting the plan for the year adopted by the Central Committee, and the Chair and the Treasurer shall present the proposed budget to the Executive Committee and the Central Committee no later than their regular March meetings.
- B. Upon adoption by the Executive Committee and by the Central Committee, the budget shall constitute authority to make disbursements in accordance therewith, as provided in Section 2 below.

Section 2. Controller

- A. The DPOC shall engage the services of an independent financial organization (the “Controller”) to provide comprehensive financial and accounting services to the DPOC. The contract for these services must be approved by the Executive Committee and by the Central Committee.
- B. The comprehensive financial and accounting services provided by the Controller shall include the following:
 - 1. receiving, depositing in one or more federally insured banks or credit unions approved by the Central Committee, and safeguarding all funds of the DPOC;
 - 2. disbursing such funds in accordance with:
 - a. the annual budget and any amendments to the budget approved by the Central Committee;
 - b. any specific unbudgeted expenditures approved by the Central Committee;
 - c. expenditures in excess of a budget line item not to exceed an aggregate of five percent (5%) of such line item, provided that the Central Committee may further reduce or may prohibit any such expenditures in excess of the budget; or

- d. the immediately preceding year's budget with such increases as may be required by any contracts or obligations having continuing effect until a budget has been approved for the then-current calendar year;
 3. promptly informing the Treasurer and the Chair of any expenditures in excess of a budget line item made pursuant to subsection 2.c above;
 4. performing all bookkeeping functions and keeping a true and accurate accounting of receipts and disbursements;
 5. providing the Chair and the Treasurer with an income statement and balance sheet on a timely basis after the end of each month and the end of each calendar year; and
 6. reviewing with the Chair and the Treasurer, or their respective designees (i) any tax forms or returns and (ii) all statements or documents required by law to be filed with the California Secretary of State, the California Fair Political Practice Committee, and/ or the Federal Elections Committee or any other government office or regulatory agency pertaining to campaign spending and then timely filing all such forms, returns, statements, and documents and providing the Chair and Treasurer with a copy of each of them.
- C. In performing its obligations, the Controller shall ensure that there is an appropriate level of internal separation of duties.
- D. The Controller shall allow any Elected Officer or member of the Finance Committee to inspect the financial records after the receipt of reasonable notice.
- E. No member of the DPOC nor any staff person may make any financial commitment involving the expenditure of funds, other than authorized herein, unless such person has been so authorized by the Central Committee. Violation of this provision may constitute grounds for termination of membership or employment.

Section 3. Contracts

Any contract (or any series of related contracts) which commit or could commit the Central Committee to an obligation of five thousand dollars (\$5,000) or more and any multi-year contract shall be reviewed by the Finance Committee prior to being submitted to the Executive Committee and the Central Committee.

Article XII. Chartering

Section 1. Chartering Requirements

- A. An organization is entitled to conduct business for or under the name of the Democratic Party in Orange County only if it has been chartered by the DPOC and the charter has not been revoked or suspended.
- B. Charters must be renewed as of April 1 of each year, provided that an organization that receives its initial charter in the first quarter of a calendar year does not have to renew its charter until April 1 of the next calendar year.
- C. An organization's charter shall remain in full force and effect from the time it has submitted a complete application until the Executive Committee determines whether to renew the charter unless the charter is suspended or revoked pursuant to Section 3, below. If an organization has not submitted a complete application to renew its charter by April 1, the rights of its Associate Member to vote and to participate in meetings (other than to attend a meeting) shall be suspended until a complete application has been submitted. If an organization has not submitted a complete application to renew its charter by June 1, the organization's charter shall not be renewed and any subsequent application by the organization shall be treated as if it were a new entity receiving an initial charter.
- D. The Executive Committee shall make all decisions with respect to chartering an organization or revoking or suspending the charter of an organization or any of its rights as a chartered organization.
- E. The organization shall have at least ten (10) members who are registered Democrats residing in Orange County.
- F. A Democratic club shall have:
 - 1. members allied by defined geographical area, special interest, or cultural community;
 - 2. as a purpose, to support and strengthen the Democratic Party through the political development, activity, and advocacy of its membership; and
 - 3. as an objective, to foster active interest in the local, state, and national Democratic Party, to contribute to the DPOC, support the campaigns of Democratic candidates representing the club's constituency consistent with its obligations to endorsed candidates, and to in engage grassroots outreach, organizing and recruitment within its area, or special interests or cultural community.
- G. The organization must meet at least once quarterly.

Section 2. Chartering Process

- A. The Director of Clubs shall provide each organization with a checklist identifying the information and any forms or formats that are required to be submitted to complete the charter renewal application, including the following:
1. the form for a roster of names, addresses, telephone numbers, and emails of its regular and associate members;
 2. the identification numbers used for filing statements required by law with the California Secretary of State, the California Fair Political Practice Committee, the Federal Elections Committee, or any other government office or regulatory agency;
 3. for an organization defined by geographic area, the specific cities in which it is active; and
 4. a copy of the organization's bylaws, provided that if the organization has not amended its bylaws since its most recent renewal, the organization may submit a certificate stating there have been no changes to its bylaws. Nonetheless, an organization must submit its bylaws every third year or more frequently if requested by the Bylaws Committee.
- B. Each organization shall remit to the DPOC an annual chartering fee in the amount set forth in a Rule with their chartering application or renewal application.
- C. The club bylaws shall be reviewed by the Bylaws Committee to ensure compliance with mandatory provisions required by the CDP or the DPOC. The Bylaws Committee, in coordination with the Director of Clubs, shall work with an organization to resolve any issues with the organization's bylaws. To facilitate the re-chartering process, on an ongoing basis a club should provide the Director of Clubs and the chair of the Bylaws Committee with a copy of any amendments to its bylaws within thirty (30) days of their adoption.
- D. Said bylaws need to state that the organization shall not take a position in support of a candidate for partisan office other than a Democrat endorsed by the CDP, DNC or contrary to DPOC local candidate endorsements and shall support the platform of the state and national party and cooperate with other Democratic organizations.
- E. The Director of Clubs and the Chair of the Bylaws Committee shall report jointly to the Executive Committee with their chartering recommendations.
- F. The Executive Committee, acting for the DPOC, shall grant or deny the charter for an organization and may also conditionally grant a charter.

- G. The Chair of the Bylaws Committee shall coordinate with the Director of Clubs and consult with the Council of Clubs on any proposed changes to the mandatory bylaw provisions required by the DPOC. Any such changes shall be approved by the Executive Committee before they are implemented. Notwithstanding the foregoing, all organizations must make any changes necessary to comply with requirements of the CDP or of applicable law.
- H. The DPOC may charter an organization for members who are between twelve (12) and eighteen (18) years of age who may not be registered to vote. Such organization shall have an advisor who shall be a registered Democrat approved by the Executive Committee.

Section 3. Revocation or Suspension of Charter

- A. The Executive Committee shall have the power and authority to deny, revoke or suspend the charter of any organization, or suspend any of the organization's rights as a chartered entity, for cause by majority vote. Cause for any such denial, revocation or suspension shall include the following actions by the organization:
 - 1. endorsing any candidate in contravention of the DPOC's exclusive authority to endorse in nonpartisan races in Orange County;
 - 2. taking a position in support of, giving support to, or avowing a preference for, a candidate other than a Democrat or a candidate who is opposed to a candidate endorsed by the DNC, the CDP, or the DPOC or opposed to the only Democrat in the "Top-2" runoff.
 - 3. Use of the name of the Democratic Party without a charter;
 - 4. in the case of a "membership" organization, knowing enrollment of a person who is not a registered Democrat as a voting member of the organization;
 - 5. transferring funds from the organization's accounts to an account of a non-Democrat running for elective office;
 - 6. acting in violation of state or federal laws or regulations;
 - 7. failing to adhere to the requirements for club endorsement voting; or
 - 8. conduct harmful to the reputation and purposes of the DPOC.
- B. No organization's charter may be revoked without thirty (30) days written notice of grounds of revocation having been sent to the last person designated in writing to the DPOC as the chair or president of the organization and the right of the

organization to respond to the allegations against it at a regular or special meeting of the Executive Committee. The organization, however, may be suspended, or have any of its rights suspended, by the Executive Committee during the pendency of revocation proceedings.

Section 4. Council of Clubs

- A. The council of clubs (“Council of Clubs”) is comprised of the presidents or chairs (or their appointees) of the Democratic clubs chartered by the DPOC. The Council of Clubs is chaired by the Director of Clubs. The Council of Clubs shall:
1. work with the Executive Vice Chair and the Vice Chairs in furtherance of their duties to coordinate with clubs;
 2. promote cooperation among the clubs and the DPOC to further the purposes of the DPOC;
 3. encourage clubs to share strategies to build the organizational capacity of the clubs and to engage in effective grassroots actions; and
 4. provide a forum for clubs to discuss issues of common interest.

Article XIII. DPOC Positions on the CDP Central Committee

Section 1. Allocation of Positions on the DSCC

Pursuant to the CDP bylaws, the DPOC is allocated positions on the CDP Central Committee (the “DSCC”). The relevant CDP bylaws provisions are set forth in Appendix B for reference purposes only (Appendix B shall be updated without having to amend these Bylaws if the CDP allocation or election requirements change).

Section 2. Election to the DSCC

Any Member who is entitled to a position on the DSCC through a different capacity (for example, as a CDP Regional Director) and any Associate Member shall not be eligible for election to the DSCC by the DPOC. Subject to this eligibility restriction, the positions the DPOC is entitled to have on the DSCC shall be elected at the biennial organizational meeting in the following order:

- A. The Chair and the Executive Vice Chair shall be elected automatically to the DSCC;
- B. All Elected and Appointed Members who declare they want to serve on the DSCC shall be elected automatically unless the number of available positions in their classification (considering the CDP Equal Division Rule or any other CDP

requirement) would be exceeded, in which case an election shall be held in each such classification; and

- C. Alternates of Elected, Appointed, and Ex-Officio Members who declare they want to serve on the DSCC shall be elected automatically to any remaining positions unless the number of available positions in their classification (considering the CDP Equal Division Rule or other CDP requirement) would be exceeded, in which case an election shall be held in each such classification.

Section 3. Duties of DSCC Members

Members elected by the DPOC to serve on the DSCC have a duty to attend DSCC meetings and CDP conventions (including the DSCC business meeting usually scheduled on the last day of a convention) and CDP pre-endorsing conferences or, if unable to attend, to make a good faith effort to appoint a proxy (who must be a DPOC Member) to attend in their stead.

Section 4. Removal from the DSCC

The Central Committee may revoke a Member's position on the DSCC for violating the duty set forth in Section 3 above or as part of discipline imposed pursuant to Article II, Section 8. The DSCC may itself remove any of its members in accordance with the CDP bylaws.

Section 5. Election to Vacant DSCC Position

If a DPOC position on the DSCC becomes vacant, including as a result of a Member being removed from their position, the Central Committee shall elect a replacement in compliance with CDP requirements and the Chair shall notify the chair of the CDP in writing of the election.

Article XIV. DPOC Positions on the CDP Executive Board

Section 1. Allocation of Positions on the CDP Executive Board

Pursuant to the CDP bylaws, the DPOC is allocated positions on the CDP Executive Board (the "CDP Executive Board"). The relevant CDP bylaws provisions are set forth in Appendix C for reference purposes only (Appendix C shall be updated without having to amend these Bylaws if the CDP allocation or election requirements change).

Section 2. Election of CDP Executive Board Members

- A. Elected and Appointed Members who have been elected by the Central Committee to serve on the DSCC are eligible to be elected to the CDP Executive Board unless they are entitled to a position on the CDP Executive Board through a different capacity (for example, as a CDP Regional Director).

- B. Subject to this eligibility restriction, the positions the DPOC is entitled to have on the CDP Executive Board shall be elected at the first regular Central Committee meeting after the DSCC organizing convention in odd-numbered years in the following order:
1. the Chair and the Executive Vice Chair shall be elected automatically to the CDP Executive Board; and
 2. all Elected and Appointed Members who declare they want to serve on the CDP Executive Board, shall be elected automatically unless the number of available positions in their classification (considering the CDP Equal Division Rule or any other CDP requirement) would be exceeded, in which case an election shall be held in each such classification.

Section 3. Duties of CDP Executive Board Members

- A. The DPOC Members on the CDP Executive Board have a duty to attend CDP Executive Board meetings (including the business session usually scheduled on the last day of an Executive Board meeting) or, if they cannot attend, to designate a proxy (who must be a DPOC Member who has been elected to the DSCC) to attend in their stead.
- B. The DPOC Members on the CDP Executive Board shall have one of their cohort make a report to the Executive Committee and to the Central Committee at their regularly scheduled meetings immediately following a CDP Executive Board meeting.

Section 4. Removal from the CDP Executive Board

- A. Any member elected to the CDP Executive Board by the Central Committee, who misses two consecutive regular CDP Executive Board meetings without having a proxy attend in their stead, shall be deemed to have resigned from the CDP Executive Board, effective at the conclusion of the second missed CDP Executive Board meeting.
- B. The Central Committee may revoke a Member's position on the CDP Executive Board as part of discipline imposed pursuant to Article II, Section 8. The CDP may itself remove an Executive Board member in accordance with the CDP bylaws.

Section 5. Election to Vacant CDP Executive Board Position

- A. If a DPOC position on the CDP Executive Board becomes vacant, including as a result of a Member being removed from their position, the Central Committee shall elect a replacement in compliance with any CDP requirements.

- B. If a meeting of the CDP Executive Board occurs between the occurrence of the vacancy and the next meeting of the Central Committee, the Chair may appoint an eligible Member as a temporary representative to the CDP Executive Board until an election is held by the Central Committee.

Article XV. Committees

Section 1. Standing Committees

- A. The DPOC shall have the following permanent committees (each a “Standing Committee” and collectively, the “Standing Committees”):
1. Resolutions Committee
 2. Legislative Committee
 3. Bylaws Committee
 4. Environmental Committee
 5. Finance Committee
 6. Outreach Committee
 7. Youth Advisory Committee
- B. Standing Committees Composition:
1. The chair of each Standing Committee is appointed by the Chair and must be a Member of the Central Committee.
 2. Each Standing Committees shall consist of at least five (5) people who are appointed by the respective Standing Committee chair in coordination with the Chair to ensure that each Elected and Appointed Member serves on at least one Standing Committee.
 3. Only Members of the Central Committee may serve on the following committees:
 - a. Resolutions Committee
 - b. Legislative Committee
 - c. Bylaws Committee
 4. Democrats who reside in Orange County may serve on other Standing Committees provided that a majority of the members of any such Standing Committee (not counting ex-officio members of the Standing Committee) must be comprised of Members of the Central Committee.

C. Resolutions Committee

1. The Resolutions Committee shall review all proposed resolutions except for resolutions considered on an expedited basis pursuant to Article XVI.
2. Procedures for the submission and consideration of resolutions are set forth in Article XVI.
3. The Resolutions Committee shall hold regular monthly meetings, preferably in the time period after a regular Central Committee meeting and at least six (6) days before the next regular Executive Committee meeting provided that any regular meeting may be canceled by the chair of the Resolutions Committee if there are no matters to consider.

D. Legislative Committee

1. The Legislative Committee shall review any proposed state or federal legislation or local ordinance except for such matters considered on an expedited basis pursuant to Article XVII.
2. The Legislative Committee, after studying an issue, may prepare a legislative proposal for consideration in accordance with the procedures set forth in Article XVII, Section 5.
3. The Legislative Committee shall hold regular monthly meetings, preferably in the time period after a regular Central Committee meeting and at least six (6) days before the next regular Executive Committee meeting, provided that any regular meeting may be canceled by the chair of the Legislative Committee if there are no matters to consider.

E. Bylaws Committee

1. The Bylaws Committee shall:
 - a. keep the Bylaws and the Rules consistent with the aims and policies of the Central Committee by proposing new Rules or amendments to the Bylaws and existing Rules, including the Code of Conduct;
 - b. review the bylaws as provided in Article XII of any club seeking a charter or renewal of an existing charter and make recommendations to the Executive Committee in coordination with the Director of Clubs; and
 - c. consider any proposed bylaw or rule in accordance with the procedures set forth in Article XVIII.

2. The Bylaws Committee shall hold regular monthly meetings, preferably in the time period after a regular Central Committee meeting and at least six (6) days before the next regular Executive Committee meeting, provided that any regular meeting may be canceled by the chair of the Bylaws Committee if there are no matters to consider.

F. Environmental Committee

1. The Environmental Committee shall:
 - a. investigate and promote issues relating to the environment and climate change;
 - b. establish liaisons with relevant organizations;
 - c. monitor environmental and climate change initiatives and legislative proposals, particularly at the local level; and
 - d. make recommendations to the Resolutions Committee and the Legislative Committee as appropriate.
2. The Environmental Committee shall meet at least once each calendar quarter.

G. Finance Committee

1. The Finance Committee is chaired by the Treasurer and shall:
 - a. assist the Chair and the Treasurer in preparing a budget for the calendar year, reflecting the plan for the year adopted by the Central Committee;
 - b. periodically review the results of operations;
 - c. verify the DPOC's bank account balances and statements by having at least two of its members have online access only for such purposes;
 - d. recommend, develop, and assist in organizing fundraising activities to enhance the financial position of the DPOC; and
 - e. review contracts as specified in Article XI, Section 3.
2. The Finance Committee shall meet at least once each calendar quarter.

H. Outreach Committee

1. The Outreach Committee shall:
 - a. initiate and develop contacts with individuals and groups that are outside the existing network of Democratic organizations and that may be potential allies or have the potential to become a new chartered club or are otherwise directly involved with the DPOC such as by serving on a Standing Committee;
 - b. arrange, in coordination with the Chair, for speakers at Central Committee meetings;
 - c. provide sources of political information and material to aid chartered Democratic clubs in conducting voter registration; and
 - d. coordinate and help staff the booth at the Orange County Fair.
2. The Outreach Committee shall meet at least once each calendar quarter.

I. Youth Advisory Committee

1. The Youth Advisory Committee shall:
 - a. develop programs that promote the Democratic Party among high school and college-age individuals and that provide leadership training to those who identify as Democrats;
 - b. develop a speakers' bureau composed of high school and college-age Democrats; and
 - c. coordinate its efforts with the Orange County Young Democrats organization.
2. The Youth Advisory Committee shall meet at least once each calendar quarter.

Section 2. Special Committees

The Chair may establish, and appoint Members to, committees ("Special Committees") to perform specific tasks such as organizing a DPOC convention or conducting an internal DPOC election. The Chair may terminate a Special Committee at their discretion. Special Committees automatically terminate at the end of each biennial organizational meeting.

Article XVI. Resolutions

Section 1. Standard Process for Consideration of Resolutions

- A. Requests from the Executive Committee or the Central Committee to the Resolutions Committee to prepare resolutions
 - 1. The Executive Committee or the Central Committee may direct the Resolutions Committee to prepare a resolution on a specific matter. The Resolutions Committee, at its next regular meeting for which notice may still be given, shall draft and approve a resolution responsive to the direction it has received. The chair of the Resolutions Committee shall provide the Secretary with a copy of the resolution, and the Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.
 - a. For a resolution prepared at the Executive Committee's direction, the Executive Committee may take any action it deems appropriate on the resolution, including deciding not to have the resolution submitted to the Central Committee. If the Executive Committee approves the resolution, as it may have been amended by the Executive Committee, the Secretary shall place the matter on the agenda for the next Central Committee meeting.
 - b. For a resolution prepared at the Central Committee's direction, the Executive Committee may amend the resolution drafted by the Resolutions Committee, and the Executive Committee shall then provide the Secretary with a copy of the resolution along with the Executive Committee's recommendation whether the resolution should be approved or disapproved by the Central Committee. The Secretary shall place the matter on the agenda for the next Central Committee meeting.
- B. Resolutions initiated by the Resolutions Committee or by a Member
 - 1. Resolutions initiated by the Resolutions Committee
 - a. The Resolutions Committee, on its own volition, may draft and approve a resolution.
 - b. The Resolutions Committee shall provide the Secretary with a copy of the resolution and any explanatory information.
 - c. The Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.

2. Resolutions initiated by a Member

- a. Any Member may submit a resolution to the Resolutions Committee by providing a copy of the resolution along with any explanatory information to the chair of the Resolutions Committee and to the Secretary. The Secretary shall place the matter on the agenda of the next Resolutions Committee meeting for which notice may still be given.
- b. At the ensuing Resolutions Committee meeting, the Resolutions Committee may approve the resolution, as it may have been amended by the Resolutions Committee, disapprove the resolution, or take other action such as deferring the matter to allow time to revise the wording or to gain consensus.
- c. The chair of the Resolutions Committee shall provide a copy of an approved resolution to the Secretary along with any explanatory information. The Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.
- d. No later than five (5) days after the relevant Resolutions Committee meeting, the proponent of a disapproved resolution may submit documentation to the chair of the Resolutions Committee and to the Secretary showing that at least ten (10) Elected, Appointed, and Ex-Officio Members (in addition to the proponent) have signed as supporters or co-sponsors of the proponent's resolution. Following timely receipt of the requisite documentation, the Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.

3. Consideration by the Executive Committee

For a resolution that comes before the Executive Committee pursuant to subsections B.1 or B.2, above:

- a. If the Executive Committee approves the resolution, as it may have been amended by the Executive Committee, the Secretary shall place the matter on the agenda for the next Central Committee meeting.
- b. If the Executive Committee disapproves a resolution by a two-thirds (2/3) vote, the resolution may not be brought before the Central Committee.

- c. If the Executive Committee fails to act on a resolution or if the Executive Committee disapproves a resolution by less than a two-thirds (2/3) vote, the resolution may nevertheless be brought before the Central Committee if within five (5) days of the Executive Committee meeting documentation is submitted to the Secretary showing that at least twenty (20) Elected, Appointed, and Ex Officio Members (in addition to the proponent) have signed as supporters or co-sponsors of the resolution. Following timely receipt of the requisite documentation, the Secretary shall place the matter on the agenda for the next Central Committee meeting for which notice may still be given.

Section 2. Expedited Consideration of Resolutions

- A. A resolution may be brought directly before the Central Committee on an expedited basis only if immediate consideration by the Central Committee is required because:
 1. the matter would be moot; that is, the resolution would not have practical significance because the underlying matter would be resolved before the next regular Central Committee meeting; or
 2. the resolution would not have any meaningful impact if consideration were deferred until the resolution can be reviewed through the standard process.
- B. At least twenty-four (24) hours before the scheduled start of a Central Committee meeting, an Elected, Appointed, or Ex-Officio Member proposing a resolution on an expedited basis must provide the chair of the Resolutions Committee and the Secretary with the following documentation:
 1. an electronic copy of the resolution;
 2. an electronic statement setting forth the reasons why the matter satisfies the grounds for expedited consideration set forth in subsection A above;
 3. documentation showing that at least fifteen (15) Elected, Appointed, and Ex-Officio Members (in addition to the proponent) have signed as supporters or co-sponsors of the resolution and have also signified their agreement with the grounds for expedited consideration; and
 4. a statement setting forth the reasons why the proponent was unable to present the resolution to the Resolutions Committee for standard consideration.

- C. If the Secretary timely receives the foregoing documentation, the Secretary as soon as is reasonably practical shall send an email to all Members notifying them that a resolution has been submitted for consideration at the Central Committee meeting on an expedited basis and attaching a copy of the resolution and the documentation.
- D. At the ensuing Central Committee meeting, the proponent or any of the Elected, Appointed, or Ex-Officio Members who are signed supporters or co-sponsors of the proposed resolution must make a motion to add consideration of the resolution on an expedited basis to the agenda.

Section 3. Consideration of Resolutions by the Central Committee

- A. All resolutions to be considered by the Central Committee must have been first brought before the Resolutions Committee and the Executive Committee as set forth in Section 1 above, except that resolutions may come directly before the Central Committee on an expedited basis as set forth in Section 2 above.
- B. Debate on any resolution is limited to ten (10) minutes, with Members who support or oppose the resolution each entitled to an aggregate of five (5) minutes, provided that if amendments are proposed, the Chair may extend debate for a maximum of ten (10) additional minutes. At the end of debate, the resolution, as it may have been amended, shall be voted on.
- C. A resolution is approved if it receives the affirmative vote of at least sixty percent (60%) of the Members present and voting.

Section 4. Reconsideration of Resolutions

A resolution (a) substantially the same as a resolution that was previously disapproved as the final action of the Resolutions Committee, the Executive Committee, or the Central Committee or (b) contradicting a previously approved resolution, may be considered only if the Chair determines that significant new or changed circumstances exist warranting reconsideration of the matter.

Article XVII. Legislation

Section 1. Standard Process for Consideration of Pending Legislation

- A. Legislative reviews requested by the Executive Committee or the Central Committee
 - 1. The Executive Committee or the Central Committee may direct the Legislative Committee to review specific pending legislation. The Legislative Committee, at its next regular meeting for which notice may still be given, shall review the legislation and make a recommendation to

the Executive Committee whether to support, oppose, or take no position on the legislation. The chair of the Legislative Committee shall provide the Secretary with the Legislative Committee's recommendation and a summary of the pending legislation, including the pros and cons of the legislation. The Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.

2. For a legislative review made at the Executive Committee's direction, the Executive Committee may make a recommendation to the Central Committee to support, oppose, or take no position on the legislation or the Executive Committee may decide not to have the legislation submitted to the Central Committee. If the Executive Committee does make a recommendation, the Secretary shall place the matter on the agenda for the next Central Committee meeting.
3. For a legislative review made at the Central Committee's direction, the Executive Committee shall make a recommendation to support, oppose, or take no position on the legislation to the Central Committee, and the Secretary shall place the matter on the agenda for the next Central Committee meeting.

B. Legislative Reviews Initiated by the Legislative Committee or by a Member

1. Legislative reviews initiated by the Legislative Committee
 - a. The Legislative Committee, on its own volition, may review specific pending legislation and may make a recommendation to the Executive Committee to support, oppose, or take no position on the legislation.
 - b. The Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.
2. Legislative reviews initiated by a Member
 - a. Any Member may request that the Legislative Committee review specific pending legislation by providing the bill number or other identifying information, a summary of the legislation including the pros and cons of the legislation, and their recommendation on the legislation to the chair of the Legislative Committee and to the Secretary. The Secretary shall place the matter on the agenda for the next Legislative Committee meeting for which notice may still be given.
 - b. At the ensuing Legislative Committee meeting, the Legislative Committee may make a recommendation to the Executive

Committee to support, oppose, or take no position on the legislation or the Legislative Committee may take other action such as deferring the matter to allow time to study the legislation further or to gain consensus on the matter.

- c. If a recommendation is made, the chair of the Legislative Committee shall provide the recommendation to the Secretary accompanied by a summary of the legislation, including the pros and cons of the legislation. The Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.
- d. If the Legislative Committee decides not to make a recommendation to the Executive Committee, then no later than five (5) days after the relevant Legislative Committee meeting, the proponent of the matter may submit documentation to the chair of the Legislative Committee and to the Secretary showing that at least ten (10) Elected, Appointed, and Ex-Officio Members (in addition to the proponent) have signed as supporters or co-sponsors of the proponent's recommendation on the legislation, accompanied by a summary of the legislation including the pros and cons of the legislation. Following timely receipt of the requisite documentation, the Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.

3. Consideration by the Executive Committee

For legislation that comes before the Executive Committee pursuant to subsection B.1 or B.2, above:

- a. If the Executive Committee makes a recommendation to support, oppose, or take no position on legislation, the Secretary shall place the matter on the agenda for the next Central Committee meeting.
- b. If the Executive Committee decides by a two-thirds (2/3) vote that no further action should be taken on the legislation, the legislation shall not be brought before the Central Committee.
- c. If the Executive Committee fails to act on the legislation or decides by less than a two-thirds (2/3) vote that no further action should be taken on the legislation, the legislation may nevertheless be brought before the Central Committee if within five (5) days of the Executive Committee meeting documentation is submitted to the Secretary showing that at least twenty (20) Elected, Appointed, and Ex-Officio Members (in addition to the proponent) have

signed as supporters or co-sponsors of the recommendation of the proponent, accompanied by a summary of the legislation including the pros and cons of the legislation. Following timely receipt of the requisite documentation, the Secretary shall place the matter on the agenda for the next Central Committee meeting for which notice may still be given.

Section 2. Expedited Consideration of Legislation

- A. Legislation may be brought directly before the Central Committee on an expedited basis only if immediate consideration by the Central Committee is required because:
1. the matter would be moot; that is, supporting, opposing, or taking no position on the legislation would not have practical significance because the underlying matter would be resolved before the next regular Central Committee meeting; or
 2. supporting, opposing, or taking no position on the legislation would not have any meaningful impact if consideration were deferred until the legislation can be reviewed through the standard process.
- B. At least twenty-four (24) hours before the scheduled start of a Central Committee meeting, an Elected, Appointed, or Ex-Officio Member proposing a position be taken on legislation on an expedited basis must provide the chair of the Legislative Committee and the Secretary with the following documentation:
1. an electronic copy of the legislation and a summary of the legislation, including the pros and cons of the legislation;
 2. an electronic statement setting forth the reasons why the matter satisfies the grounds for expedited consideration set forth in subsection A above;
 3. documentation showing that at least fifteen (15) additional Elected, Appointed, and Ex-Officio Members (in addition to the proponent) have signed as supporters or co-sponsors of the proponent's recommendation on the legislation and have also signified their agreement with the grounds for expedited consideration; and
 4. a statement setting forth the reasons why the proponent was unable to present the legislation to the Legislative Committee for standard consideration.
- C. If the Secretary timely receives the foregoing documentation, the Secretary as soon as is reasonably practical shall send an email to all Members notifying them that a recommendation to consider legislation on an expedited basis has been

submitted for consideration at the Central Committee meeting and attaching a copy of the documentation.

- D. At the ensuing Central Committee meeting, the proponent or any of the Elected, Appointed, or Ex-Officio Members who are signed supporters or co-sponsors of the proponent's recommendation must make a motion to add consideration of the legislation on an expedited basis to the agenda.

Section 3. Consideration of Legislation by the Central Committee

- A. All legislation to be considered by the Central Committee must have been first brought before the Legislative Committee and the Executive Committee as set forth in Section 1 above except that legislation may come directly before the Central Committee on an expedited basis pursuant to Section 2 above.
- B. Debate on any legislation is limited to ten (10) minutes, with Members who support or oppose the recommended action each entitled to an aggregate of five (5) minutes. At the end of debate, the legislation shall be voted on.
- C. A position to support, oppose, or take no position on the legislation is adopted if it receives the affirmative vote of at least sixty percent (60%) of the Members present and voting.

Section 4. Reconsideration of Legislation

- A. Legislation substantially the same as legislation previously acted on may be considered only to reaffirm the position previously taken by the Central Committee (for example, a previous bill introduced at a new legislative session) unless the Chair determines that significant new or changed circumstances warrant reconsideration of the matter.
- B. Legislation substantially contradicting a previous legislative position may be considered only to oppose the legislation (and thereby affirm the prior position) unless the Chair determines that significant new or changed circumstances warrant reconsideration of the matter.

Section 5. Legislative Proposals

- A. Proposals requested by the Central Committee or Executive Committee
 - 1. The Executive Committee or the Central Committee may direct the Legislative Committee to prepare a legislative proposal on a specific matter. The Legislative Committee, no later than its second regular meeting after the directive is received, shall draft and approve a legislative proposal responsive to the direction it has received. The chair of the Legislative Committee shall provide the Secretary with a copy of the

legislative proposal, and the Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.

2. For a legislative proposal prepared at the Executive Committee's direction, the Executive Committee may take any action it deems appropriate on the legislative proposal, including deciding not to have the legislative proposal submitted to the Central Committee. If the Executive Committee approves the legislative proposal, as it may have been amended by the Executive Committee, the Secretary shall place the matter on the agenda for the next Central Committee meeting.
3. For a legislative proposal prepared at the Central Committee's direction, the Executive Committee may modify the legislative proposal prepared by the Legislative Committee, and the Executive Committee shall then provide the Secretary with a copy of the legislative proposal along with the Executive Committee's recommendation whether the legislative proposal should be approved or disapproved by the Central Committee. The Secretary shall place the matter on the agenda for the next Central Committee meeting.

B. Legislative Proposals Initiated by the Legislative Committee

1. The Legislative Committee, on its own volition, may prepare and approve a legislative proposal or at its sole discretion it may prepare and approve a legislative proposal at the request of any Member. The Legislative Committee shall provide the Secretary with a copy of the legislative proposal and any explanatory information. The Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.
2. If the Executive Committee approves a legislative proposal, as it may have been modified by the Executive Committee, the Secretary shall place the matter on the agenda for the next Central Committee meeting.
3. If the Executive Committee disapproves a legislative proposal, the legislative proposal may not be brought before the Central Committee.

C. Consideration of Legislative Proposals by the Central Committee

1. Debate on any legislative proposal is limited to ten (10) minutes, with Members who support or oppose the legislative proposal each entitled to an aggregate of five (5) minutes provided that if amendments are proposed, the Chair may extend debate for a maximum of ten (10) additional minutes. At the end of debate, the legislative proposal, as it may have been amended, shall be voted on.

2. A legislative proposal is approved if it receives the affirmative vote of at least sixty percent (60%) of the Members present and voting.

Article XVIII. Amendments to the Bylaws and Rules

Section 1. Requests from the Executive Committee or the Central Committee to the Bylaws Committee to Prepare Amendments or New Rules

- A. The Executive Committee or the Central Committee may direct the Bylaws Committee to draft amendments to the Bylaws or to a Rule or to draft a new Rule (each such draft a “Governance Document”). The Bylaws Committee, no later than its second regular meeting after the directive is received, shall draft and approve a Governance Document responsive to the direction it has received. The chair of the Bylaws Committee shall provide the Secretary with a copy of the Governance Document, and the Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.
- B. For a Governance Document prepared at the Executive Committee’s direction, the Executive Committee may take any action it deems appropriate on the Governance Document, including deciding not to have the Governance Document submitted to the Central Committee. If the Executive Committee approves the Governance Document, as it may have been amended by the Executive Committee, the Secretary shall place the matter on the agenda for the next Central Committee meeting.
- C. For a Governance Document prepared at the Central Committee’s direction, the Executive Committee may amend the Governance Document drafted by the Bylaws Committee, and the Executive Committee shall then provide the Secretary with a copy of the Governance Document as amended along with the Executive Committee’s recommendation whether the Governance Document should be approved or disapproved by the Central Committee. The Secretary shall place the matter on the agenda for the next Central Committee meeting.

Section 2. Governance Documents Initiated by the Bylaws Committee or a Member

- A. Governance Documents initiated by the Bylaws Committee

The Bylaws Committee, on its own volition, may draft and approve a Governance Document. The Bylaws Committee shall provide the Secretary with a copy of the Governance Document and any explanatory information. The Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.

B. Governance Documents initiated by a Member

1. Any Member may submit a Governance Document to the Bylaws Committee by providing a copy of the Governance Document along with any explanatory information to the chair of the Bylaws Committee and to the Secretary. The Secretary shall place the matter on the agenda of the next Bylaws Committee meeting for which notice may still be given.
2. At the ensuing Bylaws Committee meeting the Bylaws Committee may approve the Governance Document, as it may have been amended by the Bylaws Committee, disapprove the Governance Document, or take other action such as deferring the matter to allow time to revise the wording or to gain consensus.
3. The chair of the Bylaws Committee shall provide a copy of an approved Governance Document to the Secretary along with any explanatory information. The Secretary shall place the matter on the agenda for the next Executive Committee meeting for which notice may still be given.
4. No later than five (5) days after the relevant Bylaws Committee meeting, the proponent of a disapproved Governance Document may submit documentation to the chair of the Bylaws Committee and to the Secretary showing that at least ten (10) Elected, Appointed, and Ex-Officio Members (in addition to the proponent) have signed as supporters or co-sponsors of the Governance Document. Following timely receipt of the requisite documentation, the Secretary shall place the matter on the agenda of the next regular Executive Committee meeting for which notice may still be given.

C. Consideration of a Governance Document by the Executive Committee

1. If the Executive Committee approves a Governance Document, as it may have been amended by the Executive Committee, the Secretary shall place the matter on the agenda for the next Central Committee meeting.
2. If the Executive Committee disapproves a Governance Document by a two-thirds ($2/3$) vote, the Governance Document may not be brought before the Central Committee.
3. If the Executive Committee fails to act on a Governance Document or if the Executive Committee disapproves a Governance Document by less than a two-thirds ($2/3$) vote, the Governance Document may nevertheless be brought before the Central Committee if within five (5) days of the Executive Committee meeting documentation is submitted to the Secretary showing that at least twenty (20) Elected, Appointed, and Ex-Officio Members (in addition to the proponent) have signed as supporters or co-

sponsors of the Governance Document. Following timely receipt of the requisite documentation, the Secretary shall place the matter on the agenda for the next regular Central Committee meeting for which notice may still be given.

Section 3. Consideration of Governance Documents by the Central Committee

A. Rules

1. Debate on any Governance Document that is a new rule or an amendment to an existing Rule is limited to ten (10) minutes, with Members who support or oppose the Governance Document each entitled to an aggregate of five (5) minutes, provided that if amendments are proposed, the Chair may extend debate for a maximum of ten (10) additional minutes. At the end of debate, the Governance Document, as it may have been amended, shall be voted on.
2. The Governance Document is approved if it receives the affirmative vote of at least two-thirds (2/3) of the Members present and voting. It shall become effective upon approval unless a later date is set forth in the Governance Document or is stated in the motion to adopt the Governance Document.

B. Bylaws Amendments

1. Any Governance Document that is an amendment to the Bylaws shall have its first reading (that is, it shall be presented) at the Central Committee meeting, but no action may be taken on it at that meeting.
2. The Secretary shall place the matter on the agenda for consideration at the following regular Central Committee meeting.
3. At that following meeting, debate on the Governance Document is limited to ten (10) minutes, with Members who support or oppose the Governance Document each entitled to an aggregate of five (5) minutes, provided that if amendments are proposed, the Chair may extend debate for a maximum of ten (10) additional minutes. At the end of debate, the Governance Document, as it may have been amended, shall be voted on.
4. The Governance Document is approved if it receives the affirmative vote of at least two-thirds (2/3) of the Members present and voting. It shall become effective upon approval unless a later date is set forth in the Governance Document or is stated in the motion to adopt the Governance Document.

Article XIX. Endorsements

Section 1. Offices for Which the DPOC Does Not Have Endorsement Authority

- A. The CDP, not the DPOC, has endorsement authority for statewide partisan and nonpartisan offices, for state senate and assembly offices, and for members of the United States Congress, and for state ballot propositions, initiatives, referenda, or recalls.
- B. In accordance with the CDP bylaws, no official unit of the CDP may endorse, support, or oppose any candidate for delegate to the Democratic national convention or any candidates for President of the United States until the Democratic national convention has been held. Individual members may endorse delegates or a candidate for the Democratic Presidential nomination provided that the political party or office held by such members who make such an endorsement may be indicated in that endorsement for identification purposes only.

Section 2. Local Nonpartisan Offices, Judicial Offices, and Ballot Measures

- A. Endorsement Authority
 - 1. Endorsement of candidates for all local nonpartisan offices, judicial offices and ballot measures within Orange County is the exclusive responsibility of the Central Committee.
 - 2. Endorsements shall be extended only to registered Democrats.
 - 3. Endorsements shall not be given to more candidates than there are seats open for the office in question.
 - 4. All endorsements shall be made in accordance with these Bylaws.
 - 5. The Central Committee is prohibited from endorsing candidates for election or appointment to this Central Committee or any other county central committee.
- B. Process for Early Endorsement
 - 1. Both the Executive Committee and the Central Committee must authorize opening a race for an early endorsement, which is an endorsement that occurs before the filing period begins for the relevant office.
 - 2. Consideration of a race for early endorsement is initiated with a written preliminary recommendation by an Officer or three (3) members of the Executive Committee to the Secretary. The Secretary shall then place the recommendation to open the race for early endorsement on the agenda for

the next Executive Committee meeting for which notice may still be given. If the recommendation is approved by a two-thirds (2/3) vote of the Executive Committee, the Secretary shall place the recommendation to open the race for early endorsement on the agenda for the next Central Committee meeting. The race shall be open for early endorsement only if the recommendation is approved by a two-thirds (2/3) vote of the Central Committee.

3. Once a race has been opened for early endorsement, notice shall be given to all known candidates who are Democrats and shall be posted on the DPOC website. This notice shall inform Democrats of their right to consideration and shall include the date by which candidate endorsement applications must be submitted and the administrative fee paid for a Democrat to be eligible to be considered for endorsement. All eligible applicants are deemed to have consented to be bound by the Code of Conduct.
4. The DPOC shall notify each eligible applicant of the date, time, and place of all relevant meetings. Notice shall also be provided to the chartered organizations that may be eligible to vote in the early endorsement process. Information and notices on the DPOC website shall be updated as needed to comply with the open meeting obligations of the DPOC.
5. The Chair shall direct the Secretary when to place a race that was opened for early endorsement on the agenda for a vote by the Central Committee at a meeting occurring prior to the start of the filing period.

C. Regular Endorsement Process

1. Regular endorsement procedures may take place after the filing period begins for a race provided that a race is not eligible for regular endorsement consideration if it was opened for early endorsement and the DPOC made an early endorsement or took a No Endorsement position pursuant to subsection E.2 below.
2. The regular endorsement process is initiated when a candidate who has taken out papers for an eligible race submits a written request for endorsement to the Secretary.
3. Notice shall then be given to all candidates who have filed for the applicable race and are registered Democrats and shall be posted on the DPOC website. This notice shall inform Democrats of their right to consideration and shall include the date by which candidate endorsement applications must be submitted and the administrative fee paid for a Democrat to be eligible to be considered for endorsement. All eligible

applicants are deemed to have consented to be bound by the Code of Conduct.

4. The DPOC shall notify each eligible applicant of the date, time and place of all relevant meetings. Notice shall also be provided to the chartered organizations who may be eligible to vote in the regular endorsement process. Information and notices on the DPOC website shall be updated as needed to comply with the open meeting obligations of the DPOC.

D. Special Committees on Endorsements

1. The Chair shall establish Special Committees on endorsements. Each Officer shall be an ex-officio member of each special endorsement committee. The Chair shall appoint additional Members to each committee at the Chair's discretion, taking into account geographic considerations and the interests of clubs. A separate special endorsement committee shall be established to review and make recommendations on judicial candidates with the Chair appointing some additional Members having legal or judicial backgrounds.
2. For candidate endorsement committees (including judicial candidates), the members of the applicable committee shall review all candidate applications for an office, conduct interviews with all candidates eligible for endorsement, and make endorsement recommendations to the Central Committee. Only members of a committee who attended all the candidate interviews for an office may vote on recommendations to the Central Committee for that office.

E. Endorsement Voting

1. Endorsement voting by the Central Committee shall be conducted in a single round of voting with the option of "no endorsement" being provided. There shall not be any runoffs.
2. For a race open for early endorsement, a candidate must receive a two-thirds (2/3) affirmative vote to be endorsed. If the "no endorsement" option receives an affirmative vote of two-thirds (2/3) then the official position of the DPOC is "No Endorsement". The DPOC takes no position in a race if neither a candidate nor the "no endorsement" option receives a two-thirds (2/3) vote. A candidate who sought early endorsement may seek regular endorsement if the early endorsement vote resulted in the DPOC taking no position in the race.
3. For regular endorsement, a candidate must receive a sixty percent (60%) affirmative vote to be endorsed. If the "no endorsement" option receives an affirmative vote of sixty percent (60%) then the official position of the

DPOC is “No Endorsement.” The DPOC takes no position in a race if neither a candidate nor the “no endorsement” option receives a sixty percent (60%) vote.

F. Club Associate Voting on Endorsements

Notwithstanding any other provision to the contrary, Associates shall have the right to vote on endorsements subject to the conditions and restrictions set forth below. The right to vote shall extend to Associates whose chartered organizations satisfy the following requirements:

1. The organization’s bylaws provide:
 - a. a mechanism by which the Associate is appointed or elected;
 - b. that the organization may recall and replace the Associate by the procedure defined in the organization’s bylaws;
 - c. that the Associate and all elected officers shall adhere to the official positions of the organization, to the extent possible, when voting and participating in discussions, or words to similar effect; and
 - d. that an organization’s endorsement position be achieved by at least eleven (11) affirmative votes and at least sixty percent (60%) of members present and voting.
2. The organization, by a vote meeting the requirements of subsection 1.d above, may in advance authorize its executive board or its Associate to make an endorsement position on behalf of the membership if there is insufficient time to hold a regular membership meeting after receiving notice from the DPOC of an endorsement vote at an upcoming Central Committee meeting.
3. The organization has paid the chartering fee required by Article XII, Section 2.B, and its charter has not been revoked or suspended.
4. The organization has been chartered and operating for at least one year before the vote.
5. The organization has at least twenty (20) members who have designated the organization as their exclusive “home club” and the identity of those members was confirmed by the organization to the DPOC as part of the annual chartering process under Article XII or in advance of a Central Committee endorsement vote if (i) the organization previously did not have the requisite number of home club members or (ii) if there is a

question whether the organization continues to have the requisite number of home club members.

6. Organizations defined by geographic area shall specify the cities in which they are active/operate on their chartering application and in their bylaws according to their membership roster (which means any city in which an organization has at least ten (10) unique members or thirty percent (30%) of the membership, whichever is lower, who have designated the organization as their exclusive “home club” as reported to, and confirmed by, the DPOC at the time of chartering or the Central Committee’s endorsement votes); except that the rule of a minimum of ten (10) members or thirty percent (30%) shall not apply to a club claiming for endorsement voting a city not claimed by another club and in which it has more members than any other club that may or did claim it.
7. The right to vote shall extend to Associates representing organizations defined by geographical area, to the following offices:
 - a. countywide offices;
 - b. elected officials of the cities in which the organization operates as designated under subsection 6 above; and
 - c. any county supervisor, any county board of education trustee, and any other local office whose districts include any of the cities, or portion thereof, in which the organization operates as designated under the subsection 6 above.
8. The right to vote shall extend to Associates representing organizations defined by special interest or cultural community, to the following offices:
 - a. countywide offices;
 - b. county supervisors;
 - c. county board of education trustees; and
 - d. five additional races per calendar year designated by the organization in writing to the Secretary.
9. In years in which the above restrictions would result in an organization defined by special interest or cultural community being able to vote in fewer than ten total races, the organizations may designate additional races in which it will be allowed to vote to make up for the shortfall.

10. In countywide races the total number of votes by Associates under this subsection F shall not exceed the number equal to twenty-five percent (25%) of all Elected, Appointed, and Ex Officio Members. To that end, when the number of Associates eligible to vote in countywide races exceeds such twenty-five percent (25%), the following rules shall apply:
 - a. The votes of the Associates shall be counted separately from the votes of all other eligible members.
 - b. The votes of the Associates shall be multiplied by a fraction, the numerator of which shall be the number equal to 25% of the Elected, Appointed, and Ex Officio Members (rounded to the nearest whole number) and the denominator of which shall be the total number of votes cast by Associates. Such modified fractional votes, for each candidate and for “no endorsement”, shall be added to the respective votes cast by Members other than Associates to determine the final vote tally.¹
11. Associates who are entitled to vote on any race included on a consent calendar may vote on the consent calendar even though the consent calendar may contain a race(s) on which that Associate would otherwise not be entitled to vote (and such other races shall not be included in the total number of races the Associate’s organization is entitled to vote on for the year).

Article XX. General Policies

Section 1. Public Meetings

All public meetings of the DPOC, including meetings of Standing Committees and Special Committees, shall be open to all members of the Democratic Party without regard to race, color, creed, national origin, sex, age, religion, ethnic identity, sexual orientation, disabilities as defined by the Americans with Disabilities Act of 1990, or economic status. The scheduling and location of public meetings and other public affairs of the DPOC must take into account the ability to fully and fairly participate with reasonable accommodations, where appropriate, of (i) persons with disabilities as defined in the Americans with Disabilities Act of 1990 and (ii) any religious minorities of significant numbers of concentration whose level of participation would be affected.

¹ For example, if twenty (20) Associates vote, and if twenty-five percent (25%) of the number of Elected, Appointed, and Ex-Officio Members is sixteen (16), then each Associate vote would be worth eight tenths (0.8, which is 16 divided by 20) votes in the final tally, ensuring that the Associate votes count less than other Member votes, if necessary, to maintain the twenty-five percent (25%) cap.

Section 2. Tests and Oaths

There shall be no membership requirements tests, or loyalty oaths, for the DPOC causing or requiring, either directly or indirectly, prospective or current members of the Democratic Party to acquiesce in, condone, or support discrimination on the grounds of race, color, creed, national origin, sex, age, religion, ethnic identity, sexual orientation, disabilities as defined by the Americans with Disabilities Act of 1990, or economic status.

Section 3. Voter Registration

The DPOC shall support the broadest possible registration without discrimination on grounds of race, color, creed, national origin, sex, age, religion, caste, ethnic identity, sexual orientation, gender identity, persons with disabilities as defined by the Americans with Disabilities Act of 1990, or economic status.

Section 4. Electronic Notice

- A. The following persons shall be deemed to have consented to send and receive all notices via electronic means, including email if they have provided the DPOC in writing with an email address at which they can be contacted:
1. anyone who seeks, or accepts, election or appointment to any position on or with or on behalf of the DPOC;
 2. any organization and its officers applying for a charter by the DPOC;
 3. anyone who files a complaint or challenge to or under any procedure set forth in these Bylaws and Rules or who participates as a complainant or challenger in such a complaint or challenge; and
 4. anyone who seeks the endorsement of the DPOC to any office.

Any person described in the previous sentence who has provided the DPOC with an email address shall, by so doing, be deemed to have consented to send and receive email notices to or from the DPOC at such email address until the latter of (i) the date they affirmatively terminate such consent or (ii) the conclusion of the process which triggered this consent; provided that any such person may change the email address on file for use by notifying the Secretary in writing of the new address and requesting it be used instead of the prior address.

- B. Any other person may provide the DPOC with written consent (on a form approved by the Secretary) to send and receive emails notices to or from the DPOC. Such written consent shall continue in effect until and unless the person affirmatively terminates the consent or changes the email address on file with the DPOC.

- C. All forms and notices of the DPOC which initiate (or respond in the first instance to the initiation of) any process described in subsection A, above, shall set forth clearly and legibly (i) that such consent is provided by participation in that process and that it is the obligation of the person to inform the DPOC of any change in their email address and(ii) the procedure for terminating (“opting out”) of the consent to send and receive notices via electronic means, including email. Notwithstanding the provisions of this subsection C, any failure by the DPOC to include such a notice in a communication shall not invalidate any ongoing process giving rise, or otherwise related, to the communication.
- D. By consenting to receive notice by electronic means, a person agrees to hold the DPOC harmless should the consenting person fail to open, receive, view, or read their incoming emails regularly or allow others to delete their incoming emails and, therefore, not receive actual knowledge of the material contained in the email notice in a timely manner. If two or more consenting persons provide the DPOC with the same email address, notice to that email address shall be deemed individual notice to each person who provided that email address.
- E. The DPOC hereby consents to receive email notice from any person who has provided consent to receive email notice in the manner set forth in subsection A, above, during any time period that such person’s consent to receive email notice remains in full force and effect.
- F. Email addresses are considered part of the membership roster of the DPOC and may be made available to the public as long as Members are given the option, in writing, at the time they initially register their email address with the DPOC of maintaining the confidentiality of their email address or making their email address public. Thereafter, Members may, at the time they register any change of email address, request their new email address be kept confidential.
- G. To be effective, notice to the DPOC of change of email address must be provided to the Secretary in writing.

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Appendix A. Code of Conduct and Conduct Review Commission

CODE OF CONDUCT Democratic Party of Orange County

This Code of Conduct of the Democratic Party of Orange County (the “DPOC”) applies to the following individuals (each a “DPOC Colleague”): (1) each member of the DPOC Central Committee, including elected members, appointed members, ex officio members, alternates, and associates; and (2) any non-member who is appointed to a DPOC officer position, Standing Committee or Special Committee.

Expected Behavior

The DPOC is committed to providing a safe, professional and harassment-free environment for all DPOC Colleagues, employees, and all others associated with the DPOC. The DPOC expects all DPOC Colleagues, employees, and others associated with the DPOC to act professionally, respecting the personal rights and dignities of all individuals involved with the party so as to create a productive, inclusive environment for all.

All individuals should feel safe within the DPOC, regardless of their sex, gender, gender identity, gender expression, sexual orientation, pregnancy, race, color, ethnicity, national origin, immigration status, ancestry, religion, creed, age, physical or mental disability, medical condition, genetic information, marital status, military or veteran status, body size, domestic violence victim status, or any other legally protected classifications they may have.

The DPOC’s behavior standards apply to meetings of the DPOC Central Committee, Executive Committee, standing committees, special committees, other DPOC related meetings, any and all events sponsored by or affiliated with the DPOC, as well as in DPOC-related calls, texts, emails, and social media like Facebook, Instagram, Twitter and SnapChat. The DPOC behavior standards also apply to matters unrelated to the DPOC if the behavior (or consequences of the behavior) (i) is detrimental to the DPOC’s reputation or is harmful to the DPOC’s purposes or operations or (ii) targets, directly or indirectly, a DPOC Colleague.

Unacceptable Harassment

The DPOC will not tolerate harassment—that is, disrespectful or unprofessional conduct based on any of the protected categories listed above. Prohibited harassment can be verbal (such as slurs, jokes, insults, epithets, gestures, or teasing based on the protected categories listed above), visual (such as the posting or distribution of offensive posters, symbols, cartoons, drawings, computer displays, or emails based on the protected categories listed above), or physical (such as physically threatening another person, blocking someone’s way, touching private parts, making physical contact in an unwelcome manner, etc.).

The DPOC will not tolerate sexual harassment, that is, harassment based on sex or conduct of a sexual nature, which includes harassment based on sex (including pregnancy, childbirth, breastfeeding, or related medical conditions), gender, gender identity or gender expression. Prohibited sexual harassment may include all of the actions described above as harassment, as

well as other unwelcome sex-based conduct, such as unwelcome or unsolicited sexual advances, requests for sexual favors, conversations regarding sexual activities, or other verbal or physical conduct of a sexual nature. Sexually harassing conduct need not be motivated by sexual desire and may include situations that began as reciprocal relationships, but that later cease to be reciprocal.

The DPOC prohibits quid pro quo sexual harassment, such as when submission to sexual conduct is made explicitly or implicitly a term or condition of an individual's membership in the party, appointment to committee, leadership, or other role within the DPOC; or submission to or rejection of sexual conduct by an individual is used as the basis for decisions affecting that individual.

The DPOC prohibits the creation of a hostile environment, that is, conduct that creates an intimidating, abusive, hostile or otherwise offensive environment, including but not limited to: unwelcome sexual advances, flirtation, teasing, sexually suggestive or obscene letters, invitations, notes, emails, voicemails or gifts; sex, gender or sexual orientation-related comments, slurs, jokes, remarks or epithets; leering, obscene or vulgar gestures or making sexual gestures; displaying or distributing sexually suggestive or derogatory objects, pictures, cartoons, or posters or any such items; impeding or blocking movement, unwelcome touching or assaulting others; any abusive yelling or screaming, other verbal threats, or disrespectful language directed at a person; any sexual advances that are unwelcome as well as reprisals or threats after a negative response to sexual advances; and conduct or comments consistently targeted at one gender, even if the content is not sexual.

The examples above are just that—examples. In general, any conduct listed above or that is based on the protected classifications listed above that could interfere with an individual's participation in the DPOC or could create an offensive environment will be considered harassment in violation of this code of conduct. This is the case even if the offending individual did not mean to be offensive. It is essential that we all be sensitive to the feelings of others.

Disrespectful or Intimidating Behavior Prohibited

A DPOC Colleague shall not create or contribute to an environment that is intimidating, offensive, or abusive to others. Prohibited behavior includes but is not limited to: physical intimidation or harassment including holding, impeding or blocking movement; following, stalking, or any other inappropriate or known to be unwelcome physical contact or advances; threats or demands to submit to sexual requests; and threats or other conduct which impair Party operations or frighten, alarm, or inhibit others.

Support for Endorsed Candidates

A DPOC Colleague shall not:

1. Publicly denigrate a candidate endorsed by the DPOC; or
2. Endorse, or allow their name to be used to support, or encourage others to vote for any

candidate in a partisan race who is not a registered Democrat; or

3. Give support to or publicly advocate for a candidate of another party or a candidate who is opposed to a candidate endorsed by the DPOC. For purposes of this section, public candidate advocacy includes, but is not limited to donations; oral, written, or electronic communication of support; endorsement; or campaign appearances with candidates or on behalf of a candidate.

Reporting

The DPOC takes very seriously its responsibility to provide each DPOC Colleague with a safe, professional and harassment-free environment and urges any DPOC Colleague who feels uncomfortable, unwelcome, or unsafe to report harassment (of themselves or observed with respect to others) or any other violation of this code of conduct as soon as possible by submitting a written statement to the DPOC Chair, one of the elected DPOC officers (Vice-Chairs, Treasurer, Secretary) or one of the California Democratic Party Regional Directors. The individual is never required to file a complaint with the harasser(s) or code violator(s).

The statement should provide information such as a summary of the incident or incidents, names of the individuals involved, and names of any witnesses so as to enable the DPOC to initiate an investigation.

Retaliation Prohibited

Retaliation for reporting an alleged violation of this code of conduct, or for participating in an investigation with respect to this code of conduct, is prohibited. Retaliation may include, but is not limited to, exclusion from meetings or committees, ostracism, bad-mouthing, or other conduct that may limit engagement with the DPOC, or that would be reasonably likely to deter a reasonable DPOC Colleague from reporting an alleged violation of this code of conduct or participating in a code of conduct investigation.

Remedies/Penalties

1. For alleged violations of the obligations under the section on “Support for Endorsed Candidates”, the procedures are as set forth in the Bylaws: Article II, Section 8 with respect to removing or censuring a member or Article IV, Section 5 with respect to removing an officer.

2. For all other alleged violations, the DPOC will refer the matter to the Conduct Review Commission to investigate the matter. If the Conduct Review Commission determines that harassment or any other violation of this Code of Conduct has occurred, it shall make recommendations on appropriate remedies or sanctions to the Executive Committee. The Executive Committee by a majority vote may impose any recommended remedies or sanctions (other than removal or censure) provided that the alleged violator shall have had an opportunity to appear before the Executive Committee to respond to the statement of charges and the recommendations of the Conduct Review Commission.

BYLAWS
Effective 1/1/2025

Any recommendation by the Conduct Review Commission for the removal or censure of a member or an officer may only be acted upon by following the procedures set forth in Article II, Section 8 or Article IV, Section 5 of the Bylaws. Furthermore, the referral of any matter to the Conduct Review Commission or the pendency of any matter before it does not suspend, delay or affect the right of DPOC members and officers to pursue removal or censure under the foregoing Bylaws provisions.

Appendix B. CDP Bylaw Provisions on DPOC Positions on DSCC

ARTICLE II: MEMBERSHIP

Section 4. MEMBERS ELECTED BY COUNTY CENTRAL COMMITTEES

a. Each County Central Committee of the Party shall elect, from its own members as defined by its by-laws, representatives who shall serve at the pleasure of the County Central Committee to This Committee as follows: four members as base representation, plus one member for each 10,000 registered Democrats or fraction thereof.

b. The number of registered Democrats shall be as of the most recent report of registration to the Secretary of State. The Secretary of This Committee shall secure the registration totals received by the Secretary of State seven days prior to the General Election, and shall forthwith notify the respective County and District Committees of the Party registrations and the allocation of members to be elected under provisions of the Elections Code.

c. Elections shall be held by January 31 following the regular general statewide election. Those committees that reorganize in January shall elect their representatives to This Committee at their organizational meetings.

d. Persons elected as members shall adhere to the Equal Division Rule, and shall be members of the County Central Committee as of the date of the first regular meeting of This Committee.

e. In order for the representative to be eligible to vote at the next meeting of This Committee, the County Chair shall notify the State Chair of This Committee in writing signed by the County Chair of the names and addresses of the persons elected to membership of This Committee no later than by a date publicized by the Chair of This Committee which is at least 60 days prior to the Organizing Convention of an odd-numbered year, or next business day if date falls on state holiday or weekend. Those committees which reorganize in January shall make this notification within three days of the elections held pursuant to subsection (c).

f. County Central Committees may provide for the election of their allocation of membership on an at-large basis or by Supervisorial or Assembly Districts, or by any combination thereof.

Appendix C. CDP Bylaw Provisions on DPOC Positions on CDP Executive Board

ARTICLE VII: EXECUTIVE BOARD

Section 2. EXECUTIVE BOARD MEMBERSHIP

b. County Committee representatives elected as follows:

(1) One County Committee representative shall be elected for each 100,000 registered Democrats or portion thereof resident in the county.

(2) County Committee representatives to the Executive Board shall be elected by their respective County Committees as provided in their bylaws at their first regular meeting following This Committee's state convention in an oddnumbered year. Only Democratic State Central Committee Members who hold their membership by virtue of Article II, Section 4 shall be eligible for such election.

(3) County Committee representatives shall be divided as equally as possible between the genders as described in Article II, Section 3, Subsection e, in 39 accordance with the Equal Division rule.