

# Bylaws of the Wimberley Democrats

## Article I: NAME

The name of this organization shall be The Wimberley Democrats, and may interchangeably be designated as the WimDems, referenced herein as “the Organization.”

## Article II: PURPOSE

### Section 1: Purpose.

The primary purpose of the Organization is to take all reasonable actions to elect candidates of the Democratic Party, including fostering an active, informed, and growing community of Democrats in the Wimberley Valley area.

### Section 2: Ideals and Values

The members of the Organization believe in the ideals and values of the Democratic Party. We believe that democracy works best when more people participate. We believe that we should encourage our members to support our Democratic Party candidates and to follow the example set by the Texas Democratic Party and Democratic National Committee to support local candidates, financially and through volunteerism. We believe that, through our participation, we can make a difference in our community, state, and our country.

## Article III: ORGANIZATIONAL STRUCTURE

### Section 1: Organization Overview

The Organization comprises a general membership (“the Members”) governed by a Steering Committee. In addition to the procedures defined in these Bylaws, the Steering Committee may adopt other policies and define other positions that do not conflict with these Bylaws. In particular, any change that modifies the voting structure of the Organization must be authorized by an amendment to these Bylaws.

### Section 2: Membership and Dues

Membership is open to all Democrats who reside in Hays County who support the purpose of this organization.

Since dues are not charged, a working roster of Members is kept, for contact information to facilitate notification and communication. The Organization will accept contributions as needed for civic activities, social events and other operating costs.

### Section 3: Composition of the Steering Committee

The Steering Committee of the Organization shall be composed of the following members:

- Four elected officers -- Chair, Vice-Chair, Secretary, and Treasurer;
- Four elected non-officers; and
- The Democratic Precinct Chairs for all local precincts: The local precincts are currently defined as 333, 335, 337, 338, and 339. If any of these precincts is subdivided, or if any other reorganization results in a larger number of precincts covering the same area, the number of Steering Committee positions will be increased accordingly to correspond to such changes.

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### Section 4: Meetings of the General Membership

The Steering Committee will hold an Annual Meeting of the general membership every spring. The Steering Committee may call other meetings for informational and social purposes from time-to-time, and on a regular monthly basis when practical. The Steering Committee will publicize all meetings by email and other Organization social media and by notices in local newspapers.

### Section 5: Meetings of the Steering Committee

- a. The Chair will call meetings of the Steering Committee as he or she deems appropriate, or at the request of anyone on the Steering Committee, or at the request of a block of Members. Steering Committee meetings will be open to all Members.
- b. A majority of the current Steering Committee members or six members, whichever number is smaller, must be present to constitute a quorum for the transaction of business at any meeting of the Steering Committee. Members may be present in person, by telephone conference call, or by internet video conferencing. The act of a majority of the Steering Committee present at any meeting at which a quorum is present shall be the act of the Steering Committee, although not that of the general membership.

### Section 6: Terms, Nominations and Elections

- a. Terms - The elected positions on the Steering Committee have a term of two years and shall be determined in every odd-numbered year at the Annual Meeting. Elected members of the Steering Committee may serve consecutive terms without limit.
- b. Precinct Chairs - Precinct Chairs are selected by the County Party (or elected by voters if contested).
- c. Nominations – Any Member may nominate him or herself, or may nominate any other Member, for any of the elected Steering Committee positions. An opportunity to nominate oneself or others will be provided to the members; the Steering Committee will contact all nominees to verify interest and contact information. Nominations received 30 days prior to the Annual Meeting and verified by the Steering Committee will be publicized to the membership via electronic communication at least 14 days prior to the Annual Meeting.
- d. Elections – All Members are entitled to vote on elected Steering Committee positions. Members present at the Annual Meeting may vote at that time. If a Member cannot be present, then a written, signed proxy with full contact information (*i.e.*, first and last name, physical address, phone number, email address) may be given to another Member to vote in the stead of the absent Member. Alternatively, a Member who cannot be present may vote by sending their selections to the Organization’s email address at least seven days before the Annual Meeting.
- e. For an uncontested position, a voice vote will be taken. For a contested position, the vote will be conducted by show of hands. A paper ballot may be used if requested by any Member present.
- f. Officers will be elected by simple majority vote of the Members. If no nominee receives a majority of the votes cast, a runoff shall be held between the two nominees receiving the greatest number of votes.
- g. Each Member may place one vote for a nominee for a non-officer elected position. The four nominees with the most votes will be awarded the positions.
- h. Any election resulting in a two-way tie will be resolved by a coin toss. Ties among three or more will be resolved by an elimination series of round-robin coin tosses.

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### Section 7: Resignation or Removal of Steering Committee Members

- a. Resignation – Any Steering Committee member may resign at any time by giving written notice of such resignation to the Chair or to the Secretary. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt of the written notice by such officer, and the acceptance of that resignation shall not be necessary to make it effective, unless expressly so provided in the written resignation.
- b. Removal – Any Steering Committee member may be removed, with or without cause, by a vote of a majority of the Steering Committee members, and a successor may be elected by a majority vote of the Steering Committee members.
- c. Vacancies – A vacancy may, at any time, be filled for the unexpired portion of the term by a majority vote of the Steering Committee members.

### Section 8: Officers and Duties

#### CHAIR

The Chair is the chief governance officer of the Organization and as such oversees, guides, coordinates, and calls Steering Committee meetings at which all the business of the Organization is coordinated, such as planning future general membership meetings. The Chair presides over meetings, signs necessary documents and coordinates with the Treasurer for payment of all expenses, including space rentals and other accounts payables, and coordinates arrangements for all Organization events and other events in conjunction with other Community Clubs, the Hays County Democratic Party, and the Texas Democratic Party. The Chair provides an annual report at the Annual Meeting.

#### VICE CHAIR

In the absence of the Chair, the Vice Chair presides over meetings, prepares agendas and fulfills duties of the Chair. The Vice Chair assists the Chair as the Chair requests and participates in Steering Committee meetings and planning. In the event of the illness, death, or long-term disability of the Chair, or if a vacancy in the Chair position occurs, the Vice Chair becomes the Chair Pro Tem and assumes all duties of the Chair until a new Chair is elected, including signatory authority for the purposes of banking transactions. This position does not imply automatic succession to the Chair.

#### SECRETARY

The Secretary records the minutes of the Steering Committee meetings and annual meetings as required as proof for officers to be added to signatory card to maintain the bank account; maintains records of policies and procedures adopted; ensures such records are archived; supports all other officers in their work, as necessary; and participates in Steering Committee meetings and planning. The Secretary shall submit minutes of meetings to the Chair within seven days of the meeting.

#### TREASURER

The Treasurer maintains bank account and financial records; provides written reports as requested and at the Annual Meeting; collects, records, and deposits donated funds; coordinates with the Chair for payment of all authorized expenses, and participates in Steering Committee meetings and planning.

### Article IV: FUNDS AND EXPENDITURES

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## Section 1: Receipt of Funds

The Treasurer shall total and record donations by cash, check, or other means at events and reports those amounts in the Treasurer's next monthly report. The Treasurer shall deposit all donations in a timely manner.

## Section 2: Banking Transactions

The Treasurer and the Chair will have signatory authority on the Organization's bank accounts. These two officers shall have read-only privileges for online banking. However the Organization will require a written monthly statement from the Organization's bank.

## Section 3: Disbursement of Funds

- a. The Steering Committee must approve each financial transaction of the Organization that has a value of \$300 or more. The Steering Committee may give such approval by a signed, written consent of a simple majority of the entire Steering Committee members or by email from a simple majority of the entire Steering Committee provided that all members of the Steering Committee are addressed in the outgoing email.
- b. All Organization checks, drafts, or orders for payment of money up to and including \$300 shall be signed by either the Treasurer or the Chair. Organization payments in excess of \$300 shall require the signature of both the Chair and the Treasurer, or another officer who the Steering Committee has designated to have signatory authority for this purpose.

## Section 4: Reimbursements

- a. The Organization will not reimburse anyone for any expenses for which the reimbursement request is not accompanied by proof of purchase, rental, etc.
- b. No officer with signatory authority will reimburse him or herself without prior approval by a majority of members of the Steering Committee, and another officer with signatory authority must sign the subject reimbursement check.

## Section 5: Audit of Financial Statement

- a. The Organization's General Political Action Committee financial reports are posted at least twice each year on the Texas Ethics Commission website. [www.ethics.state.tx.us](http://www.ethics.state.tx.us). These reports include all contributions and expenditures by the Organization, and are available to the public.
- b. The Steering Committee can, at its discretion, create an ad hoc Financial Audit Committee that will provide a written report within 30 days of completion of that committee's audit.

## Section 6: Dissolution

No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that this organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in these Bylaws. If the Organization is to be dissolved, the Steering Committee, with the agreement with any active members, will assign any funds or assets to another Democratic organization, in keeping with the agreed upon mission of the Organization.

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## Article V: AMENDMENTS TO BYLAWS

### Section 1: Interim Amendments

- a. Between annual meetings of the membership, the Steering Committee may amend these Bylaws upon the affirmative vote of two-thirds of the entire Steering Committee. For decisions on interim amendments, a Steering Committee member may vote by written proxy given to another Steering Committee member.
- b. These interim amendments will become effective immediately upon the Steering Committee's approval. However, if the Organization's general membership does not ratify an interim amendment at the next annual meeting of the membership, then that unratified amendment will automatically expire on the date of that annual meeting.
- c. The Steering Committee will provide the membership of each adopted interim amendment using a notice process that is reasonably calculated to reach as many members of the Organization as possible. This notice will also notify members of the means available to comment on the interim amendments.
- d. The vote of the membership to ratify any interim amendment will be by a voice vote of the majority of the membership present (including written proxy votes). If it is not possible to discern the majority by a voice vote, then the vote will be taken by a show of hands.

### Section 2: General Comment Period and Review of Proposed Amendments

- a. The Steering Committee will distribute any proposed amendments to the Bylaws to the membership electronically at least three weeks before the next Annual Meeting at which the membership will vote on the proposed amendment. The proposed amendments so distributed will include all changes marked as clearly as possible for ease of review and general comment.
- b. Proposed amendments will be divided into individual proposals on which the membership may vote separately. All proposed amendments will be designated as either 1) interim amendments, which will include the details about time of adoption and rationale for adoption OR 2) a new proposed amendment for consideration.
- c. For the Steering Committee to consider any comments from the membership in making its final version of a proposed amendment, members must submit their comments at least two weeks before the subject annual meeting. The Steering Committee may adopt membership requests for changes prior to the subject annual meeting. If membership comments result in changes to any interim or proposed amendments, the Steering Committee will distribute any revised proposals at least one week before the subject annual meeting.

## Article VI: NON-DISCRIMINATION

The Organization shall not practice or permit discrimination in any manner on the basis of age, race, gender, sexual orientation, national origin, religion, or disability.