

**WOMAN'S DEMOCRATIC CLUB
MONTGOMERY COUNTY MARYLAND**
With WDC Board recommended revisions April 2017 (**in bold italics**)

Article I - Name

This organization shall be known as Woman's Democratic Club of Montgomery County, Maryland.

Article II - Purpose

The purpose of this club shall be to help elect Democrats to office; to support Democratic programs; ***to support and advocate for democratic issues and values*** and to educate all voters on local, state and national issues.

Article III - Membership

Section 1. Composition

Membership shall be composed of Democratic voters primarily from Montgomery County, Maryland.

Section 2. Dues

The fiscal year of this Club shall run from September 1 to August 31. The Board of Directors shall recommend the amount of annual dues. After at least two weeks written notice, this amount shall be voted on by the general membership at any general meeting. ***Only changes in the dues amount shall require a vote by the general membership following approval by of the Board of Directors.*** A simple majority of those members present and voting shall be sufficient to adopt the dues. After due notice, any member delinquent for six months shall be removed from the membership list.

Article IV - Officers and Executive Committee

Section 1. Number of Officers

The officers of this club shall be a President, a 1st Vice President, 2nd Vice President, 3rd Vice President, a Treasurer, and a Secretary.

Section 2. Prohibitions

No member elected to office in a primary or general election may be an officer of this organization. The President shall not take part in any partisan activity on behalf of a candidate or faction in a pre-primary or primary contest.

Section 3. Terms of Office

All officers shall be elected every two years at the Annual Meeting held in May or June of each odd numbered year.

Section 4. Executive Committee

The Executive Committee shall consist of the elected officers of the club and the immediate past president.

Article V - Duties of Officers

Section 1. President

The president shall preside at all meetings of the membership, the Board of Directors and the Executive Committee. The President shall appoint all chairpersons or co-chairpersons of committees and be an ex-officio member of such committees with the exception of the Nominating Committee. The President shall perform such other duties as the Board of Directors deems necessary to carry on functions appropriate to this club. If the President is absent, the 1st Vice President shall take over the duties of the President.

Section 2. Vice Presidents

The Vice Presidents shall assist the President in carrying out club activities. ***The 1st Vice President shall assume the office of President.***

Section 3. Treasurer

The Treasurer shall be custodian of all club funds and shall be responsible for depositing and disbursing these funds under the direction of the Board of Directors. The Treasurer shall submit a written report of all receipts and disbursements at each regular meeting of the Board of Directors.

Section 4. Secretary

The Secretary shall keep the minutes of the Board meetings, Executive Committee meetings and the General Meeting to elect the officers. The minutes shall be distributed to the Board prior to the next meeting. A current file shall be available and sent to the archives periodically. At the direction of the President, the Secretary shall handle occasional correspondence.

Section 5. Vacancies

If the office of President is vacated, ***the 1st Vice president shall become president.*** If any of the other offices is vacated, the President shall appoint a successor with the approval of the Board of Directors. ***All other board positions not elected serve at the will of the President.***

Article VI - Board of Directors

Section 1. Composition

The Board of Directors shall consist of the elected officers, the immediate past president of the club and such directors as the President appoints to carry out the objectives of the club. There shall be at least 6 appointed directors.

Section 2. Powers and Duties

The Board of Directors shall have full authority to conduct the business of the Club and to create such committees as may be necessary to carry out the functions of the Club.

Section 3. Quorum

A majority of the members of the Board of Directors shall constitute a quorum.

Article VII - Meetings

Section 1. Annual Meeting

There shall be a General Membership Meeting every two years in odd-numbered years for the purpose of electing the officers of the club. The meeting shall be held between the May and June Board meeting. Special general membership meetings may be called by the Board of Directors.

Section 2. Board Meetings

The Board of Directors shall meet at such times as deemed necessary, but at least 9 times annually. Board members who have missed 3 consecutive meetings without excuse may be removed from the Board of Directors.

Members of the Board who are unable to physically attend such meeting in person may participate by remote electronic communication system, including the telephone, videoconferencing technology or the Internet in such meeting by conference telephone or other forms of remote technology if at least a majority of the Board of Directors are in physical attendance at such meeting and if all Board members present and those participating by remote electronic communication are able to hear and communicate with each other.

In the event there may be issues that need to be resolved prior to a regular board meeting, those items may be emailed to the board of directors and voted on prior to the meeting by a majority vote.

Article VIII - Nominations and Elections

Section 1. Nominating Committee

There shall be a Nominating Committee consisting of five members. Three members shall be members of the Board of Directors and two shall be chosen from the general membership. The names shall be approved by the Board of Directors at the January Board meeting in an election year. The Chairperson shall be chosen by the members of the Nominating Committee. Members of the Nominating Committee are not barred from becoming officers of the Club.

Section 2. Report of the Nominating Committee

The Nominating Committee shall make a written report to the general membership at least one month prior to the Annual Meeting at which the election for officers is to be held. At that meeting additional nominations may be made from the floor immediately following the report of the Nominating Committee. All candidates for office must agree to serve prior to nomination.

Section 3. Election Procedures

Election shall be by a majority of those members present and voting. All officers shall be installed immediately following their election.

Article IX - Quorum

Twenty five members shall constitute a quorum at any general meeting.
At a Board Meeting or Executive Committee meeting, a simple majority constitutes a quorum.

Article X - Amendments

These By-Laws may be amended by a two-thirds vote of the members present and voting at a general membership meeting, provided that the Board of Directors has approved the amendments and the general membership has had at least two weeks written notice prior to the meeting.

Article XI - Parliamentary Authority

Roberts Rules of Order, Newly Revised, shall govern the Club in all cases in which they are not inconsistent with these By-Laws

Adopted January 14, 1998

Revised April 12, 2011

Revised April 21, 2012

WDC board proposed revisions April 26, 2017