

**AMENDED AND RESTATED
BYLAWS OF
THE YORK COUNTY FEDERATION
OF DEMOCRATIC WOMEN**

MISSION STATEMENT

The York County Federation of Democratic Women promotes the appointment and election of Democratic women to responsible positions within all branches of government, encourages the advancement of women in both the public and private sectors, and advocates the core values of the Democratic Party.

Article I. NAME

Section 1.01 The organization shall be known as The York County Federation of Democratic Women (YCFDW).

Article II. MEMBERSHIP

Section 2.01 Nondiscrimination

The organization is open to all persons who are registered to vote as Democrats and students who have not attained voter registration age but are interested in becoming more knowledgeable about the Democratic Party and Democratic principles, regardless of their age, gender, race, color, religious creed, religion, ancestry, national origin, disability, familial status, sexual orientation, and all classes covered now or in the future under any applicable local, state or federal law prohibiting discrimination.

Section 2.02 Membership

- (a) Membership shall be granted on a yearly basis, so long as the member maintains their membership with the YCFDW and remains a member in good standing.
 - (i) The Membership Year shall coincide with the calendar year.
- (b) The YCFDW shall recognize four (4) classes of membership: Full Members, Associate Members, Honorary Members and Student Members.
 - (i) **Full Membership** is available to women who reside in York County and are registered to vote as Democrats, provided they have paid dues to the YCFDW for the current membership year. Full members have voting privileges on all matters coming before the membership and may hold office in the organization.
 - (ii) **Associate Membership** is available to women who reside outside of York County and are registered to vote as Democrats, and men who are registered to vote as Democrats,

provided they have paid dues to the YCFDW for the current membership year. Associate members cannot hold office and do not have voting privileges except on matters relative to the adoption of, or amendments to, these Bylaws.

- (iii) **Honorary Membership** is available to those persons, women or men, who are registered to vote as Democrats and have been selected to be so honored by the Executive Committee. Honorary members are not required to pay dues, cannot hold office, and do not have voting privileges except on matters relative to the adoption of, or amendments to, these Bylaws.
- (iv) **Student Membership** is available to any person who has not attained voter registration age but wishes to become more knowledgeable about the Democratic Party and Democratic principles. They are not required to pay dues, cannot hold office and do not have voting privileges except on matters relative to the adoption of, or amendments to, these Bylaws.

Section 2.03 Membership Dues

- (a) Full and Associate Members shall pay dues annually in order to remain a member in good standing.
 - (i) The amount of the annual dues shall be an amount established by the Executive Board and approved by the members of the organization and may, from time to time, be modified.
 - (ii) The annual dues shall apply to the current Membership Year.
- (b) Initial dues payment for new Full or Associate Members shall be made at the time a membership application is submitted.
 - (i) The initial dues payment shall apply to the current Membership Year, regardless of the month in which the member joins.
 - (ii) Subsequent annual dues for Full and Associate Members are payable at the beginning of the membership year.
- (c) If a member fails to comply with this Article, the member shall be deemed as “not in good standing” and shall be prohibited from participating in, or benefitting from, the activities of the organization, including, but not limited to: 1) holding office, and 2) voting on any matter coming before the membership.

Article III. MEETINGS

Section 3.01 Regular meetings of the YCFDW shall be held monthly with the exception of the months of June, July and August.

- (a) The day and time of the monthly meetings shall be established by the Executive Board and may be modified from time to time.

Section 3.02 Special meetings may be held at the call of the President or upon written request by a minimum of one-half (1/2) of the members of the Executive Board, or upon written request by one-half (1/2) of the active membership.

- (a) Notice of a Special Meeting shall include the day, date, time, place and purpose of such meeting.
- (b) Notice of such Special Meeting shall be given to each member of the organization no less than ten (10) days in advance of such meeting. Notice may consist of:
 - (i) a written notice, hand-delivered or mailed; or
 - (ii) an email or other written electronic communication; or
 - (iii) a personal telephone call.

Section 3.03 All meetings shall start promptly at their designated time.

Section 3.04 The quorum necessary to transact business at any meeting shall be the total number of members present.

- (a) The majority shall prevail on all issues coming before the membership with the exception of the election of officers as stipulated in Article .VIII, Section 8.08, and amendments to the by-laws as stipulated in Article XI, Section 11.04.

Article IV. OFFICERS

Section 4.01 The Officers of the organization shall be President, Vice-President, Recording Secretary, Membership Secretary, and Treasurer.

Section 4.02 Eligibility

- (a) Any active member who has maintained a Full membership for a minimum of one year and whose membership dues are current is eligible to serve as an Officer of the organization.
- (b) All officers shall be members in good standing and shall maintain their status as Full members for the duration of their term.

Section 4.03 All Officers shall serve without compensation.

Section 4.04 Each Officer shall be elected to a single term and the term for each office shall be for two (2) years or until a successor is elected.

- (a) No officer shall be eligible to serve more than two (2) consecutive two (2) year terms in the same office.

Section 4.05 Vacancies

- (a) If the office of President becomes vacant and there are less than six months remaining in the term of office, the Vice-President shall assume the office of President for the remainder of the term or until a successor is elected.
- (b) If the office of President becomes vacant and there are more than six months remaining in the term of office, a Special Election shall be held to fill the remainder of the term or until a successor is elected.

- (i) Such Special Election shall be held within sixty (60) days of the declaration of vacancy in the office of President.
- (c) Vacancies in any other Officer position shall be filled by appointment by the President, subject to confirmation by a majority vote of the Executive Board at a meeting specifically called to make such election.
 - (i) Such meeting to be held within thirty (30) days of the vacancy being declared.
 - (ii) The term of office shall be the remainder of the original term or until a successor is elected.

Section 4.06 Restriction of Officers

- (a) No Officer may use her position within the YCFDW as a platform for the endorsement of any candidate in a primary election.

Article V. DUTIES OF OFFICERS

The officers of the YCFDW shall perform the duties typically performed by such officers, together with such additional duties as may be prescribed by these Bylaws or the Executive Board including, but not limited to, the following responsibilities:

Section 5.01 President

- (a) Shall conduct all meetings of the membership and the Executive Board.
- (b) Shall appoint Committee Chairs.
- (c) May, at her discretion, appoint a Parliamentarian and an Historian;
- (d) Shall serve as ex-officio on all Standing and/or Special Committees except the Nominating Committee as outlined in Article VII, Section 7.02 (a) (i).
- (e) Shall be authorized to co-sign all checks with the treasurer.
- (f) Shall serve as the primary spokesperson for the organization.

Section 5.02 Vice-President:

- (a) Shall conduct meetings in the absence of the President and assist the President in carrying out her duties.
- (b) Shall succeed automatically to the office of President in accordance with Article IV, Section 4.05 (a) and shall temporarily succeed to the office of President in accordance with Article IV, Section 4.05 (b).
- (c) Shall be authorized to co-sign checks in the absence of the President or the Treasurer.

Section 5.03 Treasurer:

- (a) Shall maintain records of all membership dues received, accounts payable, accounts receivable, donations made, donations received, and shall be able to report current balances of all accounts belonging to the organization.
- (b) Shall submit to the Executive Board a **monthly** statement of all receipts and disbursements.

- (c) Shall be authorized to co-sign all checks along with the President or Vice-President.
- (d) Shall, at the discretion of the Executive Board, furnish a surety bond meeting the requirements specified by the Executive Board.
 - (i) Any cost and/or premium required to provide such surety bond shall be paid by the YCFDW.
- (e) The Treasurer's books shall be audited at the end of each fiscal year by an Audit Committee consisting of three (3) members to be appointed by the President with the approval of the Executive Board.

Section 5.04 Recording Secretary:

- (a) Shall be responsible for recording the minutes of all meetings of the YCFDW and all meetings of the Executive Board.
- (b) Shall maintain copies of all such records and other communications as required or requested.
- (c) Shall have copies of the record of the prior general membership meeting, or Executive Board meeting, available at each meeting of the general membership or Executive Board.

Section 5.05 Membership Secretary:

- (a) Shall be responsible for receiving membership applications.
- (b) Shall forward membership dues to the Treasurer.
- (c) Shall maintain a current membership roll and provide the Recording Secretary with a copy thereof.
- (d) Shall, annually, forward a copy of the current membership list to the Pennsylvania Federation of Democratic Women along with the per capita dues for each paid-up member of the club.
- (e) Shall implement outreach efforts designed to invite registered Democrats to join the YCFDW.
- (f) Shall, no less than thirty (30) days prior to the close of the membership year, send notices to current members in good standing, reminding them of the next membership year's dues.

Article VI. EXECUTIVE BOARD

Section 6.01 The Executive Board shall consist of the Officers of the Organization.

Section 6.02 Duties of the Executive Board

- (a) The Executive Board shall be the administrative body of the YCFDW and shall have the power and authority to do and perform all acts and functions that the YCFDW itself might do or perform that are not inconsistent with these By-laws.
- (b) The Executive Board shall establish the amount of the annual membership dues.
 - (i) The membership of the organization shall approve all changes to annual dues.

- (c) The Executive Board shall authorize the President to appoint such standing and special committees as she may deem necessary or desirable for the efficient operation of the organization.

Section 6.03 No Officer or member of the Executive Board shall incur financial obligations relative to the activities of the organization or any committee thereof, except as may be specifically authorized by the Executive Board.

Section 6.04 Meetings

- (a) The Executive Board shall meet at such time and place as the President or a majority of the board may designate. Notice of such meeting shall be given to each member of the Executive Board no less than five (5) days in advance of such meeting. Notice may consist of:
 - (i) a written notice, hand-delivered or mailed; or
 - (ii) an email or other written electronic communication; or
 - (iii) a personal telephone call.
- (b) A quorum of the Executive Board for the conduct of business shall be a majority of the board's membership. Only those members present may be counted. Attendance or voting by proxy shall not be permitted.
 - (i) If necessary, the Executive Board may meet by electronic means such as conference call via telephone, internet-based web meeting, email, or any other acceptable electronic method available.
 - (ii) Votes taken by telephone, email, or other electronic means shall be as valid as votes taken in person, except in cases where a signed ballot is a requirement.

Article VII. NOMINATION AND ELECTION OF OFFICERS

Section 7.01 Officers

- (a) Any active member in good standing who has maintained a Full membership for a minimum of one year and whose membership dues are current is eligible to serve as an Officer of the organization.
- (b) All officers shall maintain their status as Full members in good standing for the duration of their term.

Section 7.02 Nominating Committee

- (a) Three months prior to a scheduled election meeting, the President shall empanel a Nominating Committee comprised of no fewer than three (3) members, all of whom shall be Full Members in good standing, excluding current Officers.
 - (i) The President may not act in an ex-officio capacity on the Nominating Committee, but shall name one (1) member as the Chair of the committee.

- (ii) To be eligible for appointment to the Nominating Committee, a member shall have been a Full member in good standing for a minimum of one year.
 - (iii) Appointments to the Nominating Committee shall be for one (1) election cycle.
 - (iv) No member may serve more than two (2) consecutive appointments on the Nominating Committee.
- (b) Any Active Member wishing to be considered for an office may request the Nominating Committee to consider her for an office. Such request shall be made in writing and may be submitted to any member of the Nominating Committee.
 - (c) The Nominating Committee shall review all requests for consideration and, at their discretion, place those names of the membership in nomination for the designated office or position.
 - (d) The Chair of the Nominating Committee, or in her absence, another member of the Nominating Committee shall place in nomination those names and the designated offices as determined to be qualified by the Nominating Committee at a Nomination Meeting, which shall occur two (2) months prior to the meeting at which the election is scheduled to take place.

Section 7.03 Additional Nominations

- (a) In addition to the Nominating Committee's selection of members to be voted upon, any Full member wishing to run for an office may have her name placed in nomination by another Active Member.
 - (i) Members may make additional nominations in writing, with the consent of the nominee, before, at, or during the Nomination Meeting or at the regular meeting held one (1) month prior to the election meeting.
- (b) All nominees shall consent verbally, if in attendance at the meeting when the nomination is made, to their willingness to accept the nomination.
- (c) If a nominee cannot, or will not, be in attendance at the nomination meeting, the designated nominee shall, within three (3) calendar days of the meeting, contact the Chair of the Nominating Committee to confirm her willingness to accept the nomination.
 - (i) Confirmation may be by a letter, note, or postcard signed and dated by the nominee and postmarked within the time frame allotted, or by telephone, or by email, or by other acceptable means stating their intention to accept such nomination.
- (d) All Nominations must be made and confirmed, except as permitted above, no later than the Regular Meeting held one (1) month prior to the election.

Article VIII. ELECTIONS

- Section 8.01** Elections for all offices, except for a Special Election as required by Article IV, Section 4.05 (b), shall be scheduled for the last regular meeting of the calendar year in which the term of office expires.
- (a) If weather conditions result in the postponement or cancellation of the meeting at which the election was to take place, the election shall be scheduled for the next regular meeting.
- Section 8.02** All members shall be notified in writing, by mail, email, or other electronic means, of the list of candidates on the ballot and the time and venue of the election. Such notification shall be postmarked or delivered at least fifteen (15) days prior to the date of the Election.
- Section 8.03** Each office shall be voted upon individually.
- Section 8.04** Only those Full Members in good standing as of the date of the Nomination Meeting and present during the Election Meeting may vote. Voting by “proxy” or “absentee” voting shall not be permitted.
- Section 8.05** All votes during an Election of Officers shall be by secret ballot.
- Section 8.06** The Recording Secretary, along with at least two (2) members from the Nominating Committee or two (2) non-officer members, as designated by the President, shall count and record all votes.
- Section 8.07** The Recording Secretary shall record the votes received by each candidate.
- (a) If the Recording Secretary is a candidate in the election, the President shall appoint another non-officer member in her place.
- Section 8.08** In those instances where there is more than one candidate for an office, the candidate receiving a plurality of the vote shall be declared the winner.
- Section 8.09** Newly-elected officers shall be installed at the next monthly meeting directly following the election.
- Section 8.10** Vacancies
- (a) Vacancies occurring in any office of the YCFDW except President shall be filled by a Full Member in good standing appointed by the President, subject to the approval of the Executive Board, to fulfill the remaining term of office.
- (b) Such vacancies shall be filled no later than sixty (60) days after occurrence of same and shall be reported to the membership at the next monthly meeting of the YCFDW following the appointment.
- (c) Vacancy in the office of President shall be filled in accordance with Article IV, Section 4.05

Article IX. COMMITTEES

Section 9.01 The organization shall have the following Standing Committees:

(a) **Bylaws**

- (i) Responsible for reviewing the Bylaws of the YCFDW and any suggested changes or modifications thereto.
- (ii) Responsible for recommending adoption or rejection of suggested changes and/or modifications of the Bylaws.

(b) **Finance/Fundraising**

- (i) Responsible for planning and implementing fundraising projects for the organization.
- (ii) Responsible for creating a proposed yearly budget for the organization.
- (iii) The President and Treasurer shall be members of this committee.

(c) **Service**

- (i) Responsible for seeking community activities in which to participate.
- (ii) Responsible for organizing community outreach programs and activities.

(d) **Public Relations**

- (i) Responsible for organizing publicity.
- (ii) Responsible for distributing PR material to the community.

Section 9.02 Additional Committees may be created by the President with the approval of the Executive Board.

Section 9.03 Chairs of all Standing and additional Committees shall be appointed by the President with the approval of the Executive Board.

- (a) All Committee Chair appointments are at the discretion of the President. The term of such appointment is also at the discretion of the President.
- (b) Reappointment shall be at the discretion of the President with the consent of the Executive Board.
- (c) Committee Chairs may attend meetings of the Executive Board but may not vote on matters that may come before the Board.

Section 9.04 All members of the organization are eligible to serve on any standing committee or any additional committees as may be created.

Article X. FISCAL YEAR

Section 10.01 The Fiscal Year of the organization shall commence on April 1 and end on March 31.

Article XI. AMENDMENTS

Section 11.01 Amendments to these Bylaws may be proposed by the Executive Board or by written request of twenty-five (25) or more members in good standing of the YCFDW.

Section 11.02 All proposed amendments to these Bylaws shall be submitted in writing to the Bylaws Committee for review. Following the review, the Bylaws Committee may:

- (a) Recommend presentation of the proposed amendment to the full membership for action.
- (b) Recommend revision(s) to the proposed amendment prior to presentation to the full membership for action.
- (c) Recommend rejection of the proposed amendment.

Section 11.03 Amendments to these Bylaws recommended for presentation to the full membership shall be submitted in writing to the membership at least thirty (30) calendar days prior to any action upon same.

Section 11.04 Discussion and adoption of any amendment shall take place at any duly convened meeting and must be approved by two-thirds (2/3) of the members in good standing who are present and voting. Voting in absentia or voting by proxy is not permitted.

Article XII. CONDUCT OF BUSINESS

Section 12.01 Robert's Rules of Order, as most recently revised, shall govern procedure at all meetings of the general membership and at all meetings of the Executive Board.

Article XIII. DISCLAIMER

Section 13.01 The Bylaws of the YCFDW may not in any way be in contradiction to, or in violation of, the Bylaws of the Pennsylvania Federation of Democratic Women. If any Article or Section is proved to be in violation of the Bylaws of the Pennsylvania Federation of Democratic Women, said Article or Section shall be declared null and void, and the applicable section of the Bylaws of the Pennsylvania Federation of Democratic Women shall take precedence.

Section 13.02 These Amended and Restated Bylaws shall supersede any and all previous versions of same.

Section 13.03 Where these Bylaws are silent, the applicable section of the Bylaws of the Pennsylvania Federation of Democratic Women shall take precedence.

Article XIV. DISSOLUTION

Section 14.01 Should this organization be dissolved by appropriate action of its membership, the Treasurer shall pay all outstanding invoices and bills. Any remaining funds and/or other assets shall be given to the York County Democratic Party.

Section 14.02 In keeping with the YCFDW purpose, any monetary amounts transferred to the Democratic Party of York County shall be restricted in their use to sponsor an internship for a woman at the York County Democratic Headquarters or provide a scholarship for a York County Democratic woman in accordance with the organization’s scholarship policy. This directive shall continue until said funds are depleted.

CERTIFICATION

These Bylaws were approved and adopted by the Membership of the York County Federation of Democratic Women by a two-thirds (2/3) majority vote at a meeting held in York, PA on _____, 2010.

Recording Secretary

Date