

Bylaws
of the
East Cobb Democratic Alliance

ARTICLE I. NAME AND LOCATION

Section 1. Name. The name of this organization shall be the East Cobb Democratic Alliance hereinafter called the ECDA.

Section 2. Location. The location of the ECDA shall be the East Cobb section of the Cobb County, Georgia, generally east of I-75 to the Fulton County line on the East, the Chattahoochee River on the South, and Cherokee County line on the North.

ARTICLE II. GOVERNMENT

Section 1. Bylaws. The *Bylaws of the East Cobb Democratic Alliance* shall govern this organization in all practices. Every amendment to the bylaws of ECDA shall become effective and binding.

ARTICLE III. PURPOSE

Section 1. Purpose. To support and elect progressive Democratic candidates for public office in East Cobb County, Georgia through contributions and volunteer efforts.

Section 2. Policy. This organization shall take no part in supporting one candidate over another in any primary election, nor shall any member or officer be permitted to do so in the name of the organization.

ARTICLE IV. USE OF NAME

Section 1. Members. The policies and program of the ECDA shall be binding on all members and no member shall use the name of the organization to oppose such policies or program. Established channels may be used to change a policy or program.

Section 2. Freedom of Speech. The freedom of speech of the individual member to speak a personal opinion in the member's own name is not abridged.

Section 3. No Policy. On any matter on which the ECDA has no policy, the only action that may be taken by a member is to use the established channels to effect the formulation of a policy.

Section 4. Violation. Violation of the use of name shall result in a member's suspension for one year or expulsion from membership.

ARTICLE V. MEMBERSHIP AND DUES

Section 1. Composition. The membership of the ECDA shall consist of voters who support the purpose of the organization and reside in the State of Georgia. The member shall be entitled to vote, hold office, participate in all activities and programs, and receive the publications distributed to all members.

Section 2. Student Affiliate. A high school or undergraduate student enrolled in an educational institution shall be defined as a student affiliate and shall be eligible for membership.

Section 3. Dues. Members of ECDA are required to pay annual dues.

a. Amount

- (1) The annual amount shall be fixed by the Board of Directors.
- (2) There shall be no dues for a student affiliate.

b. Payment

- (1) Dues shall be payable on or before January 1.
- (2) Dues paid as a new member in the last quarter of the year shall receive membership for the full upcoming year.

Section 4. New Members. New members may join at any time. Dues are payable upon joining.

ARTICLE VI. FINANCIAL ADMINISTRATION

Section 1. Administration. The ECDA Board of Directors shall have the responsibility for the administration of finances.

Section 2. Fiscal Year. The fiscal year shall begin on January 1.

Section 3. Budget. The annual budget shall be adopted by the Board of Directors at the January meeting.

Section 4. Financial Records. The Board of Directors shall set and maintain policies and procedures to control financial records consistent with generally accepted accounting principles and federal, state, and local laws. An annual review of the financial records shall be conducted.

ARTICLE VII. OFFICERS

Section 1. Officers. There shall be officers or co-officers, appointed by the Chair and approved by the Board to fulfill the functions of administration, program, membership,

finance, and communications.

Section 2. Elected Officers. The elected officers shall be a chair, vice chair, secretary, and treasurer.

Section 3. Appointed Officers. The Chair shall appoint a Parliamentarian. The Chair may appoint other officers as needed, on approval of the Board of Directors which may include, in part, fulfilling the functions of administration, program, membership, finance and communications.

Section 4. Term. Officers shall serve for a term of two years or until their successors have been elected or appointed and assume office. The term of office for those officers elected to the offices whose terms expire in December, 2012, shall be from the time of their assuming office until December 31, 2013. The regular two-year election cycle will then resume. Beginning on January 1, 2014, the term of each officer shall begin on January 1 and expire on December 31 in non-Gubernatorial and non-Presidential Election years.

Section 5. Term Limits. No member shall be eligible to serve more than two consecutive terms in the same office. No appointed officer shall be eligible to serve more than two consecutive terms in the same office.

Section 6. Incoming Chair. The incoming chair may call a meeting of the incoming officers prior to January 1.

Section 7. Vacancy. A vacancy in office, excluding the chair, shall be filled for the unexpired term by the Board of Directors. A vacancy in the office of chair shall be filled by the vice chair.

ARTICLE VIII. DUTIES OF OFFICERS

Section 1. Officers. Officers shall perform the duties prescribed by these bylaws, policies, and by the most recent edition of *Robert's Rules of Order, Newly Revised*.

Section 2. Annual Reports. All officers shall submit an annual written or electronic report to the chair.

Section 3. Duties.

- a. Chair. The chair shall have the usual executive powers of supervision and management and such duties as designated by the Board of Directors and shall
 - (1) be the official spokesperson and representative for the ECDA;
 - (2) execute, with the secretary, all legal documents of the organization;
- b. Vice Chair. The vice chair shall
 - (1) perform such duties as the chair and Board of Directors shall direct;
 - (2) perform the duties of the chair in all cases in which the chair is unable to serve.
- c. Secretary. The secretary shall record and keep minutes of all business and special

meetings.

- d. Treasurer. The treasurer shall
- (1) be responsible for collecting, distributing, and accounting for the funds of the ECDA;
 - (2) collect dues;
 - (3) prepare an annual budget.

ARTICLE IX. NOMINATIONS

Section 1. Membership. There shall be a nominating committee of three members, of whom two shall be elected by the full membership at a regularly scheduled meeting in August or September. One shall be elected by the board of directors. One of the committee shall be appointed chair by the Board of Directors.

Section 2. Term. The term of a committee member shall be one year. Members shall serve no more than two consecutive terms.

ARTICLE X. ELECTIONS

Section 1. Notification. The names of the nominees shall be published and sent to every member at least 30 days before the meeting of elections.

Section 2. Floor Nominations. Floor nominations may be made from the floor with the consent of the nominee.

Section 3. Elections. All elections shall be held at the designated meeting.

Section 4. Vote. Elections shall be by secret ballot unless there is only one nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of those present and voting.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Membership. The Board of Directors shall include the elected and appointed officers and the chairs of any committees other than the Nominating Committee.

Section 2. Power. The Board shall have the general power to administer the affairs of the organization including but not limited to establishing policies and procedures to control financial records.

Section 3. Meetings. Meetings of the Board shall be held at least 8 times per year. Special meetings may be called by the chair or shall be called upon the request of three members of the Board. Notice of a special meeting shall be sent to the Board members at

least 5 days before the meeting.

Section 4. Quorum. The quorum of the Board shall be a majority of its voting members. Co-officers shall be considered as one voting member of the Board.

ARTICLE XII. GENERAL MEETINGS

Section 1. Meetings. There shall be at least 5 general membership meetings each year.

Section 2. Annual Meeting. The annual general membership business meeting shall be

- (1) held between September and December;
- (2) determined by the Board of Directors as to the exact date, time, and location;
- (3) to conduct business including but not limited to hearing officers' reports, reviewing the budget and the financial report, electing officers, amending bylaws, and giving directions to the Board.

Section 3. Special Meetings. Special meetings may be called by the chair or shall be called by the chair on the written request of 25% of the voting members of the Board of Directors or 10% of the general membership.

Section 4. Quorum. The quorum shall be 25% of the membership.

ARTICLE XIII. COMMITTEES

Section 1. Standing. Standing committees shall be program, membership/volunteer, grassroots action, communications, and fundraising.

a. Duties

- (1) Program Committee: to plan and implement general meeting programs.
- (2) Membership/Volunteer Committee: to recruit members and volunteers for the organization.
- (3) Grassroots Action Committee: to plan and implement activity within the community to publicize the organization, register voters, and to campaign for the election of progressive candidates.
- (4) Communications Committee: to send press releases and announcements for the general meetings, write letters to editors of local papers, maintain the website, and coordinate the distribution of information to the general membership.
- (5) Fundraising Committee: to plan and implement methods of raising funds for the organization.

b. Membership Each committee shall consist of a chair, appointed by the Chair of the Board of Directors and approved by the Board of Directors, and additional members as needed for a term of one year.

Section 2. Special Committees. Special committees and/or task forces may be appointed by the Chair with the approval of the Board of Directors.

ARTICLE XIV. PROPERTY

Section 1. Title. The title for all real, personal, and intellectual property, funds and assets of the organization shall at all times be vested in the organization for the joint use of members and no member or group of members shall have any severable right to all or any part of such property. The organization shall have complete control over the acquisition, administration and disposition of its property.

Section 2. Dissolution. In the event of the dissolution of the organization all assets shall be transferred as determined by the Board of Directors.

ARTICLE XV. PARLIAMENTARY AUTHORITY

Section 1. Authority. The rules contained in the most recent edition of *Robert's Rules of Order, Newly Revised* shall govern the ECDA in all instances in which they are applicable and in which they are not inconsistent with these bylaws or those of the state.

ARTICLE XVI. INDEMNIFICATION

Section 1. Indemnification. Every member of the Board of Directors may be indemnified against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board of Directors in connection with any threatened, pending or completed action, suit or proceeding to which the board member may become involved by reason of being or having been a member of the Board of Directors, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of duties. In the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the member of the Board of Directors is entitled.

ARTICLE XVII. AMENDMENTS TO THE BYLAWS

Section 1. Amendments. These may be amended by a two-thirds vote of those present and voting at the annual membership meeting.

Section 2. Notification. All proposed amendments to the bylaws shall be sent in writing to the membership 30 days prior to a vote.