

CONSTITUTION OF THE SHAKER HEIGHTS DEMOCRATIC CLUB

ARTICLE 1 – NAME

The name of this organization shall be the Shaker Heights Democratic Club (Club).

ARTICLE 2 – PURPOSES

The purposes of this Club are to stimulate Democratic political activity in the city of Shaker Heights, to provide a forum for Democratic political candidates and speakers, to engage in the interchange of political ideas, and to promote the principles of the Democratic Party and good government.

ARTICLE 3 – MEMBERSHIP

Section 1: Voting Membership

Any person over the age of eighteen who is a resident of the city of Shaker Heights or a resident of the Shaker Heights City School District outside of the city of Shaker Heights, who: (a) is a registered Democrat or Independent voter; (b) supports the Constitution of the United States of America and the Constitution of the State of Ohio; and (c) is in agreement with the above-stated purposes of this Club, shall become a voting member upon payment of dues. Voting membership shall continue as long as such member meets the membership requirements and is a current paid-up member.

Section 2: Non-Voting Membership

Non-voting membership is open to any person, other than a registered Republican, upon the payment of dues, so long as that person is in agreement with the above-stated purposes of this Club. Non-voting members may not hold an office of this Club.

Section 3: Membership Dues

Annual dues for the period of January 1 through December 31 of any calendar year shall be determined the Board of Trustees.

Section 4 : Special Memberships

A special category of Club membership (Member emeritus, Trustee emeritus) may be conferred upon any member of the organization or member of its Board of Trustees through his/her nomination by a member of the Board of Trustees and a vote of the majority of the Board. Those individuals granted emeritus status who had previously been Trustees shall be

CONSTITUTION OF THE SHAKER HEIGHTS DEMOCRATIC CLUB

known as Trustee Emeritus, individuals who were never Trustees shall be known as Member Emeritus. Either of these special membership categories will confer lifetime membership in the Shaker Heights Democratic Club on this individual. Such an award may be given to acknowledge longtime Club membership and/or significant contributions to the Club by that individual.

Article 4 – OFFICERS

Section 1: Officers

The Officers of this Club shall be the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, Financial Secretary, and Officer At Large.

Section 2: Officers Must Reside in the City of Shaker Heights

Only persons who are voting members of the Club and who are residents of the city of Shaker Heights shall be eligible for nomination and for election as an Officer of this Club..

Section 3: Elections

Elections shall be held at the annual meeting, and shall be conducted in accordance with Article 7. Each Officer shall hold office for two (2) years from January 1st of the first year of the Officer's term until December 31st of the second year of the Officer's term, unless a vacancy occurs.

Section 4: Duties of President

The President shall be responsible for the execution of the policies set forth by the Board of Trustees and the general membership of the Club. The President shall preside at all regular and special meetings of the Club and the Board of Trustees. Only the President or a person designated by the President shall represent the Club.

The President shall be an ex officio member of the committees of the Club, except the Nominating Committee. The President shall have the power to appoint and to remove the chairpersons of all Club committees in accordance with Article 5, Section 4.

Section 5: Duties of First Vice President

The First Vice President shall preside at all regular and special meetings of the Club and the Board of Trustees in the President's absence. The First Vice President shall have such other duties and responsibilities as may be assigned by the President or the Board of Trustees.

CONSTITUTION OF THE SHAKER HEIGHTS DEMOCRATIC CLUB

Section 6: Duties of Second Vice President

The office of the Second Vice President shall be filled by the Shaker Heights Democratic City or Ward leader. If the position of Shaker Heights Democratic City or Ward leader is filled by more than one person at the same time, then each person shall stand for election as a Second Vice President with each to have one vote on Board or Club matters.

The Second Vice President designated by the President or the First Vice President shall preside at all regular and special meetings of the Club and the Board of Trustees in the absence of the President and the First Vice President. The Second Vice President shall have such other duties and responsibilities as may be assigned by the President or the Board of Trustees.

Section 7: Duties of Secretary

The Secretary shall assure that the following lists are maintained by the Club: (a) a list of all voting members; (b) a list of non-voting members; and (c) all other related lists, such as Friends of the Club. These lists shall including their telephone numbers, mailing and e-mail addresses, and assigned voting precinct. The Secretary shall keep a record of all proceedings of the Board of Trustees and all regular and special meetings of the Club.

The Secretary shall be responsible for giving proper notice of all meetings of the Board of Trustees and all regular and special meetings of the Club, and shall also conduct Club correspondence as assigned by the President or by the members of the Board of Trustees.

Section 8: Duties of Treasurer

The Treasurer shall assure that funds of the Club are deposited in the name of the Club, and the Treasurer, along with the President and the Financial Secretary, shall each be a signor on all Club bank accounts. The Treasurer shall collect and disburse, all funds belonging to and under the control of the Club or for the benefit of the Club as directed by President or by the Board of Trustees. The Board of Trustees is authorized in its discretion to develop policies regarding the levels of authority and/or the number of signors required to negotiate Club checks and to maintain any Club bank accounts.

The Treasurer shall keep records of all transactions and regularly and not less than four times a year submit a written report to the Board of Trustees and to the membership of the Club on the financial status of the Club.

CONSTITUTION OF THE SHAKER HEIGHTS DEMOCRATIC CLUB

Section 9: Duties of Financial Secretary

The Financial Secretary shall, along with the President and the Treasurer, be a signer on all Club accounts. The Financial Secretary shall keep financial records of all dues paid and communicate with those members whose dues are delinquent. The records of the Treasurer and the Financial Secretary should match. The Financial Secretary, in the absence of the Treasurer, shall report to the Board of Trustees and to the membership of the Club on the financial status of the Club.

Section 10: Duties of Officer At Large

The Officer At Large shall perform duties as assigned by the President or by the Board.

The Board of Trustees shall have discretion to determine whether this office shall be filled at each election of Officers. The decision of the Board of Trustees to fill or not fill this position shall not be binding on a future Board of Trustees.

ARTICLE 5 – BOARD OF TRUSTEES

Section 1: Membership and Elections

The Board of Trustees shall be composed of: (a) the elected Officers ,(b) the immediate past President, and (c) twelve (12) Elected Trustees.

Elections shall be conducted at the annual meeting in accordance with Article 7. Six (6) of the Elected Trustees shall be elected each even-numbered year, and the remaining six (6) Elected Trustees shall be elected each odd-numbered year. Each Elected Trustee shall serve for two (2) years from January 1st of the first year of the Trustee's term until December 31st of the second year of that Trustee's term, unless a vacancy occurs.

Any voting member of the Club who is a resident of the city of Shaker Heights or any voting member who resides outside the city of Shaker Heights but within the Shaker Heights City School District, shall be eligible for nomination and election as an Elected Trustee, provided however, no more than two (2) Elected Trustees may serve at the same time who reside outside the city of Shaker Heights, but within the Shaker Heights City School District..

Section 2: Function

The Board of Trustees shall be responsible for the management of the Club activities and shall determine policies of the Club. The Board of Trustees shall be the governing body of the Club shall take all necessary actions for the continued operation of the Club in accordance

CONSTITUTION OF THE SHAKER HEIGHTS DEMOCRATIC CLUB

with this Constitution, the By-laws, and the directives passed by the membership. Only members of the Board of Trustees shall serve as chairpersons of standing committees. Each Trustee shall be a member of one or more standing committees.

Section 3: Meetings, Minutes, and Quorum

The Board of Trustees shall meet at least four (4) times a year at a time and place determined by the President. Special meetings of the Board shall be held when deemed necessary by the Board or the President or upon written petition of six (6) Trustees. Each Trustee shall be notified of a regular Board of Trustees' meeting at least ten (10) days prior to the meeting and of any special meeting of the Board of Trustees' meeting at least two (2) days prior to the meeting.

Business transacted by the Board of Trustees shall periodically be reported to the general membership no later than the next general membership meeting. All meetings of the Board of Trustees shall be open to any members of the Club, and all such meetings shall be conducted according to parliamentary procedure, unless otherwise dispensed with by unanimous vote of the Trustees present.

There shall be a minimum quorum of five (5) Trustees present throughout the meeting in order for the Board of Trustees to conduct its business.

Section 4: Committees

In addition to the Nominating Committee set forth in Article 7, Section 2, the standing committees, if any, shall be as provided in the By-laws. Special committees may be created by the Board of Trustees or by the President.

The President shall have the power to appoint and to remove the chairpersons of all standing and special committees, except the Nominating Committee. Immediately after the appointment or removal of a committee chairperson, the President shall notify the Secretary, in writing, of such appointment or removal. No appointment or removal is effective until notification is received by the Secretary. If a committee chairperson is removed by the President, such removal may be nullified by majority vote of the Board of Trustees within 14 days of the effective date of the removal at a special meeting of the Board held pursuant to Article V, Section 3.

CONSTITUTION OF THE SHAKER HEIGHTS DEMOCRATIC CLUB

ARTICLE 6 -- MEMBERSHIP MEETINGS

Section 1: General Meetings

There shall be at least one (1) General meeting of the Club each year, the time and place to be determined by the Board of Trustees. This meeting shall be the annual meeting of the Club at which an annual report of the Club activities shall be made.

Section 2: Special Meetings

The President may at any time, and shall upon request of the Board of Trustees or upon the written petition of fifteen (15) members of the Club, call a special meeting of the Club.

Section 3: Petition for Special Meeting

A petition requesting a special meeting must be submitted to the President and the Secretary. The President shall take the necessary actions to ensure that such meeting is held no later than twenty (20) days after receipt of said petition.

Section 4: Notice of General and Special Meetings

Each member shall be notified in writing, which includes e-mail communications for those members who so request, of the time and place of each general meeting at least ten (10) days prior to such meeting, and each member shall be similarly notified of the time and place of each special meeting at least five (5) days prior to such meeting.

Section 5: Quorum for General and Special Meetings

Unless otherwise stated in this Constitution or in the By-laws, a minimum of 10 (10) voting members shall be present throughout a meeting to conduct business at any general membership meeting or a special meeting.

ARTICLE 7 -- ELECTION OF OFFICERS AND TRUSTEES

Section 1: Election

All Officers shall be elected in the odd-numbered years at the annual meeting. Election of the Members of the Board of Trustees whose term is due to expire, shall also be held at the annual meeting.

CONSTITUTION OF THE SHAKER HEIGHTS DEMOCRATIC CLUB

If more persons are running for any given office than are to be elected, voting for that office shall be done by secret ballot.

Section 2: Nomination of Candidates

The Nominating Committee shall recommend members to stand for election as Officers and Trustees. The Nominating Committee shall be composed of five (5) Club members elected by the Board of Trustees and who are not candidates for either office. No more than three (3) of the nominating members may also be members of the Board of Trustees. The Nominating Committee shall elect one of its members to serve as chairperson.

The Nominating Committee shall recommend one (1) candidate for each Officer position to be filled and six (6) candidates for the Board of Trustees to be filled. Potential candidates should express their interest to the Nominating Committee, and the this committee may seek out candidates. These recommendations shall be made in writing to the entire membership at least ten (10) days prior to the annual meeting. The chairperson of the Nominating Committee shall report at the annual meeting the names of the nominees.

Additional nominations may be made from the floor. For any nomination to be effective, consent of each candidate must be obtained before such candidate's name is placed in nomination.

The candidate that receives the most votes cast by the eligible voting members for each Officer position shall be elected to that position.

The six (6) candidates that receive the most votes cast by the eligible voting members for the six (6) positions on the Board of Trustees shall be elected to those positions, provided however, the eligible voting members shall only cast one vote for each Trustee candidate up for election, and the eligible voting member shall not cast more than one vote for any one Trustee candidate.

Section 3: Payment of Dues 72 Hours Before Election Meeting

Only those members whose dues have been received by the Treasurer or the Financial Secretary at least seventy-two (72) hours before the endorsement meeting shall be eligible to vote on any endorsements with the following exception. Any individual who had been a member in good standing at any time in the previous twelve months preceding the endorsement meeting is automatically granted a waiver from the above 72 hour restriction. Those individuals who had been members in good standing at any time in the twelve months prior to the endorsement meeting shall be permitted to pay their dues at the door on the night of the endorsement meeting and thus be granted full rights to vote on any and all endorsements at said endorsement meeting.

CONSTITUTION OF THE SHAKER HEIGHTS DEMOCRATIC CLUB

Section 4: Vacancies

Should a vacancy occur in any elected office or trusteeship, other than the President, and other than as a result of the removal from office as outlined in Article 7, Section 5, the President shall as soon as practicable appoint a successor for the remainder of the term, subject to approval by the Board of Trustees.

Should the office of President become vacant, other than as a result of the removal from office as outlined in Article 7, Section 5, the Board of Trustees shall elect a President from among the members of the Club. The President selected shall serve for the remainder of that term.

Section 5: Removal From Office

A motion to remove an Officer or a Trustee may be made at any membership meeting. Upon being seconded, such a motion shall be considered at a special membership meeting to be held within twenty (20) days after the meeting at which the motion is made. At least two thirds (2/3) vote of the members present throughout the special meeting is required for removal. A successor shall be elected immediately at the special meeting at which an Officer or trustee is removed.

ARTICLE 8 - AMENDMENTS AND BY-LAWS

This Constitution may be amended at any meeting of the Club by two-thirds (2/3) vote of those present and eligible to vote, provided notice of the amendment has been sent to all of the members at least ten (10) days in advance of such meeting.

The Board of Trustees may recommend, and the general membership may adopt, such By-laws as they deem necessary for the regulation of the affairs of this Club. The By-laws may be adopted or amended at any meeting of the Club by a majority vote of those present and eligible to vote, provided notice of the By-law or the amendment has been sent to all of the members at least ten (10) days in advance of such meeting.