

# Amended and Restated Constitution and By-Laws

(With Changes Approved May \_\_\_, 2024, effective June 1, 2024)

## **ARTICLE I – NAME AND PURPOSE**

### Section 1. Name

The name of this organization shall be Cleveland Heights Democrats.

### Section 2. Purpose

The purpose of this organization shall be to provide a means by which residents of Cleveland Heights can organize to promote and develop the highest principles of the Democratic Party, to improve the administration of government, and to work for the good of all citizens. This organization shall endorse and support for public office all candidates whose election will, in the judgment of the membership, best advance the Purpose. In pursuing its Purpose, this organization may also cooperate with the National, State, and County Democratic Committees, and pursue other programs of benefit to the community.

Section 3. Amendment and Restatement. This Constitution is the amended and restated version of the Constitution as previously amended effective as of January 1, 2022. This amended and restated version is effective as of June 1, 2024.

## **ARTICLE II – MEMBERSHIP**

### Section 1. Qualifications

Any person who is a resident of Cleveland Heights; agrees with the purpose of the organization as set forth in Article I, Section 2; and is a registered Democrat may become a member of Cleveland Heights Democrats upon the payment of one year's dues, and shall be deemed in good standing until December 31 of the year for which dues are paid.

“Registered Democrat” means that the person voted a Democratic ballot in the last primary election in which the person voted.

Any person who has qualified for membership pursuant to the requirements of this Section 1, and is current in payment of dues, is “in good standing”. Members must pay their own dues; provided that a paying member may make payment for one or more Immediate Family members who reside in that paying member's household.

“Immediate Family” includes the spouse of the payment member and the parents, children or grandchildren of the paying member or spouse. A member of a paying member's household is a person who is a resident of the same residence as the paying member.

## Section 2. Voting Members

Any member who is in good standing and on the official membership roster for thirty (30) or more consecutive days prior to a vote may vote on any issues, resolutions, endorsements and candidacies placed before meetings of the organization.

Any renewing member, who was in good standing for the previous year, shall remain in good standing for the current year provided that dues for the current year are timely paid or until the member's membership is suspended pursuant to Section 1 of the By-Laws, and further may vote on any issues, resolutions, endorsements and candidacies placed before meetings of the organization, so long as renewal dues are paid to the Treasurer prior to the respective vote which occurs during the year of suspension.

If, however, a member's membership has been suspended pursuant to Section 1 of the By-Laws, and has not been renewed during the year in which the suspension is effective, then such member shall no longer be considered a "renewing member". Rather, such member rather must rejoin and be in good standing for thirty (30) or more consecutive days prior to a vote.

Any person who qualifies to vote as set forth in this Section 2 is called a "Voting Member".

## Section 3. Affiliate Members

Any Registered Democrat who lives outside Cleveland Heights and agrees with the Purpose may become an Affiliate Member of the organization upon meeting all the requirements of a member in good standing. An Affiliate Member shall not be entitled to vote, except that, upon meeting all the requirements of a Voting Member, and (a) if that Member resides in the city of University Heights, but within the boundaries of the Cleveland Heights – University Heights City School District, and (b) so long as no other Democratic club exists for University Heights residents or such other club does not make endorsements for the Cleveland Heights – University Heights Board of Education, then such Affiliate Member may vote on Cleveland Heights Democrats' endorsements for the Cleveland Heights – University Heights Board of Education.

Section 4. Disqualification Any member may be suspended or expelled for misconduct in office or for conduct detrimental to the Purpose of this organization by a majority vote of its Board, provided that notice is given to all members of the Board and the member in question in the same manner and with the same notice as permitted for the notice of a membership meeting. The decision of the Board may be reversed by a vote of a majority of the Voting Members at a membership meeting, provided that the member in question has requested that the matter be presented for a vote.

## **ARTICLE III – OFFICERS, THEIR TERMS AND DUTIES**

### Section 1. Qualification, Terms, and Duties

The Officers of this organization shall be President, Vice President, Secretary, and Treasurer, to be elected at the Election Meeting. The organization shall also have a Deputy Treasurer as required by laws related to political action committees. The Deputy

Treasurer shall be appointed by the Treasurer, with the approval of a majority of the Board.

All Officers shall hold office for two (2) years from the date of their election or until their successors are duly elected.

The duties of all Officers shall be those specified in this Constitution or the Bylaws and those usually pertaining to such offices.

### Section 2. Disqualification

Proceedings for the removal of any Officer may be initiated by written petition, addressed to the Board and signed by a minimum of ten (10) percent of the Voting Members, proposing the recall of an officer. The Board shall thereupon present the petition at a Special Meeting of the organization called upon notice, in the same manner as permitted for the notice of a membership meeting, of not fewer than ten (10) or more than fifteen (15) days. If the petition is approved by two-thirds (2/3) of the Voting Members present and voting at said meeting, the petition is approved.

## **ARTICLE IV – THE BOARD**

### Section 1. Duties

The Board shall be responsible for the management and Program of the organization between membership meetings, in accordance with the Constitution and the By-laws.

### Section 2. Composition

The Board shall be composed of the Officers, serving two (2)-year terms; eight (8) Trustees, serving two-year terms (four (4) to be elected each year); and the Democratic City Leader.

### Section 3. Board Meetings

Meetings of the Board shall be called by the President or by a majority of the Board. A majority of the Board shall constitute a quorum at Board Meetings.

## **ARTICLE V – ELECTION OF OFFICERS AND TRUSTEES**

### Section 1. Nominating Committee

The Nominating Committee shall consist of a Board member as Chair, and five (5) Voting Members, no more than two (2) of whom are Board members. The Nominating Committee shall be subject to approval by the Voting Members at a membership meeting within three (3) calendar months prior to the membership meeting at which election of officers shall be on the agenda (the “Election Meeting”). Notice of election of the Nominating Committee shall be incorporated into the notice of such meeting at which said election is planned. A simple majority of the Nominating Committee shall select one (1) or more candidates for each Office and Trustee position to be elected. The Chair of the Nominating Committee shall not vote except to break a tie. No member of the Nominating committee shall be a candidate for an Officer or Board seat.

### Section 2. The Slate

The slate of the candidates for Officers and Trustees shall consist of those Voting Members proposed by the Nominating Committee and those Voting Members nominated from the floor at the Election Meeting. With such member's permission, any Voting Member may qualify as a candidate for Officer or Trustee by being nominated from the floor at the Election Meeting by at least three (3) other Voting Members (one nominating and two seconding).

### Section 3. Notice of Nominations

Notice of the entire slate of candidates proposed by the Nominating Committee shall be incorporated into the notice of Election Meeting, which notice shall be given at least two (2) weeks in advance of said meeting, in the same manner as permitted for the notice of a membership meeting.

### Section 4. Vacancies

Within thirty (30) days of a vacancy occurring in any Officer or Trustee position, the Board shall choose an Officer or Trustee to serve for the remainder of the term.

## **ARTICLE VI – COMMITTEES**

### Section 1. Standing Committees

Standing Committees may be formed as deemed necessary for the Program of this organization. All Committee Chairs, except the Chair of the Nominating Committee, shall be appointed by the President with the approval of the majority of the Board.

### Section 2. Ad Hoc Committees

Ad Hoc Committees may be appointed at any time by the President in accordance with specific objectives of the organization.

## **ARTICLE VII – MEMBERSHIP MEETINGS**

### Section 1. Quorum

At membership meetings, a quorum shall consist of ten percent (10 %) of all Voting Members present, either in person at an in person meeting; electronically, if the meeting is held by remote means ("Remote Meeting") or either in person or electronically if the meeting is a Hybrid Meeting. A "Hybrid Meeting" means there is an option for Voting Members to either attend in person or remotely. If a meeting is held as a Remote Meeting or a Hybrid Meeting, the organization shall conduct the meeting so that those attending other than in person may hear the proceedings and have the opportunity to speak or otherwise communicate comments during the meeting, but a video transmission is not required.

### Section 2. Frequency

There shall be at least four (4) regular meetings of the organization each year (referred to as "General Meetings") called by a meeting notice issued by the Board, one (1) of which General Meetings shall be the Election Meeting held in October/November; provided however, that such Election Meeting may be postponed or rescheduled to a later time if the Board determines that the circumstances so require. In addition, there

shall be General Meetings at such other times as may be considered appropriate by the Board, and meetings for specified purposes (“Special Meetings”) when requested by ten (10) percent of the Voting Members. (The term “membership meeting” refers to General Meetings, Election Meetings and Special Meetings.)

### Section 3. Notice

Notice of any membership meeting shall be sent to each Voting Member at least two (2) weeks in advance of such meeting. Notice of meetings, including membership meetings, special meetings, and election meetings, may be given by regular U.S. mail or by electronic delivery. Electronic delivery shall mean e-mail, facsimile, social media or other electronic or other means reasonably calculated to give notice of the meeting. Any delivery by U.S. Mail or electronically (other than by social media) shall be effective if addressed to the address provided by a member upon joining the organization or otherwise given by the member to the Secretary. Delivery by social media shall be effective if posted on the organization’s website or other electronic message board or network which the organization has designated for communications.

Section 4. Conduct of and Voting at Meetings Each membership meeting shall be conducted as an in person meeting, as a Remote Meeting or as a Hybrid Meeting. The meeting notice shall indicate the method to be used for the meeting. Voting Members have (1) vote each and must be present. (For all purposes of this Constitution and the By-laws, a Voting Member is deemed “present” if the Voting Member is present, either in person, at an in person meeting, or electronically, if the meeting is held as a Remote Meeting or a Hybrid Meeting.) As to any matter voted upon, passage or election, as the case may be, shall be by majority vote by Voting Members present at a duly called and notified meeting, unless the Constitution or By-laws call for a different vote to prevail. If the election of Officers and at Large Members with terms expiring or any endorsement vote is conducted at an in person meeting, voting shall be by voice vote for unopposed candidates and by secret written ballot for candidates with opposition. If the election or endorsement vote is conducted at a Remote Meeting or a Hybrid Meeting, then instead of a written ballot, voting may be conducted by remote means (i.e., via use of electronic survey tool). If voting is held remotely, and a secret ballot otherwise would be used, the organization shall use reasonable efforts to afford Voting Members present the opportunity for a secret ballot, but is not guaranteeing a secret ballot if a Voting Member is not using the Remote Meeting or Hybrid Meeting method recommended by the organization. (For instance, a Voting Member electing to attend by telephone may not have the option for a secret ballot but will be afforded the opportunity to vote via email, text message or other means, so long as the Voting Member is present and votes during the meeting and the identity of the Voter Member can be verified during the meeting (a “Remote Voter”).)

In any case where this Constitution or the By-Laws requires a minimum vote for electing officers or trustees, approving endorsements or any other matter, passage shall require the stated minimum or more votes; fewer votes than the required minimum shall not be sufficient. For the avoidance of doubt, there shall be no “rounding up” of fractional vote totals. Further, in any case of a vote other than a voice vote conducted pursuant to the

Constitution or By-Laws, the vote totals and percentages shall be announced at the meeting.

### **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

Robert’s Rules of Order Revised shall be the Parliamentary authority for this organization in all cases in which they are applicable, so long as such Rules are not inconsistent with this Constitution.

In considering parliamentary questions not provided for by this Constitution and the By-laws, the Vice President shall be empowered to rule.

### **ARTICLE IX – AMENDMENTS**

#### Section 1.

The Constitution may be amended at any membership meeting of the organization by two-thirds (2/3) of the Voting Members present and voting, provided that notice of the proposed amendment has been sent to all Voting Members at least four (4) weeks in advance of the meeting in the same manner as permitted for the notice of a membership meeting.

#### Section 2.

A Constitution and By-laws Review Committee shall be constituted at least every five (5) years to review the Constitution and recommend amendments, if any are deemed necessary.

### **ARTICLE X – TABULATION OF VOTES**

In any case in which this Constitution or the By-Laws requires a minimum vote for electing officers or trustees, endorsements or any other matter, passage shall require the stated minimum or more votes; fewer votes than the required minimum shall not be sufficient. For the avoidance of doubt, there shall be no “rounding up” of fractional vote totals. Further, in any case of a vote other than a voice vote conducted pursuant to the Constitution or By-Laws, the vote totals and percentages shall be announced during the meeting, promptly after the vote is completed.

### **ARTICLE XI – POLITICAL ACTION COMMITTEE (PAC)**

This organization is also a political action committee. The Treasurer, with the assistance of the Deputy Treasurer, shall be responsible for any filings required by law to be made as to the political action committee and for associated record keeping.

This organization’s activities as a political action committee shall not include making monetary contributions directly to candidates, but may include support to candidates by measures such as postcards, slate cards and other campaign materials or “get out the vote” activities (such as, for example, costs for postage and other mailings or automated calls or texts to voters).

## **BY-LAWS**

The By-laws of the Cleveland Heights Democrats (sometimes referred to as the “Club”) are set forth below. Any term defined in the Constitution of the Club is used in the By-laws as defined in the Constitution, unless otherwise defined in the By-laws.

### Section 1. Dues

The annual dues for each member of shall be as determined by the Board. The Board has the authority to determine to set dues at different amounts, such as, for example and not as a limitation, a reduced dollar amount for students and/or senior citizens. Any Board determination concerning dues shall be effective only upon ratification by a majority vote of the Voting Members present and voting at the next General Meeting. The Club Secretary shall send notice to the membership regarding annual dues payments for the following year on or before December 1st, payable by January 31<sup>st</sup> of the following year. Failure to pay dues within sixty (60) days after January 31<sup>st</sup> automatically shall result in suspension of membership, subject to correction of such failure as provided in Article II, Section 2 of the Constitution.

The Treasurer may, in the exercise of discretion, accept as full payment of dues the payment of a lesser sum upon the request of any individual to the Treasurer, subject to approval of the Board by majority vote. There are no free or gratis memberships in this organization.

### Section 2. Treasury

No money shall be paid from the funds of this organization except by check signed by the Treasurer or the President, by debit card drawing on the Club bank account with the authorization of the Treasurer or the President, or as authorized or directed by the Board.

### Section 3. Proxies

Proxies (in name or in fact) shall not be valid under any circumstances.

### Section 4. Amendments

These By-laws may be amended at any membership meeting of the organization by two-thirds (2/3) of the Voting Members present and voting, provided that notice of the proposed amendment has been sent to all Voting Members at least four (4) weeks in advance of the meeting in the same manner as permitted for the notice of a membership meeting.

### Section 5. Elections

The Election Meeting shall be held in October/November of each year, except for good cause shown. At the Election Meeting, if it is an in person meeting, the Nominating Committee shall conduct the elections, distribute and collect the ballots, count the votes cast, announce the results thereof, determine ties, and establish such election procedures as are not provided for herein and are not inconsistent with any provision of the Constitution and these By-laws. If the Election Meeting is held as an in person

meeting, the Nominating Committee shall conduct the elections, distribute and collect the ballots and count the votes cast. If the Election Meeting is held as a Remote Meeting or a Hybrid Meeting, the Nominating Committee shall conduct the election, manage the electronic polling, and announce the results of the electronic polling and any ballots submitted by a Remote Voter in accordance with Section 4 of Article VII of the Constitution.

At the Election Meeting, the Nominating Committee shall first present the names of all candidates to the members present. After acceptance or rejection of the Nominating Committee Report, nominations shall be recognized from the floor for any office.

A ballot shall then be cast for election of the officers. The one (1) candidate receiving the largest number of votes on the ballot for each office shall be elected. The floor shall then be open for nominations of candidates for trustee. A ballot then shall be cast for election of the trustees. The candidates receiving the largest number of votes for the number of trustee positions to be filled shall be elected.

In case of a tie vote for any position of officer or trustee, subsequent tie-breaking ballots shall be cast then and there, as necessary, to break any tie existing between such candidates, until such ties are broken.

Election shall be by secret ballot unless there is no contest, except as provided in Section 4 of Article VII of the Constitution.

#### Section 6. Endorsements

The Board may call a membership meeting of the Club to endorse candidates, issues, or to remain neutral regarding either. Any such endorsement meeting shall occur after the candidate's or issue's filing deadline. (Candidates or issues meeting the filing deadline are referred to below as "qualified"). Notice of said endorsement meeting shall be made to all Voting Members in good standing and to each qualified Democratic candidate and to representatives of each qualified issue to be considered for endorsement at least two (2) weeks in advance of the meeting in the same manner as permitted for the notice of a membership meeting.

Endorsements for elected public office and issues shall be made if approved by a 60% majority of Voting Members present and voting at the endorsement meeting, whether the meeting is conducted in person, is a Remote Meeting or is a Hybrid Meeting. Voting shall be conducted in accordance with Section 4 of Article VII of the Constitution. Regardless of whether the voting is conducted at an in person meeting or a Hybrid Meeting using paper ballots to any extent, a minimum of three (3) members of the Board shall be responsible for confirming the vote count. The results of the vote shall be reported to the President, who will then announce the results of the Club endorsement vote to those in attendance and thereafter take action to notify the general membership.

##### a. Screening Committee

The President shall appoint Screening Committee(s) to review candidates and issues seeking endorsement. Each such Screening Committees shall make its recommendations and offer brief explanations of those recommendations prior to



a period of membership discussion at the endorsement meeting. The report of the Screening Committee shall also include the information required by Section 6.c of these Bylaws.

A notice of the existence of a Screening Committee shall be published in a community newspaper. Community newspaper shall include any printed publication serving the City of Cleveland Heights. This notice shall inform candidates and representatives of an issue of the means of contacting the Screening Committee. Notice of the endorsement process shall also be sent by regular mail or email to each person who has filed with the Board of Elections to run for any office for which an endorsement is to be considered, as determined by communicating with the Board of Elections on or after the deadline for filing.

**b. Conditions for Non-Judicial Candidate Endorsement:**

1. Be a registered Democrat. The chair of the Screening Committee shall cause satisfaction of this condition to be verified by review of public records of the applicable Board(s) of Elections or by confirmation by the Cuyahoga County Democratic Party, such review of candidate voting records to be conducted by the chair of the Screening Committee or by a Club Voting Member designated by the chair of such committee.

**2. Agree:**

a) To comply with the purpose of the Club as stated in Article 1, Section 2 of the Constitution.

b) Not to openly oppose any Democrat nominee in a general partisan election.

c) Not to openly support any opponent of a Democratic nominee in a general partisan election.

3. Confirm no violation by the candidate of the above conditions listed in during the period since the second most recent primary election held in Cuyahoga County.

**c. Screening Committee Report:**

If a candidate seeking endorsement does not meet the conditions listed in items 6.b.1, 2 or 3 above, the Screening Committee must request, as a condition to further consideration of the potential endorsement by the Screening Committee or by the Voting Members, an explanation from the candidate. Further, as a condition to further consideration of the potential endorsement by the Screening Committee or by the Voting Members, the Screening Committee may require the candidate to sign an agreement to comply with those conditions during the candidate's term in the office for which the endorsement is given (compliance agreement).

At the endorsement meeting, the Screening Committee's report to the Voting Members shall include the voting record information for each candidate. As to any candidate seeking endorsement who does not meet any of the conditions

listed in items 6.b.1, 2 or 3 above, the Screening Committee report also shall include:

1. any explanation from the candidate or the candidate's refusal to provide an explanation, as applicable;
2. whether or not the candidate was asked to, and whether the candidate did or did not, sign a compliance agreement; and
3. the reasons for the Screening Committee's recommendation for an endorsement notwithstanding a candidate's failure to meet any of the conditions listed in items 6.b.1, 2 or 3 above.

d. Multi-opening Race:

Endorsements for more than one candidate of the same office type may occur on a single ballot ("Multi-opening Race"), permitting each Voting Member present to vote for not more than the total number of open seats for such office. (For instance, this applies when 4 city council seats are open and there are more than 4 candidates.) In such a case, any candidate receiving votes totaling at least 60 percent of Voting Members present and voting shall receive the endorsement of the Club.

If endorsement is being considered in a Multi-opening Race, and the number of endorsed candidates is fewer than the number of open offices after the first ballot, immediately thereafter there shall be a single run-off election between any unendorsed candidates for said office, permitting each Voting Member to vote for not more than the total number of seats for such office that remain without an endorsement. In such a case, any candidate receiving votes totaling at least 60 percent of those Voting Members present and voting shall receive the endorsement of the Club.

e. Endorsed Candidate communications to Members:

All potential candidates and representatives of an issue will be allowed to submit one (1) weekly campaign communication to the Club Secretary for distribution by email or social media (method at the Club's election) to the Club general membership. After the endorsement vote, only each endorsed candidate and representatives of each endorsed issue may submit one (1) weekly campaign communication for distribution by email or social media (method at the Club's election) to the Club general membership. (As to any issue, only 1 communication in the aggregate may be submitted.) Club officers reserve the right to deny distribution of inappropriate materials. Under no circumstance will Club general membership contact information be given to any candidates or their representative, or any representative of an issue, for any reason.