



Hudson Valley Stonewall Democrats Constitution and By-Laws

CONSTITUTION

ARTICLE I NAME

In recognition of the major event in the struggle for lesbian, gay, bisexual, and transgender (“LGBT”) rights, we proudly named this organization the Hudson Valley Stonewall Democrats (the “Club”).

ARTICLE II PURPOSE

The purposes of the Club are:

1. To promote political undertaking and action within the Democratic Party around issues that primarily affect members of the LGBT community;
2. To promote participation by members of the LGBT community in politics and issues including social justice, civil liberties, and good government;

3. To promote participation by members of the LGBT community in the Democratic Party;
4. To seek, encourage, and support candidates to public and party office, including qualified members of the LGBT community, who will publicly support and promote issues affecting the LGBT community; and
5. To strive for gender and racial parity in the Club.

ARTICLE III MEMBERSHIP AND DUES

1. The Executive Board (“Board”) shall establish and may change from time-to-time the rates of dues to be paid annually by members.
2. The President may, with the consent of the Board, waive any requirements for membership (“Membership”).
3. Members who have been members in good standing at least 90 days immediately prior to a Club vote, may vote at general membership meetings, club elections, and endorsements.
4. Members who were in good standing within the previous two calendar years may pay the current year’s dues and be members in good standing, including the right to immediately vote in general membership meetings, club elections, and endorsements.
5. The expulsion of any Member of the Club, for conduct inimical to the best interest of the Club or contrary to the purposes of the Club, may be proposed by a petition enumerating the reasons therefore, signed by at least five members of the Board or twenty-five percent of the Members of the Club and submitted to the Recording Secretary. The Recording Secretary shall present the petition at the next meeting of the Board. At that meeting, the petition may be dismissed by a majority vote of the Board. If the petition is not dismissed, the proposal shall be tabled until a subsequent meeting of the Board to be held not less than two weeks thereafter. The Corresponding Secretary shall give the person in question at least seven-days notice by electronic mail, with a hard copy by regular mail of the time and place of such meeting, the charges and the right to make a statement in person or in writing to such a meeting. A vote of at least two-thirds of the Board Members present where a quorum is met shall be required for expulsion or removal. A

decision unfavorable to the person in question may be appealed by said person or by any other member at the next meeting of the Club, provided that such person or such other member notifies the Recording Secretary or the President of the intention to make such appeal. If such appeal is taken, the determination of the Board shall be inoperative unless and until ratified by a vote of the majority of the members present at such meeting.

6. Membership shall run from January 1 to December 31. A person joining the Club for the first time, if paying membership dues after November 1, shall be considered a member in good standing for the remainder of that year and for the following year.

ARTICLE IV EXECUTIVE BOARD

1. There shall be an Executive Board that shall serve as the administrative and governing body of the Club and serve as the nominating committee for Board elections approved by the membership at the annual meeting (“Annual Meeting”) defined in Art. VIII Sec. 1.a.

2. The Board shall consist of no more than twenty-three (23) and no fewer than eleven (11) Board Members (“Board Members”) elected by the Regular Membership.

3. The initial Board Members shall be the same as those elected or appointed in the previous three calendar years before ratification on this constitution under the rules of the previous constitution then in effect. The Board Members shall be elected for alternating terms of two (2) years at the Annual Meeting of the Club by a majority of the Members in good standing then in office, and each shall continue in office until his or her successor have been elected and qualified, or until his or her death, resignation or removal.

4. The election of members of the Board shall be by the Regular membership at the Annual meeting. Prior to the Annual meeting, the Board shall serve as the nominating committee for Board elections. The nominating committee shall nominate candidates that shall be presented to the Regular membership at the Annual Meeting. Nothing shall prevent a regular member from nominating from the floor alternate candidates. A minimum of one third of the Board shall be subject to election each year for a two-year term. Each candidate must receive a majority vote to be elected to the Board.

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5. Removal of Board Members shall be done by the same procedure as removal of Members in Art. III, Sec. 5. Unless it is done at the same time, removal as a Board Member does not revoke Membership in the Club.

6. All Board Members must be Members in good standing of the Club. No person shall be eligible for nomination as a member of the Board unless at the date of nomination he or she has been a Member in good standing for at least 90 days.

7. The Board shall study and recommend questions involving political action. Such questions shall include, but not be limited to, Club endorsements of candidates, nominees, judicial appointments, legislation, and the Club position on primaries and controversial public questions. All recommendations of the Board on political action questions as defined above shall be referred to the membership. The Club shall take a position on a political action questions only by a majority vote of the Members of the Club voting in a membership meeting where a quorum exists. However, when in the opinion of the Board it becomes necessary to take immediate political action and it is not feasible to await a general membership meeting before taking such action, the Board shall have the power to take such action, but in no instance shall the Board delegate to another group or any person the power to take such action. Endorsement of candidates can never be deemed an emergency except in the event of a special election, or if a previously endorsed candidate loses a primary or withdraws from the election too close to Election Day for there to be an endorsement vote by the Members.

8. If there is a vacancy on the Board, the Board shall have the power to fill the vacancy for the duration of the term of the vacating Board Member.

9. There shall be an annual audit conducted by the President, Treasurer and at least one Vice-President, and a report shall be made to the Board at the Board meeting following the audit.

10. Upon serving on the Board for a period of no less than ten (10) years, if a Board Member is unable to fulfill the responsibilities of Board Membership, the Board may appoint such member as a Tenured Board Member by a majority vote. Tenured Board Members have the same rights as Board Members, but are not required to attend meetings, or fulfill other obligations of Board Members or stand for reelection. Tenured Board Members do not count towards the total number of Board Members or towards a quorum. Tenured status may be removed by the Board by a majority vote. The initial Tenured Members shall be those voted as such under the previous version of the club's constitution.

11. The Board may appoint Members as Board Members At-Large. At-Large Board Members have all the rights and privileges as Board Members, but may not vote at Board Meetings or serve as Officers and do not count towards a quorum of the Board. At-Large Board Members will be considered first to fill out the terms of Board Members who have left the Board before the end of their terms.

12. Any Board Member or At-Large Board Member who is absent without good cause from three consecutive regularly scheduled meetings of the Board, or four regularly scheduled meetings in one calendar year, shall forfeit Board Membership on the Board, upon a vote of the Board.

13. The Board may appoint from time-to-time such employees and other agents as it shall deem necessary, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation as the Board may from time-to-time determine. Any employee or agent of the Club may be removed with or without cause by a vote of the majority of Board Members present at a Board meeting where there is a quorum.

ARTICLE V OFFICERS

1. The officers of the Club shall be:

(a) President;

(b) Vice-President;

(c) Treasurer;

(d) Secretary; and

(e) Director of Communications.

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2. The duties of the officers shall be as follows:

(a) The President, consistent with the Constitution, shall:

Preside at all meetings of the membership and the Board.

Prepare the agenda for such meetings.

Represent the Club in such matters as are necessary for the Club.

Exercise such powers and carry out such tasks as directed by the Board.

Appoint the chairpersons of all committees.

In conjunction with the Treasurer prepare an annual budget.

Distribute an electronic copy of this Constitution every January, by electronic mail or link to the Club's website.

(b) The Vice-President shall assist the President in carrying out his or her duties and shall preside in the absence of the President.

(c) The Treasurer shall maintain the financial and membership records of the Club, shall present an annual written financial report, and shall provide access to financial statements or list of members to any Board Member.

Board Members shall maintain the confidentiality of such lists and use them only for activities authorized by the Board. Violation of the aforementioned shall be cause for immediate membership suspension, pending dismissal.

(d) The Secretary shall maintain all non-financial records, including this Constitution, and shall take minutes of all Membership and Board meetings. These minutes shall be available to all Members at the next regularly scheduled Membership meeting.

(e) The Director of Communications shall handle correspondence including such notices to Club members as the President, Board, or membership may direct, maintain any internet sites for the Club and any social media accounts for the Club.

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3. Each officer shall be elected by and from the Board in an open meeting.
4. The regular term of each elective office shall be one year commencing with the first Board meeting following the Annual Meeting.
5. If the office of the President shall become vacant during the regular term, the Recording Secretary shall call a special meeting of the Board for the purpose of confirming the election of one of the Vice-President to be President by the majority of the Board of Directors for the remainder of the term. If there shall be a vacancy in any other elective office during the regular term of that office, it shall be filled by a majority vote of the Board for the remainder of the term.
6. Removal of Officers shall be done by the same procedure as removal of Members in Art. III, Sec. 5. Unless it is done at the same time, removal as a Board Member does not revoke Board Membership or membership in the Club.
7. There shall be no prohibition on any candidate for elected office or elected office holder, (including unpaid or party position such as District Leader, State Committee Member, or Judicial Delegate) to serve as an elected an officer of the Club.

ARTICLE VI BOARD OF GOVERNORS (ADVISORY BOARD)

8. The Board may appoint from time-to-time any number of persons as advisors of the Club to act either singly or as a committee or committees that shall be called the Board of Governors. Each advisor shall hold office during the pleasure of the Board, and shall have only the authority or obligations as the Board may from time-to-time determine.
9. The Board of Governors shall have two Co-Chairs. The Co-Chairs shall have the same rights and privileges as Board Members At-Large.
10. The initial Board of Governors shall be the same persons appointed under the previous version of this Constitution.

ARTICLE VII COMMITTEES

1. The President, subject to the approval of the Board or the Board on its own, may create ad hoc or standing committees as deemed necessary. Chairpersons of all committees shall be appointed by the President subject to the approval of the Board. Committees shall only have the powers specifically designated to them by the Board.
2. The President is a member of all Committees.
3. Members may serve on Committees.
4. There may be a Campaign Committee appointed by the Chairperson of the Campaign Committee.
5. There may be additional standing committees consisting of the membership, audit, communications, political action, filling of vacancies on the Board, amendment, repeal or addition of by-laws, resolutions, and other committees as from time-to-time shall be deemed necessary.
6. There shall be a standing permanent committee for each of the five counties, (Putnam, Westchester, Rockland, Orange, Dutchess), which are within the region of operations of the Club, (hereinafter collectively referred to as the “County Committees”). Each of the County Committees shall be chaired by one Chairperson or two Co-Chairpersons appointed by the President who shall also serve as voting members of the Board. The purpose of the County Committees shall be to coordinate activities, (fundraising, voter outreach, etc.), in the respective counties, in coordination with the other County Committees and the Board.
7. There shall be a standing permanent Endorsement Committee which shall consist of members of the Board of the Club and any other members appointed by the President. This Committee shall be responsible for the review of any Candidate Questionnaires, candidate interviews (via telephone or in-person), and providing a suggestion regarding if endorsements will be provided to any respective candidates to the Board of the Club with the understanding that the ultimate decision as to if an endorsement shall be provided by the Club to any respective candidate shall be made by a majority vote of the Board of the Club.

ARTICLE VIII MEETINGS

1. General Membership

a. There shall be an Annual Meeting held during the month of January at which regular elections shall be held for members of the Board. Notwithstanding anything to the contrary herein, in the 2019 year, being the year of formation of the Club, the Annual Meeting shall take place in a month designated by a majority vote of the Board of the Club.

b. Meetings of the general membership may be called at any time by the President, a majority of the Board, or upon written request by 30 members in good standing. There shall be at least nine meetings of the general membership, including the Annual Meeting, throughout the year.

c. Notice of the time and place of each regular, special, or annual meeting of the Board, and to the extent possible a written agenda stating all matter upon which action is proposed to be taken, shall be mailed to each Board Member via electronic mail, and/or postage prepaid addressed to him or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary), at least eight days before the day on which the meeting is to be held; provided however that the notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by email, no less than twenty four hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any Board Member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

d. Twenty-five members in good standing or 20% of the general membership, whichever is fewer, shall constitute a quorum for the transaction of business. A proxy of any member in good standing of the Club shall be considered as if the member was physically present at the meeting and the designated individual authorized to act on behalf of that member within the proxy shall have the same voting rights as the member as if that member was physically present at the meeting.

e. All questions, except as otherwise provided in this Constitution, shall be decided by a majority of those voting.

2. Board

- a. There shall be at least nine regularly scheduled meetings of the Board in each calendar year on dates to be determined by the President, with the approval of the Board.
- b. The President may call special meetings of the Board.
- c. The President must call a special meeting within 7 days upon receipt of a petition for a meeting signed by at least 1/3 of the members of the Board.
- d. All meetings for the purpose of transacting business shall be open to the general membership, except when the Board votes to go into executive session.
- e. One-half of the membership plus one of the Board shall constitute a quorum for the transaction of business. Board members shall be permitted to appear electronically, via tele conference, video conference or other means by which the Board member shall be permitted to meaningfully participate.
- f. All questions, except as otherwise provided in this Constitution shall be decided by a majority of those voting. Every member of the Board shall be entitled to one vote, which must be cast in person and or by the member making their vote electronically.
- g. At the discretion of the President, Board Meetings may be held electronically by tele conference or video conference, and Board votes may be done via e-mail or other electronic means.

ARTICLE IX ENDORSEMENTS

1. Endorsement of candidates for public or party office shall be made by the Board by a majority vote of the Board of the Club following review of any suggestions made by the Endorsement Committee as set forth hereinabove.

2. A secret ballot may used for candidate endorsements at the request of any Member eligible to vote. The ballot will take place after the Board has made its endorsement recommendations, if any, to the membership.

3. The Club shall only endorse candidates who have indicated that they desire the endorsement.

4. The Club's endorsement may not be withdrawn unless new information is revealed regarding a candidate that is inimical to the purposes of the Club or pertains to a crime or other serious transgression, the candidate publicly changes a position on an issue of importance to the Club, the candidate provided false or misleading information or omitted material information on the candidate's Candidate Questionnaire or supporting documents provided to the Club, or it becomes apparent that the Club was not fully informed about the candidate's positions on issues of importance to the Club. In order to withdraw the endorsement, an emergency meeting of the Club Board with at least 48 hours of notice by electronic mail. At said emergency meeting, an endorsement may be withdrawn upon a majority vote of the Board.

ARTICLE X AMENDMENTS

1. Amendments to the Constitution may be proposed by the Board or by written petition signed by twenty-five members in good standing or 20% of the members in good standing, whichever is greater, and submitted to the Secretary. To become effective, any amendment so proposed must be approved and adopted thereafter by two-thirds of the members present at two meetings of the Club that shall be at least one week apart. The substance of the change to be affected by such proposed amendment or amendments must be included in the notice of each aforesaid consecutive meetings and the notice of the second meeting shall further state that final action will be taken upon amendment or amendments to this constitution. Said amendment or amendments shall become effective as part of the constitution upon the date of final approval and adoption on such other date as the amendment or amendments shall specify.

ARTICLE XI

1. Robert's Rules of Order shall govern the parliamentary procedure, the duties of the officers and other aspects of a legally constituted organization in the absence of specific provisions in this Constitution or in the by-laws of this Club to the contrary.

ARTICLE XII BY-LAWS

1. The membership may from time-to-time adopt and amend By-Laws to implement the constitution by majority vote of those in attendance at a general membership meeting where a quorum exists.

BY-LAWS

1. The following are the classes of membership in the club and the minimum dues which shall be annually paid:

a. A Regular Member shall pay \$35.00 and shall include at the Member's option membership in National Stonewall Democrats so long as the cost of such membership is \$10 from the club.

b. A household shall pay \$50 and shall include at the Members' option membership in National Stonewall Democrats so long as the cost of such membership is \$10 from the club.

c. A student, senior, disabled person, or person on a fixed income shall pay \$15.

2. No change may be made in the amounts of dues unless notice is given in writing to the general membership of the proposed change at least seven days prior to the general membership meeting.

3. At every membership meeting the President shall report to the membership on all Board actions taken since the last membership meeting.

4. No expense greater than \$1,000.00 shall be authorized without the prior approval of a majority of the Board.

5. All Club business checks must be endorsed by both of the two authorized signers who shall be the President and Treasurer.

6. Any and all financial accounts of the Club shall be held at Sterling Bank located at 49 Church Street, White Plains, New York 10601. The Treasurer shall maintain a binder containing all statements for Club financial accounts to be reviewed at each meeting of the Board of the Club or membership of the Club.

7. The Board and Board of Governors are bound by the Code of Conduct attached as Exhibit A and the Communications Policy attached as Exhibit B.

EXHIBIT A

Code of Conduct

Board Members and Members of the Board of Governors are expected to adhere to the following guidelines for conduct.

The guidelines are as follows:

All Board Members and Board Governors must work to uphold the integrity of the Club's official purpose and mission especially with regard to adherence of all rules, regulations, policies, and procedures as outlined in the Club's Constitution and By-Laws.

No Board Member or Board Governor other than the President or the President's designee shall under any circumstances speak officially for the Club before any group or to any member of the press without first consulting the stated "Communication Policy" of the Club.

All Board Members and Board Governors must behave in an ethical manner and be of a character that is consistent with upholding the good reputation of the Club; this includes demonstrating an acceptable degree of professionalism, courtesy, and respect toward fellow Board Members and Board Governors.

No Board Member or Board Governors shall intentionally bring public embarrassment or ill repute upon the Club, its Officers, and the Executive Board.

Any Member of the Board of Governors who is found by the Executive Board to have violated this Code of Conduct shall be dismissed from the Board of Governors, by a majority vote of the Board.

Moreover any Board Member who is found by the Executive Board to have violated this Code of Conduct will forfeit their position on the Executive Board for conduct inimical to the best interest of the Club as outlined by Article IV, Sec. 5 of the Constitution.

EXHIBIT B

Communications Policy

I. Purpose

A. This Policy (the “Policy”), which has been approved by the Executive Board as By-Laws to the Constitution, sets forth appropriate procedures for Club communications with the media as well as internal Board communications and communications with the Club membership, non-members, political campaigns, and elected officials.

B. The Chairs and Members of the Board of Governors, when appropriate, are subject to this Policy.

II. Press

A. Press Inquiries

1. All inquiries from the press should be directed immediately to the Director of Communications. If a member of the press asks for a comment or information regarding Club business, Board Members are to state that they cannot speak for the Club and give contact information for the Director of Communications.

a. Under limited circumstances, the Director of Communications may, at his or her discretion, delegate Officers or Board Members to speak on behalf of the Club. The authorization must be specific and limited in scope to a particular topic or issue and should be for a limited duration.

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2. When acting as individuals, Board Members shall not identify themselves to the press as members of the Club.

a. If a Board Member acting as an individual knows that a member of the press has knowledge that he or she is a Board Member of the Club, the Board Member has a duty to state that he or she is speaking as an individual and specifically request that he or she not be identified as a Club member.

b. Board Members should go out of their way to avoid the appearance of acting on behalf of the Club, when they are not.

III. Internal Communications

A. Generally

1. Internal Board Communications are governed by the Club's Code of Conduct as adopted by the Board and amended into the By-Laws.

2. Board Members should exercise judgment regarding the means they use to communicate with other Board Members and keep in mind that written communications, especially email, can be forwarded to third parties.

3. Board Members should especially use their discretion regarding sensitive or private matters. Whenever practicable, phone calls or face-to-face meetings should be used, rather than email.

B. Email

1. All email between Board Members regarding Club business is deemed confidential.

2. Board email shall not be forwarded to non-Board Members without Presidential or Full Board approval.

3. Board Members should use their discretion regarding whether to send emails to the entire Board, to selected officers, or just to the President.
4. The “reply all” feature should only be used when necessary.

IV. External Communications

A. Communications to the Membership and Non-Members

1. All Club advertisements, email, letters, postcards, invitations, palm-cards, fliers and other communications to the membership (dues paying and other people on our mailing lists) or non-members must be approved by the President or the Board. Corresponding Secretary shall also be consulted on all such communications whenever practicable.
2. Confidential Board business and information may not be disclosed to regular members, or non-club members without Full Board or Presidential approval.

B. Communications to Elected Officials and Campaigns.

1. All Club emails, letters, postcards, invitations, palm-cards, fliers, and other communications to campaigns, elected officials, or staff members of elected officials must be approved by the President or the Director of Communications.
2. When communicating with elected officials, staff members of elected officials, or working with a campaign for an endorsed or unendorsed candidate, Board Members may not disclose confidential information regarding Club business to campaign staffers or candidates without proper Director of Communications or Presidential approval.

C. Endorsement Vote Totals and Results

1. Endorsement vote totals, including percentages and instant runoff voting round winners, are confidential Club business and are only to be disclosed to non-Board Members by the President or with Presidential or Board approval.

2. Only the President or his or her designees shall inform candidates regarding endorsement results.

D. Board of Governors Chairs

1. Unless specific business or information is deemed otherwise, confidential club business and information may be disclosed to the Chairs of the Board of the Governors without presidential or Board approval.

V. Violations

A. Violations to this policy are to be Agenda items at the following Board Meeting for discussion of appropriate measures to be taken pursuant to the constitution and the Board Code of Conduct.

*****END OF DOCUMENT*****