



SAN FRANCISCO WOMEN'S POLITICAL COMMITTEE

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Amended February 2019

Article I. Purpose

The San Francisco Women's Political Committee ("SFWPC") is a non-partisan general purpose political action committee that seeks to engage female-identifying individuals in all dimensions of the political process, including but not limited to: identifying, recruiting, training, and supporting female-identifying candidates for election and appointment to public office and leadership positions, and to increase awareness of issues that impact female-identifying individuals generally. SFWPC endorses candidates of any gender identity for local and statewide, and federal office; advocates for expanding roles for female-identifying individuals in the public and political sphere through policy issues; and educates members through programs and communications.

Article II: Membership

Membership is open to all individuals who pay annual dues established by the Board of Directors. A person is considered to be a member upon payment of annual dues.

A member is considered to be "in good standing" when they have paid dues and attended three qualifying events in any consecutive twelve (12) month period. Members must sign in to be counted as having attended an event and are solely responsible for ensuring their names are on the sign in sheet.

Members in good standing can participate in the following votes: General Membership, endorsement of candidates, endorsement of ballot measures, and the election of the Board of Directors.

Article III. Board of Directors Positions and Duties

The Board of Directors ("Board") is comprised of female-identifying Officers and Board Chairs, collectively known as "Board Members." The Board oversees all activities of the organization, establishes

membership dues, and adopts the Endorsement Guidelines. All Board Member positions shall be filled by individuals who identify as female.

Board Members are required to attend the Annual Retreat and all Board Meetings. Board Members shall not miss more than two unexcused meetings per year. Board Members shall meet a fundraising goal established in Article VIII.

Executive Committee:

President or Co-Presidents: Ensures the mission and purpose of the organization is met, sets meeting dates and locations, appoints committees, presides over meetings, and sees that the resolutions passed by the Board are carried out. The President or Co-Presidents serve as the primary organizational fundraisers, official representatives, and spokespeople for SFWPC.

Vice President: Takes the place of the President(s) when she or they are absent or incapacitated. Carries out duties as assigned by President(s).

Secretary/Treasurer: Keeps a record of the actions authorized by the Board, maintains the membership database and maintains Meeting Minutes described in Article VII. Manages and keeps a record of the Board's receipts and disbursements and public reporting described in Article XI.

Advisory Chair or Co-Chairs: Assists the President(s) in ensuring the mission and purpose of the organization are met, provides assistance and advice to executive committee. Must have been: a board member for five (5) consecutive years and a previous president (or co-president).

The President(s), Vice-President and other Board Members as determined by the outgoing President(s) and Advisory Chair(s) shall be designated as the Executive Committee for purposes of election at the first meeting of the calendar year, and the Board shall first meet at the annual retreat. The President(s) shall establish the scope of responsibilities at the outset of each year. The Committee shall meet at the request of any member of the Executive Committee.

Standing Board Chairs:

Political Action Committee Chair(s): Coordinates the candidate and ballot initiative endorsement process pursuant to the Endorsement Guidelines and notifies the membership and general public about the organization's endorsements.

Policy Chair: Forwards the agenda of SFWPC by working with elected officials and other organizations.

Communications Chair/Co-Chairs: Manages all formal correspondence and communication. Maintains all social media platforms for the organization.

Other Board Member Positions:

Officer and board member positions can be added, removed or their responsibilities shared and subsumed by the current leadership depending on the needs of the organization. Officers and Board Chairs will ensure, on an annual basis, that these structures and their goals and strategies are aligned with overarching objectives as set out at the annual board retreat.

Article IV. Board of Directors Elections

Board of Directors:

The Board of Directors is elected annually in January for a one-year term by the members in good standing either at a General Membership Meeting, or via a provisional vote for current members in good standing. Board candidates must be current members in good standing.

Board Slate candidates are required to submit an application to the Secretary or her designee, stating her requested position(s).

The Advisory Board Chair(s), outgoing President(s), and proposed incoming President(s) confirm eligible candidates and develop a Board of Directors slate. The President(s) presents the recommended slate to the Board of Directors for approval of the General Membership, at least ten (10) days before the General Membership vote.

After the Board of Directors slate is proposed, all candidates submitting an application will be notified of the proposed slate no later than ten (10) days before the Board Membership vote. Candidates who do not appear on the slate may run as write-in candidates on the ballot to the General Membership.

Election of Board of Directors:

The ballot is distributed to the membership for a vote in January. Board Members are elected by a simple majority of members in good standing present and voting.

Term Limits:

Board members shall serve no longer than two (2) consecutive years in the same Board position, with the exception of Advisory Chair(s).

Vacancies:

Vacancies mid-year are filled by a nomination by any member of the Board of Directors and must be approved by a majority vote of the current Board. Board candidates must be current members and submit an application to the Secretary or her designee ten (10) days in advance of a Board of

Directors vote. A vacancy in the following positions shall be filled within 60 days: President(s), Vice President, Secretary/Treasurer.

Article V. Meetings (Regular, Special, Quorum)

Regular Board of Director Meetings:

Regular meetings will be held once a month and at other times as deemed necessary by the Board of Directors via simple majority vote. Meetings may be canceled or rescheduled by the Board President(s).

Board Meetings are closed to the general membership and the public unless specified.

Board Members may invite guests to the Board Meetings to inform the Board on particular issues and to assist with Board matters. Board Members must sponsor any guest and notify the President(s) in advance.

Each Board Member shall have one vote in all matters as long as they are present and voting. Official business may include endorsements, authorization of funds, and any other actions deemed necessary by the Board. A majority vote of those present and voting will be required for all matters except: early endorsements, removal of board members, changes to bylaws, and other matters deemed serious by the President(s) or one-third of the current Board of Directors. For these matters, two-thirds of the entire Board is necessary.

Proxies are not allowed.

Board meetings are confidential in nature.

Any Board Member who is not excused and fails to attend two meetings in any twelve (12) month period will be considered for termination at the discretion of the President(s) pursuant to Article VI.

Quorum:

A quorum of two-thirds of all elected Board Members is needed to conduct official business.

Special Meetings or Emergency Meetings:

Special Meetings or Emergency Meetings can be called at any time by the President(s) or one-third of the members of the current Board of Directors and requires twenty four (24) hours notice via electronic communication.

Article VI. Removal of a Board Member

A Board Member is subject to removal in the following instances:

- 1) failure to fulfill the duties as described in Article III,
- 2) failure to attend the annual retreat,
- 3) missing two unexcused board meetings,
- 4) conduct unbecoming of the Board or general misconduct,
- 5) failure to comply with Article VII.

The Board of Directors must vote on removal of any Board Member charged with any of the above by a member in good standing at the next Board Meeting. Removal of a Board Member requires an affirmative vote of two-thirds of all board members. The President(s) will notify the Board Member of the vote in advance of the Board Meeting, and of her removal if necessary. The Board Member may present, prior to the Meeting and vote, a written statement to the Board via the President(s) stating her position and the circumstances surrounding the incident for consideration and requesting that the Board of Directors retain her position. A Board Member may not vote on her own removal. If the President is the officer charged, the Co-President will notify and receive statements. If no Co-President is on the Board, the Advisory Chair(s) will take on this role.

Article VII. Use of Lists

SFWPC respects the privacy of all of its members and does not sell, rent, or otherwise share or make available any contact or membership lists with outside entities or individuals.

Article VIII. Board Member Individual Contribution

Every Board Member must give a meaningful financial contribution and/or raise funds for at least one major SFWPC event in amounts agreed upon at the Annual Retreat.

Article IX. Meeting Minutes

Meeting minutes shall be directed and maintained by the Secretary and distributed after each Board Meeting in advance of the subsequent meeting. Minutes shall be approved at subsequent board meeting by majority vote of Board Members present and voting.

Article X. Annual Board Retreat

The incoming Board of Directors will meet for a day-long retreat no later than thirty (30) days from the date of the new Board election to establish the annual agenda and priorities, membership dues, financial contribution targets, and other matters as required.

Article XI. Bank Account, Financial Reporting and Compliance

The Board of Directors will select a bank for the purpose of opening a bank account. Funds in the bank account shall be withdrawn by checks signed by the Treasurer and any other officer designated by the President. The Treasurer will give a financial report at every Board Meeting. The Treasurer shall ensure that SFWPC is current with all filings required by the San Francisco Department of Ethics, California Fair Political Practices Commission ("FPPC"), and any other compliance agencies.

The San Francisco Ethics Commission states that the Treasurer shall be made aware and agree that she is personally held liable for any fines for non-compliance. The current Treasurer will not be held personally responsible for compliance violations or fines incurred by previous Treasurers.

Article XII. Amendments

Amendments to the bylaws may be proposed by any member of the Board of Directors. Amendments shall be adopted by two-thirds vote of all members of the Board of Directors.

Article XIII. Dissolution of the Organization

Dissolution of the organization requires a unanimous vote of the current Board Members. A fund disbursement plan that complies with all applicable legal requirements shall be approved unanimously by the current Board Members. Funds shall be designated to an organization or candidate as agreed upon by the majority of the Board.

Article XIV. Severability

If any provision of these bylaws is held illegal or invalid for any reason, then such a provision will be deemed omitted.

Article XV. Endorsement Guidelines

Endorsement Guidelines outlining the procedures and policies for candidate and ballot initiative endorsements shall be developed and updated by the Political Action Chair(s) and approved by the Board

of Directors. In the event that the Bylaws and Endorsement Guidelines may be in conflict, the document with the most recent approval date prevails.