



# SAN FRANCISCO WOMEN'S POLITICAL COMMITTEE

## SAN FRANCISCO WOMEN'S POLITICAL COMMITTEE BYLAWS

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### **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. Membership dues may be paid at the Endorsement Meeting to qualify for good standing to vote at the meeting. 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. Attendance at the Endorsement Meeting will not satisfy this requirement. Members may request that their attendance at three committee meetings of the same committee substitute one qualifying event, but no more. 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 accorded the

same level of authority as one another, with the exception that the President or Co-Presidents may make executive decisions as outlined within these Bylaws.

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. At the Board Retreat, Board Members will provide to the Board goals and plans for the year as well as meet with relevant Board Members to establish best practices for communications and defining roles and responsibilities as related to individual inter-committee interactions. Board Members shall meet a fundraising goal established in Article VIII.

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. Board positions can remain open, though preferably will be filled; the responsibilities of the open board positions can and should be delegated at the beginning of the term by the Presidents. Regarding the roles of Secretary and Treasurer, the roles must be filled and individuals carrying those responsibilities will bear that title for purposes of organizational reporting and filing.

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. Board Members are required to meet with the Co-Presidents on a monthly basis to provide insight and updates on their work as well as to request any additional support. Within 30 days of the conclusion of their term, Board Members will provide a written accountability report of successes, failures, goals, and best practices for future use.

Board Chair(s) shall lead a Board Committee with appointed committee members at the discretion of the Board Chair(s). At minimum, the following Co-Chairs must develop Committees to support their work: PAC, Policy, Communications, Events and Membership.

### **Executive Committee:**

**President or Co-Presidents:** The President(s) shall establish the scope of responsibilities at the outset of each year. Ensures the mission and purpose of the organization is met, sets meeting dates and locations, 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. May appoint or approve outside consultants and Secretary for the organization.

**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:** Keeps a record of the actions authorized by the Board, maintains the membership database and maintains Meeting Minutes described in Article VII.

**Treasurer:** Manages and keeps a record of the Board's receipts and disbursements and public reporting described in Article XI. Collects, records, and deposits dues and donations. Reviews

and approves Requests for Funding and processes Reimbursement Requests. Creates and files reports on behalf of the organization and complies with filing deadlines and ensures a three-person review of those filings.

**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 the executive committee. Must have been: a board member for at least two (2) years and a previous president (or co-president) or have significant skills, experience, and competencies as determined by the incoming president (or co-presidents) to be critical to the board's functioning. Revises, issues, and ensures compliance with the organization's Code of Conduct. Presents the Code of Conduct at annual retreat and ensure all board members sign the Code of Conduct as part of their participation on the board. Provides historical perspectives, assists with building relationships with established partners, provide mentorship and guidance, and aids in the conflict resolution protocol.

**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. Creates the endorsement committee each election cycle and manage endorsement meetings and questionnaires for all candidates in races in San Francisco and/or California that SFWPC Board has determined interest in with oversight from the SFWPC Co-Presidents. During the endorsement process, determines the interest and capacity of other SFWPC board members in participating in the process, and appropriately enable their participation. Coordinates the organization's funding, creation and distribution of its political endorsements slate card(s). Evaluates other channels for paid political ads. Oversees the organization's membership involvement with elections and organized campaign activities for endorsed candidates, measures and propositions on behalf of organization. Finalizes SFWPC membership's votes in the endorsement process of candidates, measures and propositions results; Solicits firms to create endorsement materials, including sending out request for proposals, reviewing budgets, and selecting firms; Reviews and approves design of endorsement materials; Coordinates slate mailing with the co-chairs to ensure materials are sent to targeted audience in a timely manner. After each election, documents the process and results for future co-chairs.

**Policy Chair/Co-Chairs:** Develops the SFWPC policy agenda by working with the board, relevant committees, and incorporating the SFWPC's mission and values. Will revise the policy committee protocol and the policy agenda on an annual basis and/or as needed. Forwards the policy agenda to the Board for approval no later than three months after the Board Election as well as the committee protocol. Board's approval of the Policy agenda will be contingent upon a vote of approval of three-fourths majority vote. Policy Chair(s) will select a committee at the beginning of each calendar year and will establish subcommittees and subcommittee chairs. Will track local and state-wide issues pertinent to SFWPC's policy agenda and partner with allied groups, electeds, and community groups to advance legislative or policy efforts aligned with SFWPC's policy agenda. Will provide regular updates to Board, including progress and potential conflicts.

**Events Chair/Co-Chairs:** Creates and executes the events of SFWPC. Responsible for creating an events calendar to curate and inform the board of upcoming events for the year, as well as a checklist to determine the roles and responsibilities of the Events Chairs, committee members,

and other board members to ensure each event runs smoothly. Organizes and manages the Summer in the City event and the Annual Holiday Party in conjunction with the Fundraising chair as well as other events decided upon by the Board at the Annual Retreat. For any events that the event chairs are not hosting, will provide guidance for other committees (i.e., Membership, PAC, Policy) to host their own events. This guidance includes recruitment of speakers, developing the run of show for the event, and coordinating with Communication Chairs. Events shall be executed in accordance with the organization's current Diversity, Equity, and Inclusion policy.

**Communications Chair/Co-Chairs:** Manages all formal correspondence and communication in a timely manner, including creating a schedule of content for SFWPC social media and email blasts. Maintains all social media platforms and website for the organization. Publicizes weekly content, announcements and updates from the organization. Compiles and updates list of press contacts and authors op-eds on women's issues in the national or local news. Retains oversight regarding communications with outside organizations and partners.

**Membership Chair/Co-Chairs:** Responsible for growing and retaining membership by overseeing all membership recruitment, events, and dues payments for both returning and new members and for coordinating the annual membership survey issued by May 1 each year. Compiles the responses and reports on the data back to the Board. Will also confirm eligibility of General Membership for PAC endorsement vote. Engages in outreach/recruitment efforts at SFWPC events and develops new strategies to recruit, engage and cultivate membership. Maintain records of attendance of SFWPC events.

**Members at Large:** Fulfills board requirements or needs and address overall organizational goals and assist committee chairs and co-presidents as needed. Provides organization with additional bandwidth and flexibility. Members at large are overseen by the Co-Presidents, in consultation with co-chairs of any relevant committee. Retains the same voting rights as any other members of the board of directors, without a specific portfolio.

**Fundraising:** Plans and executes fundraising plan, including timeline and delegating assignments to Board Members. Maintains database on sponsorship and partner contacts; maintains records and receipts of fundraising; and leads fundraising workshops.

**Parliamentarian:** Provides guidance on the bylaws as needed. Update the bylaws as needed with input from the Board. Presents to the board for approval. Updates and presents for approval the DEI policy at the Annual retreat. Manages the Conflict Resolution Protocol of Article XXX.

## **Article IV. Board of Directors Elections**

### **Board of Directors:**

The Board of Directors is elected annually in January or February 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

as defined by Article II. The Elected Officers of this Club shall be: Co-Presidents, Vice President, and Chair or Co-Chairs of the following Committees: Fundraising, Parliamentarian, Treasury, PAC, At Large, Policy, Communications, Membership, and Events Officer. All candidates for office must be Voting Members and shall file an "intent to run" and a signed Code of Conduct Agreement with the outgoing Co-Presidents at least ten days prior to the scheduled election. Board Slate candidates are required to submit an application to the Secretary, (and if there is no Secretary, the Parliamentarian )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:**

All Elected Officers shall be elected annually at an election to be held no later than February 28 of each calendar year.

The election shall be administered by the Parliamentarian or a steering committee composed of current Board Members.

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: If a vacancy occurs mid-year, the vacancy shall be 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 45 days: President(s), Vice President, Secretary/Treasurer.

Any Elected Officer who declares intent to run for any public office (excluding Democratic Party Positions) that appears on any San Francisco ballot shall step down from their Officer position immediately. Declaring intent to run is defined as pulling papers or forming an exploratory committee, or otherwise publicly announcing candidacy.

Appointment of Advisory Chair(s): Incoming president(s) shall appoint the Advisory Chair(s) immediately after elections. Advisor Chair positions require no vote from the Board or General Membership. An Advisory Chair is appointed for a two-year term with a term limit of no more

than three terms. An exception shall be granted to the term limit if (1) there are no other prospective advisory chair applicants and (2) the Board votes in favor of extending the term limits for the past Advisory Chair

## **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). 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.

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

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. Board Members shall be informed of the guests in attendance three (3) business days preceding the meeting. Such guests shall only be present for those purposes and shall be excused when the Board moves to the next Agenda item.

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.

Voting:

Board Members may vote on official organization business in person or via electronic mail, apart from filling Board vacancies, removal of a Board member or other issues at the President(s) discretion, which shall be in person.

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.

For in-person voting, a Board Member shall request the vote be included on the agenda. During the meeting, presuming a quorum of two-third of all elected Board Members are present, the proposing Board Member may introduce the matter, state their position, and call for objections.

Objections can include: failure of a quorum, failure to state the issue, or stating a potential conflict of interest. If there are no objections, the proposing Board Member may call for a vote. Another Board Member must second the vote and the voting shall commence. Board Members may vote by voice, show of hands, and/or ballot.

If voting electronically, the proposing Board Member shall draft a separate email to the Board with the subject title: Proposed Vote. The proposing Board Member shall provide complete text of what proposal pertains to, including timeline, impact, and reason for the vote, and expressly request a vote. Another Board Member must second the vote and vote in support. Two-thirds of all Elected Board Members must vote and the vote shall remain open for 48 hours. The proposing Board Member may reach out to the Board via other means (i.e., text message, phone call, etc.) to ensure a quorum. If a quorum is not reached within 48 hours, the proposing Board Member must re-issue the proposal. A proposal will pass on a 50+1 vote by participating Board members.

If a matter in voting arises that is not expressly covered in these bylaws, the issue will be addressed by the Parliamentarian, who will use Robert's Rules as governing document.

Proxies for voting purposes are not allowed.

## **Article VI. Conflict Resolution Protocol**

The following protocol seeks to standardize the process of conflict resolution, create accountability structures, and emphasize transparency. Prior to initiating the Protocol, members are encouraged to discuss questions or concerns regarding the Bylaws and DEI Policy with the Parliamentarian or regarding the Code of Conduct with the Advisory.

1. Encourage mutual resolution between parties
  1. If faced with a conflict (i.e., lacking communication, needing support, missing deliverables), the aggrieved party will first notify the other party. This can take the form of an informal conversation (phone, text, email). If parties agree on a plan of action, we urge the parties to document their agreement regarding how to move forward in writing.
  2. Parties may request the presence of a mutually agreed-upon third-party notetaker (another board member) for verbal conversations regarding the conflict. They can request confidentiality from this third party.
  3. If the conflict continues to exist, parties are urged to communicate in writing (preferably via email) and take note of the timeline of conflict to aid the step below.
2. A formal escalation to co-presidents  
If parties are unable to resolve their conflict on their own, then parties should submit their concerns by CC'ing the Co-Presidents. The communication should contain: the topic of

conflict and any relevant dates and conversations regarding the issue. More detail is helpful to empower Co-Presidents in the resolution process.

- a. Co-Presidents will review the context of the complaint within five business days and set up a formal discussion between all parties to move towards resolution.
- b. Co-Presidents may also involve Advisory as a third party if necessary
- c. If there is a conflict/dispute with the Co-Presidents:
  1. Parties will submit concerns to Advisory in writing (as written above).
  2. Advisory will review the context of the complaint and schedule a formal
  3. discussion between all parties to move towards resolution.
  4. Advisors may also bring in the Parliamentarian if necessary .
  5. After the mediated discussion, Advisory will document the outcome of the discussion and agreement regarding how to move forward in writing.

### 3. Mediation with the Parliamentarian

- a. If the above process does not resolve the dispute and/or the parties feel that their concerns have not been meaningfully addressed through the above-lined process, the parties may submit a request for mediation with the Parliamentarian.
- b. Parliamentarian will review documentation and previous agreements, meet with the parties separately and then facilitate a joint session.
- c. Parliamentarian will propose, in accordance with the bylaws, a resolution, coupled with periodic meetings with the parties to ensure communication, respect, and flow of work.
- d. If the issue is not resolved at this point, the Parliamentarian may propose to the board the removal of the members, which will be guided by Article VII of the Bylaws.

## **Article VII. 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 and/or in violation of the Code of Conduct policy
- 5) failure to comply with Article V or VI .

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 VIII. 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 XIX. 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 X. Meeting Minutes**

Meeting minutes shall be directed and maintained by the Secretary and distributed after each Board Meeting in advance of the subsequent meeting. If the Secretary is not present, a Board Member shall be selected by the President(s) to record the minutes prior to the commencement of the meeting. Minutes shall be approved at subsequent board meeting by majority vote of Board Members present and voting.

#### **Article XI. 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, including evaluation of the bylaws, Code of Conduct, and DEI policy, membership recruitment and dues, financial contribution targets, and other matters as required. The Board Retreat agenda and preparation shall be executed by the Presidents.

#### **Article XII. 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 XIII. 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 XIV. 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 XVI. Severability**

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

#### **Article XVII. 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.

#### **Article XVIII. Positions and Statements**

For policy proposals and recommendations, the Rules Subcommittee of the Policy Committee will recommend a position for the SFWPC Board to adopt.

Policy Co-Chairs will inform the Board of any recommendations from a policy standpoint and initiate a Board vote by email to approve the recommendations of the Rules Committee. The Board will have 48 hours to vote after which the recommendation will pass on a 50+1 vote by participating Board members. The Rules Committee will consider proposals that are aligned with the SFWPC's approved Policy Agenda and has discretion to consider proposals outside the Policy Agenda.

For statements issued by SFWPC, the Co-Presidents are empowered to issue statements that are in line with SFWPC mission, vision, and value statements. For issues outside of the value statements and/or contentious issues, the Co-Presidents will inform the Board of any intent to take a position and provide a copy of the statement and initiate a Board vote by email to approve the position and statement. The Board will have 48 hours to vote after which the recommendation will pass on a 50+1 vote by participating Board members.