

ARTICLE I

Name

The name of this organization shall be the Clay County Missouri Democratic Central Committee, Inc. It may do business and be known as the Clay County Democratic Central Committee and referred to as the Committee.

ARTICLE II

Purpose

The purposes of this organization shall be to promote the general welfare of, and to provide leadership for, the Democratic Party of Clay County and particularly to work for the election or appointment of Democrats to public office.

ARTICLE III

Affiliation

This organization shall be affiliated with the Missouri Democratic Committee and the Democratic National Committee and shall further be subject to the Constitution and Bylaws of each.

ARTICLE IV

Powers and Duties

Section 1: This organization shall have all powers granted it by the laws of the State of Missouri and the Constitution and Bylaws of the Democratic State Committee of Missouri and the Democratic National Committee and specifically shall have the following powers:

- a) To act as the governing body of the Democratic Party of Clay County, Missouri;
- b) To plan and manage the election campaigns throughout Clay County on behalf of all nominees of the Democratic Party;
- c) To raise funds for use in fulfilling the purposes of this organization;
- d) To recommend Democrats for national, state, and local appointive offices;
- e) To provide appropriate services to Democratic officials, Democratic clubs, and individual members of the Democratic Party;
- f) To establish and advise public officials of the opinion of the Democratic Party of Clay County on Public Issues.

Section 2: Committee Member duties shall include:

- a) To build a strong Party organization within his or her area;
- b) To represent the views of Party members to the Committee;
- c) To keep Party members informed of the activities of the Party;
- d) To greet newcomers to the area if at all feasible.

ARTICLE V

Membership

Section 1: The membership of this organization shall consist of the duly elected Committeeman and Committeewoman from each committee district of Clay County, Missouri, as provided by law.

Section 2: The office of Committeeman or Committeewoman shall become vacant upon the death or resignation of any member or the change of any member's domicile from the district from which elected or if no candidate files for the office, or as otherwise provided by law.

Section 3: After notice of a vacancy is given to all members of the Committee, the Committee shall accept nominations at the next regularly scheduled meeting. Each nominee must be a registered voter domiciled at least one year in the district from which the vacancy occurred to fill said vacancy as provided by law.

Section 4: Nominations of persons to fill vacancies shall be made by a member of the Committee from the floor. Seconds shall not be required. Each nominee who is present at the meeting shall be given a reasonable opportunity to address the Committee. The election to fill each Committee vacancy shall take place at the next regularly scheduled meeting after the individual is nominated. The Secretary shall determine and report to the Committee before a vote is taken that each nominee is qualified for the position. A majority of the Committee members present shall elect each new Committee member to fill the vacancy. If more than one person shall stand for election to fill a particular vacancy, voting on that vacancy shall be conducted by secret ballot or as otherwise directed by law.

ARTICLE VI Officers

Section 1: The officers of this organization shall consist of a Chair and a Vice Chair, one of whom shall be a woman and the other a man, both of whom shall be a member of the Committee, and a Secretary and a Treasurer, one of whom shall be a woman and the other a man, neither of whom need to be a member of the Committee.

Section 2: The officers of this organization shall be elected by a majority of those members present in person and voting at the organizational meeting of the Committee which shall be held on the third Tuesday after the primary election or as otherwise provided by law.

Section 3: The officers of this organization shall serve until conclusion of the organization meeting following the next primary election or as otherwise provided by law.

Section 4: An office shall become vacant if any of the following events occur to the Committee office holder:

- a) Death;
- b) Resignation;
- c) Ceases to be a registered voter of the committee district he or she represents if Chair or Vice Chair;
- d) Remains convicted of a criminal offense other than a misdemeanor after his or her rights to appeal are exhausted;
- e) The State Committee votes to remove such a member in accordance with the Bylaws of the Missouri Democratic Party;
- f) If a Chair vacancy occurs, the Vice Chair office shall be declared vacant. An election shall be held to elect the Chair and Vice Chair within sixty (60) days. If a single vacancy occurs in the Vice Chair, Secretary, or Treasurer, no other offices will be vacated and that election shall be held within sixty (60) days to elect a new officer for that position only.

Section 5: Prior to any regularly scheduled meeting of the Committee, notice of an officer vacancy must be given to all members of the Committee, a majority of those members present and voting shall elect a qualified person to fill the unexpired term of the vacant office.

Section 6: Nomination of persons for election as officers of this organization shall be made from the floor by a member of the Committee. Seconds shall not be required. Each candidate who is present in person at the meeting shall be given a reasonable opportunity to address the Committee. If more than one person shall stand for election to a particular office, voting on that office shall be conducted by secret ballot or as otherwise provided by law.

Section 7: The Chair shall preside at all meetings of the Committee and the Executive Board, authorize the payment of Committee funds, act as an ex-officio member of each committee of this organization, and with the approval of the Committee may appoint any persons to serve as parliamentarian and historian, and with the approval of the Committee shall appoint members and officers for all standing and special committees, and notify each member of the date, time, and place of each Committee meeting and its agenda. The Chair shall perform such other duties as may be properly assigned to him/her.

Section 8: The Vice Chair shall assist the Chair and in the absence or inability of the Chair shall perform the duties of the same.

Section 9: The Secretary shall record all proceedings of the Committee and the Executive Board; shall keep minutes of each meeting, and at or before each meeting shall distribute the minutes of the previous meeting, and shall maintain a record of the name, address, email and telephone number of each member of the Committee.

Section 10: The Treasurer shall keep an itemized record of all receipts and disbursements of the Committee's funds, dispense money with the approval of the Committee or the Executive Board, shall accept all filing fees as provided by law, shall at each regularly scheduled meeting of the Committee report on the financial condition of the Committee, and shall prepare and file all financial reports required of the Committee by law, and shall be required to give bond in amount to be determined by said Committee.

ARTICLE VII Executive Board

Section 1: The Executive Board shall consist of the officers of the Committee, a Committeeman and Committeewoman elected by Clay County Central Committee members of each Senatorial District wholly or partly in Clay County, and the Registered Agent of the Corporation. The Registered Agent shall be responsible for maintaining the Corporation in Good Standing by timely filing all registration reports with the Missouri Secretary of State. Members of the Executive Board shall serve until election of the Chair and appointment of a Secretary at the organizational meeting following the next primary Election or as provided by law.

Section 2: The Executive Board shall meet quarterly or at the call of the Chair, or a simple majority of the Board, provided that each member of the Board is given at least twenty four (24) hours notice of the date, time, and place of the meeting.

Section 3: Subject to the approval of the Committee, the Executive Board:

- a) Shall provide oversight of financial affairs;
- b) Shall approve a proposed Committee budget from the Budget Committee and present the budget as a motion for adoption by the Committee;
- c) Shall have the power to enact rules of order for particular meetings to govern debate and decision of particular questions not otherwise provided for in these Bylaws;
- d) Shall otherwise act for the Committee between regular meetings;
- e) For good cause, may re-schedule a regular Committee meeting provided three (3) days notice is given to all members of the Committee of the date, time, and place of any re-scheduled meeting;
- f) May assign any of the powers listed in this section to the Chair by a vote of the majority of the Board; and
- g) Shall report any action taken by the Executive Board at the next Committee meeting.

Section 4: A Quorum of the Executive Board must be present in person to conduct business and shall consist of a majority of the members of the Board. A majority of the Board must consent to any action taken by the Board, whether at a meeting of the Board or through adoption of any Board resolution after a meeting. Any resolution approved by a majority of the Board without having a meeting shall have the same force and effect as if adopted at a duly called meeting of the Executive Board.

ARTICLE VIII Meetings

Section 1: Regular meetings of the organization shall be held on the first Thursday of each month unless the Committee, at a regularly scheduled meeting, shall by majority of those present and voting designate some other day.

Section 2: Special meetings of the organization shall be held at the call of the Chair or the Executive Board provided that at least three (3) days notice is given to all members of the date, time, and place of the special meeting.

Section 3: All meetings of the Committee shall be open to the press and general public provided that members shall be separated from non-members while the Committee is in session. Except as otherwise expressly provided in these Bylaws, or in rules of order adopted pursuant to Section 3 of Article VII, during the debate of any question or the general discussion of any issue or controversy brought to the floor, after all members wishing to address the Committee on such matters have been recognized, and with the general consent of the members present, a non-member may be recognized to address the Committee.

Section 4: A quorum to transact business of the Committee shall be a majority of the members of the Committee except that members who have not been present in person at least three meetings since the last primary election shall not be counted as members for purposes of determining quorum. The number of members needed to constitute a quorum shall be reported by the Secretary at the beginning of the Committee meeting each month.

Section 5: Committee members can be officially excused from attending a regular meeting by notifying the Chair of the Committee or any member of the Executive Board prior to the meeting. A member of the Committee who has missed three consecutive meetings without an officially excused absence shall be sent a letter from the Committee.

ARTICLE IX Committees

Section 1: The following shall be standing committees of this organization: Budget, Public Relations, Rules and Resolutions, and Audit.

Section 2: Subject to the approval of the Committee, the Chair shall appoint at least five (5) members to each standing and special committee designating one as chair. All reports of each standing and special committee shall be submitted in writing to the Secretary to be made part of the permanent record.

Section 3: The Budget Committee shall prepare and present an annual Committee budget to the Executive Board. The budget shall include recommended allocations for stipends, special events, headquarters, donations, and necessary expenditures for Committee operations. The Treasurer shall be an ex-officio member of the Budget Committee.

Section 4: The Public Relations Committee shall:

- a) Supervise and provide oversight on preparation and distribution of press-releases;
- b) Supervise and provide oversight on all publicity including social media;
- c) Generally promote all programs, political campaigns, and other activities of the Committee; and
- d) Perform such other functions as the Chair or the Committee may direct.

Section 5: The Rules and Resolutions Committee shall:

- a) Incorporate newly adopted amendments to these Bylaws,
- b) Propose standing rules and amendments for the organization;
- c) Propose resolutions on political or civic issues;
- d) Review these Bylaws and recommend revisions every Presidential election year; and
- e) Perform such other functions as the Chair or the Committee may direct.

Section 6: The Audit Committee shall be provided access to all financial books and documents of the Committee on June 1 of even-numbered years, and at announcement of a change of Treasurer occurring before June of an even-numbered year. The Audit Committee shall report in writing to the Committee at its regularly scheduled meeting in July of even-numbered years as to the accuracy and propriety of transactions and solvency of the Committee for the previous two years. Audit Committee members shall not serve more than two terms.

Section 7: Standing and special committees of this organization shall meet at the call of the chair of that committee, the Chair of the Central Committee or any two members of that specific committee and a quorum shall consist of three (3) members who must be present in person.

ARTICLE X Notice

Section 1: Any notice required to be given by these Bylaws may be given by telephone unless a written notice is specifically required, electronically, or by mail. In all instances, email notice shall be considered written notice. Notice shall be considered timely given if sent by email or deposited with the U.S. Postal Service, properly addressed as shown on the records of the Secretary of the Central Committee, on or before the last date required for the notice to be given.

Section 2: Any notice required to be given by these Bylaws may be waived in writing executed before or after the meeting or any action for which the notice is required. Attendance at any meeting, unless expressly for the purpose of objecting to lack of proper notice, shall constitute a waiver of the notice requirements for that meeting.

ARTICLE XI
Parliamentary Authority

On all matters not governed by these Bylaws or the standing rules of the Committee or as provided by law, the rules contained in the most recent version of Robert's Rules of Order shall govern all meetings of this Committee, the Executive Board, and all committees.

ARTICLE XII
Amendments

These Bylaws may be amended at any regular or special meeting of the Committee more than ten (10) days after written notice of the proposed amendment(s) has been given to each member of the Committee stating the text of the amendment(s) and the date, time and place of the meeting during which such amendment(s) will be considered. Properly proposed amendments shall be adopted by a two-thirds (2/3) vote of these members present at the meeting for which notice is given.

ARTICLE XIII
Voting

Section 1: Proxies may be used only as allowed and in the manner as they are authorized by the Constitution and Bylaws of the Missouri Democratic Committee.

Section 2: Weighted voting shall be consistent with the Missouri Democratic Committee Constitution and Bylaws.

Section 3: Electronic voting will be allowed when the Chair and the Executive Board deem it necessary due to unforeseen urgent or extenuating circumstances. The result shall be reported to the Committee within forty-eight (48) hours of the final vote.

ATTEST: CHAIR: DATE:
SECRETARY: DATE: