

**ULSTER COUNTY DEMOCRATIC WOMEN
BYLAWS**

ARTICLE I: Name

The name of this organization shall be the Ulster County Women's Democratic Club, also known as Ulster County Democratic Women, hereinafter referred to as UCDW.

The address of UCDW shall be the current president's address, or as may be designated from time to time by the Executive Committee.

ARTICLE II: Purposes & Activities

UCDW shall be an independent, grassroots organization devoted to bringing more Ulster County Democratic women into the political process and electing well-qualified Democratic women to public office at every level.

UCDW will function as a network and a resource for all politically active Democratic women in the county. It will provide a forum for the exchange of information, ideas and support. It will encourage new Democratic candidates and activists by providing mentors, training and support.

UCDW welcomes as members Democratic women and men from every part of Ulster County and beyond, from every walk of life and every constituency.

UCDW will support and liaise with the Ulster County Democratic Committee, the Democratic Party's official organization in the county.

UCDW shall not endorse candidates in primary elections.

UCDW's fiscal year shall be the calendar year.

ARTICLE III: Membership

Membership shall be open to any individual who supports the purposes and activities of UCDW.

A member is defined as a person whose dues are up to date.

Membership shall be dependent upon payment of dues as assessed by UCDW Executive Board and announced at the Annual Meeting. The dues shall apply for each fiscal year. New members shall pay one-half years dues if after July 1st.

Each member shall have one vote on each matter of business brought before UCDW regular meetings and conventions.

ARTICLE IV: Officers

The officers of UCDW shall be:

- President
- Vice President
- Secretary
- Treasurer

There shall be two classes of officers. The first class shall consist of the Vice-President, the Secretary, the Member-at-Large, Chair of the Issues Committee. The second class shall consist of the President, Treasurer, the Chair of the Outreach Committee, Chair of the Leadership Committee, and Chair of the Fundraising Committee. The inaugural first class shall serve a one-year term. Thereafter, all officers shall serve two year terms.

The PRESIDENT shall preside at Executive Committee meetings, and full membership meetings. The President, with the assistance of the Vice President, shall be responsible for the administration of UCDW business. The President, in consultation with the Executive Committee, shall appoint Committee Chairs. The President or her designee shall be an ex-officio, non-voting member of all standing committees; however she or her designee may cast a vote in standing committee in order to break a tie. The President shall present a report to each membership meeting on all matters concerning UCDW and shall file a copy of the report with the Secretary. The President or her designee shall represent UCDW in public and to the media and at meetings and conferences of other organizations, including official Democratic Party organizations. The President or her designee shall be the official spokeswoman for UCDW.

The VICE PRESIDENT shall perform all the duties of President whenever the President is unable to do so. She shall assist the President in the administration of UCDW business and shall perform such duties as assigned by the President, and in particular shall assist in official media contact serving as external spokesperson.

The SECRETARY shall perform all the customary duties of the office in conformance with the Secretarial Procedures established in writing by the Executive Committee. These duties shall include keeping an accurate and complete record of UCDW proceedings, reports, press book and correspondence, taking minutes and attendance at every meeting, and disseminating reports to the appropriate parties. With the approval of the Executive Committee, the Secretary may appoint one or more assistants who shall not be considered officers of UCDW.

The TREASURER shall perform all the customary duties of the office in conformance with the Treasurer's Procedures established in writing by the Executive Committee. These duties shall include keeping UCDW bank accounts in order and filing financial

reports as required by New York State Election Law. The Treasurer shall submit a written monthly report to the Executive Committee. The Treasurer shall be responsible for preparation of the annual budget which shall be presented to the Executive Committee at least 30 days prior to the annual meeting. With the approval of the Executive Committee, the Treasurer may appoint one or more assistants who shall not be considered officers of UCDW.

Should any officer fail to attend three consecutive Executive Committee meetings without being excused, such act will be considered an official act of resignation of that officer's position.

A vacancy in any Executive Committee position shall be filled by the Executive Committee. These interim appointments shall remain in effect until the election of officers at next Annual Meeting.

ARTICLE V: Executive Committee

The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, the Standing Committee Chairs, and a Member-at-Large.

The Member-at-Large shall be nominated by the Nominating Committee and elected by the membership at the Annual Meeting in even numbered years. The Member-at-Large is limited to two consecutive terms.

Standing Committees shall be Fundraising, Outreach/Membership, Issues, and Leadership Development.

A quorum of the Executive Committee shall consist of five members of the committee present or by conference call.

The Executive Committee shall administer the activities of UCDW. A full report of its proceedings shall be prepared and presented by the President at each membership meeting.

The Treasurer shall prepare the annual budget and present it to the Executive Committee for review in November. The President or her designee shall then present the budget to the membership at each Annual Meeting.

The President shall approve all expenditures over \$200.00. The Executive Committee shall approve all expenditure over \$1,000.00

Special meetings of the Executive Committee may be called on the written petition of at least two-thirds of the Committee, with seven days notice to the members of the time, place and reason for calling the meeting

ARTICLE VI: Meetings

There shall be no fewer than four full membership meetings per year, one of which shall be designated the Annual Meeting.

Members shall be notified of meetings in writing at least seven days in advance, except for the Annual Meeting as noted below.

At each meeting, the President shall report on the activities of UCDW and shall call for discussion and voting on appropriate matters.

Each member shall have one vote at UCDW meetings. The Secretary will conduct the sign-in, to ensure that all present are eligible to vote based on a roster of members in good standing provided by the Membership Committee Chair.

A quorum shall consist of the members present. Votes shall be carried by a simple majority of the members present. There shall be no voting by proxy.

All meetings shall be conducted in accordance with Robert's Rules of Order, the Modern Edition.

ANNUAL MEETING

There shall be an Annual Meeting every April at which elections shall take place for officers and the Member-at-Large whose terms have expired or who have resigned. Newly elected officers and the Member-at-Large shall assume office immediately following the Annual Meeting.

The date, time and place of said meeting shall be communicated to the membership at least 21 days in advance

The Executive Committee shall set agenda of the Annual Meeting. If any member of UCDW wishes to have an item placed on the agenda she/he shall notify the President in writing at least two weeks before the meeting. Such notification shall include a brief description of the matter to be considered. The item shall then be placed on the agenda, or it may be brought up at the meeting as New Business.

The following shall be sent to the membership at least seven days in advance of the Annual Meeting: (1) the agenda, (2) the Nominating Committee's slate of officers and Members-at-Large, (3) the annual budget, and (4) any proposed amendments to the bylaws.

Nominations for officers and the Member-at-Large may be made from the floor.

The President, the Treasurer, and the Standing Committee Chairs shall present reports at the Annual Meeting. These reports shall then be filed with the Secretary in writing or electronically.

MEMBERSHIP MEETINGS

Other meetings of the full membership shall be scheduled by the Executive Committee.

Special meetings of the full membership may be called on the written petition of 30% of the membership, with fourteen (14) days notice to the full membership of the time, place and reason for calling the meeting.

Upon occasions when time is a factor, members may be called upon to vote on a particular issue by email or fax. A virtual quorum for such votes will consist of responses from 30% of the membership, and a simple majority will decide.

ARTICLE VII: Committees

All Standing Committee Chairs shall serve on the Executive Committee and shall be appointed by Officers and the Member-at-Large. Committee Chairs shall present a report at each Executive Committee meeting.

Each Committee Chair shall appoint committee members.

Committee Chairs shall get approval from the President or Vice President before communicating with the public or the media in the name of UCDW.

LEADERSHIP DEVELOPMENT

The Leadership Committee shall seek to recruit, train and support female Democratic candidates, campaign staffers and volunteers. It shall provide a network of mentors for first-time candidates. It shall develop practical, systematic guidelines for political activities such as raising money and creating and maintaining volunteer lists, as a resource for candidates and local committees. It shall work in close coordination with the Ulster County Democratic Committee.

FUNDRAISING

The Fundraising Committee shall plan and organize all fundraising events, in coordination with the Executive Committee.

It shall take advice from the Treasurer and the President on the financial needs of UCDW and devise strategies for meeting those needs.

An ad hoc sub-committee may be appointed for each event, with the approval of the Executive Committee.

OUTREACH/MEMBERSHIP

The Outreach/Membership Committee shall work to increase membership in every Village and Town in Ulster County and keep the name of UCDW before the public in a positive manner at every appropriate opportunity. All Outreach/Membership out-going material must be approved by the Vice-President.

ISSUES

The Issues Committee shall monitor the activities of county, state and national executives, legislatures and courts, and shall bring to the attention of the Executive Committee all matters it deems significant. The Issues Committee shall keep a clipping file of published materials of interest to UCDW, using all local weekly and daily newspapers, and any other publications it finds useful.

AD HOC committees, including Nominating, may be created by the Executive Committee as needed.

ARTICLE VIII: Amendments

These bylaws may be amended by a two-thirds vote of members present at the UCDW Annual Meeting, provided the amendment has been submitted to the membership at least fourteen (14) days prior to said meeting.

ARTICLE XI: Assets and Property

In the event that UCDW is disbanded or dissolved, all assets and real property of UCDW and its committees shall revert to the benefit of the Ulster County Democratic Committee.

ARTICLE XII: Indemnification

UCDW may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that she was a member of the Executive Committee of UCDW, acting within the scope of her authority, against any judgments, fines, amounts paid in settlement and the expenses, including counsel fees and disbursements, incurred in connection with any such claim, action, proceeding or payment, except where such claim is based upon, in whole or in part, such Officer's willful misconduct or fraud.

These Bylaws were ratified by the UCDW Organizing Committee on ____ June 16, 2005 _____.