

**CONSTITUTION AND BYLAWS
BENJAMIN FRANKLIN REFORM DEMOCRATIC CLUB, INC**

PREAMBLE

The Benjamin Franklin Reform Democratic Club was founded in 1960. The word "Reform" in the Club's name represents our historic and continuing commitment to progressive public policies, free and open debate, a democratically-governed party organization, good government practices, and candidates for public and party office who embody these values. Currently located in the 81st Assembly District in the northwest Bronx, the Club represents communities including Fieldston, Kingsbridge, Kingsbridge Heights, Marble Hill, Norwood, Riverdale, Spuyten Duyvil, Van Cortlandt Village, Wakefield, and Woodlawn.

ARTICLE I - NAME

The name of the Club shall be the Benjamin Franklin Reform Democratic Club. The Benjamin Franklin Reform Democratic Club is a non-profit organization.

ARTICLE II - PURPOSES

The purposes of the Club shall be:

- a) to provide an open, honest, dynamic, liberal, independent Democratic organization in the 81st assembly district, Bronx County, State of New York,
- b) to promote the basic principles of the Democratic Party on the local, state, and national levels,
- c) to encourage the enrollment and participation in the Democratic Party of all persons who subscribe to its principles,
- d) to seek and support candidates for public and party office of liberal conviction, ability, and integrity, who are dedicated to public service, progressive policies, and civil liberties; to encourage the appointment of qualified public officials and employees; and to oppose patronage abuses,
- e) to participate actively in the civic affairs of the community and to further the general welfare of all those who live and work in the community.

ARTICLE III - MEMBERSHIP

Section 1 - Qualifications

All enrolled Democrats shall be eligible for membership.

Section 2 - Dues

The dues shall be determined by the Executive Committee, subject to the approval of the membership. In any calendar year a person eligible for membership, whether a new member or a renewal, shall not be a member in good standing and thereby entitled to vote in any Club election or any Club matter until he or she has submitted a signed membership application and payment of dues. A person becoming a member after June 30 shall pay one-half annual dues for that year.

Section 3 - Expulsion

- a) The expulsion of any member for conduct contrary to the purposes of the Club, as set forth in Article II, or inimical to the best interests of the Club, may be proposed by a petition enumerating the reasons, signed by at least ten members of the Executive Committee or twenty-five members of the Club and submitted to the Recording Secretary.
- b) The following shall take place for the expulsion of any Club member to be effective:
 - 1) The Recording Secretary shall present the expulsion petition at the next meeting of the Executive Committee.
 - 2) If a majority of the full membership of the Executive Committee votes in favor of such petition, it shall then be postponed to the next meeting of the Executive Committee, which shall be held at least two weeks later.
 - 3) The Recording Secretary shall give such member ten days notice by certified mail of the time and place of such meeting and of the expulsion petition, and shall inform such member of his or her right to make a statement in person or in writing.
 - 4) A two-thirds vote of the full membership of the Executive Committee shall be required for expulsion of such member. The Recording Secretary shall communicate the decision of the Executive Committee to such member by certified mail no later than five days after the vote.
 - 5) A decision to expel such Club member by the Executive Committee may be appealed by such Club member or by any member in good standing, provided the Recording Secretary is given written notice of an

intention to make such an appeal by certified mail no later than ten days after communication of the decision by the Executive Committee.

6) If such appeal is made, the decision to expel by the Executive Committee shall be operative only if it is ratified by two-thirds of the members present and voting at the next Club meeting.

ARTICLE IV - MEETINGS

Section 1 - Annual Meeting

The Annual Meeting of the Club shall be held each year during the month of January on a date to be fixed by the Executive Committee. The purposes of the meeting shall be the election of Club officers, members-at-large of the Executive Committee, and delegates and alternate delegates to affiliated community and political organizations; and the transaction of any other such business as may properly come before it.

Section 2 - Other Meetings

Meetings of the Club other than the Annual Meeting and the meeting two weeks prior to the Annual Meeting provided for in Article VII, may be called at any time by the President or upon written request of at least twenty members or ten per cent of the membership, whichever is greater. There shall be at least eight such meetings during each year.

Section 3 - Agenda

The Corresponding Secretary shall prepare an agenda for each meeting which shall consist of all items of business directed to be placed thereon by the President or the Executive Committee and such additional items of business as fifteen members or ten percent of the membership, whichever is fewer, shall request by written petition submitted to the Corresponding Secretary at least two days before the meeting. A majority of members present may add items to the agenda or change the order of the agenda.

Section 4 - Notice

All members shall be given at least seven days written notice of each meeting. Such notice shall include the agenda and a summary of the proceedings of the previous meeting.

Section 5 - Quorum

Twenty members or fifteen percent of the membership, whichever is fewer, shall constitute a quorum for the transaction of business.

Section 6 - Voting

Except as elsewhere provided in this Constitution and Bylaws, each member shall be entitled to one vote which must be cast in person and not by proxy. All questions shall be decided by a majority of those voting.

ARTICLE V - OFFICERS

Section 1 - Titles

The officers of the Club shall be the President, the First Vice President, the Second Vice President, the Third Vice President, the Recording Secretary, the Corresponding Secretary, and the Treasurer.

Section 2 - Terms of Office

All officers shall be elected at the Annual Meeting of the Club in January of each year and shall serve until the next Annual Meeting and until their successors shall have been elected and qualified.

Section 3 - Qualifications

A member in good standing, residing in the 81st assembly district or the successor thereto, who has been a member in good standing at least sixty days prior to the election of officers shall be eligible to hold office; a member in good standing, residing in Bronx County outside the 81st assembly district, who has been a member in good standing at least one year prior to the election of officers shall also be eligible to hold office. However, no member shall hold more than one office at the same time. And no elected public or party office holder shall be eligible to hold Club office except members of the Bronx County Democratic Committee, and delegates and alternates to a national, state, judicial or other Democratic Party convention.

Section 4 - Duties

The following shall be the duties of Club officers in addition to those specified elsewhere in this Constitution and Bylaws:

a) The President shall be the chief administrative officer of the Club; shall preside at all meetings of the Club and the Executive Committee; shall submit a report to the membership at each meeting of the Club on the condition and activities of the Club; and shall perform such other duties as the Executive Committee may from time to time

direct.

b) The First Vice President shall serve as Presiding Officer of a Club meeting or Executive Committee meeting in the absence of the President and shall perform other activities required of the President in the President's absence.

c) The Vice Presidents shall perform such duties as the President or the Executive Committee may direct.

d) The Recording Secretary shall be responsible for the preparation and safekeeping of all minutes and proceedings of the Club and the Executive Committee and such other records as the President, the Executive Committee, or the Recording Secretary may deem advisable.

e) The Corresponding Secretary shall prepare and mail notices of all meetings of the Club and the Executive Committee, and other such notices as shall be required by law or by this Constitution and Bylaws.

f) The Treasurer shall have custody of all funds, which shall be deposited in a bank or banks designated by the Executive Committee; shall make disbursements only pursuant to policy set by the Executive Committee; shall be responsible for the maintenance of books of account showing all receipts and disbursements and such other books of account as the Executive Committee may direct, such books being open to the inspection of any member of the Club upon reasonable notice; shall prepare and submit all financial reports required by law and shall render an account of the financial condition of the Club at the Annual Meeting and at Club meetings quarterly thereafter, and at the direction of a majority of the members present and voting at any other Club meeting.

Section 5 - Vacancies

If the office of President shall become vacant, the First Vice President shall serve as Acting President until such time as the Club, at a meeting held within sixty days thereafter, shall elect a President to serve the remainder of the unexpired term; provided, however, that if the vacancy shall occur after November 15th of any year, the First Vice President shall hold office until the next Annual Meeting. A vacancy in any other office, including any newly created office, shall be filled by an election held by the membership of the Club within thirty days of the declaration of such vacancy by the President.

ARTICLE VI - EXECUTIVE COMMITTEE

Section 1 - Voting Members

The voting members of the Executive Committee shall consist of the Club officers, sixteen members-at-large, and Democratic District Leaders and Democratic State Committee Members from the 81st assembly district who shall have been elected with the endorsement of the Club. Members-at-large of the Executive Committee shall be elected at the Annual Meeting of the Club and shall serve until the next Annual Meeting and until their successors shall have been elected and shall have qualified. A member in good standing sixty days prior to election shall be eligible to be elected as a member-at-large of the Executive Committee.

Section 2 - Non-voting Members

A chair of a Club Committee who is not a voting member of the Executive Committee shall be a non-voting member of the Executive Committee during her or his term of service.

Section 3 - Functions

The Executive Committee shall be the executive agency of the Club, functioning on behalf of the membership of the Club. It shall direct and supervise the policies, management, and procedures of the Club, and in pursuance of these functions may make such decisions and take such actions not inconsistent with law or this Constitution and Bylaws, as it shall deem necessary and proper. A decision by the Executive Committee shall be subject to review and change by the membership of the Club.

Section 4 - Meetings

The Executive Committee shall meet once every month on such dates as it may determine. Special meetings may be called at any time upon at least twenty-four hours actual notice by the President, or in his or her temporary absence by the First Vice President, and shall be called upon the written petition of five or more members of the Executive Committee. The Executive Committee shall record attendance and minutes of its proceedings, which shall be made available to members of the Executive Committee and members of the Club.

Section 5 - Quorum and Voting

A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business. Voting on all questions shall be in person and not by proxy, and all questions shall be decided by a majority of those voting.

Section 6 - Member-at-Large Vacancies

If a vacancy occurs in the at-large membership of the Executive Committee, it shall be filled at the next Club meeting no earlier than seven days following the declaration of such a vacancy by the President.

**ARTICLE VII - ELECTION OF CLUB OFFICERS
AND MEMBERS-AT-LARGE OF THE EXECUTIVE COMMITTEE**

Section 1 - Schedule

The Club officers and members-at-large of the Executive Committee shall be elected at the Annual Meeting.

Section 2 - Nominations

a) **Prior to the Annual Meeting.** A nominating petition for election as Club officer or at-large member of the Executive Committee signed (including valid signature or other verifiable method) by at least ten members or ten percent of the total membership, whichever is fewer, shall be presented to the Corresponding Secretary for verification at least two weeks prior to the Annual Meeting. The Corresponding Secretary shall notify the membership of a nominee not later than one week prior to the Annual Meeting, and the name shall be added to the ballot.

b) **At the Annual Meeting.** At the Annual Meeting, there shall be no nominations from the floor.

Section 3 - Petition Signatures

No member may sign more than one petition for the same position of Club officer except for Vice President, for which members may sign up to three petitions. Members may sign up to 16 petitions for at-large members of the Executive Committee.

Section 4 - Nominee Presentations

A nominee desiring to speak will be granted not more than five minutes if the position is contested, nor more than three minutes if the position is uncontested. Nominees shall respond to questions from the floor, subject to a time limit set at the discretion of the Chair.

Section 5 - Elections Committee

The President, with the approval of the Executive Committee, shall appoint a three-person Elections Committee which shall be responsible for counting the votes.

Section 6 - Voting Eligibility

A new Club member in good standing as of January 1 of the election year shall be eligible to vote. A renewing Club member in good standing by the date of the Annual Meeting shall be eligible to vote.

Section 7 - Conduct of the Election

Nominees shall appear on the ballot for each position in last name alphabetical order. Voting shall be by secret ballot. There shall be no proxy or absentee ballots.

a) **Officers.** There shall be a separate ballot for each position of officer in the same order as listed in this Constitution. Each member eligible to vote may cast one vote for each position to be filled, and a majority of the votes cast shall be necessary for election. If no nominee receives a majority on the first ballot, a run-off vote shall be held between the two nominees with the highest votes. Each member eligible to vote may vote for up to three nominees for Vice President with the nominee receiving the highest vote elected as First Vice President, the second highest as Second Vice President, and the third highest as Third Vice President. In case of a tie or ties, the Executive Committee shall assign the vice-presidential rankings.

b) **Executive Committee.** There shall be a single ballot for members-at-large of the Executive Committee. Each member eligible to vote may vote for up to sixteen nominees for the Executive Committee. The sixteen nominees receiving the highest number of votes shall be elected. In case of a tie among the nominees with the lowest votes, election shall be determined by a coin toss or another simple, unbiased method.

**ARTICLE VIII -REMOVAL OF CLUB OFFICER
OR MEMBER-AT-LARGE OF THE EXECUTIVE COMMITTEE**

Section 1 - Grounds for Removal

A Club officer or member-at-large of the Executive Committee may be removed for conduct contrary to the purposes of the Club as set forth in Article II, above, or inimical to the best interests of the Club.

Section 2 - Additional Grounds for Removal

A Club officer or member-at-large of the Executive Committee who actively supports a candidate for public or party office in a primary, general, or special election in opposition to a candidate who has been endorsed by the Club or who shall have been deemed to have been endorsed by the Club by virtue of being a duly nominated candidate of the Democratic Party, or who actively supports a candidate who shall have been "disendorsed" by the Club, as provided

for in Article IX, Section 3, below, shall be subject to removal.

Section 3 - Removal Procedure

The following shall be the procedure for the removal of a Club officer or member-at-large of the Executive Committee in accordance with Section 1 or 2, above:

- a) Removal of a Club officer or member-at-large of the Executive Committee may be proposed by a petition enumerating the reasons thereof and signed by at least ten members of the Executive Committee or twenty members of the Club, which shall be submitted to the Recording Secretary.
- b) The Recording Secretary shall immediately notify such member by certified mail, and the other members of the Executive Committee by mail, of the receipt of such removal petition.
- c) The Recording Secretary shall present the removal petition at the next meeting of the Executive Committee.
- d) If a majority of the full membership of the Executive Committee votes in favor of such petition, it shall be adjourned to the next meeting of the Executive Committee, which shall be held at least two weeks later.
- e) The Recording Secretary shall give such member ten days notice by certified mail of the time and place of such meeting and of the removal petition.
- f) A two-thirds vote of the full Executive Committee shall be required for the removal of such Club officer or member-at-large of the Executive Committee.
- g) A vote to remove a Club officer or member-at-large of the Executive Committee may be appealed to the Club membership by such Club officer or member-at-large of the Executive Committee or by any Club member in good standing provided the Recording Secretary is given written notice of an intention to make such an appeal by certified mail no later than ten days after the vote by the Executive Committee.
- h) If such an appeal is made, removal shall be operative only if it is ratified by two-thirds of the members present and voting at the next Club meeting.

Section 4 - Removal for Poor Attendance

A Club officer or member-at-large of the Executive Committee shall be subject to removal by a majority vote of the full Executive Committee after having failed either to attend three consecutive meetings or a total of five meetings of the Executive Committee within a calendar year, provided that such member receives timely written notice of such proposed removal. A vacancy caused by removal due to poor attendance shall be filled, after timely written notice, at the next Club meeting.

ARTICLE IX - ENDORSEMENT OF CANDIDATES FOR PARTY AND PUBLIC OFFICE

Section 1 - Voting Eligibility

A member in good standing sixty days prior to the date upon which an endorsement vote is taken shall be eligible to vote.

Section 2 - Endorsement of Candidates in Primary Elections

Endorsement for election to Democratic Party office, for nomination as the Democratic candidate for public office where such office is to be voted upon in a forthcoming primary election in the 81st assembly district or in a political jurisdiction which includes all or part of the 81st assembly district, or for presidential nomination after the State primary election and before the national nominating convention, may be placed on the agenda of a Club meeting by the Executive Committee or by a petition submitted to the Corresponding Secretary signed by twenty members or ten percent of the membership, whichever is fewer. Such proposal for endorsement shall be included in the notice of a Club meeting called for the purpose of discussing possible endorsements of candidates.

Section 3 - Voting Procedures

The voting procedures for endorsements shall be as follows:

- a) An initial vote shall be taken for each office on the question of whether or not to consider an endorsement. If a majority of Club members vote to consider an endorsement, there shall be a secret written ballot of recognized candidates for such office plus the option of "No Endorsement". Additional candidates may be nominated from the floor of the meeting. A voice vote may replace a secret written ballot upon unanimous consent of the body.
- b) A candidate who receives a majority of the votes cast shall receive the endorsement of the Club.
- c) The option of "No Endorsement" shall be on every ballot.
- d) If there are two candidates and neither candidate receives a majority, there shall be a second ballot. The candidate receiving the higher number of votes and the "No Endorsement" option shall be the choices on the second ballot.
- e) If there are more than two candidates and no candidate receives a majority, there shall be a second ballot

between the two candidates receiving the highest number of votes, and the option of "No Endorsement". If, after a second ballot, neither candidate receives a majority, there shall be a third and final ballot conducted by the procedure described in Section 3 d) of this Article.

f) The provisions of this section shall not apply to candidates for election as members of the Democratic County Committee, who shall be selected in accordance with Article X.

Section 4 - Endorsement of Candidates in General Election

A duly nominated candidate of the Democratic Party shall be deemed to have received the endorsement of the Club unless two-thirds of the members entitled to vote pursuant to Section 4 of this Article, who are present and voting at a meeting at which this question is on the agenda, shall determine not to endorse such candidate. If a candidate is so "disendorsed," another candidate may receive the endorsement of the Club if a resolution to that effect is carried by a two-thirds vote.

ARTICLE X - CAMPAIGN COMMITTEE

There shall be a Campaign Committee which shall direct and supervise the activities of the Club in all primary and general elections in which the Club participates. In addition, the Campaign Committee shall select and designate district captains for each election district within the jurisdiction of the Club and candidates for membership on the Bronx County Democratic Committee from each election district within the jurisdiction of the Club, provided however, that such selections and designations shall be subject to disapproval by either the President or the Executive Committee.

ARTICLE XI - PARTY OFFICIALS

Members of the Democratic State Committee and Democratic District Leaders from the 81st assembly district who have been elected with the endorsement of the Club shall be requested from time to time by the President to consult with and seek advice from the Executive Committee and the Club membership, and to present reports.

ARTICLE XII - COMMITTEES

Section 1 - Other Committees

In addition to the Executive Committee, the Nominating Committee, the Elections Committee, and the Campaign Committee provided for in Articles VI, VII, and X above, the President or the Executive Committee may, from time to time, create such other committees as may be deemed necessary.

Section 2 - Committee Chairs and Members

Unless otherwise provided for, chairs of all committees shall be appointed by the President with the consent of the Executive Committee and may be removed at any time by the President. Unless otherwise provided for, members of each committee shall be appointed by the President with the advice of the respective Chair. Except for the Executive Committee, the Nominating Committee, the Elections Committee, and the Campaign Committee, each committee shall include at least one member, appointed at a Club meeting, who is not a Club officer, a Democratic District Leader, a Democratic State Committee Member, a member of the Executive Committee, or a member of any other Club committee.

ARTICLE XIII - USE OF CLUB NAME

No person, whether or not a member of the Club, shall use the name of the Club in any way which may indicate official endorsement or sanction by the Club of any statement or action, or in any way which may indicate support by the Club of any candidate, without prior authorization by the Executive Committee or by the membership of the Club. The circulation of designating petitions shall not be deemed to violate this Article.

ARTICLE XIV - NOTICES

All notices required by this Constitution and Bylaws shall be deemed given when mailed.

ARTICLE XV - PARLIAMENTARY PROCEDURE

Parliamentary procedure shall be governed by Robert's Rules of Order, Newly Revised in the absence of any contrary provisions in this Constitution and Bylaws. The President shall appoint a Parliamentarian to advise the President and the Club membership regarding the orderly transaction of business.

ARTICLE XVI - AFFILIATION

Section 1 - Affiliation

The Club may vote to affiliate with another community or political organization whose purposes are not inconsistent with the purposes of the Club and where such affiliation would be in the best interests of the Club.

Section 2 - Delegates

The number of delegates and alternate delegates elected at the Annual Meeting shall be no more than the Club is entitled to by such organization.

ARTICLE XVII - AMENDMENT

An amendment or amendments to this Constitution and Bylaws may be proposed by the Executive Committee or by written petition signed by at least twenty members or ten percent of the membership, whichever is fewer, and submitted to the Corresponding Secretary. To be adopted, any amendment or amendments so proposed and submitted must be approved by a majority of the members present at two consecutive meetings of the Club which shall be held at least one week apart. The substance of the change or changes to be effected by such proposed amendment or amendments must be included in the notice of each of the two consecutive meetings. The notice of the second meeting shall further state that final action will be taken on the amendment or amendments. The effective date of any amendment or amendments shall be the date of final adoption, unless the amendment or amendments shall specify otherwise.

As amended, October 2021