



Cuyahoga Democratic Women's Caucus [CDWC]

[In effect as of February 13, 2022]

BYLAWS

This document ("Bylaws") constitutes the bylaws of the Cuyahoga Democratic Women's Caucus ("CDWC"). It amends and supersedes in its entirety all prior bylaws of the CDWC.

ARTICLE I: NAME and MISSION

Section 1. The name of this caucus shall be the Cuyahoga Democratic Women's Caucus a local chapter of the Ohio Democratic Women's Caucus, a caucus of the Ohio Democratic Party.

Section 2. The mission of the CDWC is to motivate, educate, empower and energize Democratic women by recruiting women to run for office, increasing women's leadership roles within Democratic politics and organizing women to elect Democrats who empower women at the local, state and national level.

ARTICLE II: MEMBERSHIP

Section 1. General Membership. Membership in the CDWC is open to any dues-paying persons who is a Registered Democrat ("General Members"). "Registered Democrat" means that the person voted a Democratic ballot in the last primary election in which the person voted.

Section 2. Voting Member. (a) Only Voting Members may vote to elect Steering Committee Members, to endorse candidates or issues or upon any other resolution or matter coming before the membership. "Voting Member" means a General Member who resides in Cuyahoga County and has paid annual dues at least two (2) weeks prior to the meeting at which the Steering Committee election or endorsement is to occur.

(b). Renewing Voting Member. Notwithstanding Section 2(a) of this Article II, a General Members who resides in Cuyahoga County and who has paid annual dues within the immediately prior calendar year may pay annual dues the day of the endorsement meeting. Such members also are "Voting Members"

Section 3. Membership Requirement Relating to Candidates for Steering Committee. (a). Any persons wishing to be considered for election to the CDWC Steering Committee must be a Voting Member, and must have paid annual dues at or before submission of the nomination of such person to the Nominating Committee.

ARTICLE III: DUES

Section 1. Payment. Members shall pay dues annually to the Treasurer. Upon payment of dues for a year, the member shall be deemed in good standing as a Voting Member until December 31st of the year in which they are submitted.

Section 2. Cost. The annual dues for each member shall be as determined by the Steering Committee from time to time by majority vote. The Steering Committee may set dues at various



Cuyahoga Democratic Women's Caucus [CDWC]

levels, such as, for example, a lower rate for persons age thirty (30) and younger or students. In addition, the Steering Committee may elect, on a case by case basis, to waive dues for those who assert financial need.

ARTICLE IV: STEERING COMMITTEE AND ELECTIONS

Section 1. Officers. Steering Committee members shall consist of the Executive Officers, as defined in Art. IV Section (1)(a) and up to twelve (12) At Large members, as defined in Art. IV Section (1)(b).

(a) Executive Officers. The “Executive Officers” are the Chair, Vice Chair - Membership and Vice Chair - Operations, Recording Secretary and Treasurer, each of whom shall be elected as provided in these Bylaws. Each of the Executive Officers shall serve a two (2) year term, ending on January 31 of the second year of the term, unless a vacancy occurs.

(b) At Large Members. The “At Large Members” shall be elected as provided in these Bylaws and shall serve a two (2) year term, ending on January 31 of the second year of the term, unless a vacancy occurs. Six (6) of the At Large Member shall be elected in even numbered years and the remaining six (6) shall be elected in odd numbered years. If there are fewer than twelve (12) At Large Members, roughly half of the total number shall have terms expiring each year.

Section 2. Powers and Duties. The powers and duties of the CDWC Executive Officers and At Large Members shall be as follows:

(a) Chair. Sets the agenda, presides at all meetings. Ensures proper notification is given of CDWC meetings and programs, and that all notices are duly given, in accordance with these Bylaws. Appoints a Web Editor who shall prepare and edit the CDWC newsletter and other communications to the CDWC members and/or mailing list. Has such other duties as are usual to the office of Chair, or that may be required by this organization.

(b) Vice Chair – Membership. Chairs the Membership Committee. Maintains adequate record of CDWC membership, creates annual membership drive and prepares reminder communications (including, without limitation, as to payment of dues), to be sent by the Web Editor under direction of the Chair. At minimum, the Vice Chair – Membership shall prepare a notice to be sent in December of each year, regarding payment of dues, with a reminder in January of the following year.

(c) Vice Chair – Operations. Chairs the Rules and Bylaw Committee. Responsible for the development and or upkeep of policies relating to Bylaws, endorsements and various other operational aspects of CDWC.

(d) Treasurer. Keeps financial receipts and records of disbursements of the CDWC. The funds of this organization shall be deposited in bank(s). Any disbursement in an amount of \$1,000 or more shall require advance approval by the Chair and at least one other Executive Officer. The Treasurer shall keep records of all such approvals. The Treasurer shall make financial reports to



Cuyahoga Democratic Women's Caucus [CDWC]

the Steering Committee and the CDWC. When a new Treasurer takes office, the past Treasurer shall forthwith deliver to the new Treasurer the funds and all the books and records kept during her tenure in office. So long as the CDWC elects to make donations to political candidates or to support ballot issues, the Treasurer shall be responsible for all filings required by campaign finance laws.

(e) Recording Secretary. Maintains an accurate record of all meetings, preserves all books, documents, correspondence, records, minutes, effects and any other property of CDWC. Additionally, once a new Recording Secretary is elected, the past Recording Secretary shall forthwith deliver to the incoming Recording Secretary all the aforementioned items kept and preserved during her tenure of office.

(g) At Large Steering Committee Members. Each shall assist with the promotion, building and work of the CDWC by actively serving on at least (1) standing committee and/or in planning and execution of a CDWC program or project.

Section 3. Eligibility. (a). Each Steering Committee member must be a Voting Member.

Section 4. Nominating Committee. The Nominating Committee shall include a Chair selected by the Chair of the CDWC. The Chair of the Nominating Committee also shall propose four (4) Voting Members to be members of the Nominating Committee, subject to majority approval by the Steering Committee. The Chair may not appoint herself as Chair of the Nominating Committee and no more than three (3) members of the Nominating Committee shall be a member of the Steering Committee. No member of the Nominating Committee shall be a candidate for the upcoming CDWC election. The Nominating Committee shall be given a statement of current expectations of Executive Officers and At Large Members, which statement has been approved by majority vote of the Steering Committee. The Nominating Committee shall request such uniform information from nominees as it considers relevant, shall convene to review the information submitted, shall interview nominees and may consider such other factors as the Nominating Committee considers relevant. Then the Nominating Committee shall deliver to the Steering Committee and the Web Editor its report listing the Nominating Committee's recommended candidates for the Executive Officers and At Large Members with terms due to expire. The Nominating Committee may, in its discretion, list one or more candidates for each opening.

Section 5. Election at Annual Meeting. (a) All Officers shall be elected in even numbered years at the Annual Meeting. Election of each At Large Member of the Steering Committee whose term is due to expire shall also be held at the Annual Meeting. Terms of Executive Officers and At Large Members elected at the Annual Meeting shall commence on the first day of the month following election and end on January 31 of the second year of the term, unless a vacancy occurs. Notwithstanding the foregoing, the provisions of this Section 5 as applied to election of Executive Officers are subject to and shall be superseded by the special transition provisions set forth in Section 9 of this Article IV.



Cuyahoga Democratic Women's Caucus [CDWC]

(b) Nominations. Not less than sixty (60) days before the Annual Meeting, the Web Editor shall notify CDWC Members of (i) the date of the Annual Meeting, (ii) the members of the Nominating Committee and (iii) the opportunity to submit nominations for election of Executive Officers and of those At Large Member seats with terms expiring, together with the Nomination Form. Any Voting Member may propose a candidate for any one or more Executive Officers and/or At Large Member seats by written notice to both the Chair of the Nominating Committee and the Web Editor not less than thirty (30) days before the date of the Annual Meeting, accompanied by a completed Nomination Form for each proposed candidate. Voting Members may nominate themselves or others as candidates. If a Voting Member nominates another person as a candidate, the candidate as well as the nominating person each shall sign the Nomination Form and the candidate shall confirm the accuracy of the information submitted. The Web Editor shall notify CDWC Voting Members of the Nominating Committee's recommended candidates not less than seven (7) days before the date of the CDWC Annual Meeting. There shall be no floor nominations at the Annual Meeting.

(c) Special Notice of CDWC Elections. In order to highlight the election information, the notifications required by Section 5(b) of this Article IV each shall be set forth in an email notice to Voting Members that includes no other CDWC communications and bears a subject line that includes "CDWC Elections of Officers and At Large Members". The election information notices also may be sent to persons other than Voting Members and reminder notices as to the elections may also be included in the CDWC newsletter or other messages from the CDWC.

Section 6. Method of Election. If the election of Executive Officers and At Large Members with terms expiring is conducted at an in person meeting, voting shall be by voice vote for unopposed candidates and by secret written ballot for candidates with opposition. If the election is conducted at a virtual meeting or a hybrid meeting (meaning there is an option for Voting Members to either attend in person or remotely), then instead of a written ballot, voting may be conducted by remote means (i. e., via use of electronic survey tool). If voting is held remotely, the CDWC shall use reasonable efforts to afford Voting Members the opportunity for a secret ballot, but is not guaranteeing a secret ballot if a Voting Member is not using the remote meeting method recommended by the CDWC. (For instance, a Voting Member electing to attend by telephone may not have the option for a secret ballot.) Election shall be by majority vote by Voting Members in good standing present at a duly called and notified meeting of the CDWC. Voting Members have (1) vote each per each Executive Officer or At Large Member seat, and must be present, either in person at an in person meeting or electronically if the meeting is held by remote means or is a hybrid meeting. For elections of At Large Members with multiple open seats, Voting Members may vote for as many candidates as there are open seats. For example, if 4 seats have terms expiring, Voting Members may vote for up to four (4) candidates.

Section 7. Vacancies. Vacancies during a term among the Executive Officers other than the Treasurer shall be filled by the Chair, who shall appoint an At Large Member to fulfill the duties for the remainder of the unexpired term, with approval of a majority vote of the Steering Committee. Vacancies during a term for the Treasurer or among the At Large Members shall be filled by the Chair, who shall appoint a Voting Member to fulfill the duties for the remainder of



Cuyahoga Democratic Women's Caucus [CDWC]

the unexpired term, with approval of a majority vote of the Steering Committee. The Chair also may appoint an At Large Member to fill the Treasurer seat for the remainder of the unexpired term, with approval of a majority vote of the Steering Committee.

Section 8. Removal. Officers and At Large Members may be removed by a two-thirds (2/3) vote of the members present at a Steering Committee meeting for just cause, including but not limited to failure to carry out the duties of office, purpose and goals of CDWC.

Section 9. Transition to Staggered Terms for At Large Members of Steering Committee and Related Matters. In order to transition to staggered terms for At Large Members of the Steering Committee and to confirm existing Executive Officers who shall remain in office for terms ending upon the election of Executive Officers at the 2023 Annual Meeting, the following shall apply. In addition, notwithstanding Article VI, Section 1, the 2022 Annual Meeting shall be held in February rather than in January.

- (a) This shall ratify and confirm that the current Chair of the CDWC is and is deemed to be Cynthia Demsey. For the term commencing upon adoption of these Bylaws and ending upon election of Executive Officers at the annual meeting in 2023 (the "2022 Term"), the Chair shall recommend the other Executive Officers subject to approval by majority vote of the current Steering Committee members as of the date of adoption of these Bylaws. The names of the Executive Officers for the 2022 Term shall be announced not later than at the 2022 Annual Meeting.
- (b) The 2022 Annual Meeting shall be held in February, 2022, rather than in January, 2022. At that Annual Meeting, election shall be held for up to five (5) At Large Members of the Steering Committee, but no Executive Officers shall be subject to election at the February 2022 Annual Meeting. For the avoidance of doubt, the election at the Annual Meeting in January, 2023 shall include all Executive Officers and up to five (5) At Large Members of the Steering Committee, pursuant to the provisions of this Article IV, Sections 4 through 8.
- (c) Upon election of Executive Officers and At Large Members at the January 2023 meeting, this Section 9 shall no longer be in effect.

ARTICLE V: COMMITTEES

In addition to the Nomination Committee, CDWC may have standing committees, which may include the committees listed in Section 2 of this Article V, provided that the Steering Committee may create and or disband any committee by a majority vote. Special committees may be created by the Chair or by majority vote of the Steering Committee.

Section 1. Except as otherwise provided as to the Nominating Committee, the Chair, subject to the approval of the majority of the Steering Committee, shall appoint committee Chair(s) and the committee members necessary for the work of the organization.



Cuyahoga Democratic Women's Caucus [CDWC]

Section 2. Standing Committees may include:

- (a) **Nominating Committee.** Chaired, with membership and with duties and responsibilities as provided in Article IV, Section 4.
- (b) **Rules and Bylaws.** Chaired by Vice Chair of Operations. Responsible for recommending changes to the Bylaws needed to fulfill the purpose and goals of the CDWC. Responsible for the development of policies relating to endorsements, subject to Steering Committee approval by majority vote; for implementation of such policies; planning and issuing endorsement communications; follow up with candidates seeking endorsements; and organizing endorsement meetings.
- (c) **Membership and Outreach.** Chaired by Vice Chair of Membership. Responsible for tracking member dues, issuing a dues notice and a reminder for those members who fail to pay dues after the initial notice, building contact lists, and conducting outreach to encourage new members to join.
- (d) **Program.** Responsible for all organizational matters relating to programs other than endorsement meetings, include arrangement for speakers and venues, scheduling, event logistics and coordination of notices of events and other programs with the Web Editor. Also responsible for designing and/or ordering signs, pins, bumper stickers, yard signs and fundraising activities associated with events.

ARTICLE VI: MEETINGS

Section 1. CDWC Annual Meetings and Other General Meetings. There shall be at least one (1) general meeting of the CDWC each year, held in January (the "Annual Meeting"). The notice for the Annual Meeting or any general meeting shall include whether the meeting will be conducted in person, remotely or as a hybrid meeting. (For all purposes of these Bylaws, a remote meeting is one conducted by electronic participation via telephone call or a service such as Zoom. And a hybrid meeting is one that offers the opportunity for Voting Members to attend either in person or remotely.) Any remote meeting or hybrid meeting shall offer Voting Members the opportunity to hear the proceedings and, if the purposes of the meeting include voting on elections for the Steering Committee, on endorsements or on Bylaws amendments, the opportunity to vote. If voting is held as part of a remote or hybrid meeting, the CDWC shall use reasonable efforts to afford Voting Members the opportunity for a secret ballot, but is not guaranteeing a secret ballot if a Voting Member is not using the remote meeting method recommended by the CDWC. (For instance, a Voting Member electing to attend by telephone may not have the option to vote via a secret ballot.)

Section 2. Notification. Notification of the Annual Meeting and any other meeting of the CDWC must be sent to in a timely manner to ensure notice is received by all officers and members; thereby allowing sufficient time to interested parties to participate and be present.



Cuyahoga Democratic Women's Caucus [CDWC]

Section 3. Sufficient Notice. Notice of meetings shall be deemed sufficient if provided by the CDWC newsletter or any other communication emailed to Voting Members. The distribution list for any such notice may include persons other than Voting Members. In addition, in order to highlight the CDWC election information, the notifications required by Section 5(b) of Article IV each shall be set forth in an email notice to Voting Members that includes no other CDWC communications and bears a subject line that includes "CDWC Elections of Officers and At Large Members". The election information notices also may be sent to persons other than Voting Members and reminder notices as to the elections may also be included in the CDWC newsletter or other messages from the CDWC.

Section 4. Voting at Annual and General Meetings. Voting Members have (1) vote each and must be present, either in person at an in person meeting or electronically if the meeting is held by remote means or is a hybrid meeting. Election shall be by majority vote by Voting Members in good standing present at a duly called and notified meeting of the CDWC. Voting by proxy is not permitted.

Section 5. Steering Committee Meetings. Meetings of the Steering Committee shall be held at least quarterly (four (4) times per calendar year) or as from time to time called by the Chair. Advance notice shall be provided for any meeting, stating the date, time and place of such meeting.

Section 6. Voting during Steering Committee Meetings. At Steering Committee meetings, Steering Committee members have (1) vote each and must be present, either in person at an in person meeting or electronically if the meeting is held by remote means or is a hybrid meeting. Without limiting any other record keeping by the Recording Secretary, the Recording Secretary shall keep records of all votes by the Steering Committee. Voting by proxy is not permitted.

ARTICLE VII: ENDORSEMENTS

Section 1. Statement of Purpose. CDWC's endorsement process exists for the purpose of informing voters within Cuyahoga County about candidates who support our mission and ballot issues pertaining to the rights of women. Through endorsements, CDWC seeks to influence the policy positions of the Democratic Party and candidates for elected office and to be a voice for women throughout the county.

Section 2. Call of Meeting. The Steering Committee or the Chair shall call a meeting of the membership to consider endorsement of candidate(s) and/or issue(s). The meeting shall occur after the filing deadline for candidates and ballot issues with the Board of Elections. Any endorsement meeting shall be deemed a general meeting of the CDWC.

Section 3. Notice of Endorsement Meeting. (a). Notice shall be sent to candidates in races for which CDWC proposes to consider an endorsement. The notice shall include meeting location, date, time and endorsement procedures. Any person who has filed timely as a candidate in the race proposed for endorsement consideration shall receive at least 14 days advance notice prior to the date of the endorsement meeting. The notice shall clearly state the purpose of the meeting



Cuyahoga Democratic Women's Caucus [CDWC]

and the eligibility requirements for voting on endorsements. Notice of meetings shall be deemed sufficient if provided by electronic mail to the electronic mail address included in the candidate's filing with the Board of Elections.

(b). A questionnaire may be sent to candidates seeking endorsement. If a questionnaire is utilized, each candidate seeking endorsement shall receive a copy of the questionnaire.

Section 4. Endorsement Process. Every candidate or surrogate representing a candidate or issue, shall be permitted an equal amount of time in order to promote his or her candidacy or issue and shall take questions at the endorsement meeting from Voting Members. Any candidate or issue sponsor may authorize a representative to speak on the candidate's/issue's behalf (a "Surrogate"). Opposing candidates (or Surrogates, as applicable) are to leave the room during the presentation of their respective race. No member of the Steering Committee shall act as Surrogate for a candidate or issue seeking endorsement.

Section 5. Voting Process. (a). After candidates and ballot issue representatives have spoken, all candidates, Surrogates, and all those in attendance other than Voting Members will be excused; and all Voting Members who are present shall discuss the endorsements.

(b). CDWC shall endorse the candidate or ballot issue that receives a majority, meaning more than half, of all votes from Voting Members.

(c) In the event of a multi-opening race (one in which multiple seats are open, such as three (3) at large city council seats), CDWC reserves the right to endorse up to the number of open seats in the race. (Example, if three city council seats are open, CDWC may endorse up to three (3) candidates in that race.) In such a case, the CDWC ballot shall allow Voting Members to vote for up to the number of open seats, and CDWC shall endorse each candidate that receives votes that constitute more than half of all votes from Voting Members.

Section 6. Ballots. (a). Voting shall be conducted in accordance with Article VI. To the extent that an endorsement meeting is held in person, designated Steering Committee members shall count the votes submitted on the ballots.

(b). Ballots should include three (3) options: Yes, No or No Endorsement.

Section 7. Endorsement Announcement. Promptly after the endorsement meeting, the Chair (or her designated meeting chair) will announce the voting results to the candidates, issue representatives, the CDWC membership and, as the Chair deems appropriate from time to time, the media.

Section 8. Financial Contribution. Endorsed candidates are eligible to receive financial contributions; provided, however, that an endorsement does not guarantee financial support. Preference in making contributions will be given to women candidates.



Cuyahoga Democratic Women's Caucus [CDWC]

ARTICLE VIII: AMENDMENTS

Proposals for changes or amendments to these Bylaws shall first be referred to the Rules and Bylaws Committee which shall report its recommendations to the Steering Committee during a regular meeting or special meeting called for such purpose. If there is at the time no standing Rules and Bylaws Committee, then such proposals shall be made to the Steering Committee by any Executive Officer or At Large Member.

Section 1. Amendment. These Bylaws may be amended by a two thirds (2/3) vote of the Steering Committee present during a meeting, provided that notice of such meeting is given pursuant to Article VI and description of the proposed amendment has been given to the Steering Committee at least two (2) weeks prior to the date of the meeting.

Section 2. Effective. These Bylaws shall be in full force and effect upon their adoption and shall supersede all Bylaws, rules, motions, and policies of a contrary nature. These Bylaws were ratified, voted upon and approved February 13, 2022.