

**HELL'S KITCHEN DEMOCRATS
CONSTITUTION
Adopted May 24, 2018**

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Article I. Name

The name of the organization shall be the Hell's Kitchen Democrats, (also known as HK Dems) hereafter referred to as the "Club" or the "Organization."

Article II. Purpose

Hell's Kitchen Democrats is established to create an open, diverse and inclusive Democratic political club to:

- provide a resource to stay informed and become politically empowered;
- promote progressive policies and principles at the local, state and federal levels of government;
- support and elect Democratic candidates to public and party office who demonstrate ability, integrity and a commitment to public service;
- build enrollment and encourage participation in the work of the Democratic Party; and
- further the interest and participation in civic matters to improve the quality of life in the neighborhood, city, state, and country.

Article III. Club Area

The Club Area is defined as Hell's Kitchen, or an Assembly District that includes any portion of Hell's Kitchen and in which the Club has endorsed a candidate for Democratic Party office or has declared an intention to do so.

Article IV. Membership

Section A. Authority

All authority of this Organization shall reside in the Membership, as defined herein in Article IV Section B. The Membership of the Organization shall, by majority vote at Membership Meetings, and consistent with the purpose and other provisions of this constitution, determine the policies and work of the Organization, elect the Officers of the Organization, and endorse candidates for public and party office.

Section B. Eligibility

1. General Membership: Any person who subscribes to and desires to further the goals and purposes of the Club, as set forth in Article II, shall become a Member in good standing immediately upon the payment of dues.
2. Voting Membership: Any Member who is a registered voter enrolled in the Democratic Party, or who identifies with the Democratic Party but is not eligible to be an enrolled Democratic voter, and who resides, works or does business in the Club Area as defined in Article III, may become a Voting Member. Any Voting Member in good standing who subsequently moves outside of the Club Area and remains within the borough of Manhattan may maintain Club Membership.
3. The provisions of this section shall not act to revoke the voting status of Members in good standing as of the date of the adoption of this Constitution. Any Member who is not otherwise qualified to be a Voting Member but wishes to become a Voting Member of the Club may seek a waiver by majority vote of the Executive Committee.

Section C. Classes and Privileges

1. Voting Members shall be eligible to vote on any business before the Club. In addition to the eligibility requirements in Section B of this Article, to be a Voting Member, the Member must:
 - a. not claim the right to vote or hold a position in any other district-based Democratic Club;
 - b. have applied for Membership and first paid dues at least ninety (90) days prior to voting;
 - c. have attended any of the following:
 - i. the most recently completed Annual Meeting;
 - ii. at least one Meeting of the Club held in the preceding 366 days; or
 - iii. any other Club event, defined in the Club's Bylaws, held in the preceding 366 days;
 - d. be a Member in good standing.
2. Any person not eligible to be a Voting Member may become a Supporting Member upon payment of annual dues as set forth in Section D of this Article. Supporting Members shall not be eligible to vote on any matter before the Club or to serve as a Club Officer or Club Executive Committee Member. However, they are eligible to serve as members of Club committees and participate in Club meetings.
3. Membership term shall run February 1st to January 31st beginning in 2019.

Section D. Dues

1. The rate of dues to be paid annually by every Member shall be set in the Club's Bylaws.
2. Members shall pay dues yearly in accordance with a bylaw adopted by the Executive Committee. Any person who fails to pay dues within the period prescribed by the Bylaws shall cease to be a Member in good standing until dues are paid.
3. Provision for New Members: A person joining the Club for the first time, if paying Membership dues after October 1st, shall be considered a Member in good standing for the remainder of that membership term and for the next annual membership term.

Section E. Expulsion

The expulsion of any Member for excessive conduct contrary to the best interests of the Club or contrary to the purposes of the Club as set forth in Article II, may be proposed by a petition enumerating the reasons therefore, signed by at least five Members of the Executive Committee or twenty-five Voting Members of the Club, and presented to the Recording Secretary. The Recording Secretary shall present such petition to the Executive Committee at its next meeting. At that meeting, the petition may be dismissed by a majority of the full membership of the Executive Committee or may be tabled until a subsequent meeting of the Executive Committee to be held not less than two weeks thereafter. The Recording Secretary shall give the Member in question at least ten days' notice of the time and place of such meeting, the charges against him or her, and his or her right to make a statement, in person or in writing, at such meeting. At such meeting, a vote of at least two-thirds of the full membership of the Executive Committee shall be required for expulsion. If the Executive Committee votes to expel a Member, the decision may be appealed by said Member, or by any other Member, to the Club Membership at the next Membership Meeting, upon notice by the appellant Member to the Recording Secretary or the President. If such appeal is made, the expulsion by the Executive Committee shall be inoperative unless ratified by at least two-thirds of the Voting Members present and voting.

Article V. Membership Meetings

Section A. Frequency

The Membership shall meet upon the call of the President, forty Members, or one-third of the Members, whichever is less, or one-third of the Executive Committee. It is intended that there will be at least eight Membership Meetings in each calendar year. There shall be an Annual Meeting at which Officers shall be elected pursuant to the procedure described in Article VIII.

Section B. Notice

Written notice of each Membership meeting shall be emailed to each Member at least seven days in advance of the meeting unless the Executive Committee determines that it is necessary to provide shorter notice. Meeting notices shall include the time, place, and agenda.

Section C. Agenda

The Executive Committee shall propose the agenda of each meeting. The Members may change the order of the agenda or insert an additional item of business on the agenda by a two-thirds vote. The Members may require the inclusion of an item on the agenda of the following meeting by a majority vote.

Section D. Meeting Rules

The Membership may adopt rules regulating the conduct of meetings. In the event no rule applies, the latest edition of Robert's Rules of Order shall govern.

Section E. Quorum

One-fifth of the Voting Members or twenty-five Voting Members, whichever is less, shall constitute a quorum.

Section F. Voting

All questions, except as otherwise provided in this Constitution, shall be decided by a majority of those voting. Every Voting Member in good standing shall be entitled to one vote, which must be cast in person and not by proxy. Voting for Club Officers and endorsement of candidates for political and party office shall be by secret ballot.

Article VI. Executive Committee

Section A. Powers and Duties

The Executive Committee shall propose such policies and motions as it deems appropriate for consideration by the Membership; supervise the operations of the Organization in a manner consistent with this Constitution, the Bylaws, and the resolutions of the Membership; exercise the power of the Membership between meetings of the Membership, except for the election of Organization Officers and the endorsement of candidates for public or party office. However, the Executive Committee may endorse candidates for the Democratic Party offices of judicial convention delegate and county committee member if authorized by the Membership.

Section B. Governance

The Executive Committee may introduce Bylaws consistent with this Constitution to govern any matter not otherwise governed by the Constitution. Such Bylaws must be written to be effective and reported on, and then voted on at the subsequent meeting to the Membership.

Section C. Composition

1. The Executive Committee shall consist of all the Officers of the Club as specified in Article VII; Members at Large; and the District Leaders and Members of the Democratic State Committee of the Club Area who are Voting Members of the Club and were endorsed by the Club, as ex officio Members. The Club's delegates to those organizations of which the Club is a member or an affiliate and the chairperson of each Standing Committee of the Club, if not already a voting Executive Committee Member, shall be ex-officio non-voting Members of the Executive Committee.
2. All Officers, Members at Large and delegates elected or endorsed by the Club must be Voting Members of the Club as defined in Article IV.
3. Any Member of the Executive Committee or Officer who ceases to be a Member in good standing shall also cease to be a Member of the Executive Committee or Officer.
4. Members At Large:
 - a. There shall be one Member at Large for every twenty-five Club Members, but no less than six;
 - b. The Executive Committee may adopt a resolution changing the number of Members at Large who may serve on the Executive Committee. Such resolution shall be effective at the next election of Members at Large;
 - c. Members at Large shall serve as Organization leadership in a nonspecific role, working on behalf of the Organization's mission and agenda as necessary and as requested by the President and Vice-President.
5. Past Presidents:
 - a. A past President of the Club may serve as a non-voting Member of the Executive Committee for two years after vacating the office of President if they are currently a Voting Member of the Club.
 - b. The founding President of the Club, upon vacating the office of Club President, may continue to serve as a Voting Member of the Executive Committee as long as he is a Voting Member of the Club.

Section D. Meetings

The Executive Committee shall meet upon the call of the President or at least one-third of the Executive Committee.

Section E. Quorum

One-half of the Executive Committee Members shall constitute a quorum for the transaction of business. Every Voting Member of the Executive Committee attending the meeting shall be entitled to one vote on all questions. Except as elsewhere provided in this Constitution, all questions shall be decided by a majority of those present and voting.

Section F. Attendance

Any Member of the Executive Committee who fails to attend four meetings of the Executive Committee over the course of one year without just cause for their absence or who fails to meet the other requirements set forth herein shall be removed from the Executive Committee subject to recommendation of this action by the Committee and a subsequent vote by the Club's Voting Membership. A Member of the Executive Committee who has phoned in to an Executive Committee meeting shall be considered present.

Section G. Removal

Any Officer of the Club or Member of the Executive Committee may be removed from the Executive Committee by a vote of a majority of the Members present and voting at a Membership Meeting of the Club, provided that no such vote may take place unless the notice of said meeting included a notice that such a vote was to occur. The removal of any Officer or Member of the Executive Committee may be proposed by a petition submitted to the Recording Secretary and signed by at least five Members of the Executive Committee or 25 percent of the Voting Members of the Club. The Recording Secretary shall then ensure that the vote on the removal of said Officer or Member of the Executive Committee is on the agenda of the first possible Membership Meeting of the Club.

Article VII. Officers

Section A. Titles

The Officers of the Club shall be the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Director of Membership and Outreach, Director of Communications, Director of Programming and Events, and Director of Political Affairs.

Section B. Term of Office

1. All Officers shall be elected at the Annual Meeting pursuant to the procedure described in Article VIII of this Constitution and shall serve for one year or until their successors have been elected.

2. Terms shall run February 1st to January 31st, except in year 2018 when elections will be held in June.

Section C. Duties

1. The President shall be the head Officer of the Organization. The President shall:
 - a. preside at the Annual Meeting and all Membership and Executive Committee meetings;
 - b. be responsible for executing the decisions, policies and programs of the Organization as provided by the Membership and the Executive Committee; and
 - c. create committees with the consent of the Executive Committee.
2. The Vice-President shall act in the absence of the President and shall supervise the activities of the Standing Committees and Special Committees of the Club and shall perform such other duties as the President or the Executive Committee shall, from time to time, direct.
3. The Directors shall assist the President and the Vice President in carrying out their duties and shall perform such other functions as specified herein:
 - a. The Director of Membership and Public Outreach shall chair the Membership and Public Outreach Committee as described in Article IX, Section A. .
 - b. The Director of Communications shall chair the Communications Committee as described in Article IX, Section A.
 - c. The Director of Programming and Events shall chair the Programming and Events Committee as described in Article IX Section A.
 - d. The Director of Political Affairs shall chair the Committee on Political Affairs "as described in Article IX, Section A.
4. The Recording Secretary shall record the minutes of the meetings of the Executive Committee and Membership Meetings; maintain minutes and attendance records of all Membership, Executive Committee and other meetings and results of all Club elections, endorsements and other voted decisions subject to the control and direction of the Executive Committee and the Membership. These records shall be available for inspection by any Member upon 72 hours' notice. In the event the Recording Secretary is absent from a meeting, an interim Recording Secretary shall be nominated from the Executive Committee by the Executive Committee to fulfill the role during the absence.
5. The Corresponding Secretary shall be responsible for correspondence including such notices and the conveying of Club policies as the President, Director of Communications,

Executive Committee, or Membership shall direct; production of the Club's newsletter and other communications, subject to the control and direction of the Executive Committee and of the Membership; and shall ensure the response to correspondence, such as email, and shall serve as a Member of the Communications Committee.

6. The Treasurer shall manage and be responsible for all Club funds, which shall be deposited in a bank or banks for the Club designated by the Executive Committee; be responsible for the financial and monetary transactions of the Club; maintain records of account, including all receipts, all expenditures, and all disbursements; prepare financial reports to be presented at meetings of the Executive Committee and at Membership Meetings; prepare and submit all Organization reports and filings required by law; and manage and be responsible for the Club Membership list. With regard to Club finances:
 - a. all disbursements and expenditures of Club funds shall be made in accordance with the policies established by the Membership and the Executive Committee and pursuant to procedures set forth in the Club Bylaws; and
 - b. all Club financial records shall be open to the inspection of any Voting Member of the Club upon reasonable notice.
7. The duties and responsibilities of Officers may be further provided for in the Bylaws.

Section D. Presiding Officer

In the event the President is absent from an Executive Committee Meeting or General Membership Meeting, the role of meeting presider shall be filled in this order of succession: Vice President, Director of Membership and Outreach, Director of Communications, Director of Programming and Events, Corresponding Secretary, Treasurer.

Section E. Vacancies

If the office of President becomes vacant, the Vice President shall become President for the remainder of the term. If any other Club office becomes vacant, the Executive Committee shall select a person to fill such vacancy on an acting basis until the Club Membership, at its next Membership Meeting, elects a person, in accordance with the election process outlined in Article VIII, to serve the remainder of the unexpired term. In the event of a vacancy in the office of Member At-Large, the Club Membership, at its next regular meeting, shall select a person to serve the remainder of the unexpired term.

Article VIII. Elections of Officers and Members at Large of the Executive Committee

Section A. Annual Meeting

There shall be an Annual Meeting in the month of February at which elections shall take place for all Club offices and for Members at Large for the Executive Committee. The Corresponding Secretary shall, at least six weeks prior to the Annual Meeting, notify Members that nominations for Club office and Executive Committee Membership are open. Upon conclusion of the elections, the Annual Meeting may become a Membership Meeting with regular business on the agenda.

Section B. Nominations

1. Candidates may be nominated either by a report of the Elections Committee or by nominations at the meeting prior to the Annual Meeting or by nominations taken from the floor at the Annual Meeting.
2. All nominees must be eligible in accordance with Article IV, Section B and must consent to their nomination.
3. The nomination period shall open at the Membership Meeting prior to the Annual Meeting and shall close prior to voting at the Annual Meeting. Those nominated at the prior Membership Meeting will be included as a nominee in the notice of the Club's Annual Meeting. In addition, those nominated prior to or at the Annual Meeting, but after notice was emailed, shall be deemed nominated.
4. For contested or uncontested positions, each nominee shall have the opportunity to address the Club. Any Member may speak for an allotted time for or against any candidate.
5. Any candidate may withdraw their name at any time prior to the election.

Section C. Voting Procedure

1. Voting shall be by secret written ballot. For each position, the candidate with the most votes shall be elected.
2. For the positions of Officers, each Member entitled to vote shall have one vote for each position.
3. For the positions of Members at Large of the Executive Committee, there shall be a single ballot. Each Voting Member shall have one vote for each available seat for Members at Large of the Executive Committee. The number of nominees that correspond to the number of available seats who receive the highest number of votes cast shall be

elected. If there is a tie for the last position(s), a runoff shall be held at the same meeting.

Article IX. Committees

Section A. Standing Committees

There shall be the following Standing Committees chaired by their respective Director as defined in Article VII, Section C or by Executive Committee appointment. Duties and responsibilities shall be determined below, by the Bylaws, and direction from the Executive Committee:

1. Membership and Public Outreach shall recruit new Club Members, work to retain existing Members and re-engage lapsed Members, establish relationships with other community organizations, and coordinate other public service activities.
2. Communications shall publish and disseminate Club information. This shall include minutes; publicizing Club events, meetings and functions through the Club newsletter, website, email; all other communications with the Membership in accordance with the policies established by the Membership and the Executive Committee.
3. Programming and Events shall plan the programs for membership meetings and special events, securing meeting venues, arranging guest speakers, and public forums and special events in accordance with the policies established by the Membership and the Executive Committee.
4. Political Affairs shall organize and execute activities on behalf of the Club's endorsement process and other political activities with the approval of the Executive Committee.
5. Fundraising shall produce the Club's fundraising events and supplementary fundraising efforts in accordance with the policies established by the Executive Committee and the Membership.
6. Elections is responsible for notifying Membership about candidates for Club elections, recruiting candidates and carrying out elections as further described in the Club Bylaws.

Section B. Special Committees

The President, subject to the approval of the Executive Committee, may create or dissolve such other committees as may be deemed necessary. Chairs of Special Committees are approved by the Executive Committee.

Article X. Endorsements of Candidates for Public and Party Office in Primary Elections

Section A. Endorsements

Endorsements may be made for party positions or public offices with election districts within the Club Area. In special cases, endorsements may be made elsewhere.

Section B. Nominations

1. Nominations for endorsement of candidates are to be made at least one meeting prior to the Club's planned endorsement meeting. The Membership shall receive a call for nominations in the meeting's agenda notice.
2. At the endorsement meeting, the floor shall be opened for any Voting Member to nominate a candidate for the Club's endorsement.
3. Nominees may decline the nomination.

Section C. Endorsement Procedure

Candidates nominated for endorsement by the Club shall have an opportunity to speak to the Club for an allotted time. Any Member in good standing may speak for an allotted time in favor or against any candidate.

Section D. Voting Procedure

1. Voting on the endorsement of a candidate or candidates for public or party office in a primary election shall be by secret written ballot.
2. The voting options shall be (a) Candidates nominated prior to the endorsement meeting; (b) candidates known to be running; (c) "no endorsement;" and (d) "write-in."
3. Voting for endorsement shall be conducted by the method of Instant Runoff Voting. Members shall rank the candidates, including "no endorsement" or "write-in" in their order of preference. A Member may choose to rank fewer than the number of options that are listed. If no candidate receives a majority of the first choice votes, the option with the smallest total of first choice votes shall be eliminated. The second choice votes from these ballots shall then be transferred to the other candidates. The ballots shall be recounted, and candidates eliminated in this fashion until a winner emerges with a majority of the vote.
4. If an endorsement vote for a forthcoming primary election was not scheduled at or before the last regular Membership Meeting and would be prior to the first date on which petitioning for such office has begun, the endorsement process for any position shall be as

follows: The floor shall be opened for any Voting Member to nominate a candidate for endorsement for that position. Nominees or their surrogates shall have the opportunity to address the Club; any Member in good standing may speak for an allotted time for or against any candidate.

5. The Membership may authorize the Executive Committee, instead of the Membership, to endorse candidates for the Democratic Party offices of judicial convention delegate and county committee member.

Section E. Endorsement of Candidates in General and Special Elections

The duly nominated candidate of the Democratic Party in a General or Special Election shall be deemed to have received the endorsement of the Club unless the Membership or the Executive Committee has voted at the meeting at which this question is on the agenda to suspend the endorsement of any such candidate. In such case, the Membership shall consider the matter and may endorse that candidate or another candidate for the office.

Article XI. Adoption and Amendment of the Constitution and Bylaws

Section A. Adoption

The initial Constitution and Bylaws shall be adopted by a two-thirds vote of those present and voting at a Membership Meeting at which it is presented and shall take effect immediately.

Section B. Amendments to the Constitution

1. This constitution may be amended provided that such amendment is proposed by the Executive Committee or by written petition of ten percent of the Membership or twenty Members, whichever number is smaller through either one of two methods: (a) by a two-thirds vote of the Voting Membership present and voting at the annual meeting or (b) by a majority vote of Voting Members present and voting at two consecutive Membership Meetings.
2. Prior to the vote on the amendment, fifteen days' notice of the meeting shall have been given to the Members. The full text of any proposed amendments shall be included in the notice of the meeting and distributed in writing to all Voting Members present at the meeting. The full text of the amendment shall be presented at such meeting.
3. No amendment may be adopted by the Club which does not comply with the rules of the Democratic Party.

Section C. Amendments to the Bylaws

The Membership may from time to time amend the Bylaws to implement this Constitution at a

Membership Meeting, provided that such Bylaws shall be consistent with the Constitution. The full text of any proposed amendments shall be distributed in writing to all Voting Members prior to the meeting at which the vote will take place.

Article XII. Parliamentary Procedure

The latest edition of Robert's Rules of Order shall govern the parliamentary procedure, the duties of the Officers, and other matters in the absence of specific provisions in this Constitution or in the Bylaws.

Article XIII. Interim Officers and Executive Committee

The Interim Officers and Executive Committee serving at the time previous to the effective date of this Constitution shall remain in office with their existing powers and duties until elections for Club Officers and Executive Committee Members are held under this Constitution.