

BYLAWS
of the
DEMOCRATIC 21st CENTURY CLUB

A Candidate Political Action Committee

ARTICLE 1 – Name

The name of this voluntary political action committee shall be the **DEMOCRATIC 21st CENTURY CLUB** (hereinafter referred to as “the CLUB”).

ARTICLE 2 – Purposes

The purposes of the CLUB shall be as follows:

- (a) To establish a continuing political campaign fund, exempt from tax as an entity described in Internal Revenue Code Section 527, whose primary political purpose is to support candidates mainly for local offices in Santa Clara County in the State of California, but also candidates for offices in other jurisdictions within the State of California from time to time, and managed and operated in accordance with the terms of the CLUB’s Articles of Association and Bylaws;
- (b) To support candidates for partisan and nonpartisan offices who are registered to vote with the Democratic Party;
- (c) To support political committees of the Democratic Party at the state and local levels within the State of California;
- (d) To receive those voluntary contributions acceptable to the Board of Directors from persons (herein “MEMBERS”) and any other contributors interested in promoting the political purpose for which the CLUB’s funds may be expended;
- (e) To hold regular meetings of MEMBERS for purposes of discussing the purposes, goals, activities, and overall parameters of the CLUB;
- (f) To hold meetings of the MEMBERS for the purpose of specifying the number of seats for the Board of Directors, to elect members of the Board of Directors, and to elect officers as provided in the bylaws; and
- (g) Within the limitations set forth herein and applicable laws, give to the Board of Directors full discretion as to the manner in which the Club is operated and funds are managed and distributed.

ARTICLE 3 – Principal Office

The principal office of the CLUB shall be located at the address as set forth on its Statement of Organization, i.e., Form 410, as filed with Secretary of State, or on the most recent amendment thereto, pursuant to the Political Reform Act of 1974, as amended. Such principal address shall also be provided to the Internal Revenue Service and such other agencies and institutions as required by law.

ARTICLE 4 – MEMBERS

(a) MEMBERS shall consist of those persons who are sympathetic to the purposes of the CLUB, who voluntarily contribute to the CLUB, and who are accepted as MEMBERS by the Board of Directors upon receipt of their contribution. Otherwise, a contributor will not automatically become a MEMBER of this CLUB and the relationship of such contributor to the CLUB will only be as a donor to the CLUB. The Board of Directors may refuse any contribution, with or without reason, and the Board of Directors shall set forth in writing to any requesting contributor that the contributor has not become a MEMBER. At no time during the existence of the CLUB may any contributor revoke his contribution, or the unexpended portion thereof, as it relates to each contributor, or withdraw any of the then undistributed funds that were placed in the CLUB by the contributor. Contributed funds shall become the property of the CLUB upon receipt.

(b) Except as provided in Articles 8 and 9, meetings of the MEMBERS may be held and shall be set by the Board of Directors at reasonable times, with reasonable notice of not less than 15 days given to all MEMBERS. Notice may be given by the Board by mail, in person, or by electronic means as the Board shall determine. No less than 15% of the MEMBERS shall constitute a quorum.

ARTICLE 5 – Board of Directors

(a) The business and affairs of the CLUB shall be conducted and controlled by a Board of Directors, also referred to as the “Executive Board.” The persons who shall serve as the initial directors on the Board of Directors shall be those persons who signed the Articles of Association. The initial Board of Directors shall serve for a term commencing on the date that they sign the Articles of Association for the Club and ending on June 30, 2009. For terms of the members of the Board of Directors commencing on July 1, 2009, the MEMBERS shall determine the number of seats to be created on the Board of Directors, within the limits of these bylaws, and shall elect the members of the Board of Directors as provided herein. Except for the initial Board of Directors, the Board of Directors shall consist of an odd number of directors ranging between five (5) to eleven (11) individuals selected from among and by the MEMBERS.

(b) The individuals serving on the Board of Directors shall serve two-year (2-year) terms commencing on July 1st of odd numbered years and ending June 30th two years thence. Each individual director shall be assigned to a numbered seat on the Board of Directors.

(c) Members of the Board of Directors shall be elected by a majority of the MEMBERS present at a meeting at which a quorum is present no less than 30 days prior to the commencement of a term for any member of the Board of Directors. Nomination of persons for election as directors shall be accomplished by a Nominating Committee consisting of no less than three MEMBERS of the Club appointed by the President in January of odd-numbered years, except that in the year 2009, the initial directors shall serve as the nominating committee.

(d) The Board of Directors shall have the power to remove any individual serving on the Board of Directors as provided herein. Any individual serving on the Board of Directors may be removed by a two-thirds (2/3) vote of the total number of other individuals serving on the Board of Directors, thereby creating a vacancy in that seat. A vacancy in a director seat shall also occur upon the resignation, death, or disability resulting in inability to act of a director. A majority of the remaining members serving on the Board of Directors shall fill a vacancy, if any, on the Board of Directors, until the next meeting of MEMBERS at which directors are elected to the Board of Directors. At such meeting, the MEMBERS shall determine the number of seats to be filled on the Board of Directors and shall elect the members of the Board of Directors.

(e) A majority of the individuals serving on the Board of Directors shall not serve as a majority of decision-makers for any other state or local political action committee.

(f) No candidate for state or local elective office or current elected officeholder of a state or local office shall serve on the Board of Directors if that would require the CLUB to identify itself as a "controlled committee" under California Government Code § 82016.

(g) No individual serving on the Board of Directors shall receive compensation of any kind for serving as a director, but may be reimbursed for reasonable expenses. During the life of the CLUB, no individual serving on the Board of Directors shall possess any property right in or to the property of the CLUB.

(h) The Board of Directors shall have the power to do all acts necessary to effectuate the purposes of the CLUB, subject to the limitations and consistent with the provisions of the CLUB's Articles of Association, the CLUB's Bylaws, and applicable laws and regulations. All votes of the Board of Directors shall be by a majority vote except as otherwise provided and may be taken with or without a meeting.

(i) Meetings of the Board of Directors shall be held at such times and places as shall be fixed by the President. A regular meeting schedule may be established not requiring advance notice other than by minutes of a Board of Directors meeting provided to all individuals serving on the Board of Directors. For a special meeting, other than a regular meeting, the President shall give written notice of the time and place of any such meeting at least 5 days prior thereto by first class mail, provided, however, that notice of any such meeting may be given personally or by telephone, fax or email at least 48 hours prior thereto. Individuals serving on the Board of Directors are expected to attend all meetings. A meeting may be held in person and by telephonic conference call. Action may be taken

without a meeting by mail, email, facsimile transmissions, or other electronic means, provided that all individuals serving on the Board of Directors are provided with written materials asking for their specific written confirmation of approval or disapproval of action items.

(j) In an emergency situation that occurs between meetings of the Board of Directors, when it appears that, if available, the Board of Directors would likely decide to make a contribution, the President of the Board of Directors may authorize a contribution, but not to exceed \$500.00.

ARTICLE 6 – Officers

(a) The officers of the CLUB shall be a President, a Membership Vice President, a Programs Vice President, a Secretary, a Treasurer, and an Assistant Treasurer. The officers, except for the Assistant Treasurer, shall be elected by the MEMBERS from among the MEMBERS elected to the Board of Directors. The Assistant Treasurer shall be appointed by the Board of Directors and shall serve for such time period as is determined by contract between the Club and such Assistant Treasurer. Any officer elected by the MEMBERS shall hold office for a term of two (2) years coincident with that officer's term on the Board of Directors or until his or her successor has been appointed and is qualified to act. Any officer may be removed, with or without cause, by a majority of the individuals serving on the Board of Directors. Officers, except for the Assistant Treasurer, shall not be compensated for services as an officer, but may be reimbursed for reasonable expenses incurred on behalf of the CLUB as determined by the Board of Directors.

(b) The President shall have general supervision of the day-to-day operations of the CLUB and shall preside over all meetings of the Board of Directors and the MEMBERS.

(c) The Membership Vice President shall be responsible to recruit MEMBERS and shall perform such other duties as may be designated by the Board. The Membership Vice President shall fulfill the duties of the President if the President is absent or unable to perform the duties of the President.

(d) The Programs Vice President shall be responsible to schedule luncheon programs with the approval of the Board, to organize such other programs as designated by the Board, and to perform such other duties as may be designated by the Board. The Programs Vice President shall fill the duties of the President if both the President and the Membership Vice President are absent.

(e) The Secretary shall be responsible for keeping minutes of the meetings and be responsible for all official communications between the CLUB and third parties.

(f) The Treasurer of the CLUB, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the financial accounts and records of the CLUB. The Assistant Treasurer shall assist the Treasurer in the performance of the Treasurer's powers and responsibilities. The Assistant Treasurer shall become the

Treasurer if there is a vacancy in the office of the Treasurer and until the Board of Directors designates another Treasurer. The Treasurer shall:

- (1) Perform all of the duties of the CLUB as provided by federal and state laws;
- (2) Have power to receive contributions and make expenditures in accordance with state law;
- (3) Make financial reports to the Board of Directors as requested;
- (4) Ensure that the CLUB is properly organized as a "committee" under the Political Reform Act, as amended, including but not limited to, filing a Statement of Organization, amending its registration as required, filing campaign reports, and generally using best efforts to assure that the CLUB complies with the various requirements of law in all respects;
- (5) Confirm that all contributions are identified sufficiently to comply with the provisions of the Political Reform Act to ensure that all MEMBERS, and intermediaries of the MEMBERS, have provided adequate identification as required for the campaign reports;
- (6) Keep such records as required by the Political Reform Act;
- (7) Assure the timely filing, as required, of any Federal and/or state tax returns if the CLUB earns taxable income in any calendar year;
- (8) Be authorized to retain legal counsel, at the expense of the CLUB, to assist with campaign and tax law compliance and to bring or defend any lawsuit or claim to which the CLUB is a party; and
- (9) Have such other powers and duties as may be prescribed by the Board of Directors and by the Articles of Association and these Bylaws.

(g) Nomination of officers for election shall be accomplished by a Nominating Committee consisting of no less than three MEMBERS of the Club appointed by the President in January of odd-numbered years, except that in the year 2009, the initial directors shall serve as the nominating committee.

ARTICLE 7 – Indemnification of Directors and Officers

(a) The CLUB shall hold harmless and indemnify any individual serving on the Board of Directors and the officers from any civil liability and/or late penalties rendered against, or owed by, the Treasurer or the CLUB on account of any action taken on behalf of the CLUB, unless the Director or officer intentionally violated a legal requirement or committed negligence in the performance of his or her duties. This hold-harmless and indemnification provision shall not extend to any professional treasurer or assistant treasurer, advisor, accountant or attorney retained by the CLUB. Notwithstanding the above, the Board of Directors may pay such fines or judgments, in its own discretion, regardless of the nature of the acts or omissions to act of the Treasurer, Assistant Treasurer, officer or director.

(b) All obligations of the CLUB hereunder are obligations of such CLUB only to the extent of said CLUB's assets and not of any officer, director, employee, agent, independent contractor, or any other person or entity associated with said CLUB.

ARTICLE 8 – Dissolution of the CLUB

(a) The CLUB shall be dissolved and cease to exist as a political action committee under the following circumstances:

- (1) Upon a vote approved by a majority of the Board of Directors; or
- (2) Upon a petition signed by twenty percent (20%) of the MEMBERS submitted to the Board of Directors; and
- (3) Upon submission by the Board of Directors of the dissolution question to the MEMBERS with notice of not less than thirty (30) days, and a vote on the question of dissolution thereafter being approved by not less than a simple majority of not less than thirty percent (30%) of the MEMBERS voting by any combination of mail, electronic means, or in person at a meeting.

(b) Upon dissolution, the officers shall take all action required by law to terminate the Club. Any funds remaining upon dissolution shall be disposed of, in accordance with applicable laws, as the Board of Directors shall determine. A termination report shall be filed with the Secretary of State as required by law once all funds have been expended.

ARTICLE 9 – Amendments

These Bylaws may be amended in any manner consistent with applicable laws under the following circumstances:

- (1) Upon a vote approved by a majority of the Board of Directors; or
- (2) Upon a petition signed by twenty percent (20%) of the MEMBERS submitted to the Board of Directors; and
- (3) Upon submission by the Board of Directors of the language of the proposed amendment of the bylaws to the MEMBERS with notice of not less than thirty (30) days, and a vote on the amendment to the bylaws thereafter being approved by not less than a simple majority of not less than thirty percent (30%) of the MEMBERS voting by any combination of mail, electronic means, or in person at a meeting.

The following persons, constituting the Board of Directors of the Democratic 21st Century Club, do hereby approve the foregoing bylaws for the Democratic 21st Century Club, effective on January 22, 2009.

Emily F. Thurber

Tom Cochran

James Brady

Carol Garvey

Jon Kessler

Suzanne Malone

James Kim

Steve Preminger

Anne Mack

CERTIFICATE

I, Anne Mack, hereby certify:

That I am the Secretary of the Democratic 21st Century Club, a California non-profit association organized for political candidate activities; and

That the foregoing Bylaws, consisting of seven (7) pages, including this one, constitute the Bylaws of the Democratic 21st Century Club, as duly adopted by the Board of Directors effective on the 22nd day of January 2009.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 2009.

Anne Mack
Secretary