

**PDA-CA**

**BYLAWS**  
**Adopted March 2, 2018**

**Article I.**

**Organization Name and Purpose**

**Section 1: Name**

The California State Political Action Committee is PDA-CA, a California nonprofit Mutual Benefit Corporation, organized under the Nonprofit Mutual Benefit Corporation Law, which political action committee files its reports with the California Secretary of State and the Franchise Tax Board, and shall, when appropriate, also file with the Internal Revenue Service.

**Section 2: Purpose**

This corporation is a nonprofit Mutual Benefit Corporation organized under the Nonprofit Mutual Benefit Corporation Law, as specified in Section 1. Its purpose is to form a political organization which is a General Purpose Recipient Committee, to support or oppose more than one candidate or ballot measure<sup>1</sup> within the meaning of California R & T Code 23701(r). The organization is organized for nonprofit purposes, and individuals will not profit from it.

**Section 3: Mission**

To elect progressive candidates for state and local office, and support or oppose ballot measures<sup>2</sup>.

**Section 4: Formation**

This is a grassroots political action committee formed by progressive activists residing in the state of California.

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<sup>1</sup> This Committee shall work on ballot measures to an insubstantial degree.

<sup>2</sup> This Committee shall work on ballot measures to an insubstantial degree.

## **Section 5: Method of Governance**

This corporation shall be governed by these Bylaws, subject to amendments as deemed appropriate by the Board of Directors and according to the laws of the State of California.

## **Section 6 Dissolution**

PDA-CA may be dissolved at any time by vote of a majority of the Board of Directors. In the case of dissolution, any remaining assets or funds may be distributed to another political organization or an organization exempt from taxation under IRS section 501(c)(3) as the Board shall determine by majority vote.

## **Article II**

### **Board of Directors**

#### **Section 1: Board of Directors - Composition**

- A.** The Board of Directors shall have 5 Directors in number, who shall serve for a term of 6 years, subject to Amendment. These are voluntary (unpaid) positions.
- B.** The Board shall consist of 5 Directors, each with one vote in all matters. No director may vote by proxy. Four of these Directors shall be Officers and one shall be an At Large Director. The Board shall elect its Officers by majority vote.

At present, these are:

<b>President</b> –	Michael Thaller
<b>Vice President</b> –	Shirley Golub
<b>Secretary</b> –	George William Hess
<b>Treasurer</b> –	Michael Goldman
<b>At Large</b> –	Michael McLaughlin

- C.** The Board may, at its option, redistribute these offices by election as in Section B, at reasonable intervals.

- D. Any director or officer may resign at any time upon 2 weeks' written notice to the President and Secretary.
- E. A vacancy on the Board, by resignation or removal for cause, shall be filled by appointment by a majority vote of the Board.
- F. Removal from the Board for cause shall be by a vote of no less than 3 members. Cause shall be defined as unexcused absences (as shall be defined by the board) at 3 consecutive Board Meetings, an act of malfeasance, or demonstrated inability to perform the duties of the position. Two weeks' written notice to the individual in question shall be required.
- G. Leave of Absence – a Board Member may, for reasonable cause, take a leave of absence for a considerable period of time. Reasonable notice must be given to the Board, except in the case of medical or other emergency. When a Leave of Absence is taken, the Board shall appoint, by majority vote, an interim Director for the duration of that leave. The intent of this provision is to maintain a full complement on the Board, and to provide for the development of competent and knowledgeable new persons to fill vacancies as they arise. There should be no more than one (1) Leave of Absence taking place at any given time.
- H. Each and every Director and Officer shall conduct him/herself within the boundaries of Corporations Code Sections 7231, and 7231.5 which shall be posted electronically by the President, such that each may review at any time.

## **Section 2: Board of Directors – Process and Duties**

- A. Board Meetings: The Board shall meet as frequently as it determines necessary, but at minimum, once per year. Board meetings may be conducted in person at a mutually determined time and location, or via videoconference or teleconference at a mutually determined time. Any Board Member may call for a meeting on an emergency basis. The President and Secretary shall set the Board Meeting as soon as practicable in accordance with Article II, Section 2, Paragraphs E and G.
- B. Reasonable Notice of Board Meetings with a proposed Agenda shall be provided to all Board members via email, pursuant to Section E. Emergency Board Meetings must be preceded by no less than 48 hours' notice given to all Board members via email and telephonically, including voicemail.
- C. Quorum: In order to conduct business a quorum of 4 is required.
- D. The Board shall govern by a majority vote of no less than 3, but with exceptions as noted in other provisions.

- E. The President shall call, notice, and preside over all meetings of the Board and shall prepare the Agenda, assisted by the Vice President.
- F. The President shall ensure that a copy of the current version of the Bylaws be available for online review at any time by any Director.
- G. The Vice President shall perform the duties of the President in the event of absence, illness or leave of absence. The Vice President shall perform such other duties as determined by the Board.
- H. The Secretary shall be responsible to poll Board Members for availability for upcoming Board meetings, to record the Minutes of the Board Meetings and keep a permanent record of all such Minutes, shall prepare such correspondence as determined necessary by the Board, and shall maintain any other necessary records not required by regulatory bodies.
- I. The Treasurer shall maintain all financial books and records, and shall prepare and timely file all filings required by all Federal and State regulatory authorities. The Treasurer shall provide quarterly and annual financial reports to the Board.
- J. The Board shall be responsible to make decisions on Budgeting, Finance and Fundraising.
- K. As the need arises, and according to PDA-CA's ability and at the discretion of the Board, the Board shall be responsible for the search, selection and hiring of an Executive Director, for determining the compensation paid for that position, evaluation of the performance of the individual holding that position, and, should it become necessary, for the removal of the individual from that position. Duties of the Executive Director are delineated in Article III, subject to Amendment by the Board.
- L. Parliamentary Authority shall be governed by Roberts Rules of Order.
- M. The Board shall be responsible to create and approve the broad initiatives that PDA-CA shall undertake. These initiatives shall include the Endorsement Policy and Procedures, criteria for endorsement and support or opposition of specific initiatives, and any other broad initiatives deemed necessary by the Board.
- N. The board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the board.

## **Article III**

### **Staff**

#### **A. The Executive Director**

The Executive Director is a Staff Position and does not hold a position on the Board.

The Executive Director shall oversee staff operations of PDA-CA, shall be responsible for personnel decisions including all staff hiring and firing and individual compensation, and determine the duties and responsibilities of each staff member, all subject to prior approval by the Board. The Executive Director shall supervise and review the performance of all other staff. The Executive Director, subject to prior approval by the Board, shall also supervise and manage all primary contractors and vendors.

The Executive Director shall review all current initiatives and recommend potential new initiatives.

The Executive Director shall keep the Board informed of all important developments within PDA-CA, as they arise, with special emphasis on any matters which might be substantially detrimental to the organization.

Additional duties of the Executive Director shall be enumerated in the Job Description when the need arises pursuant to Article II Section J.

## **Article IV Amendments**

The Board may amend these Bylaws by majority vote.

## **Article V**

### **Bylaws effective date**

These Bylaws are adopted effective ----- March 2, 2018.