

**BY-LAWS OF
THE MALDEN DEMOCRATIC CITY COMMITTEE**
with Amendments Adopted through 02.12.2022

Article I – NAME

This organization shall be known as the Malden Democratic City Committee (for purposes of this document, hereinafter “MDCC”). This Committee is also known as “Malden Democrats” or “Malden Dems.”

Article II – AUTHORITY AND PURPOSES

The MDCC is organized and constituted under authority of and in accordance with the General Laws of the Commonwealth of Massachusetts and in accordance with the Massachusetts Democratic Party Charter. The purposes of the MDCC shall be to:

- foster and advance the ideals and aims of the Democratic Party;
- endorse and work and organize for the success of enrolled Democratic candidates in partisan and nonpartisan primaries, preliminaries, and elections at National, State, District, City, and Ward levels;
- maintain and encourage interest, registration, and activity in the Democratic Party;
- do all things necessary or incidental to building and strengthening the Democratic Party in Malden and beyond; and
- conduct other activities suitable for a political organization including, but not limited to: financial support of the State Committee and Democratic nominees; the adoption of resolutions and platforms; the raising and disbursing of funds for political purposes; voter registration campaigns; and the calling of caucuses for the purpose of endorsing candidates, adopting resolutions, or conducting other Party business as provided for in the call

In accordance with the Massachusetts Democratic Party Charter, the MDCC is intended to be a working committee that is dedicated to the cause of winning elections. All Members should pledge a minimum of 40 hours in each 2-year election cycle to organizing or soliciting financial or grassroots voter support for Democratic candidates, at least half of which shall be in the general election time period. Notwithstanding any other provision of these bylaws, failure to work actively in any election cycle could result in removal from all Democratic Party offices, if voted by the MDCC after a hearing. The Chair of the MDCC and the Ward Committee Chairs shall be responsible for ensuring compliance with this pledge.

Article III – MEMBERSHIP

Members of MDCC. Pursuant to Chapter 52 of the General Laws of the Commonwealth, all of the Members of each of the Democratic Ward Committees of Malden shall constitute, together, the membership of the MDCC.

Each Ward Committee shall consist of not more than 35 Elected or Appointed Members, plus all 20-year Members and Ex-Officio Members residing in the Ward.

Membership in the MDCC shall be open only to registered voters having a voting residence in Malden and who have been registered as Democrats for at least the 90 days immediately preceding membership.

In the absence of any Ward Committee By-Laws, Sections 2 through 4 of Article III will govern the membership of Ward Committees.

1. Types of Members.

Regular Members shall be equal in status and shall include Elected Members, Appointed Members, 20-year Members, and Ex-Officio Members. Only Regular Members shall have the right to vote, to be eligible for election to an MDCC office, and to be eligible to chair MDCC Subcommittees.

Elected Members shall be those elected during the Presidential Primary for a period of 4 years.

20-year Members shall be those who have served as Regular Members or Ex-Officio Members of their Ward Committees for 20 or more years as provided for in Article 2, Section 2 of the Massachusetts Democratic Party Charter.

Ex-Officio Members shall include Democratic State Committee members. Service as an Ex-Officio Member shall be counted in determining 20-year status.

Associate Members shall be those elected by their Ward Committee but not as a Regular Member. There shall be no limit to the number of Associate Members on a Ward Committee. Appointed Members shall be those appointed by a vote of the Regular Members of their Ward Committees subsequent to the Presidential Primary. Associate Members shall not have the right to vote in Committee business or be eligible for election to an MDCC office. Associate Members shall otherwise have the right to participate in MDCC meetings and activities and to receive consideration at the next election of Ward Committee members.

2. Vacancies in Ward Committees. A vacancy in a Ward Committee occurs when:

- fewer than the full number of Elected Members were elected to the Ward Committee in the Presidential Primary;
- a Regular Member submits the Member's resignation to the Secretary of the Ward Committee who forwards the resignation to the Secretary of the MDCC;
- a Regular Member cancels or changes the Member's party enrollment and is no longer a registered Democrat;
- a Regular Member has been removed under Article 2, Section 5 of the Massachusetts Democratic Party Charter;
- a Regular Member is appointed to a state or federal office that precludes membership in a partisan political body;
- a Regular Member moves the Member's residence for voting purposes out of Malden and is no longer a registered Democrat in Malden.
- a Regular Member moves the Member's residence for voting purposes to a different Ward and is appointed as a Regular Member by the Committee of the new Ward; or
- the end of the year passes in which a Regular Member moved the Member's residence for voting purposes outside the Ward and has not been elected as a Regular Member to the Committee of the Member's new Ward.

3. Ward Committee Vacancies Filled - Definition. A vacancy in a Ward Committee shall be regarded as filled when:

- a vote of the remaining Regular Members of the Ward Committee has taken place to fill the vacancy or the vacancy has been filled by the MDCC as provided for in Article XII, Section 4, and
- the Chair or Secretary of the Ward has notified the Chair of the MDCC, the Secretary of the Democratic State Committee, the Secretary of the Commonwealth, the Office of Campaign and Political Finance, and the Malden City Clerk's Office of the filling of the vacancy by U.S. mail, electronic mail, or personal delivery.

Article IV - OFFICERS AND DUTIES OF THE MDCC

1. Organization and Election of Officers. The MDCC, at the next meeting following the election of its Members (hereinafter the "organizational meeting"), shall meet and elect Officers as set forth below. The Officers shall be elected from among the Regular Members of the MDCC.

2. Officers of the MDCC Defined. The Officers consist of a Chair, 2 Vice-Chairs, Secretary, Treasurer, and Affirmative Action and Outreach Advisor. These Officers shall be elected at the organizational meeting and shall serve for a term of 2 years, at the end of which new elections for Officers shall be held. No individual may hold more than 1 MDCC office. When electing Vice-Chairs, they shall be of differing genders at the time of election.

- a. **Chair.** The Chair shall, in addition to the duties required by law, preside at all meetings of the MDCC and shall have general charge and supervision of all MDCC activities. The Chair shall have the power to appoint the chairs

of all Subcommittees as are created from time to time by vote of the Regular Members and special subcommittees. The Chair shall have the power to call all special and regular meetings of the MDCC at a time that the Chair deems advisable, subject to the vote of the MDCC in fixing the number of regular meetings to be held during the course of the year and subject to appropriate notification of Members by the Secretary as described in Section 4 of this Article.

- b. **Vice-Chairs.** One of the Vice-Chairs shall preside at all meetings of the MDCC or Executive Committee in the absence of the Chair, alternating between the two Vice-Chairs. The presiding Vice-Chair shall perform all duties and have the powers of the Chair in the case of the Chair's absence.
- c. **Secretary.** The Secretary shall keep a record of all proceedings of the MDCC and shall issue notice of meetings by U.S. mail, electronic mail, phone or personal delivery to Members as far in advance as possible and at least 10 days prior to the date of such a meeting. The Secretary shall also provide public notice through local media. Members are responsible for providing the Secretary with any changes to their contact information. Notice of meetings shall, to the extent possible, indicate whether the agenda will include any of the following: the filling of leadership vacancies, the removal of Members or Officers, amendments to the By-Laws, endorsements, or the adoption of a resolution. The Secretary shall, within 10 days after the organization of the MDCC, file with the Secretary of the Commonwealth, the Secretary of the Democratic State Committee, and the Malden City Clerk a list of the Officers and Members of the MDCC and shall file with the same officials a statement of any changes in the organization or Members of the MDCC promptly following the occurrence of such a change. Nothing in the preceding sentence, however, shall prohibit the raising of new business, resolutions or other matters not included in the agenda.
- d. **Treasurer.** The Treasurer shall have custody of all funds belonging to the MDCC, pay all obligations of the MDCC and procure and file receipts for all such payment. No expenditures of funds of the Committee shall be made by the Treasurer outside the regular activities or expense thereof except upon the approval of a majority of the Committee at a special or regular meeting.

The Treasurer shall provide a report of the financial condition and transactions of the MDCC at all regular meetings. A detailed report shall be submitted annually. Additionally, the Treasurer shall file reports with the appropriate state and local offices with regard to fundraising.

- e. **Affirmative Action and Outreach Advisor.** The Affirmative Action and Outreach Advisor shall be responsible for developing strategies and activities to expand participation in the MDCC of the Massachusetts Democratic Party's Affirmative Action target groups.
3. Vacancies of MDCC Offices. If an Officer dies, resigns or is permanently removed from the MDCC, the Officer's position shall be declared vacant and shall be filled at the next regular meeting of the MDCC. A statement of the change of the Officers of the MDCC shall be sent immediately by the Secretary of the MDCC to the Secretary of the Commonwealth, the Secretary of the Democratic State Committee, and the Malden City Clerk. The term of the Officer filling the vacancy shall expire at the time that the term of the previous Officer would have expired.

Article V – SUBCOMMITTEES

The MDCC may establish Subcommittees that it deems necessary or appropriate. Subcommittees shall be composed of any Regular Members or Associate Members of the MDCC who desire to serve on it. In addition, at the discretion of the Subcommittee chair, unless otherwise specified in these By-Laws, Subcommittee activities may include volunteers who are not Regular Members or Associate Members of the MDCC if they are willing to serve. Subcommittees shall submit reports to the MDCC at regular meetings. Each subcommittee shall keep a record of its proceedings, and shall make that record available to any Member of the Malden Democratic City Committee upon request.

Article VI – MEETINGS AND QUORUM

Regular meetings of the MDCC shall be held at least 6 times annually in Presidential Primary election years, at least 4 times annually in non-election years, and at least once each quarter. A quorum for the transaction of business shall be twenty Regular members or $\frac{1}{3}$ of the Regular members, whichever is less. To adopt a proposed action not otherwise provided for in these By-Laws, a majority shall constitute more than half of those present and voting.

Article VII – CALLING A MEETING WITHOUT CONSENT OF CHAIR

If the Chair refuses to call a meeting of the MDCC or is otherwise unable to do so, the Vice-Chairs may call such a meeting. If the Vice-Chairs refuse to call such a meeting or are otherwise unable to do so, the Executive Committee may, by a petition signed by a majority of its members, order the Secretary of the MDCC to call a meeting of the MDCC. In addition, a special meeting may be called by the Secretary of the MDCC upon receipt of a petition signed by at least $\frac{1}{5}$ of the Regular Members of the MDCC, and the Secretary shall call the meeting within 2 weeks.

Article VIII – BY-LAWS

1. By-Laws Subcommittee. There shall be a By-Laws Subcommittee appointed by the Chair from the Regular Members. The Chair of the MDCC shall designate the Chair of the By-Laws Subcommittee.
2. Amendments to the By-Laws.
 - a. The By-Laws may be amended at any regular meeting by vote of the Regular Members of the MDCC if the proposed amendment is in writing, signed by the Regular Member proposing it, and delivered to the Chair before the meeting at which the proposal is to be considered. A proposed amendment shall not be considered unless it has been sent to all Members by U.S. mail, electronic mail, or personal delivery at least 30 days before the meeting at which it will be considered. A proposed amendment shall not be considered if it contradicts the Massachusetts Democratic Party Charter.
 - b. The Chair shall refer a proposed amendment to the By-Laws Subcommittee immediately upon receipt, and the By-Laws Subcommittee shall make a report with its recommendations at the same meeting that the amendment is to be considered. If the By-Laws Subcommittee is unable to make its recommendation at the same meeting, its recommendation, if any, and the proposed amendment shall be considered at the next meeting.
 - c. To be adopted, a proposed amendment that has been recommended by the By-Laws Subcommittee shall be approved by a vote of a majority of the Regular Members present. A vote of $\frac{2}{3}$ of the Regular Members present and voting, a quorum being present, shall be necessary to adopt an amendment that has not been recommended by the By-Laws Subcommittee and voting, a quorum being present.
 - d. Unless and until amended or repealed by the Regular Members, these By-Laws shall continue in effect indefinitely following their adoption, and no formal motion shall be necessary at any meeting of the MDCC in order for them to continue in force.

Article IX – ORDER OF BUSINESS

The order of all special or regular meetings of the MDCC shall be as follows:

- Welcome and Roll call of Officers and Members and announcement of quorum
(sign-in sheets may be used in lieu of roll call)
- Guest Speaker or Special Presentation, if any
- Approval of the minutes of previous meeting
- Treasurer's Report
- Reports of Officers and Subcommittees
- Reading of communications addressed to the MDCC, if any
- Old or unfinished business
- New business
- Announcements
- State Committee reports, if any
- Adjournment

The Order of Business may be changed during a meeting by 2/3 vote of the members present and voting.

Article X – EXECUTIVE COMMITTEE AND ITS MEETINGS

The Executive Committee of the MDCC shall consist of the MDCC Officers plus the Chairs of each of the Ward Committees. Meetings of the MDCC Executive Committee may be held from time to time at the discretion of the Chair to conduct the business of the MDCC between regular MDCC meetings in a manner that is consistent with the purposes of the MDCC. Meetings of the Executive Committee may be called by the Chair or by a majority of its members provided that notice is given to members of the Executive Committee at least 7 days before the meeting. At least 3 Officers of the MDCC must be in attendance.

Article XI – REMOVAL OF MDCC OFFICERS

Removal. Each Officer of the MDCC shall pledge to diligently and honorably perform the duties of the position and resign if unable to do so. An Officer may be removed from office by a 2/3 vote of those Regular Members present and voting, a quorum being present, at an MDCC meeting for:

- failure to perform the duties of the position as established under these Bylaws;
- failure to attend at least half of the regularly scheduled MDCC meetings during any calendar year;
- public support for or financial contribution to an opponent of a nominee of the Democratic Party who publicly supports the majority of the platform of the Democratic Party as adopted at the most recent state and national Democratic Convention; provided, however, that an Officer for whom a long and deeply held belief would be violated by support of the nominee shall not be removed under this Article;
- unauthorized use of the Massachusetts Democratic Party or MDCC name, logo, or other resources; and
- conviction of a felony criminal offense, after all appeals are exhausted.

Notice and Due Process. An Officer whose removal is sought shall be given notice and an opportunity to be heard. Written notice of the reasons for removal shall be made in sufficient detail to be fully understood by the Officer. A hearing with the MDCC shall be scheduled between 30 and 60 days of the date of the notice.

Opportunity to Resign. An Officer shall be given an opportunity to resign before notice is given to the membership of the MDCC of the hearing on the question of removal.

Refusal to Act. If the MDCC refuses to act upon or remove an Officer alleged to be subject to removal, the allegation may be appealed to the Democratic State Committee.

Appeal. An Officer removed under this Article shall have 30 days to appeal to the Democratic State Committee, and the vacancy shall not be filled until the final decision of the Democratic State Committee is made.

Article XII – Ward Committees

1. Size and Membership:
 - a. Ward Committee membership and procedure for filling vacancies shall be governed under Article III.
 - b. Failure to elect: Pursuant to Mass. General Laws Chapter 52, Section 4, if there is a failure to elect a Ward Committee, the MDCC Executive Committee shall appoint from among the voters qualified not less than 5 Members to the Ward Committee, and shall call a meeting for its organization. The call for a meeting shall appoint a meeting time and presiding person.
 - c. Failure to organize: Pursuant to Mass. General Laws Chapter 52, Section 4, if a Ward Committee fails to meet and organize within the time prescribed, the MDCC shall call a meeting for its organization. The call for a meeting shall appoint a meeting time and presiding person. If a Ward Committee fails to meet at the time appointed and organize, the election of each of its Members shall be void and the same proceedings shall be had as are provided for in paragraph A of this Section.

2. Organization and Officers: Each Ward Committee shall, between 30 and 40 days following the election of its Members, meet and organize to elect a Chair, Secretary, Treasurer, Affirmative Action and Outreach Adviser, and any other Officer that it decides to elect. Duties of these Officers shall be as defined in Article IV, Sections 2 through 6.
 - a. Term of officers: Each of the Ward Committee Officers is elected for a term of 2 years, after which the Ward Committee will vote on Officers.
 - b. Notification of election of officers: The Secretary of a Ward Committee shall notify the Secretary of the Commonwealth, the of the MDCC, the Democratic State Committee, and the Office of Campaign and Political Finance in writing of the names and addresses of the Officers of the Ward Committee upon their election at the organizational meeting or upon the occasion of any change in status.
 - c. The Treasurer's acceptance of responsibilities: The Treasurer of each Ward Committee shall notify the Office of Campaign and Political Finance of the Treasurer's acceptance of the responsibilities of that office.

3. Filling of Member vacancies: By a vote of a majority of those Regular Members present and voting, a quorum being present, a Ward Committee may authorize the appointment of 1 or more new Regular Members, provided that the Ward Committee has fewer than 35 Regular Members (excluding Ex-Officio Members and 20-year Members); the prospective Member has been a registered Democrat for a period not less than the 90 days immediately preceding the meeting. Notification of the meeting where voting is to take place shall include whether new Member appointments will be considered and, if possible, information about prospective new Members. Upon appointment of a new Member, the Secretary of the Ward must notify the Secretary of the Commonwealth, the Chair and Secretary of the MDCC, the Secretary of the Democratic State Committee, and the Malden City Clerk, in writing, of the change in membership.

The candidates to receive first consideration for the filling of Ward Committee vacancies shall be, in no particular order:

- Current Members of other Ward Committees in the City who have moved into the Ward;
- other active Democrats in the Ward;
- Associate Members of the Ward Committee;
- Members of a Ward Committee or Town Committee of another municipality.

Appointment of Associate Members. At any Ward Committee meeting, by a vote of a majority of Regular Members of the Ward, a quorum being present, the Ward Committee may authorize the appointment of Associate Members. Associate Members shall have the rights defined in paragraph B of Section 2 of Article III.

4. Officer Vacancies. Vacancies in the office of Chair, Secretary, Treasurer, Affirmative Action and Outreach Advisor, and any other office of a Ward Committee shall be filled by the Committee from among the Regular Members of the Ward Committee. A statement of such a change shall be filed as in the case of the Officers first chosen. The term of the Officer filling the vacancy shall expire at the time that the term of the previous Officer would have expired.

5. Removal of Ward Committee Officers and Members.

- a. Removal. Each Officer of the MDCC shall pledge diligently and honorably to perform the duties of the position and to resign if unable to do so. Officers and Members of a Ward Committee may be removed from office by a 2/3 vote of those Regular Members present and voting, a quorum being present, at a Ward Committee meeting for:
 - failure to perform the duties of the position as established under these Bylaws;
 - failure to attend at least half of the regularly scheduled MDCC or Ward meetings during any calendar year;
 - public support for or financial contribution to an opponent of a nominee of the Democratic Party who publicly supports the majority of the platform of the Democratic Party as adopted at the most recent state and national Democratic Convention; provided, however, that an Officer or Member for whom a long and deeply held belief would be violated by support of the nominee shall not be removed under this Section;
 - unauthorized use of the Massachusetts Democratic Party, MDCC, or Ward Committee name, logo, or other resources; and
 - conviction of a felony criminal offense, after all appeals are exhausted.
- b. Notice and Due Process. An Officer or Member whose removal is sought shall be given notice and an opportunity to be heard. Written notice of the reasons for the removal shall be made in sufficient detail to be fully understood by the Member. A hearing with the Ward Committee shall be scheduled between 30 and 60 days of the date of the notice.
- c. Opportunity to Resign. An Officer or Member shall be given an opportunity to resign before notice is given to the membership of the Ward Committee of the hearing on the question of removal.
- d. Refusal to Act. If a Ward Committee refuses to act upon or remove an Officer or Member who is alleged to be subject to removal, the allegation may be appealed to the MDCC, and if not acted upon by the MDCC, to the Democratic State Committee.
- e. Appeal. An Officer or Member removed under this section shall have 30 days to appeal to the Democratic State Committee and the vacancy shall not be filled until the final decision of the Democratic State Committee.

6. Adopting and Amending Ward By-Laws: Adopting and Amending Ward By-Laws.

- a. Each Ward Committee may adopt and amend its own bylaws by vote of a majority of the committee's members, a quorum being present.
- b. In the absence of having its own By-Laws, a Ward Committee shall organize and operate according to this Article.

7. Meetings and Quorum: Regular meetings of the Ward Committee shall be held at least 6 times annually in Presidential Primary election years and at least 4 times annually in non-election years and at least once each quarter. Ward Committee meetings may be held immediately before or after a regular meeting of the MDCC, if appropriate. The Secretary of the Ward or the Secretary of the MDCC shall notify Members of a meeting in advance in accordance with the applicable notification requirements in the By-Laws. In addition, Ward Committees may call additional meetings. A quorum for the transaction of business shall be 5 members or a majority of the members of the committee, whichever is less.

A majority of Members present and voting shall be required for the adoption of a proposed resolution.

Calling a Meeting without Consent of Chair: If the Chair refuses to call a Ward Committee meeting, a meeting may be called by the Secretary of the Ward Committee upon receipt of a petition signed by at least 1/5 of the Regular Members of the Ward Committee, and the Secretary shall call the meeting within two weeks.

Article XIII – Robert's Rules

Robert's Rules of Order, as most recently revised, shall govern the conduct of the meetings of the MDCC.