

AVERY POINT DEMOCRATIC CLUB BYLAWS

ARTICLE I. TITLE

The name of the organization shall be the Avery Point Democratic Club (APDEMS).

ARTICLE II. AUTHORITY AND EFFECTIVE DATE

1. Upon the initial adoption and/or subsequent amendment by a majority of the members as defined here in Article IV, paragraph 2 and in accordance with the provisions of Article IX, these Bylaws shall be binding on all members and guide the Board of Directors in the execution of their respective roles for the APDEMS.
2. Upon their initial adoption and/or the subsequent amendment thereof, these Bylaws shall take effect on the first day of the month following their initial adoption or later amendment.

ARTICLE III. VISION AND MISSION

1. **Vision Statement:** The APDEMS is established to promote an educated, informed and active electorate.
2. **Mission of the APDEMS:**
 - a) To inform and educate our Avery Point population on democratic issues.
 - b) To encourage participation in the democratic process, and by advocating for and supporting Democratic candidates.
 - c) To actively support issues that are important to our Democracy.

ARTICLE IV. MEMBERSHIP

1. Membership in the APDEMS Club shall be open to all residents of Avery Point. Any resident attending an APDEMS general meeting will be considered a "Guest" unless and until they have paid the established dues approved by the Board of Directors or the membership at a meeting where a quorum is present.
2. APDEMS membership shall be conferred on any Avery Point resident that pays the established dues adopted by the Board of Directors or the regular membership at an APDEMS meeting where a quorum is present.
3. Any member may make membership nominations, vote, hold APDEMS elected or appointed office, and chair or serve on any standing committee of the organization. Failure of a member to maintain their regular status by paying any required dues shall be cause for the APDEMS Club to change their

status to “guest”, thereby disqualifying the resident from any of those roles or activities reserved under this section for members.

4. Anyone that displays disgraceful or disrespectful behavior towards the APDEMS or any member thereof at any APDEMS-sponsored event shall be asked by the presiding Co-Chairperson to leave the meeting or event.
5. No member **acting on behalf of the APDEMS** (with the exception of a Co-Chairperson, as provided further in paragraph 6 below), shall engage in any activities attempting to influence legislation, or directly or indirectly publish or issue statements on behalf of any political campaign(s) or public office candidates.
6. Upon the approval of the APDEMS Board of Directors, a Co-Chairperson may act on behalf of the APDEMS by directly or indirectly publishing or issuing statements in support of or opposition to political campaign(s) or public office candidates or other public issues before any governmental or education body outside the Avery Point community.

ARTICLE V. BOARD OF DIRECTORS

The APDEMS shall be led by a Board of Directors (i.e. “the Board”) composed of four elected officers (i.e. the “Executive Committee”) and five At-Large members appointed by the Co-Chairpersons. These nine members will guide the APDEMS in planning the timing, place and programming of all meetings and activities of the APDEMS. (See Article V, Section 2.)

SECTION 1. OFFICERS.

1. There will be an APDEMS Executive Committee comprised of four officers, elected by the membership to serve a two (2) year (i.e. biennial) term. Each term shall expire as of December 31st of odd-numbered years (e.g. 2025, 2027, etc.).
2. Election of Officers.
 - a) In each odd-numbered year during the December general membership meeting of the APDEMS where a quorum is present, the Nominating/Elections Committee will present to the APDEMS membership at least one nominee to fill a slate of candidates for each Officer position. Any active member, including current Officers and At-Large members of the Board, may be nominated for an Officer position. Nominations from the floor at a general membership meeting may add to the proposed slate of Officers. Any candidate nominated from the floor must accept the nomination to

be considered on the ballot for Officers. For the positions of Co-Chairperson, regular membership in the APDEMS for one (1) year shall be required for their candidacy for the position.

- b) In each odd-numbered year during the December general membership meeting of the APDEMS, the Nominating/Elections Committee will provide a generic ballot for taking the membership vote on: 1) the biennial election of officers, 2) the APDEMS annual dues (if a change has been proposed by and approved by the Board), 3) any other issues to be voted on by the membership. This ballot will be distributed to all members which register at a meeting where a quorum is present.
 - c) If there is only one candidate on the slate for any or all Officer position(s) and there are no floor nominations, said candidate(s) may be approved by a vote of acclamation by the membership.
 - d) In the event that two or more candidates are nominated for any Officer position, the Nominations Committee shall function as the Ad-Hoc Election Committee and distribute and collect a secret ballot upon which each member shall write the name of the candidate they choose for the contested position. These ballots will be collected, tallied and the resulting winner for the contested position shall be announced at the December meeting. If a member of the Nominating/Elections Committee should be a candidate for any contested Officer position, they shall be replaced by the presiding Co-Chairperson for another active member for purposes of collecting and tallying the membership vote for the position sought by said candidate.
3. Should a vacancy in either an Officer or At Large position occur between biennial elections, the Co-Chairperson(s), in consultation with the Board of Directors, may appoint any member to serve the balance of the vacant position's term.
 4. All members of the Board of Directors shall be generally familiar with Roberts' Rules of Order for conducting APDEMS business at Board, general or special membership meetings.
 5. The Executive Committee may meet, from time to time, without the full participation of the remaining members of the Board; however, the Secretary shall advise those remaining members of the Board not in attendance of the reason(s) for the meeting and any outcome decisions.

SECTION 2. OFFICER DUTIES

This section details the role and responsibilities of the four officers serving on the Executive Committee of the Board of Directors.

1. Co-Chairperson.

- a) There shall be two Co-Chairpersons on the APDEMS Board of Directors and they shall collaboratively direct and supervise the overall business of the Organization.
- b) Either Co-Chairperson may preside over any meetings of the Board of Directors and the membership provided the Co-Chairpersons have decided in advance who shall be the presiding Co-Chairperson for any Board, general or special meeting. The presiding Co-Chairperson of any meeting shall be responsible for conducting said meetings in accordance with Roberts' Rules of Order¹.
- c) The Co-Chairpersons shall mutually be the main point of contact or liaison for the Organization in matters dealing with the Avery Point Administration. The Co-Chairpersons may delegate said responsibility, as deemed appropriate, to another member of the Board of Directors.
- d) The Co-Chairpersons shall appoint five (5) At-Large members of the Board of Directors. Each At-Large member shall chair a Standing Committee unless other arrangements are agreed to by the Board. The Co-Chairpersons have the authority to rescind any Standing Committee Chair appointment as deemed necessary.
- e) The Co-Chairpersons, in consultation with the Board of Directors, shall be responsible for planning and implementing a schedule of speakers and topics to be covered at each regular monthly meeting.
- f) The presiding Co-Chairperson at any meeting shall not vote in matters before the Board of Directors or the membership except to break a tie vote. However, the non-presiding Co-Chairperson may cast a vote on any issue being decided by a secret ballot or voice vote before the Board or the membership.

2. Treasurer.

- a) The Treasurer is responsible for collecting all monies payable to the APDEMS Club and depositing said monies in the Club's checking account.
- b) The Treasurer shall pay all expenses incurred by the Club that have been approved by the Board of Directors consistent with the adopted budget or by a majority vote of the membership at a meeting where a quorum is present. Incidental expenses submitted to the Treasurer for reimbursement by members of the Board of Directors shall be paid if the expenses fall within the

¹ See: <http://www.rulesonline.com/>

budget limits approved by the Board. If incidental expenses submitted for reimbursement are not within the budget limits approved, the Treasurer shall seek Board authorization prior to processing and disbursing payment.

- c) The Treasurer shall recommend to the Board of Directors appropriate dues to ensure the ability of the group to meet whatever financial obligations are required for the operation of the APDEMS.
- d) The Treasurer shall assist the Board of Directors in preparing an operating budget for the coming year. Said budget shall be prepared and adopted by the Board no later than January 31st of each year and may be amended by the Board, as needed, throughout the year to reflect unexpected revenues received and/or expenditures incurred by the APDEMS.
- e) The Treasurer, in collaboration with the Membership Committee Chair, shall be responsible for notifying any member if their annual dues are unpaid and the deadline for payment in order to maintain their APDEMS membership status.
- f) The Treasurer shall be responsible for ensuring that the bank signature cards for the Club's checking account are updated with any change resulting from an Officer election.
- g) The Treasurer shall prepare a quarterly financial statement to be presented to the membership by posting, in collaboration with the Internal Communications Committee Chair, said statement on the APDEMS website for membership review. Said statement shall detail the revenues and expenses of the APDEMS for the most recent quarter. The Treasurer shall also be prepared to provide a brief verbal report on the Club's financial condition at each monthly general membership meeting.

3. Secretary.

- a) The Secretary shall maintain complete and accurate minutes of all meetings, including an historic archive² of past APDEMS meeting minutes. Said minutes shall include the listing of all participating Board members and visitors. This archive should also include correspondence, thank-you notes, and requests.
- b) Minutes of each general membership meeting shall be prepared and posted on the APDEMS website³ within a reasonable period prior to the next general membership meeting.

² See: <https://apr-groups.com/dc-gen-met-min>

³ Found on the Internet at: <https://apr-groups.com/dc-gen-met-min>

- c) Unless otherwise specified in the Bylaws or delegated by a Co-Chairperson, the Secretary shall handle all correspondence on behalf of the APDEMS.

SECTION 3. EX-OFFICIO MEMBERS

1. During their term in office, the Co-Chairpersons may also serve on any Standing Committee in an ex-officio advisory, non-voting capacity.
2. In the year following an election of new Co-Chairpersons, the former Co-Chairperson(s) may serve on the APDEMS Executive Committee in an ex-officio advisory, non-voting capacity. Upon completion of the year following their previous term in office, their ex-officio membership on the Executive Committee shall expire.

SECTION 4. AT LARGE BOARD MEMBERS

1. There shall be five (5) At Large members of the Board of Directors appointed by the Co-Chairpersons. Each At-Large member shall have responsibility for a Standing Committee unless otherwise agreed upon by the Executive Committee.
2. Each At Large member of the Board shall be responsible for:
 - a) Organizing and expanding their committee, as needed, by recruiting member volunteers to work on committee project assignments.
 - b) Carrying out the work of the committee.
 - c) Explaining and emphasizing to their committee members the need to adhere to Avery Point guidelines as detailed in the Resident Handbook as well as guidance provided to Activity Group leaders by the Avery Point administration.
 - d) Reporting on the progress of the committee's work to the Board and/or the membership.
3. APDEMS members wanting to be considered for appointment as an At Large member of the Board shall submit a letter (or email) to a Co-Chairperson (with a copy to the Club Secretary) expressing:
 - a) their interest in serving on the APDEMS Board with an indication of their career background, any prior experience with other organized social or political action groups and the Standing Committee(s) on which they are interested chairing or serving.
 - b) their understanding of and agreement to abide by the APDEMS Bylaws, the direction of the Executive Committee and the Avery Point Resident Handbook guidelines pertaining to group activities.

4. Upon review of the submitted materials from prospective candidates, the Co-Chairpersons shall appoint member(s) to fill any vacancy(ies) for any At Large position(s) on the Board.

SECTION 5. APDEMS PARLIAMENTARIAN.

While both Co-Chairpersons and the other members of the Board of Directors are expected to be familiar with and follow Robert's Rules of Order in the conduct of APDEMS business, the Board may decide that appointment of a Parliamentarian for the Club may be beneficial to:

1. improve the Board's understanding of and practice in following Robert's Rules of Order in the conduct of meetings, and
2. render an opinion, upon request of a Co-Chairperson, on the appropriateness of any action proposed or taken by the Board of Directors.

Should a Parliamentarian be appointed by the Co-Chairpersons and their opinion sought at any meeting, the opinion may be given at the time requested or the issue may be taken "under advisement" by the Parliamentarian, effectively tabling the issue until the Parliamentarian can research the question and render a guiding opinion on the matter.

ARTICLE VI. STANDING COMMITTEES

There shall be five (5) Standing Committees of the APDEMS as described below. The role descriptions for each committee are to be considered general guidelines only. These guidelines may be modified by the Co-Chairpersons in consultation with the Board of Directors. Each Committee Chair shall be an At Large member of the Board (unless noted otherwise) and shall be responsible for guiding the work of the Committee and understanding and adhering to Avery Point's Guidelines as presented in the Resident Handbook or communicated to Community Activity Group Leaders by the Avery Point Administration.

1. **Membership Committee.** The Membership Committee, in consultation with the APDEMS Treasurer, shall be responsible for maintaining the current membership roster of the APDEMS and preparing member sign-in sheets for each general or special membership meeting.
2. **Nominating/Elections Committee.** The nomination process and election of new Officers shall be coordinated and handled by the Nominations/Elections Committee. In the event of a contested election for any Officer seat, the Nominating Committee shall also serve as an Ad Hoc Elections Committee. No active Officer or At Large member of the Board seeking election to an Officer position may serve on the Nominating/Elections Committee and shall be replaced by the presiding Co-

Chairperson for purposes of collecting and tallying the vote for the Officer position for which they are a candidate. This Committee shall also be responsible for preparing a ballot for any secret ballot election required by the organization.

This Committee shall also be responsible for organizing APDEMS responses to national, state and local elections, including but not limited to:

- a) Recruiting APDEMS members for staffing Democratic information tables on Election Day.
- b) Coordinating APDEMS activities with appropriate Avery Point management personnel and the Goochland County Democratic Committee.

3. **Internal Communications Committee.** The Internal Communications Committee shall be responsible for planning, producing and delivering notices in whatever form appropriate (e.g. flyers, emails, AP publications etc.) through the communication channels or media options available at Avery Point, and coordinating with the Avery Point Resident Life staff to inform the APDEMS membership and other Avery Point residents of upcoming meetings, guest speakers and the agenda planned for these events.
4. **Special Projects Committee.** The Special Projects Committee shall be responsible for planning and carrying out special projects of the Club as determined by the Board of Directors, including but not limited to: writing and sending candidate endorsement postcards and Letters to the Editor.
5. **Governmental Relations Committee.** The Governmental Relations Committee shall be responsible for organizing groups to attend political rallies and/or public meetings of the Goochland County Board of Supervisors, School Board or other public bodies or appearances by Congressional, State or local elected leaders.

ARTICLE VII. REVENUES AND EXPENDITURES

1. Revenues

Funds for the purposes of the APDEMS shall be raised by assessed annual dues, voluntary contributions and gifts from any source, and any such other income as may come to the APDEMS through the collective efforts of its members.

2. Dues

- a) The Board of Directors, based on the recommendation of the Treasurer, shall set the initial APDEMS membership annual dues. Annual dues will be payable by the last day of February each year (for existing members). For new members, their membership dues shall be payable at the second monthly meeting which they attend or they may continue as Club guests.

- b) Membership dues are collected to cover the cost of speakers, mailings, events, and supplies to operate the Club and to implement programs or special projects approved by the Board of Directors. Membership dues may also be used for purposes of making political campaign contribution donations approved by the APDEMS membership. Any such use of APDEMS funds for making campaign contributions shall be approved by a majority vote of the membership at either a general or special meeting where a quorum is present.
- c) Any change in annual membership dues shall be recommended by the Board of Directors to the membership and approved by majority of the members attending a General Membership Meeting where a quorum is present to be effective January 1 of the following year.
- d) A notice that annual membership dues payment is due and payable to the APDEMS shall be communicated by the Treasurer (or Membership Committee Chair) to each member no later than January 1 of each year. All dues must be paid by the last day of February, or said member's status shall revert to that of "guest". Any guest may regain membership status by paying the current dues for the year in which they seek to establish (or re-establish) membership.

3. Expenditures

All expenditures in excess of \$500, unless previously approved in the APDEMS annual budget, shall be reviewed and approved by the Board of Directors or otherwise approved by a majority vote of the membership at a meeting where a quorum is present.

ARTICLE VIII. MEETINGS

1. General meetings

- a) General meetings of the APDEMS will occur monthly on the first Friday at a time and location to be determined by the Executive Committee in cooperation with the Avery Point Administration.
- b) A quorum of the Club membership shall be required at any meeting where any vote of the membership is taken on any matter. The required quorum shall be forty (40) percent of the number of members of the Club.

2. Special meetings

- a) Special meetings of the APDEMS membership may be called by the Co-Chairpersons or by a majority vote of the Board of Directors.
- b) Said meetings shall occur at a time and location to be determined by the Executive Committee in consultation with the Avery Point Resident Life Department staff.

- c) The membership will be given at least three (3) days advance notice of the occurrence, the reason for calling and the time and place of such special meeting. Said notice shall be given by email to the membership and by posting, if possible, notice of the meeting in the Daily Activities announcements on the My Erickson app.
3. Standing Committee meetings
- a) Standing committee meetings may be called by the respective Committee Chairs at a time and place convenient to the Committee membership. A courtesy notice of said meetings is recommended to be given the Club's Co-Chairpersons unless notice is waived by the Co-Chairperson(s).
 - b) Meeting locations in Avery Point community rooms must be scheduled and cleared in advance with the staff of the Avery Point Resident Life Department. Meetings also may be held in an Avery Point apartment at the discretion of the apartment owner meeting host.
 - c) It is recommended that the Committee Chair appoint someone to take minutes of the meetings and provide a copy to the Club Secretary within a reasonable period of time as defined by the Board of Directors.
4. Program topics, or opinions and/or points of view expressed by members of the Board of Directors, members of the APDEMS or guest speakers at any APDEMS general, special or committee meetings are not to be considered endorsements of, recommendations by, or the positions of Avery Point Inc. or Erickson Senior Living.

ARTICLE IX. AMENDMENTS

- 1. Amendment(s) to these Bylaws may be proposed, in writing, by any member of the Board of Directors or be submitted, in writing, by any member of the APDEMS to the Board of Directors for consideration. If approved by the Board, said amendment(s) will be presented to the APDEMS membership for consideration at a meeting with a quorum present and subsequent majority vote by the members present to approve the proposed amendment(s).
- 2. Notice of any proposed amendment of these Bylaws, with a copy of the proposed amendment(s), shall be sent to the full APDEMS member roster via e-mail at least 2 weeks in advance of the scheduled meeting at which a vote may be taken to adopt the proposed amendment(s). Said notice shall contain the Board's reasoning for each approved or rejected amendment and the anticipated effect the amendment(s) would have, if adopted, on the APDEMS.