

**BY-LAWS OF THE  
VIRGINIA DEMOCRATIC WOMEN'S  
CAUCUS  
(VDWC)**

**Adopted May 19, 2007: Articles I through VII**

**Date of Most Recent Amendment: February 20, 2016**

**Containing Revisions to:**

**Article II, Sections 2 and 3 (bi-annual membership & dues)**

**Article III, Section 1 (electronic means of electing officers;  
cross-reference to Article VII, optional Standing Rules);  
communication of filing forms for officer positions)**

**Article III, Section 2, Paragraph g (technical, re: audit)**

**Article IV, Section 4, Paragraph b (technical, re: audit)**

**Article VII, Section 1 (optional Standing Rules)**

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**BY-LAWS OF THE**  
**VIRGINIA DEMOCRATIC WOMEN’S CAUCUS**

**Article 1**  
*General Provisions*

**Section 1. Introduction**

- a. This organization shall be known as the Virginia Democratic Women’s Caucus (VDWC).

**Section 2. Authority and Incorporated Documents**

- a. These By-laws shall govern the Caucus and shall continue in effect subject to amendment as provided below. All appropriate provisions of the Virginia Democratic Party Plan (State Plan), as amended, are incorporated into these By-laws by reference and made a part thereof.

**Section 3. Purposes**

- a. The purpose of this organization shall be to unite the women of Virginia in support of the women of the Democratic Party and its candidates, encourage full and equal participation of women in the Party, encourage, educate, and finance Democratic women who aspire to public office, and raise awareness of women’s issues in the Commonwealth and the Virginia Democratic Party.
- b. In promoting its purposes, the Caucus will use meetings, web pages and other media of publicity and communication so as to increase knowledge of all matters pertaining to the Caucus and encourage cooperation among Democratic Women.

## **Article II** ***Membership***

### **Section 1. Eligibility**

- a. The Caucus shall be composed of members “in good standing,” defined as voters registered in Virginia who support the Virginia Democratic Party, believe in the mission of the Democratic Women’s Caucus, return a membership form and proper dues to the Caucus within the designated time frames.
- b. The Executive Board (hereinafter referenced as the Board) shall make reasonable provisions for verifying the applicant’s commitment to the Party, as may be specified in the Standing Rules.

### **Section 2. Voting Privileges**

- a. Voting privileges for a fiscal year are extended to all members of the Caucus in good standing, as defined in Article II, Section 1, for that bi-annual period, with the following exceptions: Members who joined the Caucus fewer than 60 days prior to an election of Officers shall not vote for those offices, and current members who did not meet the deadline for renewal of dues for the upcoming bi-annual period may be excluded from voting for those offices.

### **Section 3. Fiscal Year, Dues, and Membership Period**

- a. The fiscal year shall begin on July 1 and end on June 30 of the following calendar year.
- b. Membership dues shall be payable bi- annually by April 30 of each even-numbered year to cover membership for the next July 1 to June 30 bi-annual period. The amount of dues for the bi-annual period shall be the same as for the prior period, unless a change is made by vote of the Board prior to the notification date specified above.
- c. The Treasurer and the Chair, jointly, shall provide notice of the amount of dues and the due date to current and identified potential members by March 31 of each even-numbered year.
- d. If subsequent period dues are not paid by the beginning of the applicable fiscal year, the member shall be considered “inactive” for the new period and may be restored to active membership only upon payment of a full period’s dues. If the deadline for payment of dues is not met, the Chair may rule that the inactive member shall not be allowed to vote for executive officers.

- e. New members may pay dues after the beginning of the bi-annual period, but the dues shall not be pro-rated, with the following exception: Persons joining on or after March 1 of the odd-numbered year may be charged dues at half the bi-annual rate, at the discretion of the Treasurer; the Treasurer should attempt, at the same time, to obtain from the applicant the bi-annual dues for the subsequent two-year period.
- f. In case of economic hardship, dues may be waived upon application to the Treasurer and approval of the Chair.

Membership may be cancelled during a bi-annual membership period, but dues shall not be refunded except in cases of hardship and upon application to the Treasurer and approval of the Chair. However, when membership is cancelled upon the member's request, the member may not cast any further votes until membership is reinstated with payment of the appropriate membership dues, as described above.

### **Article III** *Executive Board and Officers*

#### **Section 1. Elections**

- a. Each officer's term of office shall begin immediately upon election and shall end when replaced by a person duly elected to the office.
- b. The election of officers shall occur at the first meeting of the Caucus on or after July 1 of even-numbered years. The meeting may either be in person or by electronic means such as telephone conference call or e-mail.
- c. Notice of the election shall be communicated to members and to other interested parties at the discretion of the Chair at least 20 calendar days prior to the meeting. Members wishing to serve on the Board shall complete a filing form to be submitted to the outgoing Board and the Democratic Party of Virginia. The filing form shall be attached to the notice of election or shall be posted on the Caucus website, and the notice of election shall communicate the due date for the filing form.
- d. Rules for the election shall be distributed to the membership at least one week prior to the election, in accordance with the State Party Plan. Only individual members of the caucus in good standing shall have the right to vote. All members in attendance may vote for officers with the exception specified in Article II, Section 2.
- e. The Board may develop Standing Rules pertaining to elections and other matters as indicated in Article VII.

## **Section 2. Officers**

- a. The officers of the Caucus and the Board shall consist of a Chair, the Immediate Past Chair, a First Vice-Chair, a Second Vice-Chair, a Third Vice-Chair, a Secretary, and a Treasurer. The duties and powers of the officers shall be as follows.
- b. The **Chair** shall preside at all meetings; administer and coordinate the activities of the Caucus according to the By-laws; represent the Caucus on the Steering and State Central Committees of the Democratic Party of Virginia as provided in the State Party Plan; represent the Caucus as the principal spokesperson; appoint all ad-hoc committees, subject to approval of the Board; authorize all disbursements of Caucus funds, serve as ex-officio member of all committees, and appoint a Parliamentarian.
- c. The **First Vice-Chair** shall preside at meetings in the Chair's absence; authorize disbursements of Caucus funds in case of disability or unavailability of the Chair; become Chair if the office of Chair is vacated; serve as Membership Committee Chair; serve as Audit Committee Chair; and represent the Caucus on the State Central Committee of the Democratic Party of Virginia as provided in the State Party Plan.
- d. The **Second Vice-Chair** shall serve as Chair of the Ways and Means Committee to organize and administer one major annual fund-raising event and serve as coordinator of all special events.
- e. The **Third Vice-Chair** shall serve as a liaison with the local Democratic Committees of the Party and shall represent the Caucus and encourage involvement with the Caucus on a local level. In this capacity, the Third Vice-Chair shall work with Congressional District Representatives to assure healthy outreach efforts. The Third Vice-Chair shall also chair the Nominating Committee.
- f. The **Secretary** shall record and publish the minutes of all meetings; provide materials and assist in publication of newsletters, press releases, and other communications; and conduct correspondence for the Caucus as requested by the Chair and/or the Board.
- g. The **Treasurer** shall be responsible for receipt, recording and deposit of all Caucus income and payment of all bills for the business of the Caucus. The Treasurer shall prepare an annual budget for approval by the Board and the full membership; prepare a Treasurer's report for approval at each board meeting; prepare a Treasurer's report for each full meeting of the membership; prepare the financial records for the bi-annual audit; and prepare, or cause to be prepared, a notice of dues to all current members as specified in Article II, Section 3.

### **Section 3. Executive Board**

- a. The Executive Board (Board) shall govern the affairs of the Caucus. The Board shall have the authority to make policy for the Caucus and to oversee managerial matters.
- b. The Board shall consist of the Chair of the Caucus, the other elected officers listed in these By-laws and the Congressional District Representatives.
- c. Only female individual members of the Caucus in good standing shall be eligible for election as Board members.
- d. By vote, either the Caucus as a whole or the Board may designate chairs of standing and ad hoc committees who are not voting members of the Board.

### **Section 4. Congressional District Representatives**

- a. There shall be one Congressional District Representative (CDR) from each congressional district. The CDR shall reside in the congressional district which she represents.
- b. The Congressional District Committee shall determine how its Representative is to be selected and notify the Membership Committee Chair of the selection by May 30 of each year. The CDR shall serve as the Caucus's primary liaison with the Virginia Democratic congressional district committees, and local Party chapters. In addition, a CDR shall recruit individual Caucus members within her congressional district.
- c. The Congressional District Committee shall provide for replacement of the Representative in the case of vacancy, reporting such replacement designation to the Membership Committee Chair as expeditiously as possible. In the absence of a timely designation by the Congressional District Committee, the Board may appoint a CDR to fill the vacancy.

### **Section 5. Terms of Office**

- a. The officers and Congressional District Representatives shall serve a term of approximately two years until duly replaced according to these By-laws and Standing Rules.
- b. Terms of office of members of the Board shall begin immediately following their election.

### **Section 6. Board Vacancies**

- a. Any vacancy among the Officers shall be filled by the Board until the next election.

- b. Any vacancy for a CDR shall be filled as specified in Article III, Section 4.

## **Article IV** ***Committees***

### **Section 1. Standing Committees**

- a. Standing committees shall include, but not be limited to the following: Membership, Ways and Means, Audit, Finance, and Nominating.
- b. The Chair may appoint other standing committees and designate their chairs.

### **Section 2. Membership Committee**

- a. There shall be a Membership Committee chaired by First Vice-Chair. At least two other members of the Caucus shall be appointed by the Chair of the Caucus upon recommendation of the Membership Committee Chair. These members need not be members of the Board, but shall be from two congressional districts other than that of the Membership Chair. Other members may be appointed by the Membership Committee Chair, as needed, from among the statewide Caucus membership, such that no more than one member resides in any single congressional district, with the exception of the Chair's district, which may have two, including the Chair.
- b. The Committee shall promote individual memberships in the State Caucus.

### **Section 3. Ways and Means Committee**

- a. There shall be a Ways and Means Committee chaired by the Second Vice-Chair. At least two other members of the Caucus shall be appointed by the Chair upon recommendation of the Ways and Means Committee Chair. These members need not be members of the Board, but shall be from two Congressional Districts other than that of the Ways and Means Chair. Other members may be appointed by the Ways and Means Committee Chair, as needed, from among the statewide Caucus membership.
- b. The Committee shall organize, promote and administer an annual fund-raising event working in conjunction with the State Democratic Party Chair and the Executive and Finance Directors of the State Party.

### **Section 4. Audit Committee**

- a. There shall be an audit committee chaired by the First Vice-Chair consisting of three members appointed by the Board; the Treasurer shall assist the Audit Committee but

shall not be a voting member.

- b. The Audit Committee shall meet to review financial records six weeks prior to the meeting at which officers are to be elected. The audit shall cover the then-current bi-annual period as well as the final six weeks (or more) of the prior period back to the date of the latest audit.
- c. The Audit Committee shall make a financial report, with recommendations when appropriate, to the Board and the Caucus members at the meeting at which officers are elected.

#### **Section 5. Finance Committee**

- a. There shall be a Finance Committee composed of the Treasurer and at least one other member of the Board appointed by the Caucus Chair.
- b. The Finance Committee shall consider proposed changes in the financial accounting and related procedures of the Caucus.
- c. The Standing Rules of the Caucus shall specify a maximum dollar level below which the Chair shall be able to spend funds for purposes generally authorized in these By-laws or by previous Board action.

#### **Section 6. Nominating Committee**

- a. There shall be a Nominating Committee chaired by Third Vice-Chair. At least two other members of the Caucus shall be appointed by the Chair of the Caucus upon recommendation of the Nominating Committee Chair. These members need not be members of the Board, but shall be from two Congressional Districts other than that of the Nominating Committee Chair. Other members may be appointed by the Nominating Committee Chair, as needed, from among the statewide Caucus membership.
- b. The Nominating Committee shall propose a slate of officers at appropriate times and may make recommendations to the Congressional District Committees and the Caucus Chair regarding appointments to fill vacancies.

#### **Section 7. By-laws Committee**

- a. The Caucus Chair may appoint a By-laws Committee and a Chair of that committee, as needed.
- b. The Committee Chair shall be a member of the Executive Board.

- c. The By-laws Committee shall be dissolved only by the action of the Caucus Chair, recorded in the minutes of an Executive Committee meeting.
- d. The Committee shall be an ad hoc committee, and, upon its dissolution, its permanent records shall be turned over to the Secretary of the Caucus for safe-keeping.

### **Section 8. Committee Reporting**

- a. All committees will report to the Board, either electronically, in writing, or in person. Wherever feasible, a written report shall be submitted at the Board meeting and retained by the Secretary with the meeting minutes.
- b. The key features of each committee report shall be recorded in the minutes of Board meeting.

## **Article V** ***Meetings***

### **Section 1. Attendance**

- a. All meetings of the Caucus and its Board shall be open to the public with the exception of executive sessions as noted below.

### **Section 2. Regular Meetings**

- a. The full Caucus shall meet at least two times per year.
- b. Meetings shall be called by the Caucus Chair with written, electronic or telephone notice provided at least 10 days prior to the meeting.

### **Section 3. Special Meetings**

- a. The Chair may call Special Meetings of the full Caucus on at least 10 days notice. The notice shall be posted on the Caucus website and communicated by mail, telephone, or electronic means to its membership.
- b. No business may be transacted at a Special Meeting that is not specified in the call to the meeting.

- c. If 50 percent of the dues paying members request a Special Meeting by written communication to the Caucus Chair 30 days in advance of the requested meeting in a manner describing the purpose(s) of the meeting, the Chair shall schedule such a meeting, giving at least 10 days notice to the full membership of the Caucus.
  - i. If such request for a Special Meeting does not contain an explanation of the purpose(s) of the Special Meeting sufficient to communicate to the full membership, the Chair shall request a more complete explanation.
  - ii. If no such explanation is received by the Chair within ten days of the request, the Chair may determine not to call the requested Special Meeting.

#### **Section 4. Board Meetings**

- a. The Board shall hold at least three meetings each year.
- b. Upon adequate explanation of the reason for inability to attend a Board meeting in person, a member of the Board may attend via speakerphone or other real-time electronic means.
- c. A member of the Board who attends via electronic means as specified in Section 4.b. may vote on motions, provided the conditions specified in the Standing Rules are observed.
- d. Unless otherwise limited in these By-laws, the Board may, subject to the provisions of any Standing Rules, take specific votes and conduct business via face-to-face meeting, conference call, electronic mail, or other means. The Secretary shall record the result of any non-face-to-face vote in the minutes of the next subsequent meeting of the body, with the date and means of voting indicated. Where technologically feasible, the Secretary shall retain copies of the electronic communication(s) for filing with the minutes in which the vote results are recorded.
- e. In the case of egregious violation of rules of the Party Plan and provisions of these By-laws, the Board may enter closed executive session to consider censure or removal of any Member of the Board, any committee chair, any Caucus member, or Congressional District Representative. When the subject of the executive session is a member of the Board, that member may not vote on the decision.
- f. The Board may also enter closed executive session to consider competing bids from vendors.

## **Section 5. Quorum**

- a. The quorum for General and Special Meetings of the Caucus, including election of officers, shall be ten percent.
  - i. Such quorum shall include members who have provided proxies accepted by the Chair.
- b. The required quorum for meetings of the Board shall be 30 percent.
  - i. Such a quorum shall include members participating by electronic means.

## **Section 6. Proxies**

- a. Proxies shall be accepted for all votes taken by the full Caucus or its Board under the conditions described in the Standing Rules, unless otherwise prohibited in these By-laws or Standing Rules.
- b. The Chair of any meeting shall have the authority to rule on the acceptability of any proxy submitted for that meeting.

## **Section 7. Procedures**

- a. Meetings of the Caucus and its Board, except as otherwise provided in these By-laws, shall be conducted according to procedures specified in the then most recent edition of *Robert's Rules of Order*.

## **Article VI *Dissolution***

### **Section 1. Dissolution**

- a. Upon dissolution of this organization, all of its assets remaining after payment of all outstanding obligations and collection of debts owed to the organization shall be distributed to the Democratic Party of Virginia (DPVA).

## **Article VII *Standing Rules and By-laws Amendments***

### **Section 1. Standing Rules**

- a. The Board may maintain Standing Rules to detail procedures and authorities established generally in these By-laws. Such Standing Rules shall be adopted and

amended by vote of the Board.

- b. Such Standing Rules shall be made available to any Caucus member upon request

## **Section 2. Amendment Procedures**

- a. Amendments to these By-laws may be recommended by the Board or proposed to the Chair of the By-laws Committee by no fewer than ten individual members of the Caucus in good standing, not more than 50 percent of whom are from any single Congressional District.
- b. The By-laws Committee of the Board shall review the proposed amendment(s) and make recommendations to the Board. The text of the proposed amendment(s) and the Board's recommendation(s), together with the reasons for the recommendation(s), shall be reported to the Caucus prior to a vote on the suggested amendment(s).
- c. The Standing Rules of the Caucus may specify the deadlines for submission of draft amendment(s) and By-laws Committee recommendation(s).
- d. The Chair shall inform all members of proposed amendments by mail or other appropriate notice at least ten days in advance of the meeting at which a vote is to be taken.

## **Section 3. Formal Approval of By-laws Amendments**

- a. Proposed amendments to these By-laws shall become effective immediately upon approval by two-thirds of those paid members voting.

## **Section 4. Documentation of Amendments to Standing Rules and By-laws**

- a. The Standing Rules of the Caucus shall specify how original passage and subsequent amendments to these By-laws and to the Standing Rules are to be recorded and dated, with the objective of providing an accurate historical record of when each provision became effective.
- b. They shall also specify the timing of submission of proposed By-laws changes, whether recommended by the Board or proposed by the membership.

## **Section 5. Effective Date**

- a. These By-laws became effective May 2007, by a two-thirds (2/3) vote of the paid members present at a meeting called for this purpose and have since been amended. All previous By-laws are hereby superseded.