

# State of California



## Fair Political Practices Commission

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October 22, 1980

Lowell R. Wedemeyer  
Alexander, Inman, Kravetz  
& Tanzer  
Third Floor  
9720 Wilshire Boulevard  
Beverly Hills, CA 90212

*A-80-10-054*

Dear Mr. Wedemeyer:

I have received your letter along with the Articles of the Santa Monica Citizens' Congress. The procedure now set forth in Article XX(4), whereby each convention files a statement of organization and reports as a Committee would be permissible under the Political Reform Act. However, as I understand your questions, you do not want to use the procedure set forth in Article XX(4), if you can satisfy the requirements of the Political Reform Act by setting up separate committees to support or oppose specific candidates or ballot measures.

Under the Political Reform Act the Santa Monica Citizens' Congress, acting as a sponsoring organization, can set up a separate committee to support or oppose particular candidates or ballot measures. 2 Cal. Adm. Code Section 18419. Polling the members of the sponsoring organization at a convention called for the purpose of deciding whether or not to set up a separate political action committee to support or oppose a candidate or initiative, does not itself constitute action to influence or attempt to influence voters within the meaning of Government Code Section 82013. Such a vote does not by itself turn the sponsoring organization into a committee with its own reporting responsibilities in addition to those of any committee it sets up under Regulation 18419.

Turning to your specific questions:

1. Holding the planned issues convention for the purpose of polling members of the Santa Monica Citizens' Congress as

*82013-  
18419*

Mr. Lowell R. Wedemeyer  
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to their positions on issues, including possibly a voter initiative, does not make the convention a committee under Government Code Section 82013. The receipts and expenditures of the convention as described in your letter, which do not include any receipt or expenditure for activities in support or opposition of any initiative, do not have to be reported.

2. Again, holding a convention for the purpose of polling the membership of the Citizens' Congress to nominate or select candidates who will be endorsed for election to municipal office does not in and of itself make the convention a committee under Section 82013.

3. Polling the membership at a convention on whether or not to support or oppose an initiative which is being circulated or has actually qualified does not make the convention a committee under Section 82013.

4. If the Santa Monica Citizens' Congress sponsors the Santa Monica Forum several times a year, which considers public issues but does not receive or expend any funds for, or otherwise engage in, election campaigns as described in your letter, the Santa Monica Citizens' Congress can be a sponsoring organization under subsection (a)(1) of Regulation 18419.

As you recognized in your letter, Regulation 18419 requires strict separation of a political action committee's funds from those of the sponsoring organization; this separation would be violated if the sponsoring organization directly financed any activities in support of or opposition to the candidates or initiatives selected by the convention. Therefore, so long as you set up a separate political action committee under Regulation 18419 as described in your letter, which files a statement of organization and, which reports its receipts and expenditures as required by the Political Reform Act, the Santa Monica Citizens' Congress, as the sponsoring organization, does not need to register or report as a committee under Government Codes Sections 82013, 84101 or 84200-84216.

I hope this has clarified the issues for you. If you have any further questions, please feel free to call me.

Very truly yours,



Barbara A. Milman  
Counsel  
Legal Division

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OUR FILE NO.

October 17, 1980

California Fair Political  
Practices Commission  
P.O. Box 807  
Sacramento, CA. 95804

Attention: Barbara Milman, Esq.

Dear Ms. Milman:

This inquiry is written on behalf of the Santa Monica Citizens' Congress, a non-partisan organization of Santa Monica citizens concerned with civic and political matters in the City of Santa Monica. The undersigned is the Speaker of the Santa Monica Citizens' Congress and also is an attorney who from time to time renders legal counsel to the governing Board of the Santa Monica Citizens' Congress. Attached hereto is a list of the officers and members of the Board of Directors on behalf of whom this request for opinion is made. Enclosed herewith is a copy of the organizational Articles of the Santa Monica Citizens' Congress which presently are in effect. The Congress operates as an organizational umbrella for several different functions. It sponsors the Santa Monica Forum in which public issues affecting the City of Santa Monica are considered and debated. The Santa Monica Forum does not consider personalities or candidates but considers issues only. Public debate and public participation are fostered and encouraged at the Forum and non-members are welcomed. A substantial percentage, frequently more than half, of a program will be devoted to opinions and questions from members of the public in the audience. Although informal "straw" votes may occasionally be taken at Forums, Forum events are not designed, or used, to formally poll the membership of the Citizens' Congress on public election matters. A general membership meeting and a Forum may occur together, at which time the general membership could vote on internal matters such as amending the organizational Articles and electing the officers and directors of the organization.

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The Citizens' Congress also publishes a regular newsletter The Citizens' Call which is sent to its members as an entitlement of their dues, and which contains news of the organization, notices of planned events, and opinion columns.

As a separate distinct activity the Citizens' Congress sponsors Conventions. Participation in Conventions is limited to members of the Citizens' Congress who are officially registered voters in the City of Santa Monica. Conventions are held for the purpose of polling the membership of the Citizens' Congress (1) to nominate or select the candidates who will be endorsed to run for public office in the City of Santa Monica, and (2) to decide whether to propose, endorse, or oppose voter-initiative ballot propositions in the City of Santa Monica. See Articles XIX and XX on pages 19 and 20 of the organizational Articles of the Santa Monica Citizens' Congress. At Conventions the membership also may be polled whether to take a position as an organization on non-electoral issues, e.g. how should the City's funds be budgeted?

We presently are planning two separate conventions, an issues-only convention to be held in mid-November, 1980 and a candidate-selection convention to be held in late January or early February, 1981 with respect to the April, 1981 municipal elections for City Council, and other municipal offices. So far as the undersigned is aware, at this time there are not presently any pending voter initiative measures either circulating for signatures or qualified for the ballot in Santa Monica municipal elections. Official candidate filings for municipal elections will not open until January, 1981. Thus, the November, 1980 convention of the Citizens' Congress will be concerned only with issues, and not with any presently-pending ballot initiative or other pending electoral issue. However, it is possible that at the November, 1980 issues convention the membership will vote to propose and support a voters' initiative on the Santa Monica municipal ballot.

1. Our first question is: Whether the planned issues Convention, held for the purposes of polling members of the Santa Monica Citizens' Congress as to their positions on issues, including possibly proposing a voter initiative, is a "committee" within the meaning of Gov't Code Sec. 82013 required to file a campaign statement with respect to funds received and expended to publicize the Convention to the members of the Congress and to conduct the Convention? In this regard we are inquiring about all of the receipts and expenditures of the Citizens' Congress up to and including the time the membership of the Congress votes in the Convention to

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adopt a resolution to propose or sponsor a voter initiative on the municipal ballot. We do not include any receipt or expenditure for activities after the vote of the membership, such as soliciting signatures, qualifying the voter initiative for the ballot, and campaigning for the initiative. For the purposes of this inquiry we ask that you assume such post-vote activities would be conducted by a distinct political action committee formed for that purpose and sponsored by the Citizens' Congress within the meaning of Regulation 18419, and that the separate political action committee would register and file campaign statements.

2. Our second question is: Whether a Convention held for the purpose of polling membership of the Citizens' Congress to nominate or select the candidates who will be endorsed for election to municipal office in the City of Santa Monica would be a "committee" required to register and file a campaign statement? Again, we refer only to receipts and expenditures for activities up to and including the time the membership of the Congress votes as to which candidates will be so nominated or supported. Again, for the purposes of this question, we ask that you assume that from and after the time specific candidates are nominated or selected at a convention for endorsement by the Santa Monica Citizens' Congress, all receipts and expenditures for such candidates or against other candidates, would be handled through a separate, segregated political action committee, sponsored by the candidates themselves or sponsored by the Citizens' Congress pursuant to Regulation 18419, and such political action committee would itself register and file campaign statements.

3. Our third question is as follows: If a voter initiative is actually being circulated in Santa Monica or has actually qualified for the municipal ballot in Santa Monica, independently of the Santa Monica Citizens' Congress, would a Convention of the Santa Monica Citizens' Congress called for the purpose of polling the membership whether to support or oppose such a pending voter initiative constitute a "committee" within the meaning of Gov't Code Sec. 82013 such that the Convention would be required to file a campaign statement? Again, this question only concerns activities up to and including the time the membership is actually polled to adopt a position on behalf of the organization for or against the pending voter initiative. Again, we ask you to assume that receipts and expenditures from and after the vote of the membership to support or oppose would be through a separate,

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segregated political action committee sponsored by the Congress within the meaning of Regulation 18419, and that such political action committee would file campaign statements.

4. Our fourth question is: Whether the sponsoring of the Santa Monica Forum, which considers public issues but does not receive or expend any funds for, or otherwise engage in, election campaigns, constitutes a substantial portion of "goals and activities (which) are unrelated to election campaigns" within the meaning of subsection 1 of Regulation 18419 such that the Santa Monica Citizens' Congress would qualify as an organization which can sponsor a political action committee, but is not itself a "committee," within the meaning of Gov't Code Sec. 82013 and Regulation 18419? In this regard, it is contemplated that public forums will be sponsored by the Citizens' Congress several times per year, perhaps as often as one every 60 or 90 days. Two public forums have been held already since the Articles were adopted in June, 1980. Members of the public are invited to forums and meetings are conducted roughly in a "town hall" format. Thus, it is contemplated that non-electoral Forums will be conducted at least as frequently as, and probably more frequently than, conventions will be.

Based upon informal telephonic consultation with FPPC Staff when the organizational Articles were being drafted, we provided in the Articles for the Forum and newsletter functions to be segregated and accounted for separately from the Convention function. This was done with the view that the Forum and newsletter are plainly not electoral activities, and therefore plainly are not subject matter requiring the filing of campaign statements. The purpose of segregation of the Convention function was to make it feasible to register a Convention as a political action committee which would file campaign statements if it should be legally required. Since we did not then have any specific Convention planned, we did not at that time explore precisely what registration and reporting, if any, might be required with respect to a Convention.

Although Section 4 of Article XX of the Articles of the Citizens' Congress now provides that each Convention shall be duly registered as a political action committee, we will modify that Section so as to conform it to the requirements of the campaign statutes and FPPC regulations, deleting overbroad registration requirements from the organizational Articles and adding any limitations necessary or appropriate to insure compliance with the law.


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In addition, Section 3 of Article 4 of the organizational Articles would be amended to allow the Citizens' Congress to make expenditures and contributions to Conventions, but not for or against any candidates or measures, if this can be done without thereby converting the Citizens' Congress itself into a "committee" required to file campaign statements. Our goal, in other words, is to obtain a clearer definition of the dividing line so that we can be confident that we have achieved an organizational segregation of reportable and non-reportable activities. We are most anxious to comply with the law. The strict reporting requirements of the campaign laws require supervision of lay volunteers, most of whom are unfamiliar with campaign laws. Since the Citizens' Congress is intended to be a mass-participation volunteer organization, we have concluded that the best way to effect such supervision and compliance is to structurally segregate the reportable activities and thereby to reduce the supervisory and reporting tasks to manageable proportions.

We respectfully request a prompt response to this matter because, as you can see, our next event is planned for mid-November, 1980 and we wish to timely comply with any applicable requirements of the law.

Respectfully,

LOWELL R. WEDEMEYER AND  
ALEXANDER, INMAN, KRAVETZ & TANZER  
A Professional Corporation

By   
LOWELL R. WEDEMEYER  
Attorneys to Santa  
Monica Citizens' Congress

LRW:jg

cc: Judy Neveau  
Joel Goldfarb

Encl. List of Officers and Directors  
Organizational Articles of Santa  
Monica Citizens' Congress (6-18-80)

LIST OF OFFICERS AND DIRECTORS

OFFICERS:

Speaker of the Congress -- Lowell Wedemeyer  
Parliamentarian -- Vic Amstader  
Board Chair -- Judy Neveau  
First vice chair -- Joel Goldfarb  
Second vice chair -- Steve Hammer  
Treasurer -- Hector Diaz  
Recording Secretary -- Bill Teachworth  
Corresponding Secretary -- John Kaufman

OTHER MEMBERS OF THE BOARD OF DIRECTORS:

Pete Barrett	Margaret Krahenbuhl
Florence Cardine	Gordon McGilvray
Lynn Corum	Larry Pierce
Roberta de la Puente	Bill/Dee Putnam
Shirley Dowling	Stan Robbins
Roberta Goldfarb	Matilda Ruiz
Gary Heath	Bob Scura
Bernard Heron	Ann Stumpus
Jim Hoyt	Cathy Sullivan
Frank Juraez	Ida Trives
Herb/Ilona Katz	Wes Wellman
Cora Kleiner	Ed Wiseman

ARTICLES OF THE SANTA MONICA  
CITIZENS' CONGRESS, A NON-  
PARTISAN ORGANIZATION.

Article I Name and Location

The name of this organization shall be the Santa Monica Citizens' Congress with its principal office located in the City of Santa Monica, State of California.

Article II Purpose and Objectives

Santa Monica Citizens' Congress is a non-partisan organization of Santa Monica citizens representing a cross section of community concerns. We, its members, believe that the best political process is:

- (1) one in which individual efforts and sacrifice can be rewarded within a framework of measured government;
- (2) one which provides the opportunity for differing views to be heard and then resolves differences through majority rule; and
- (3) one which yields a strong sense of community belonging and shared interests.

Today, we note with dismay the polarization and fragmentation within our city. We recognize the growing tendency of various interests to involve themselves in Santa Monica, building a base of support through single-issue politics, often resulting in control through a minority of the vote.

We believe that the citizens of this community want to control their own destiny. To this end, we will sponsor a Forum for discussion of issues of local interest and a Convention which will

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1 nominate candidates and propose legislation. Our purpose is to  
2 create a vehicle by which a balanced representation of community  
3 views can emerge.

4 These courses of action will be supported in the political  
5 arena through allegiance to this Congress.

6  
7 Article III Membership

8 Membership in this organization is limited only to indivi-  
9 duals 18 years of age or older who reside in, work in, or have  
10 an economic interest in the City of Santa Monica.

11 Section 1. Resident Members: Those members who currently  
12 reside in the City of Santa Monica and are properly registered to  
13 vote in City elections shall be eligible to vote and participate  
14 fully in all affairs of this organization. The Los Angeles County  
15 Registrar's current Official Register of Voters shall be conclusive  
16 evidence that a person is a resident entitled to vote in City  
17 elections. Only resident members may vote at conventions.

18 Section 2. Non-resident Members: Those members who do  
19 not reside in the City of Santa Monica shall be eligible to parti-  
20 cipate fully in all affairs of this organization but they shall  
21 have no vote and they may not be counted for quorum purposes at  
22 conventions or other meetings of the entire membership; provided  
23 that non-resident members have the limited power to vote for At-  
24 Large Directors of the Congress and to vote in caucuses for election  
25 of caucus directors pursuant to Section 6 of Article VI of these  
26 Articles.

27 Section 3. Acceptance of Members: The Board of Directors  
28 shall establish procedures for the acceptance of members into the

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1 Congress but the Board shall have no power to exclude applicants  
2 who comply with the criteria for membership specified in this  
3 Article III of these Articles. Persons who have not previously  
4 been expelled for cause under Section 5 hereinafter, who meet the  
5 objective criteria of membership, and who tender the dues shall be  
6 admitted. There may be a waiting period not exceeding ten days to  
7 permit verification of eligibility.

8       Section 4. Termination of Membership: Membership in this  
9 organization may terminate by voluntary withdrawal or otherwise in  
10 pursuance of these Articles. All rights, privileges and interest  
11 of a member in or to this organization shall cease on the termina-  
12 tion of membership.

13       Section 5. Suspension and Expulsion: Any person's mem-  
14 bership may be suspended, or may be terminated and the person  
15 expelled, for cause by the Board of Directors. Suspension or term-  
16 ination and expulsion shall be by two-thirds of the entire member-  
17 ship of the Board of Directors provided that a statement of the  
18 charges shall have been sent by certified or registered mail to the  
19 last recorded address of the member affected at least 20 days  
20 before final action is taken thereon. The statement of the charges  
21 shall be accompanied by a notice of the time and place of the  
22 meeting of the Board at which time the charges shall be considered  
23 and the member affected shall have the opportunity to appear in  
24 person and to be represented by counsel to present any defense to  
25 such charges before action is taken. Notice of the Board's final  
26 action shall be sent promptly by certified or registered mail to  
27 the last recorded address of the member affected. The Board's  
28 suspension or termination of a person's membership shall become

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1 effective immediately after final action by the Board. Any person  
2 whose membership is suspended or terminated by the Board shall  
3 have a right to appeal once for re-instatement by the general mem-  
4 bership at the next meeting of the general membership. The Board's  
5 final action shall be effective during, and notwithstanding, pend-  
6 ency of any appeal to the general membership for re-instatement.  
7 Sufficient cause for suspension or termination of a person's mem-  
8 bership shall be any one or more of the following:

9           5(A) Repeated, or persistent, or flagrant uncivil con-  
10 duct in connection with any activity or function  
11 of this organization;

12           5(B) Purporting publicly to state positions in the  
13 name of, or on behalf of, this organization with-  
14 out having been given authority to do so; or will-  
15 fully publicly misstating positions of this organ-  
16 ization;

17           5(C) Willful substantial violation of, or willful fail-  
18 ure or refusal to comply substantially with, any  
19 bylaw or lawfully adopted rule or procedure of  
20 this organization.

21 Any person whose membership is terminated and who is expelled for  
22 cause may be re-admitted by affirmative vote of two-thirds of the  
23 whole Board, upon such terms and conditions as the Board in its  
24 sole and unfettered discretion may choose to impose.

25 ///

26 ///

27

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1 Article IV Dues

2 Section 1. The annual dues for each member of the associa-  
3 tion shall be determined initially by the Board of Directors and  
4 shall be effective forthwith subject to veto or modification at  
5 the next regularly scheduled meeting of the general membership.  
6 The Board shall fix a date when payment of dues is due.

7 Section 2. Members who fail to pay their dues within thirty  
8 (30) days from the time the same become due shall be notified by  
9 the officer designated for such purposes by the Board of Directors,  
10 and if payment is not made within the next succeeding thirty (30)  
11 days shall, without further notice and without hearing, be dropped  
12 from the rolls and thereupon forfeit all rights and privileges  
13 of membership; provided that the Board of Directors may by rule  
14 prescribe procedures for extending the time for payment of dues  
15 and continuation of membership privileges upon request of a member  
16 and for good cause shown.

17  
18 Article V Meetings

19 Section 1. Annual: There shall be an annual meeting of  
20 the general membership of this organization, to be held during  
21 the month of June unless otherwise ordered by the Board of Direc-  
22 tors, for election of members of the Board of Directors, for re-  
23 ceiving the annual reports and the transaction of other business.  
24 At least 20 days before the time appointed for the meeting, notice  
25 of such meeting, signed by an officer designated by the Board of  
26 Directors shall be mailed to the last recorded address of each  
27 member who is in good standing as of 20 days before the meeting.

28 Section 2. Regular: Regular meetings of the general mem-

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1 bership shall be held at least three times a year in addition to  
2 the annual meeting at times and places to be set by the Board of  
3 Directors. At least 20 days in advance of each meeting, notice of  
4 time and place shall be mailed to each member who is in good  
5 standing as of the date of mailing at his last recorded address.

6 Section 3. Special: Special meetings of the general mem-  
7 bership may be called by the Speaker, or by the Board of Directors,  
8 or shall be called by the Speaker upon the written request of  
9 twenty-five members of the organization. Notice of any special  
10 meeting shall be mailed to each member at his last recorded address  
11 at least 5 days in advance, with a statement of time and place  
12 and with information as to the subject or subjects to be consid-  
13 ered.

14 Section 4. Quorum: Seventy-five resident members or five  
15 percent of the entire resident membership, whichever is greater,  
16 present at any meeting of the general membership shall constitute  
17 a quorum, and, in case there be less than this number, the presid-  
18 ing officer may adjourn the meeting from time to time until a  
19 quorum is present.

20 Section 5. The order of business at meetings shall be as  
21 follows:

- 22 a. Call to order
- 23 b. Reading of minutes of previous meeting
- 24 c. Receiving communications
- 25 d. Reports of Officers
- 26 e. Reports of committees
  - 27 (i) Standing
  - 28 (ii) Special

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- 1 f. Unfinished business
- 2 g. New business
- 3 h. Election of directors
- 4 i. Adjournment

5 Section 6. The order of business may be altered or suspen-  
6 ded at any meeting by a majority vote of the members present.  
7 The usual parliamentary rules as laid down in "Robert's Rules of  
8 Order" shall govern all deliberations, when not in conflict with  
9 these Articles.

10

#### 11 Article VI Caucuses

12 Section 1. The members of this organization may organize  
13 themselves into caucuses for concerted political action within  
14 the Congress.

15 Section 2. Membership in caucuses shall be open, not  
16 secret. At least 24 hours before its members first participate in  
17 any vote of the Congress, a caucus shall register itself with the  
18 Speaker of the Congress who shall file the registration with the  
19 Recording Secretary of the Board. The purpose of registration of  
20 caucuses is two-fold:

- 21 (A) For use in determining the number of directors
- 22 which the caucus is entitled to elect to the
- 23 Board of Directors of the Congress; and
- 24 (B) To insure open caucusing.

25 Section 3. Registration shall consist only of a concise  
26 written statement of:

- 27 3(A) The name of the caucus;
- 28 3(B) The purpose(s) of the caucus;

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1 3(C) The rules of procedure, if any, of the caucus  
2 (which shall not be inconsistent with these  
3 Articles);

4 3(D) The Chair and other officers of the caucus;

5 3(E) A reasonably accurate and complete list of "mem-  
6 bers" and "participants" in the caucus (within the  
7 meaning of Subsection 4 of this Article VI), indi-  
8 cating which are resident members of the Congress  
9 and which are non-resident members of the Congress;

10 3(F) The name(s) of the person(s) elected by the caucus  
11 to the Board of Directors of the Congress.

12 Section 4. A member of the Congress may be a "participant"  
13 in the proceedings of as many caucuses as desired for purposes of  
14 concerted political action within the Congress, but may be a "mem-  
15 ber" of not more than two caucuses for purposes of electing caucus  
16 Directors to the Board of the Congress.

17 Section 5. Each caucus shall maintain a current membership  
18 register on file with the corresponding Secretary of the Congress  
19 which shall be open for inspection by any bona fide member of the  
20 Congress. Only those members of the Congress whose personal signa-  
21 tures appear as "members" on the official Membership Register of a  
22 caucus shall be counted as "members" of that caucus in determining  
23 the eligibility of that caucus to elect one or more caucus Directors  
24 to the Board of the Congress; and for this purpose a member of the  
25 Congress may not be a "member" of more than two caucuses. In order  
26 to enforce this limitation, any member of the Congress whose signa-  
27 ture appears on the official Membership Register of more than two  
28 caucuses shall not be counted as a member of any caucus for the

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1 purpose of electing caucus directors to the Board of Directors of  
2 the Congress.

3 Section 6. In order to insure that non-voting members of  
4 the Congress have a voice on the Board, non-voting members of the  
5 Congress shall be entitled to vote for At-Large Directors of the  
6 Congress and to be listed as member on the Membership Register of  
7 Registered Caucuses pursuant to which the caucus becomes eligible  
8 to elect one or more caucus Directors to the Board of Directors of  
9 the Congress.

10

11 Article VII The Board of Directors

12 Section 1. The Board of Directors shall have supervision,  
13 control and direction of the affairs of the Congress, shall deter-  
14 mine its policies or changes therein within the limits of these  
15 Articles, shall actively prosecute the purposes of the Congress  
16 and shall have discretion in the disbursement of its funds. It  
17 may adopt such rules and regulations for the conduct of its busi-  
18 ness as shall be deemed advisable, and may, in the execution of  
19 the powers granted, appoint such agents as it may consider neces-  
20 sary.

21 Section 2. The Board of Directors shall consist of:

22 (A) Thirty At-Large Directors elected by the general  
23 membership of the Congress. At-Large Directors  
24 must be Resident Members of the Congress in good  
25 standing at all times during term of office.

26 (B) Up to <sup>15</sup>20 Caucus Directors nominated to the Board  
27 of Directors of the Congress by Registered Caucu-  
28 ses as provided elsewhere in the Articles. Caucus

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1 Directors must be members of the Congress in good  
2 standing at all times during term of office.

3 (C) The Speaker of the Congress.

4 (D) The Parliamentarian of the Congress.

5 Section 3. At the first annual meeting of the general mem-  
6 bership there shall be elected by ballot 30 At-Large Directors of  
7 the Congress, the 10 of whom receiving the most votes shall be  
8 elected for a term of three years, the 10 of whom receiving the  
9 next larger number of votes shall be elected for a term of two  
10 years, and the 10 receiving the third larger number of votes shall  
11 be elected for a term of one year. At each annual meeting there-  
12 after, ten at-large directors shall be elected for a term of three  
13 years. Any at-large director shall be eligible for re-election to  
14 two consecutive terms. At-large directors shall, upon election,  
15 immediately enter upon the performance of their duties and shall  
16 continue in office until their successors shall be duly elected  
17 and qualified, or unless they resign, are removed, or are otherwise  
18 unable to fulfill an unexpired term.

19 Section 4. All Directors must be and remain members in  
20 good standing of the Congress.

21 Section 5. A Registered Caucus shall be entitled to nomi-  
22 nate one caucus director to the Board for each 25 members who sign  
23 the Membership Register of that caucus. Provided, however, that  
24 at least annually, and more frequently if necessary, the At-Large  
25 Directors shall adjust the number of members which a Registered  
26 Caucus must have to appoint a Caucus Director so as to keep the  
27 total number of Caucus Directors at 15 or less. Two-thirds of a  
28 quorum of the Board may authorize a variance to a particular Regis-

1 tered Caucus to permit that particular Caucus to appoint a Caucus  
2 Director with a lesser number of caucus members.

3       Section 6. Meetings: Except that the Board shall have a  
4 regular meeting promptly following the annual meeting, the Board  
5 shall meet upon call of the Board Chair at such times and places  
6 as the Chair may reasonably designate, and shall be called to meet  
7 upon demand of a majority of its members. At least five (5) days  
8 in advance of such meetings, notice of all meetings of the Board  
9 of Directors shall be sent by mail or other suitable mode of trans-  
10 mittal to each member of the Board at such member's last recorded  
11 address.

12       Section 7. Quorum: Fifteen Directors, at least ten of  
13 whom must be At-Large Directors, shall constitute a quorum at any  
14 meeting of the Board. Any lesser number may adjourn from time to  
15 time until a quorum be present.

16       Section 8. Absence: Any member of the Board of Directors  
17 unable to attend a meeting shall, in a written or oral communica-  
18 tion to the Board Chair or Corresponding Secretary, state the rea-  
19 son for absence. If a director is absent from 3 consecutive regu-  
20 lar meetings for reasons which the Board has failed to declare to  
21 be sufficient, such Board member's resignation shall be deemed to  
22 have been tendered and accepted, unless the Board shall affirma-  
23 tively vote to re-instate.

24       Section 9. Compensation: Directors as such shall not re-  
25 ceive any compensation for their services as Directors, but the  
26 Board may by resolution authorize reimbursement of expenses incur-  
27 red in the performance of their duties. Such authorization may  
28 prescribe procedures for approval and payment of such expenses

1 by designated officers of the association. Nothing herein shall  
2 preclude a Director from serving the association in any other capa-  
3 city and receiving compensation for such services.

4 Section 10. Resignation or removal: Any director may re-  
5 sign at any time by giving written notice to the Chair, to the  
6 Corresponding Secretary, or to the Board of Directors. Such resig-  
7 nation shall take effect at the time specified therein, or, if no  
8 time is specified, at the time of acceptance thereof as determined  
9 by the Chair or the Board.

10 Pursuant to the procedures specified in Article III, Sec-  
11 tion 5 any director may be removed for cause by a two-thirds vote  
12 of the directors at any regular or special meeting at which a  
13 quorum is present. In addition to the causes specified in Section  
14 5 of Article III, cause for removal of a Director from the Board  
15 shall include (i) failure to discharge duties as a director, or  
16 (ii) willful, persistent, or flagrant disruption or interference  
17 with reasonably expeditious conduct of business by the Board. By  
18 majority vote of Registered Members of a Caucus, a Registered Cau-  
19 cus may remove any of its designated Caucus Directors from the  
20 Board of the Congress and designate a replacement.

21 Section 11. Vacancies: Any vacancies of At-Large directors  
22 that may occur on the Board by reason of death, resignation, or  
23 otherwise may be filled by majority vote of the remaining At-Large  
24 members of the Board for the unexpired term.

25  
26 Article VIII Speaker of the Congress

27 The Speaker of the Congress shall preside fairly and impar-  
28 ally over meetings of the general membership of the Congress, of

1 the Forum, and of Conventions. The Speaker shall be empowered to  
2 publicly state positions adopted by the Congress.

3 The Speaker of the Congress shall be elected annually by  
4 ballot of the general membership of the Congress. The Speaker must  
5 be a resident member of the Congress in good standing during term  
6 of office.

7 The Speaker shall be ineligible for nomination, endorsement  
8 or support by the Convention for public office during term of  
9 office as Speaker and for six months thereafter. The Speaker may  
10 be re-elected. If the office of Speaker shall become vacant the  
11 Board shall appoint another Speaker for the remainder of the term  
12 of office. Subject to veto by the Board the Speaker may delegate  
13 portions of the Speaker's duties to such person(s) as the Speaker  
14 may choose.

15

#### 16 Article IX Parliamentarian

17 The Parliamentarian shall attend all meetings of the Con-  
18 gress, the Forum and the Convention and shall, if so requested,  
19 advise fairly and impartially upon proper procedures. The Speaker  
20 of the Congress, with the advice of the Parliamentarian if reques-  
21 ted, shall rule on questions of procedure, subject to overruling  
22 of the Speaker by a majority of a quorum of members present and  
23 voting; but the majority may not avoid application of an existing  
24 Article otherwise than by amendment in due course of that Article.

25 The Parliamentarian must be a member of the Congress in  
26 good standing during term of office and shall be elected annually  
27 by ballot of the general membership.

28 The Parliamentarian may be elected to consecutive terms.

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1 If the office of Parliamentarian shall become vacant the Board  
2 shall appoint another Parliamentarian for the remainder of the  
3 term of office.

4  
5 Article X Officers and Staff

6 Section 1. Officers: The officers of this association  
7 shall be a Board Chair, two Vice Chairs, Corresponding Secretary,  
8 Recording Secretary, Treasurer, and Newsletter Editor. These offi-  
9 cers shall be elected annually by the Board of Directors at the  
10 next Board meeting held following the annual meeting of the Con-  
11 gress. Election of officers shall be by ballot and a majority of  
12 the votes cast shall elect. The Board Chair must be a member of  
13 the Board. Other officers must be members of the Congress in good  
14 standing, but need not be members of the Board.

15 Section 2. Terms of Officers: Each elective officer shall  
16 take office immediately and shall serve for a term of one year  
17 and until a successor is duly elected and qualified.

18 Section 3. Vacancies Among Officers: Vacancies in any  
19 office may be filled for the balance of the term thereof by the  
20 directors at any regular or special meeting.

21 Section 4. Board Chair: The Board Chair shall be the prin-  
22 cipal executive officer of the organization, shall preside at  
23 meetings of the Board of Directors and of the executive committee,  
24 and shall be a member ex-officio, with right to vote of all com-  
25 mittees except the nominating committee. The Board Chair shall  
26 also, at the annual meeting of the association and at such other  
27 times as the Board Chair shall deem proper, communicate to the  
28 association or to the Board of Directors such matters and make

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1 such suggestions as may in the Chair's opinion tend to promote  
2 the welfare and increase the usefulness of the association, and  
3 shall perform such other duties as are necessarily incident to  
4 the office of Board Chair or as may be prescribed by the Board  
5 of Directors.

6 Section 5. Vice Chairs: The Vice Chairs may, in the order  
7 of their designation by the Chair, be delegated by the Chair to  
8 perform the Chair's duties, in the event of the Chair's temporary  
9 disability or absence from meetings, and shall have such other  
10 duties as the Chair or the Board may assign.

11 Section 6. Treasurer: The Treasurer shall keep an account  
12 of all moneys received and expended for the use of the Congress,  
13 and shall make disbursements authorized by the Board and approved  
14 by the Board Chair and such other officers as the Board may pre-  
15 scribe. All sums received shall be deposited in the bank or  
16 banks, or trust company, approved by the Board of Directors, and  
17 a report shall be made at the annual meeting or when called upon  
18 by the Chair. Funds may be drawn only upon the signature of the  
19 Treasurer except that the Board may establish procedures requiring  
20 a counter-signature where the Board deems it appropriate to do so.  
21 The Board may appoint one or more assistant treasurers, to perform  
22 such duties as the Treasurer may delegate to him or them.

23 The funds, books, and vouchers in the Treasurer's hands  
24 shall at all times be subject to verification and inspection by  
25 the Board of Directors.

26 Section 7. Recording Secretary: It shall be the duty of the  
27 Recording Secretary to attend all meetings of the Congress and the  
28 Board, to keep a record of all proceedings, to attest documents

1 and perform such other duties as are usual for such an official or  
2 as may be duly assigned by the Chair or the Board.

3           Section 8. Corresponding Secretary: The Corresponding  
4 Secretary shall maintain membership rosters, membership lists of  
5 the Board, and committees and caucus registration. The Correspond-  
6 ing Secretary shall give notice of all meetings, be responsible for  
7 correspondence, and shall perform such other duties as are assigned  
8 by the Board.

9           Section 9. Bonding: At the direction of the Board of  
10 Directors, any officer or employee of the Congress shall furnish,  
11 at the expense of the association, a fidelity bond, in such a sum  
12 as the Board shall prescribe.

13           Section 10. Staff: The Board may retain such staff for  
14 such remuneration as it shall deem necessary or appropriate.

15

## 16 Article XI Committees

17           Section 1. Appointment: The Board Chair, subject to the  
18 approval of the Board of Directors, shall annually appoint such  
19 standing, special, or subcommittees as may be required by the by-  
20 laws or as the Chair may find necessary.

21           Section 2. Executive Committee: There shall be elected  
22 annually by the Board of Directors six members thereof, who,  
23 together with the Chair, Vice Chairs, and Treasurer, shall consti-  
24 tute an Executive Committee. They may exercise the powers of the  
25 Board of Directors when the Board of Directors is not in session,  
26 reporting to the Board of Directors at its succeeding meeting any  
27 action taken. Seven members shall constitute a quorum for the  
28 transaction of business. Meetings of the Executive Committee may

1 be called by the Chair or by three members.

2 Section 3. Nominating Committee: During the month of April  
3 in each year (or, at least sixty days before the annual meeting),  
4 the Board of Directors shall appoint a nominating committee of ten  
5 persons to nominate candidates for the at-large seats on the Board  
6 of Directors, for Speaker of the Congress, and for Parliamentarian.  
7 The committee shall notify the Corresponding Secretary, in writing,  
8 at least thirty days before the date of the annual meeting, of the  
9 names of the candidates it proposes, and at least twenty (20) days  
10 before the annual meeting the Corresponding Secretary shall mail  
11 a copy thereof to the last recorded address of each member then in  
12 good standing. Provided, however, that for the first annual meet-  
13 ing the nomination shall be made as promptly as possible, and  
14 mailed at least ten days before the annual meeting.

15 Section 4. Independent Nominations: Nominations for At-  
16 Large Directors, Speaker of the Congress, and Parliamentarian may  
17 also be made, endorsed with the names of not less than ten members  
18 of the Congress then in good standing, if received by the Corres-  
19 ponding Secretary at least 20 days prior to the annual meeting  
20 of the Congress for inclusion with the notice of annual meeting  
21 mailed to members.

22  
23 Article XII Mail Vote and Absentee Ballots

24 Whenever, in the judgment of the Board of Directors, any  
25 question shall arise which it believes should be put to a vote of  
26 the active membership and when it deems it inexpedient to call a  
27 special meeting for such purpose, the directors may, unless other-  
28 wise required by these Articles, submit such a matter to the mem-

1 bership in writing by mail for vote and decision. The question  
2 thus presented shall be determined according to a majority of the  
3 votes received by mail within 15 days after such submission to the  
4 membership, provided that in each case votes of a quorum of members  
5 in good standing shall be received. Any and all action taken pur-  
6 suant to a mail vote in each such case shall be binding upon the  
7 Congress in the same manner as would be action taken at a duly --  
8 called meeting. Balloting for At-Large Directors, for Speaker of  
9 the Congress, and for Parliamentarian may be conducted by mail.  
10 The Board also may provide for absentee ballots at meetings of the  
11 Congress.

12

#### 13 Article XIII Fiscal Year

14 The fiscal year shall commence on the 1st day of July and  
15 shall end on the 30th day of June.

16

#### 17 Article XIV Seal

18 The Congress shall not have a seal.

19

#### 20 Article XV Indemnification

21 The Congress may, by resolution of the Board of Directors,  
22 provide for indemnification by the Congress of any and all of its  
23 present or former Directors, officers, Speakers, or Parliamentar-  
24 ians against expenses actually and necessarily incurred by them  
25 in connection with the defense of any action, suit, or proceeding,  
26 in which they or any of them are made parties, or a party, by rea-  
27 son of having been Directors, officers, Speaker, or Parliamentar-  
28 ian of the Congress; excepting, however, that indemnity may not be

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1 provided in relation to matters as to which such present or former  
2 director, officer, Speaker, or Parliamentarian shall have been  
3 adjudged in such action, suit, or proceeding to be liable for will-  
4 ful misconduct in the performance of duty; and also excepting that  
5 indemnity may not be provided in relation to such matters as shall  
6 be settled by agreement where such settlement is predicated upon  
7 the actual existence of liability for willful misconduct. Indem-  
8 nity may be provided in connection with a settlement where a major-  
9 ity of the disinterested members of the Board (which disinterested  
10 members may be a minority of the whole Board) shall determine in  
11 good faith that reasonable persons might differ as to whether it  
12 was actual willful misconduct.

13

#### 14 Article XVI Dissolution

15 The Congress shall use its funds only to accomplish the  
16 objectives and purposes specified in these Articles, and no part of  
17 said funds shall inure, or be distributed, to the members of the  
18 Congress. On dissolution of the Congress any funds remaining shall  
19 be distributed to one or more regularly organized and qualified  
20 charitable, educational, scientific, or philanthropic organiza-  
21 tions to be selected by the Board of Directors.

22

#### 23 Article XVII Amendments

24 These Articles may be amended, repealed, or altered, in  
25 whole or in part, (a) by a two-thirds vote of a quorum at any meet-  
26 ing of the general membership of the Congress; provided, that at  
27 least twenty (20) days prior to the date of the meeting a copy of  
28 any amendment proposed for consideration shall be mailed to the

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1 last recorded address of each member then in good standing; or (b)  
2 by approval of a majority of all members through mail vote in  
3 accordance with the provisions of Article XII; or (c) two-thirds of  
4 all the votes cast in a combination of a meeting of the general  
5 membership plus absentee balloting. Such amendment alteration or  
6 repeal may be proposed by the Board of Directors or by Petition  
7 signed by 75 resident members.

8

9 Article XVIII

10 The Congress shall not directly or indirectly receive or  
11 expend any thing of value for or against any candidate or proposi-  
12 tion in any public election.

13

14 Article XIX The Santa Monica Forum

15 The Congress shall sponsor a public Santa Monica Forum, on  
16 such occasions as the Board shall determine, at which public issues  
17 affecting the City of Santa Monica, as chosen by the Forum Commit-  
18 tee of the Board, shall be considered and debated. The Forum shall  
19 not consider personalities or candidates, but shall consider issues  
20 only. The Speaker of the Congress, or such other member in good  
21 standing may be designated by the Speaker, shall preside over the  
22 Forum. Public debate and public participation shall be fostered  
23 and encouraged. Forum meetings may coincide with meetings of the  
24 general membership of the Congress but may not coincide with Con-  
25 ventions.

26

27 Article XX Conventions

28 Section 1. Purpose: The Congress shall sponsor Conventions

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1 for the purposes (1) of nominating and supporting candidates to run  
2 for public office in the City of Santa Monica, and (2) of endorsing  
3 and supporting, or opposing, ballot propositions in the City of  
4 Santa Monica.

5 Section 2. Only persons who are resident members in good  
6 standing of the Congress for at least 20 days before the Convention  
7 is convened and are duly registered to vote in elections in the  
8 City of Santa Monica shall be eligible to vote at the Convention.

9 Section 3. Limitation on Receipt and Expenditure of Elec-  
10 tion Campaign Funds by the Congress: The Congress shall not expend,  
11 contribute, or receive any thing of value in connection with any  
12 Convention, or any candidates or propositions involved in public  
13 elections. To insure separation of receipts and expenditures, Con-  
14 ventions may not coincide with meetings of the Forum or meetings  
15 of the general membership of the Congress.

16 Section 4. Compliance With <sup>c</sup>Dampaign Disclosure Laws: Each  
17 Convention shall be funded independently of the Congress and the  
18 Forum, and Convention funds shall be strictly segregated and ac-  
19 counted for. Each Convention shall be duly registered as a politi-  
20 cal action committee and shall otherwise comply fully with the  
21 campaign disclosure and financing laws of the State of California,  
22 of the City of Santa Monica, and of any other applicable jurisdic-  
23 tion.

24 Section 5. Rules of Procedure: The Convention shall be  
25 governed by the usual Parliamentary rules as laid down in "Robert's  
26 Rules of Order." The provisions of these Articles requiring regis-  
27 tration of caucuses shall apply at Conventions.

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