North Scottsdale Democrats
Bylaws
Originally Adopted March 2, 2023
Revised September 2, 2023
Amended February 28, 2024

Article I- Name and Address

The legal name of this organization, as registered with both the Internal Revenue Service (IRS) and the AZ Secretary of State (SOS), is "NORSCODEMS dba North Scottsdale Democrats," hereinafter referred to as NSD.

The legal address of NSD shall be the residential address and email address of the current Treasurer who is the NSD Officer responsible for all legal compliance, retention of all legal documents and responding to all legal communications. Note that all legal notices issued by the AZ SOS are sent via email in lieu of certified mail or personal delivery and failure to regularly check one's email will not be considered a valid defense to any enforcement action.

Article II- NSD Organization Dates

A. The original **North Scottsdale Democrats Club** was formed on February 15, 2020.
B. **NORSCODEMS dba North Scottsdale Democrats Political Action Committee** (PAC) was created and registered with the AZ SOS on January 26, 2022.

Article III- Legal Environment

NSD operates in accordance with the laws of the United States and the State of Arizona.

Section 1: Federal. As a tax exempt Political Action Committee (PAC), NSD is bound to comply with Internal Revenue Code (IRC), Section 527. To maintain its tax exempt status as "a qualified state or local political organization," NSD must meet the following two requirements:

A. NSD must limit its exempt function solely for the purpose of influencing or attempting to influence the selection, nomination, election or appointment of any individual to any *state or local political office or office in a state or local political organization*.

B. NSD must comply with AZ state law relative to filing regular campaign finance and other reports with the AZ SOS which are inclusive of information that otherwise would be required to be reported on IRS Form 8872.

Section 2: State. As an Arizona registered PAC (subtype: Standing Committee), NSD is bound to comply with all Arizona state laws as set forth in Arizona Revised Statutes (ARS), especially those statutes pertaining to campaign finances and expenses found in ARS Title 16, Chapter 6, §§ 16-901—16-961, and summarized in "Campaign Finance: Political Action Committee Guide," available on the AZ SOS's website.

Section 3: Other Jurisdictions. As a PAC with Standing Committee status, NSD is empowered to conduct political activity in multiple Arizona sub-jurisdictions including Maricopa County and the City of Scottsdale. To do so, NSD is required to file copies of its Arizona SOS approved statement of organization with each of the sub-jurisdictions, but all campaign finance reports shall be filed with the AZ SOS, subject to enforcement only by the SOS.

Article IV- Geographical Scope

For purposes of these Bylaws, "North Scottsdale" shall be defined as:

A. All Legislative District 3 voting precincts that are located, wholly or partially, within the boundaries of Scottsdale city; and
B. All Legislative District 3 voting precincts that are:
   a. Immediately adjacent to and share a contiguous boundary with North Scottsdale (Article IV, A), and
   b. Are not adjacent to any other city jurisdictions (i.e., Rio Verde and Canyon precincts).

Article V- Mission

The mission of NSD shall be to build a visible, well-informed, and politically active community of Democrats and other like-minded voters in North Scottsdale, working together to protect and strengthen our democracy by electing Democratic candidates – candidates who are committed to defending the Arizona and United States Constitutions, the rule of democratically enacted law, our civil liberties, the right to vote, and other precious democratic institutions. To further this mission, NSD shall work to:

A. Increase the number of people registered as Democrats in North Scottsdale;
B. Convince non-Democrat registered voters to vote for Democratic candidates;
C. Maximize primary and general election turnout of all North Scottsdale voters, regardless of party affiliation, who will vote for Democratic candidates (Get Out the Vote);
D. Support values and public policies that are consistent with and help advance the mission and strategic plan;
E. Promote accurate, fair, and transparent elections;
F. Raise funds to support the above activities and to advance the NSD mission;
G. Conduct other activities as appropriate to strengthen and promote the aims and objectives of NSD.

Article VI- Affiliation

NSD is an independent Political Action Committee (PAC). This means that, while NSD generally supports

Democratic Party values and candidates, NSD is not affiliated with, authorized by, or funded through the Democratic Party or any other political party, candidate, committee or outside entity. NSD acts independently in accordance with these Bylaws and everything NSD does depends on the financial generosity and volunteerism of NSD members and supporters.

Article VII- Members

Section 1: NSD Membership: There shall be two main classes of NSD membership: Non-Voting and Voting.

A. **Non-Voting General Members** shall be anyone vetted by the Membership Vice-Chair, Treasurer, and/or Chair, who supports the mission of NSD.
   a. General Members shall be welcome to participate in all NSD general meetings and other programming open to the public.
   b. General Members shall not have NSD voting rights and shall not be eligible to serve as NSD Officer, Executive Committee Member, or Standing Committee Member.
   c. General Member names and contact information shall be maintained on organizational lists for general communication purposes.

B. **Voting Members** shall be either of two types:
   a. **Basic Voting Member -** anyone whose Basic Annual Membership Dues are paid and up to date (Article VII Section 2A).
      i. Voting Membership must be renewed every twelve months.
      ii. Voting Membership shall commence only when the NSD Treasurer has received both a completed membership application and dues payment.
      iii. Once Voting Membership has been established, the NSD Member shall have full voting rights and be eligible to serve as an NSD Officer, Executive Committee Member, and/or Standing Committee Member for the duration of the Member's twelve month membership term
   b. **Sustaining Member** - anyone who has paid the Annual Sustaining Member Dues (Article VII Section 2B.)
      i. A Sustaining Member shall be a Voting Member with all the same voting rights and privileges as the Basic Voting Member.
      ii. In addition, Sustaining Members shall be afforded additional exclusive benefits throughout the year as determined by the Executive Committee.

Section 2: Annual Dues Amounts.

A. **Basic Annual Membership Dues.** The Basic Annual Membership Dues amount to be a Voting Member in Good Standing shall be at least $25 per person per year, paid in a single lump sum transaction.
   a. The Basic Annual Membership Dues payment shall be made online through the ActBlue donation process, or by NSD Contribution Envelope containing BOTH completed membership application form as well as the full Basic Annual Membership Dues payment itself in the form of cash, check, or credit card information.
   b. In order to vote and run for Elected Office in the Biennial Reorganization Meeting (Article IX), the Basic Annual Membership Dues must be previously paid and up to date before the Biennial Reorganization meeting is called to order.
   c. Payment of the Basic Annual Dues Amount, whenever it occurs, shall count toward satisfaction of the Annual Sustaining Dues requirement (Article VII, Section 2B) in the event of a membership upgrade.

B. **Sustaining Member Annual Dues.** The annual dues amount for Sustaining Members shall be $300 or more per person per year. The annual Sustaining Member Dues shall be paid in either of two ways:
    a. In one lump sum payment of at least $300, or
    b. In the form of recurring contributions of at least $25 per month scheduled and paid through ActBlue online donation process.
    c. If the monthly recurring payment method is used, NSD Sustaining Membership shall continue as long as the monthly recurring dues payments continue.
    d. In the event of a membership upgrade, prior payment of the Basic Annual Membership Dues (Article VII, Section 2A), shall count toward satisfaction of the Annual Sustaining Membership Dues requirement for the same twelve month period.

C. **Change in Dues Amounts**.
    a. The Basic Annual Basic Membership Dues and/or the Annual Sustaining Member Dues amounts may be changed at any time by majority vote of the NSD Executive Committee.
    b. But any changes in dues amount(s) shall not become effective until the beginning of the individual member's next twelve month membership cycle.

Section 3: Evidence of Voting Membership.

A. **Voting Members in Good Standing.** Voting Members in Good Standing shall be all NSD Members, regardless of member type, whose Annual Membership Dues are paid and up to date.
B. **Voting Member Records**. The Treasurer shall maintain a complete, accurate and up to date listing of all Voting Members in Good Standing, including mailing address, email address and membership type (Basic or Sustaining).
C. **Proof of Membership**. The Executive Committee of NSD shall determine, in its sole discretion, the form of Voting Membership proof to be required and the Elections Standing Committee shall be responsible for providing this proof to all Voting Members in Good Standing.
D. **Not Transferable.** Voting Membership in Good Standing shall not be transferable.
E. **No Proxies.** Voting proxies shall not be permitted.
F. **Must Be Present**. To vote, a Voting Member in Good Standing shall be present in person (or online, if that option is offered), when votes are taken.
G. Members of the Elections Standing Committee (Article VIII, Section 6.c) shall be responsible for determining who is attending a voting event and shall be responsible jointly for counting and confirming the validity of all votes cast.

Section 4: Duties of Membership. NSD Members, whether dues paying or not, shall be actively involved in the business of NSD, including reading NSD Newsletters and other NSD communications, attending NSD General Meetings, volunteering to help with NSD events and initiatives, and generally supporting the mission and objectives of the NSD organization.

Section 5: Equity. Discrimination in regard to membership or any other aspect of NSD affairs on the basis of sex, gender identity, sexual preference, race, age, color, creed, national origin, religion, economic status, ethnic identity, or disability shall be strictly prohibited.

Article VIII- Organization and Governance

Section 1: Officers. There shall be two types of NSD Officers: Elected and Appointed.

A. Elected Officers
    a. Elected officers shall consist of:

i Chairperson, (required by law), hereinafter referred to as Chair;
ii First Vice Chairperson, hereinafter referred to as First VC;
iii Secretary;
iv Treasurer (required by law)

b. Elected Offices may be held by only one (1) person.

B. Appointed Officers:
   a. Appointed Officers shall consist of:
      i Membership Vice Chairperson, hereinafter referred to as Membership VC;
      ii Communications Vice Chairperson, hereinafter referred to as Communications VC;
      iii Events Vice Chairperson, hereinafter referred to as Events VC.
   b. Appointed Offices shall be held by one person (VC), or jointly by two people (Co VCs); however, Co VCs will share only a single vote on the Executive Committee.

Section 2. Executive Committee. Together the four Elected and three Appointed Officers shall make up the seven member Executive Committee (Article VIII, Section 5).

Section 3. NSD Officer Selection.

A. All Elected Officers shall be chosen through the Biennial Election Process (Article IX).
B. All Appointed Officers shall be appointed by the Chair, with majority consent of the Executive Committee.

Section 4: Duties of Officers.

A. **Chair** shall direct the affairs of the organization as its chief administrative officer. Accordingly, the sitting Chair (or First VC in the event the Chair's absence), shall:
   a. Lead the Executive Committee Members through the process of developing a Strategic Plan for the upcoming Election Cycle;
   b. Preside over, or designate another member of the Executive Committee to preside over, all NSD Executive Committee Meetings, all General Meetings, and all Special Meetings;
   c. Appoint NSD Voting Members in Good Standing to the Appointed Officer roles on the Executive Committee (Article VIII, Section 1.B);
   d. Appoint such ad hoc committees (and ad hoc committee leaders) as are deemed necessary to carry out the programs, policies, strategic plan and mission of NSD;
   e. Ensure organizational compliance with these Bylaws;
   f. Annually confirm blanket authorization for the Treasurer to disburse unilaterally NSD funds in amounts not to exceed $200.00;
   g. Review and approve (or deny) all Treasurer requests for transactional authorization to disburse NSD funds in amounts greater than $200.00;
   h. Submit, in cooperation with the NSD Treasurer, a proposed annual budget, to be reviewed and approved by majority vote of the Executive Committee no later than the end of the first calendar quarter;
   i. Be a member at large of all standing and ad hoc committees of the Executive.
B. **First Vice Chair** shall:
   a. Assist the Chair in the performance of the aforesaid duties and perform such additional duties as may be assigned by the Chair;
   b. Oversee the duties and activities of the Membership VC, Communications VC, and Events VC;
   c. Chair the Bylaws Standing Committee.
   d. Immediately assume the role of Acting Chair, in the event the elected Chair resigns, is removed or the Office of Chair is otherwise vacated.

C. **Secretary** shall:
   a. Perform duties as assigned by the Chair;
   b. Take notes and keep records of all NSD meetings where business is transacted (Executive Committee Meetings, General Meetings, Special Voting Member Meetings);
   c. Maintain and distribute, as directed by the Chair, NSD records including:
      i. written and/or electronic copies of Executive Committee meeting minutes;
      ii. an ongoing listing of all task assignments;
      iii. a copy of all formal reports prepared by Elected Officers and sub committees;
      iv. a copy of all resolutions adopted by the NSD Executive Committee;
   d. When voting occurs, share responsibility, together with the Treasurer and Membership VC, for verifying the validity of all votes cast;
   e. Along with the Treasurer, Co Chair the Elections Standing Committee.

D. **Treasurer** shall be responsible for NSD's finances, insurance and legal compliance. In accordance with these duties, the Treasurer shall:
   a. Register NSD as a Political Action Committee (subtype Standing Committee) with the appropriate filing authorities, including the Arizona Secretary of State, Maricopa County Recorder and City of Scottsdale, and ensure that the required statements of organization are complete, accurate and up to date;
   b. Prepare and submit regular campaign finance reports as required by the AZ SOS and other filing authorities;
   c. Receive all monies of the organization and deposit them in the designated NSD banking institution;
   d. Disburse, preferably by check, the funds of NSD, subject to prior approval by the NSD Chair;
   e. Ensure the lawfulness of all political contributions received and made;
   f. Be empowered to:
      i. with prior annual approval of the Chair (Article XIII, Section 2, A.d), sign checks, and drafts of other orders for payment, of money up to $200.00;
      ii. with prior transactional approval of the NSD Chair, disburse NSD funds in excess of $200.
      iii. with prior transactional approval of the NSD Chair, sign acceptances, notes, or other evidence of indebtedness;
      iv. with prior transactional approval of the NSD Chair, enter into contracts;
      v. with prior transactional approval of the NSD Chair, execute and deliver other documents and instruments;
   g. Keep a complete, accurate, and timely record of all receipts and disbursements;
   h. Chair the Budget Standing Committee;
   i. With the Secretary and Membership VC, Co Chair the Elections Standing Committee;
   j. Report monthly to the Executive Committee on the current bank account balance and any known income and expense transactions that may be pending;
   k. Provide a brief report on NSD finances at the beginning of every General Meeting (Article X, Section 8.C)
   l. Prepare and submit, in cooperation with the Chair, a proposed annual budget to be reviewed and approved by majority vote of the Executive Committee no later than the end of the first calendar quarter;
   m. Seek approval by a majority vote of the Executive Committee when significant spending outside of the approved budget occurs;
   n. Provide the Executive Committee with monthly budget variance reports;

o. Collect annual dues and maintain a current listing of all NSD Voting Members in Good Standing including mailing address, email address and membership type.
p. When NSD elections and other voting occurs, work with the Secretary and Membership Director to count and verify the validity of all votes cast.
q. Removal from office: The Treasurer shall be removed from office for dishonesty, misfeasance, or the failure to perform statutorily required duties in a timely manner.
r. The financial records and campaign finance reports maintained by the Treasurer shall be audited at least once every calendar year by a person and method approved by the NSD Chair. The person who conducts the audit may or may not be a member of NSD, but in no instance shall the auditor be a current member of the Executive Committee. The audit shall be completed during the first calendar quarter, no later than March 31

E. **Membership VC** shall be responsible for:
a. Sending annual membership renewal notifications to all members at least 2 months prior to the end of their fiscal year
b. Collecting and tracking annual Voting and Sustaining membership dues payments in collaboration with the Treasurer
c. Maintaining and distributing as necessary, current lists of members in each of the membership categories;
d. Increasing NSD membership through one-on-one recruitment and at events;
e. Working with Treasurer and Secretary to streamline and validate NSD voting procedures;
f. Raising money for NSD activities in collaboration with the Events VC;
g. Co Chair the Elections Standing Committee.

F. **Communications VC** shall be responsible for:
a. Writing, editing, producing, and distributing the NSD Newsletter and other announcements, bulleting and notifications;
b. Website design, maintenance, updates and Search Engine Optimization (SEO)
c. Social media presence on behalf of NSD;
d. Email correspondence with NSD members.
e. In collaboration with the Chair, the Communications VC may enlist other NSD members to assist with above communication tasks.

G. **Events VC** shall be responsible for:
a. Scheduling, organizing and executing all NSD member meetings including:
i. Meeting logistics including arranging for food and beverages is necessary
ii. Coordinating with the City of Scottsdale to reserve space or arranging for other locations
iii. Determining, in collaboration with the Chair, meeting program and content including speakers and activities
b. Planning NSD fundraising events in collaboration with the Treasurer to raise money to support NSD activities
c. In collaboration with the Membership VC, planning membership recruitment and other types of events;
d. To the extent permitted by law, planning and/or facilitating candidate support events;
e. To the extent permitted by law, coordinating with other organizations to jointly sponsor or co-host other types of events.

Section 5: Executive Committee.

A. The NSD Executive Committee shall consist of seven Officers including the four Elected Officers and three Appointed Officers (Article VIII, Section 1).
B. The NSD Executive Committee shall be responsible for:

    a. Managing the affairs of NSD and ensuring the orderly and efficient functioning of the organization;
    b. Raising funds to support organizational activities, a responsibility shared by all Executive Committee members;
    c. Creating and maintaining NSD Bylaws, and other NSD policies, rules and regulations consistent with these Bylaws, for proper governance and functioning of the organization in furtherance of the general mission and purposes of the NSD.
    d. The seven Officers shall be the only members of the Executive Committee empowered to vote on Executive Committee business.
    e. At the discretion of the NSD Chair, other NSD members in addition to the seven Officers may attend and participate in Executive Committee meetings, but only in non-voting capacity.
    f. All Executive Committee Members shall, throughout their entire term in office, ensure that their dues are paid on time and their status as NSD Voting Members in Good Standing is maintained without lapse. Note: Elected Officers normally serve two year terms and annual dues must be paid in advance for both years.
    g. The Executive Committee shall meet at least once every month, on a previously designated and announced day and time, and may meet more frequently as deemed necessary by the Chair.
    h. At the Chair's discretion, Executive Committee Meetings shall be held either in person or online via video conferencing.
    i. Event specific advance notification of regularly scheduled Executive Committee Meetings is not required as it is the responsibility of Executive Committee members to know when these meetings will be held and how to join them. But Executive Committee members must be notified in advance by the Chair of irregularly scheduled meetings.
    j. A majority (50% plus 1) of current Executive Committee members shall constitute a Quorum and shall be required for the Executive Committee to conduct NSD business. J. There shall be no proxy voting.
    k. A majority of the Executive Committee members present, whether or not they constitute a Quorum, may vote to adjourn any meeting to another time and place.
    l. Notwithstanding that an Executive Committee member may temporarily occupy more than one
    m. Office on the Executive Committee, due to vacancy, only one vote shall be exercised by each Executive Committee member on any Executive Committee action or decision. Co VCs shall share responsibility for casting a single vote.

Section 6: Executive Committee Vacancies.

A. If a vacancy, other than the NSD Chair, occurs on the Executive Committee due to illness, death, resignation, removal from office, movement to another Office or any other reason, the NSD Chair shall immediately seek to find and appoint a qualified replacement, either from within the Executive Committee or from among the pool of NSD Voting Members in Good Standing. The appointed replacement shall be confirmed by a majority vote of the NSD Executive Committee and such replacement shall serve for the remainder of the unexpired term.
B. If the Chair's position is vacated, the First VC shall immediately become Acting Chair and shall assume the duties of the Chair until the next Executive Committee meeting, at which time a new Chair will be elected from among the sitting Executive Committee members. If the First VC or any other Executive

Committee Member is elected Chair, then their previous seat will be considered vacant and will be filled in accordance with the replacement process outlined above in paragraph A. of this section. Another member of the Executive Committee may be appointed temporarily to perform the duties of the vacated office until a permanent replacement can be found.

C. If an NSD officer is absent without cause for three consecutive Executive Committee meetings, such absence shall be deemed a resignation, and the Officer shall be notified by the Chair via email that they are no longer a member of the Executive Committee and they shall be replaced in accordance with the replacement process outlined above.

Section 7: Removal of Elected Officers. An Elected Officer of NSD may be removed for cause by two-thirds (⅔) vote of the Executive Committee. Cause for removal shall include:

A. Failure to fulfill the duties of the office under Arizona law or the NSD Bylaws;
B. Misfeasance;
C. Willful or corrupt misconduct in office;
D. Discrimination (Article VII, Section 5), harassment, bullying, or other such behavior;
E. Public support, in their NSD Executive Committee role (i.e., using their NSD Officer title), of a candidate in an Arizona election who is not supported by NSD.

Section 8: Permanent Standing Committees.

A. The following NSD Permanent Standing Committees shall be responsible for initial consideration of all matters related to their designated topic and for recommending Executive Committee action as deemed necessary by a majority of the Standing Committee members:
    a. Bylaws Standing Committee
        i. Chaired by the First VC
        ii. Responsible for implementation of and compliance with NSD Bylaws across the organization
        iii. Responsible for conducting periodic reviews of the Bylaws and recommending necessary changes to the Executive Committee
    b. Budget Standing Committee
        i. Chaired by the Treasurer
        ii. Conducts quarterly reviews of NSD financials and prepared budget variance reports
        iii. As necessary, recommends to the Executive Committee mid-year changes to the approved budget
        iv. Works with the NSD Chair to develop a proposed budget for upcoming year
    c. Elections Standing Committee
        i. Co-Chaired by the Secretary, Treasurer, and Membership VC
        ii. Supports all NSD election procedures as outlined in Article IX, Sections 5-6
B. Standing Committee members shall be current NSD Voting Members in Good Standing and shall be appointed by the Chair.
C. Standing Committee members may also be Executive Committee members.
D. Standing Committee members shall serve at the discretion of the Chair and may be removed by the Chair at any time, with or without cause.

Section 9: Appointed Ad Hoc Sub Committees.

A. With consent of the Executive Committee, the NSD Chair may create and appoint members to such Ad Hoc Sub Committees as are deemed necessary to carry out the programs, policies, Strategic Plan and Mission of NSD.
B. Because such Ad Hoc Sub Committees are by definition created to serve temporary purposes or needs, their start dates and duration may vary.
C. Membership on Ad Hoc Sub Committees shall be open to both NSD non-voting General Members and NSD Voting Members in Good Standing (Article VII, Section 1).
D. Ad Hoc Sub Committees and their members shall serve at the discretion of the Chair and may be removed by the Chair at any time, with or without cause.

Article IX- Election of NSD Officers and Term in Office

Section 1: Election Process Overview.

A. Elected Officers consisting of the Chair, First VC, Secretary and Treasurer shall be chosen by the NSD Voting Members in Good Standing at the **Biennial Reorganization Meeting** as provided in this Article.
B. NSD Elected Officers shall serve a two-year Term in Office concurrent with the two-year election cycle beginning in January following the Arizona General Election in November.
C. The Officers' Term in Office shall commence immediately upon their election at the Biennial Reorganization Meeting and – except for resignation or removal – shall end two years later with the next Biennial Reorganization Meeting and the election of new NSD Officers.
D. Throughout their Term in Office, Elected Officers shall serve as members of the Executive Committee with the duties and responsibilities outlined in Article VIII, Section 5.

Section 2: Nomination Process. Every two years following a General Election, on a date in January determined by the Chair, NSD Voting Members in Good Standing shall assemble, either in person or online (if that option is offered), in a **Biennial Reorganization Meeting** for the purpose of electing new NSD Officers.

A. The Biennial Reorganization Meeting shall take place during the month of January of the year following a November General Election.
B. The specific day, time, and place (physical location or online), shall be determined by the sitting NSD Chair in consultation with the NSD Executive Committee and the Elections Standing Committee.
C. For purposes of determining who shall be allowed to vote at the Biennial Reorganization Meeting in January, a Voting Member in Good Standing shall be anyone (either Basic Voting Member or Sustaining Member) whose Annual Membership Dues are paid up to date and current prior to the Biennial Reorganization Meeting being called to order.
D. NSD Voting Members in Good Standing shall nominate from their membership (including self-nominations) candidates for the offices of Chair, Vice Chair, Secretary, and Treasurer.
E. To stand for election at the Biennial Reorganization Meeting, a nominee for NSD Elected Office shall be a current Voting Member in Good Standing, meaning that their annual membership dues shall already have been paid prior to the Biennial Reorganization Meeting being called to order.
F. At least thirty (30) days before the Biennial Reorganization Meeting, and in no instance later than Dec 15, the sitting NSD Chair shall provide Electronic Meeting Notification to all NSD Members advising them of the date, time, and physical location of the meeting, or instructions on how to join if the meeting is to be online.
G. In addition, the advance notification for the Biennial Reorganization Meeting shall include:
    a. A listing of all NSD Officer positions to be elected;
    b. A listing of Elected Officer duties;

c. A reminder that only people who are NSD Voting Members in Good Standing prior to the Biennial Reorganization Meeting being called to order shall be eligible to run for office and/or vote in the NSD Election;
d. The definition of Voting Member in Good Standing (Article XII Section 2) and Date of Record;
e. An invitation to all NSD Members in Good Standing who are interested in running for office to declare their candidacy;
f. An invitation for other NSD Members in Good Standing to nominate qualified NSD Members in Good Standing to run for office;
g. A reminder that no one can be nominated without their prior consent;
h. The method and deadline for submission of nominations and candidate **declaration of interest** (no less than two weeks prior to the election);
i. An alert that all voting will take place electronically and an instruction that if a Member in Good Standing feels they may need assistance with this voting method that they should contact a designated Executive Committee member and ask for assistance.

H. At least one week prior to the Biennial Reorganization Meeting, the sitting Chair shall publish, through Electronic Notification to all members, the names and brief biographies of all nominated and declared candidates for Elected Office.

Section 3: Biennial Reorganization Election.

A. At the Biennial Reorganization Meeting, a Quorum consisting of 10**%** of all NSD Voting Members must be present – physically or online – to proceed with the nomination and election process. The Treasurer, Secretary, and Membership VC shall determine by unanimous agreement, based on whatever method they choose, that such a Quorum is present.
B. If a Quorum is not in attendance, a majority of Voting Members present, whether or not they constitute a Quorum, may adjourn the meeting to another time and place.
C. If a Quorum is present, the presiding officer shall begin the election process starting with nominated candidate speeches wherein all previously nominated candidates shall have an opportunity to speak briefly (amount of time determined in advance by the Elections Standing Committee) to the meeting attendees and make the case why they should be elected.
D. Nominated candidate speeches shall start with the candidates for Chair followed by the candidates for First Vice Chair, Secretary and Treasurer.
E. After all nominated candidates have spoken, the voting process shall begin.

Section 4: Voting Process.

A. Ballot Preparation
    a. Prior to the Biennial Reorganization Meeting, an electronic ballot alphabetically listing all candidates nominated for each Elected Office shall have been created by the Elections Standing Committee.
    b. If there is only one candidate nominated for an office, that candidate shall still be listed on the ballot and included in the election.
    c. The accuracy and completeness of the ballot shall be unanimously confirmed by members of the Elections Standing Committee.
B. Voting
    a. Upon completion of all nominated candidate speeches, the Elections Standing

Committee shall send out the election ballot via email or other previously approved and tested electronic method to all NSD Voting Members in Good Standing who are known to be in attendance at the meeting.

b. The NSD Elections Standing Committee shall ensure that all voting processes are nondiscriminatory.
c. A reasonable amount of time, as determined by the Chair and the Elections Standing Committee, shall be allowed for those present at the meeting to receive and access their ballot, vote, and submit their ballot.
d. Provisions must be made to assist any members who may be having trouble accessing or casting their ballot to vote by some other method.
e. Once the time allotted for voting has expired, no more ballots may be accepted.

Section 5: Voting Method. Regardless of whether the Biennial Reorganization takes place in person or online, all voting shall be conducted using an electronic voting method that has been reviewed, tested, and approved by the Executive Committee prior to the meeting. The electronic voting method selected for the election of NSD Officers shall be:

A. Readily accessible via smart phone to all Voting Members in Good Standing who are verified to be in attendance at the Biennial Reorganization Meeting;
B. Streamlined enough to allow the voting process to be completed during the meeting and within a reasonable amount of time;
C. Secure enough to ensure that only the votes of Voting Members in Good Standing are counted, and that the vote totals are tallied in accordance with the principle of one person, one vote;
D. Verifiable and auditable enough to satisfy reasonable post-election questions and concerns about election integrity.

Section 6: Ballot Counting, Verification, and Announcement of Election Results

A. Once the allotted time for voting has expired, the Treasurer, Secretary and Membership Chair shall together review the ballot returns, resolve any questions and tally the election results.
B. If there is only one candidate for an office, the vote total for that candidate shall be recorded and that candidate shall be declared the winner.
C. If there are multiple candidates for an Elected Office, the winner shall be the candidate with the most votes cast for that office.
D. Once all questions have been resolved and the results have been tallied, the members of the Elections Standing Committee shall unanimously certify the election results which then shall be delivered to the presiding officer for announcement to the meeting attendees.

Article X- NSD Member Meetings

Section 1: Biennial Reorganization Meeting.

A. Every other year, during the month of January following the November General Election (beginning of a new election cycle), NSD shall conduct a Biennial Reorganization Meeting as outlined in Article IX.
B. Immediately following completion of the election process, the newly elected NSD Officers shall begin their terms and the new Chair shall take control of the meeting as presiding officer. If there is other

business on the agenda that needs to be transacted (new Bylaws, etc.), the new Chair shall lead the meeting attendees through the process to meeting adjournment.

Section 2: General Meetings.

A. NSD shall have a minimum of four (4) General Meetings – at least one per calendar quarter – during each calendar year. The Chair, in consultation with the Events Chair and other members of the Executive Committee, shall determine the date, time, place (physical location or online) and agenda for such meetings. Additional General Meetings may be held as deemed necessary by the Chair and the Executive Committee to carry out the programs and policies of NSD.
B. The NSD Chair shall ensure that advance Electronic Notification (Article X, Section 5) of each General Meeting is provided not less than two weeks prior to the General Meeting.
C. If no business requiring a vote is on the agenda, the meeting may go forward without verifying that a Quorum of Voting Members is present.
D. If business requiring a vote is to be transacted, a Quorum consisting of 10% of all Voting Members must be present. The Treasurer, Secretary, and Membership VC shall determine if a Quorum is present.
E. All General Meetings shall be open to all NSD members and like-minded others. All meeting promotions shall include an RSVP link where anyone planning to attend will be asked to provide their email address, full registered voter name, and residential address including street, city and zip code. Any new or unknown participants shall be vetted by the Membership Vice-Chair, Treasurer, and/or Chair.

Section 3: Special Meetings of Voting Members.

A. Special meetings of Voting Members, either in person or online, may be called at any time by the NSD Chair, or by majority vote of the Executive Committee, for the purpose of transacting urgent business.
B. The Chair shall provide advanced Electronic Notification (Article X, Section 5) to all NSD Voting Members not less than fourteen (14) days prior to the meeting. In addition to the date, time, and place (physical location or online), this notification shall include a clear explanation of the Special Meeting purpose.
C. Only business specifically set forth in the notice shall be conducted at the Special Meeting.
D. If a Quorum consisting of 10% of all NSD Voting Members is not present, no business shall be conducted.
E. If a Quorum is lacking, a majority of Voting Members present, whether or not they constitute a Quorum, may adjourn the meeting to another time and place.
F. No proxies shall be allowed at Special Meetings of Voting Members.

Section 4: Notifications for All Meetings Authorized by this Article.

A. The Chair shall ensure that advance notification of all meetings is provided to NSD members.
B. All such meeting notifications must include the date, time, and place (if the meeting is to be in person) or join meeting instructions (if the meeting will be virtual).
C. Notice shall also include a tentative meeting agenda.
D. All Electronic Notifications prescribed by these Bylaws shall be delivered to NSD members using all three of the methods listed below:

a. The event shall be posted in on the Upcoming Events page of the NSD website (http://www.norscodems.org);

b. At least one mass email notification shall be sent to all subscribers to the NSD email distribution list maintained on the designated electronic marketing platform (i.e., MailChimp or similar mass email service);
c. At least one notification shall be posted on NSD's Facebook private group page.

Section 5: Quorum.

A. At all NSD meetings where business is to be transacted through a voting process, a Quorum consisting of at least 10% of all Voting Members in Good Standing must be present, in person or electronically.
B. After a meeting Quorum has been established, it shall not be broken by the subsequent departure of any Voting Members from the meeting.
C. If a Quorum is not present at a meeting in which business is to be transacted through a voting process, a majority of the Voting Members that are present may adjourn the meeting to another time and place.
D. Notice of the adjourned meeting shall be provided to all NSD Members by the NSD Chair along with a new meeting schedule.

Section 6: One Person, One Vote.

A. At all NSD meetings where business is to be transacted through a voting process, only Voting Members in Good Standing shall be allowed to vote.
B. Only one vote shall be exercised by each Voting Member on any action or decision and no proxy votes will be allowed.
C. Members of the Elections Standing Committee shall be responsible for validating that all votes have been cast in accordance with this principle.

Section 7: Programs for Meetings.

A. The NSD Chair, in consultation with the Events VC, shall approve the agenda and program content for all NSD meetings.
B. The Chair or other presiding officer shall briefly review the meeting agenda with meeting attendees at the beginning of each meeting.
C. The Treasurer or other designated officer shall review the financial balance with meeting attendees at the beginning of each meeting.

Section 8: Rules of Order. Procedurally, all NSD meetings prescribed by or held under the auspices of these Bylaws, where business is transacted through a voting process, with or without debate, shall be conducted in accordance with Roberts Rules of Order Newly Revised.

Section 9: Meeting Security. NSD reserves the right to vet attendees, restrict attendance at its events and take other actions, including calling the police in the case of in-person events, to protect the general security and safety of its members and orderliness of the proceedings.

Article XI- Miscellaneous Financial

Section 1: Fiscal Year. The NSD fiscal year shall commence on January 1st and end on December 31st in each calendar year.

Section 2: No Paid Staff. NSD shall have no paid Officers or organization employees.

Section 3: Fundraising and Donors. As a Political Action Committee (subtype Standing Committee), registered with the AZ Secretary of State, NSD is permitted to accept financial contributions and make financial expenditures for the purpose of influencing or attempting to influence the result of an election.

Section 4: Monies. All NSD monies shall be deposited in a designated financial institution approved by the Executive Committee and disbursed by NSD check, electronic funds transfer or NSD or debit card.

Section 5: Credit Card Processing. To minimize administrative complexity and facilitate accurate campaign finance reporting, all credit card payments shall be processed through ActBlue.

Section 6: Annual Audit. The financial records and campaign finance reports maintained by the Treasurer shall be audited at least once every calendar year by a person and method approved by the NSD Chair. The person who conducts the audit may or may not be a member of NSD, but in no instance shall the auditor be a current member of the Executive Committee. The audit shall be completed during the first calendar quarter, no later than March 31.

Article XII- Campaign Work, Candidacies and Endorsements

Section 1: Paid Campaign Work. While concurrently serving on the Executive Committee, NSD Elected Officers and Executive Committee Members shall not occupy a paid position in a candidate campaign or otherwise engage in any paid work on behalf of a candidate, candidate committee, or other Political Action Committee.

Section 2: Running for Office. If any member of the NSD Executive Committee files to run for a salaried public or outside committee office, they shall have fifteen (15) days from the date of filing to resign their position. If they fail to do so, they shall be automatically considered resigned after fifteen days and their seat shall be vacated and backfilled in accordance with the procedures outlined in Article VIII, Section 5.

Section 3: **Candidate Endorsements**.

A. NSD Executive Committee Members shall not, in their official NSD role (i.e., using their NSD title), publicly endorse or support any candidate in any Arizona election who is not formally endorsed by NSD.
B. NSD as an organization shall not officially endorse or show preference for any candidates prior to the Primary Election. In competitive primary races for party nomination, NSD must ensure that all candidates receive even-handed treatment.

Article XIII- Original Adoption and Amendment of Bylaws

Section 1: Original Adoption.

A. The Date of Record for the Original Adoption of these Bylaws shall be the date on which a majority of the NSD Executive Committee voted in favor of adoption.
B. These Bylaws were originally adopted by majority vote of the Executive Committee on March 2, 2023.

Section 2: Modification Period.

A. Following the date of Original Adoption, a six (6) month Bylaws Modification Period shall commence during which the Bylaws may be amended by recommendation of the Bylaws Standing Committee and majority vote of the Executive Committee.

B. Following expiration of the six month Modification Period on September 3, 2023, any additional Bylaws changes shall be governed by the NSD Bylaws Amendment Process as outlined in Section 3 of this article.

Section 3: Amendment Process.

A. Following expiration of the initial Modification Period, these Bylaws may be amended as necessary by a vote of not less than two-thirds (⅔) of the Voting Members in Good Standing present in person on online (if that option is made available) at any of the following NSD meeting types:
    a. General Meeting
    b. Special Meeting of Voting Members;
    c. Biennial Reorganization Meeting.

B. Any proposed Bylaws change shall be reviewed first by the Bylaws Standing Committee and if the proposed change is deemed necessary, the Standing Committee shall draft an Amendment and refer it to the NSD Executive Committee for further consideration.

C. The Executive Committee shall ensure that all proposed Bylaws Amendments comply with Arizona Revised Statutes and are not at odds with NSD's mission or other existing NSD Bylaws provisions.

D. If approved by the NSD Executive Committee, the NSD Chair shall determine the meeting type as well as the day, time and place (in-person or online meeting) when NSD members shall vote on the proposed amendment.

E. All NSD Voting Members in Good Standing shall receive a minimum of two weeks advance notification (Article X, Section 4) of the proposed Bylaw amendment(s) as well as the meeting details.

F. At the Bylaws amendment meeting, a Quorum consisting of at least 10% of all Voting Members in Good Standing must be present, in person or electronically (Article X, Section 5).

G. Members of the Elections Standing Committee shall identify the Voting Members in Good Standing who are in attendance.

H. The meeting discussion on the proposed Bylaws amendment shall proceed in accordance with Roberts Rules of Order Newly Revised (Article 10, Section 8).

I. The vote on the proposed amendment shall take place by electronic ballot created and sent by members of the Elections Standing Committee to all Voting Members in Good Standing who are known to be present at the meeting.

J. The ballot shall be sent via email or other previously approved and tested electronic method accessible by smartphone.

K. The NSD Elections Standing Committee shall ensure that all voting processes are non discriminatory.

L. A reasonable amount of time, as determined by the Chair and the Elections Standing Committee, shall be allowed for those present at the meeting to receive and access their ballot, vote, and submit their ballot.

M. Provisions must be made to assist any members who may be having trouble accessing or casting their ballot to vote by some other method.

N. Once the time allotted for voting has expired, no more ballots may be accepted.

O. The Treasurer, Secretary and Membership Chair shall together review the ballot returns, resolve any questions and tally the election results.

P. For the proposed Bylaws amendment to be adopted, not less than two-thirds (⅔) of the Voting Members in Good Standing present at the meeting must vote in favor.

E. Once all questions have been resolved and the results have been tallied, the members of the Elections Standing Committee shall unanimously certify the election results which then shall be delivered to the presiding officer for announcement to the meeting attendees.

Section 4: Duration. These Bylaws shall become effective upon Original Adoption (Article XIII, Section 1) and shall remain in force subject to Amendment (Article XIII, Sections 2 and 3), Termination or Severance (Article XIII, Sections 5 and 6).

Section 5: Termination of Bylaws. A motion to terminate these Bylaws may be made at any time. However, such a motion shall require:

A. At least two weeks advance notice to the NSD Executive Committee;
B. At least one week advance Electronic Notification to all NSD Voting Members;
C. A Quorum present at a Special Meeting of NSD Voting Members in Good Standing;
D. Approval of seventy-five percent (75%) of NSD Voting Members in Good Standing present at the meeting.

Section 6: Severability. Any provision in these Bylaws deemed unconstitutional or unlawful shall be considered null and void, but all remaining provisions shall remain in effect. These Bylaws are subordinate to the Arizona Revised Statutes and laws of the United States.

Article XIV- Dissolution of NSD

Section 1: Decision to Dissolve. The NSD PAC may be dissolved in either of two ways:

A. By unanimous vote of the NSD Executive Committee, or
B. By Petition to Dissolve and vote of NSD Voting Members in Good Standing in accordance with the following requirements:
    a. The Petition to Dissolve shall be in writing and shall clearly state the reason for dissolution;
    b. The Petition to Dissolve shall be signed by a minimum of 25% of Voting Members in Good Standing;
    c. The Chair shall schedule a Special Meeting of NSD Members in Good Standing to consider the Petition to Dissolve;
    d. At least one week prior to the Special Meeting, the Chair shall provide all Voting Members in Good Standing with Electronic Notification of the meeting details and text of the Petition to Dissolve;
    e. At the Special Meeting, a Quorum of all NSD Voting Members in Good Standing must be present (either in person or online);
    f. Adoption of the Petition to Dissolve requires approval of seventy-five percent (75%) of NSD Voting Members in Good Standing present at the Special Meeting.

Section 2: Disposal of NSD Assets. The Assets of NSD are permanently dedicated to supporting its exempt purposes as set forth in Article III. In the event a motion to dissolve NSD is passed, the organization's assets shall be distributed in accordance with the following principles:

A. First priority is payment of any debts and financial obligations as well as any expenses related to dissolution which must be satisfied before termination can be completed. In accordance with Arizona law, if NSD lacks sufficient funds to pay all creditors, the organization must continue fundraising until these financial obligations are met or the debt(s) have been forgiven.
B. Any remaining surplus monies or other assets shall be distributed, as determined by NSD's Executive Committee, in accordance with the following options:
    a. Return surplus monies and other assets to the original contributor.

b. Contribute to a political party, candidate committee, or other PAC within legal contribution limits and only to such registered AZ political organization or organizations as shall:
    i. Qualify as an "Exempt Organization" under Section 527 of the United States Internal Revenue Code, and
    ii. Be engaged in activities substantially similar to those of NSD (i.e., helping to elect Arizona Democrats).
c. Donate surplus monies to a nonprofit organization that has tax exempt status under section 501(c)(3) of the Internal Revenue Code.
d. Under no circumstances may any of the remaining surplus monies be converted for personal or other use.

Section 3: Terminating the PAC.

Once NSD has wound down its financial affairs and ceased all other activities, the Treasurer – in accordance with the legal regulatory duties of the Office – shall be responsible for terminating the registered Political Action Committee in compliance with State and Federal law. This duty includes but is not limited to:

A. Filing a termination statement with the AZ SOS and other applicable filing officers with which NSD's statement of organization was filed (e.g., IRS, Maricopa County, Scottsdale City, etc.)

B. Certifying that all termination requirements have been met.