

MICHIGAN DEMOCRATIC PARTY SENIOR CAUCUS
ARTICLES OF ASSOCIATION AND BYLAWS

Adopted by Members on September 27, 2021

NAME AND PURPOSE

1-1 NAME. The name of the organization, an unincorporated association in the State of Michigan, is “Michigan Democratic Party Senior Caucus.” (Hereinafter referred to as “SENIOR CAUCUS” or “Organization”)

1-2 MISSION STATEMENT. The goal of the caucus is to effect public policy by bringing focus and accountability to senior issues, and by working to elect public officials who support those efforts. Seniors are among those most adversely affected by the policies and acts of Republican administrations and congressional and legislative majorities in Washington DC and Lansing. The Senior Caucus will work toward educating and informing seniors on the issues involved in local, state and national elections and removing barriers that may prevent them from exercising their right and opportunity to vote in these elections. The Senior Caucus will give a voice to seniors within the Michigan Democratic Party.

MEMBERS

2-1 CATEGORIES OF MEMBERSHIP. There are two membership categories: voting members and supporting members. Membership is open to all qualified members of the Michigan Democratic Party regardless of actual or perceived race, color, creed, sex, age, national origin, economic status, religion, ethnic identity, ancestry, marital status, sexual orientation, physical appearance, or disability.

2-2 QUALIFICATIONS OF SUPPORTING MEMBERS. Supporting members must be natural persons of legal voting age, and must support the organization’s purpose, goals, and philosophies.

2-3 QUALIFICATIONS OF VOTING MEMBERS. Voting members must meet all the qualifications for supporting members, be members of the Michigan Democratic Party for at least 30 days prior to any Caucus membership meeting, be enrolled as members of the SENIOR CAUCUS for at least 30 days prior to any Caucus membership meeting.

2-4 RIGHTS OF VOTING MEMBERS. Voting members may attend all membership meetings where they may speak, propose motions, and vote, subject to applicable parliamentary rules. Supporting members may attend all membership meetings, where they may speak (but not propose motions or vote), subject to applicable parliamentary rules.

2-5 TERMS. A member’s term begins after the member satisfies all the qualifications for membership and continues as long as the member meets these qualifications.

2-6 RESIGNATION. A member may resign by giving the organization written notice. The resignation is effective on the date specified in the notice, or the date of receipt of the notice by the organization, whichever occurs later.

2-7 EXPULSION. A member may be expelled for conduct contrary to the organization’s purpose, goals, philosophies, or interests. Expulsion occurs upon approval of two thirds of the Board of Directors members voting at an open meeting of the Board of Directors. The affected member must be given at least 10 days prior written notice that the expulsion will be discussed by the Board of Directors, including the reason for the proposed expulsion, and have the opportunity to speak and present witnesses during the Board of Directors meeting, prior to the expulsion vote.

2-8 REINSTATEMENT. A member previously expelled from, may not rejoin, the organization without approval of two thirds of the Board of Directors members voting at a meeting of the Board of Directors, and ratification of a majority of the members voting at a membership meeting attended by at least 15 percent of the voting membership.

MEETINGS OF MEMBERS

3-1 CALL - ELECTION MEETING. The Election Meeting is that meeting of members at which Officers and other members of the Board of Directors are elected. The Election Meeting is held at the Convention of the Michigan Democratic Party during odd-numbered years, or as soon as practical thereafter, at the time and place specified by the Board of Directors.

3-2 CALL - REGULAR MEETINGS. Regular meetings of members are held quarterly, at the time and place specified by the Board of Directors.

3-3 CALL - SPECIAL MEETINGS. Special meetings of members are held at the call of the Board of Directors, or on petition of 50 voting members or 25 percent of the voting membership, whichever is less, presented to the Board of Directors and specifying the purpose of the meeting. The Board of Directors sets the time and place of special membership meetings. When a meeting is requested by voting member petition, the Board of Directors must schedule the meeting to occur within 60 days from its receipt of the valid petition.

3-4 NOTICE. Written notice of any meeting of members must be given to all voting and supporting members at least 10 but no more than 60 days before the date of the meeting. SENIOR CAUCUS meeting notice given by the Michigan Democratic Party included in its pre-convention announcements will suffice. For all meetings called by voting member petition, the notice must include the stated purpose of the meeting.

3-5 QUORUM. A quorum at any meeting of members is ten voting members, or a majority of current voting members, whichever is less.

3-6 USE OF PROXIES. Proxies are not permitted at a membership meeting. Members must vote in person.

3.6-1 Helper-If a member inquires, in writing or verbally to an officer of the Caucus before a meeting is convened, a "Helper" may be used to:

1. Facilitate communication for a member
2. Make or second a motion, participate in the debate of a motion and vote for or against a motion
3. Assist members in other tasks, as needed, during the meeting
Example-dial member's phone no, or set-up a member's computer to connect with a meeting or read a statement at the member's request.

3-7 CHAIR. The Chair leads all membership meetings. If the chair is absent, the Vice Chair will lead the membership meetings. If both the Chair and Vice Chair is absent, an acting chair chosen pursuant to Board of Directors policy, or, if no such chair can be chosen, the voting members present elect a temporary chair for the duration of the meeting or until the Chair, Vice Chair or person designated by Board of Directors policy arrives, whichever occurs first.

3-8 VOTING PROCEDURE. Voting at membership meetings takes place in accordance with the rules of the Michigan Democratic Party and Robert's Rules of Order.

BOARD OF DIRECTORS

4-1 AUTHORITY AND RESPONSIBILITY. The Board of Directors has ultimate authority and responsibility for controlling, monitoring, and managing the business and policy affairs of the SENIOR CAUCUS, including responsibility for ensuring adequate funding and for approving a budget and a two-year plan. The Board of Directors may delegate such authority to an individual Officer, Director, or Member, or group of them, as it deems proper. Policies adopted by the Board of Directors are binding on the organization, its officers, its agents, and its committees, until rescinded or amended.

4-2 QUALIFICATION OF MEMBERS. Members of the Board of Directors must be voting members of the SENIOR CAUCUS on the date of their election or appointment and must have been voting members of the SENIOR CAUCUS for at least 30 days immediately preceding the start of their terms.

4-3 SIZE. The Board of Directors consists of 39 members and includes the Officers.

4-4 COMPOSITION OF BOARD OF DIRECTORS: OFFICERS, DIRECTORS AT- LARGE AND DIRECTORS BY DISTRICT. Pursuant to provisions of the Bylaws relating to election of Board of Directors Members, the Board of Directors is composed as follows:

A. Two members of the Board of Directors are elected from each one of Michigan's then-existing U.S. Congressional districts established by State law to represent Senior Caucus members residing in the respective Congressional districts. Representative members of the Board of Directors must reside in the Congressional district in which the member represents.

B. The four Officers (the Chair, Vice Chair, Treasurer, and Secretary) are Members of the Board of Directors.

C. The remaining Board of Directors are elected At-Large without regard as to where said members reside in the State of Michigan. One of the At-Large Directors will be designated as the "Communications Director".

4-5 NOMINATION OF MEMBERS. To be considered for election to the Board of Directors at the Election Meeting, a candidate must have been nominated by a nominating committee appointed by the Board of Directors, or by petition signed by the candidate and at least two other voting members and received by the organization prior to the day of the Election Meeting. Nomination by either method is effective only for the next Election Meeting.

4-6 ELECTION OF MEMBERS/ELECTION MEETING. All At-Large and Officer Members of the Board of Directors are elected, from among those candidates properly nominated, by plurality vote at an Election Meeting to be held at or before the biennial Michigan Democratic Party State Convention held in odd-numbered years.

4-7 VACANCIES - APPOINTMENT OF BOARD MEMBERS. Members of the Board of Directors are appointed by affirmative vote, without any prior notice required, of a majority of the Board of Directors members then serving, when necessary to fill vacancies on the Board of Directors. The Board of Directors is responsible for sending written notice to all voting members at least seven days prior to making such appointments, to solicit potential candidates, although failure to do so does not invalidate the appointment. If no Board of Directors members are in office, vacancies on the Board of Directors may be filled by motion naming the persons to be appointed, when adopted by a majority of the voting members voting at a membership meeting. A "vacancy" exists upon a Board Member's death, resignation, or removal pursuant to these Bylaws. A "vacancy" also exists if the Caucus voting members fail to elect a Board Member at the Election Meeting held pursuant to Article 4, Section 6 of these Bylaws.

4-8 TERM OF BOARD MEMBERS. A Board of Directors member's term begins at the conclusion of the Election Meeting at which the member is elected (if elected), or immediately after the relevant vote by the Board of Directors or membership (if appointed). The term continues until the conclusion of the next Election Meeting, unless terminated sooner by death, resignation, or removal.

4-9 RESIGNATION OF MEMBERS. A member of the Board of Directors may resign by giving the SENIOR CAUCUS written notice. The resignation is effective on the date specified in the notice or the date of receipt of the notice by the SENIOR CAUCUS, whichever occurs later.

4-10 REMOVAL OF BOARD MEMBER BY BOARD OF DIRECTORS. A member of the Board of Directors may be removed from the Board of Directors for cause judged appropriate by the Board of Directors if the removal is approved by two thirds of the Board of Directors members voting at an open Board of Directors meeting. The candidate for removal is not eligible to vote on the removal; must be given at least 10 days prior written notice that the removal will be discussed at the meeting, including the reason for the proposed removal; and must have the opportunity to speak and present witnesses during the meeting, prior to the removal vote.

4-11 REMOVAL OF BOARD MEMBER BY MEMBERSHIP. A member of the Board of Directors may be removed from the Board of Directors with or without cause, if the removal is approved by a majority of the voting members voting at a membership meeting. The candidate for removal is not eligible to vote on the removal; must be given at least 10 days prior written notice that the removal will

be discussed at the meeting, including the reason, if any, for the proposed removal; and must have the opportunity to speak and present witnesses during the meeting, prior to the removal vote. Any Board of Directors member removed by vote of the voting membership may not be appointed to the Board of Directors by the Board of Directors in the future.

MEETINGS OF THE BOARD OF DIRECTORS

5-1 CALL. The Board of Directors meets at times and places of its choosing. Meetings may be scheduled in advance by the Board of Directors.

5-2 NOTICE. Notice of all Board of Directors meetings must be given to all Board of Directors members and to the Chair at least 4 days in advance if mailed, or at least 48 hours in advance if verbal or electronic, except that the Board of Directors may hold a meeting immediately following the adjournment of the Election Meeting, at the same location as that meeting, without any notice.

5-3 QUORUM. A quorum at any Board of Directors meeting is one-third of the Board of Directors members then serving.

5-4 USE OF PROXIES. Board of Directors members participating in a Board of Directors meeting must do so in person; proxies are not permitted.

5-5 CHAIR. The Chair chairs all Board of Directors meetings. If the Presiding Officer is absent, then the Vice Chair chairs the Board of Directors meeting. If neither Co-Chair is present, the Board of Directors selects a temporary chair until the conclusion of the meeting or until either Co-Chair arrives, whichever occurs first.

5-6 VOTING PROCEDURE. Voting procedure at Board meetings is in accordance with applicable parliamentary rules.

5-7 RIGHT TO DEBATE. At meetings of the Board of Directors, each member of the Board of Directors is entitled to at least three minutes of debate on every debatable motion.

5-8 RIGHT TO ATTEND. All meetings of the Board of Directors are open to every voting and supporting member of the organization, except that two thirds of the Board of Directors members voting at an open meeting of the Board of Directors may approve closing part of that meeting to persons, other than members of the Board of Directors, when the Board of Directors feels such closure would be in the best interests of the SENIOR CAUCUS, provided that the matters to be discussed while the meeting is closed do not include items required by these bylaws to be discussed in open meetings.

STANDING COMMITTEES

6-1 STANDING COMMITTEES. The standing committees of the SENIOR CAUCUS are the Budget and Financial Development Committee, the Voting Rights Committee, and the Legislative Affairs Committee. These committees will be chaired by separate members of the Board of Directors who are not Officers. The Board of Directors may create additional standing committees so long as said additional committees are not assigned, and do not exercise, duties assigned to the Budget and Financial Development Committee, the Voting Rights Committee, or the Legislative Affairs Committee under these Bylaws.

6-2 BUDGET AND FINANCIAL DEVELOPMENT COMMITTEE. The Budget and Financial Committee is responsible for presenting to the Board of Directors, no later than December 1st of each year, a proposed budget for the following calendar year. It is also responsible for developing and implementing, pursuant to Board of Directors policy, a plan for ensuring adequate funding of the organization. Upon Board approval of the budget and finance plan, this Committee is responsible for implementing the legislative action plan. The Chair of this Committee serves as "Vice Chair for Finance."

6-3 VOTING RIGHTS COMMITTEE. The Voting Rights Committee is responsible to planning and executing efforts to educate seniors about their right to vote, why they should vote, and resources available to them. Additionally, the committee will assist with statewide voter protection efforts. The Chair of the Voting

Rights Committee serves as the “Vice Chair for Legislative Affairs.”

6-4 LEGISLATIVE AFFAIRS COMMITTEE. The scope of the Legislative Affairs Committee includes: the development of plans to support the election of qualified candidates who support the values of the SENIOR CAUCUS; and advocacy of bills in the Legislature and ballot questions. The Chair of the Legislative Affairs Committee serves as the “Vice Chair for Voting Rights.”

6-5 COMMUNICATIONS COMMITTEE. The Communications Committee is responsible for the external and some internal communications of the caucus as directed by, and in support of, the Officers and Board of this caucus. Their duties include writing press releases, creating and maintaining a website, creating and maintaining a social media presence (i.e., Facebook, Twitter, Instagram, and/or other social media outlets as needed). Other duties may be assigned by the Board as needed. The Communications Director must be one of the At-Large board members as required in section 4.4 part C of this document.

6-6 APPOINTMENT AND REMOVAL OF MEMBERS. Members of standing committees, who must be members of the Board of Directors are appointed and removed by majority vote, without any prior notice, required, of the Board of Directors. A member of a standing committee who ceases to be a member of the Board of Directors automatically ceases to be a member of the standing committee.

6-7 RESIGNATION OF MEMBERS. Appointed members of standing committees may resign by giving the organization written notice. The resignation is effective on the date specified in the notice, or the date of receipt of the notice by the organization, whichever occurs later.

6-8 EX-OFFICIO MEMBERS. The Chair and Vice Chair are ex-officio members of all standing committees and are entitled to receive notice of and vote at all meetings of standing committees.

6-9 DECISION-MAKING. Standing committees may adopt whatever procedures they deem necessary to make committee decisions, provided the procedures are approved by a majority of committee members.

6-10 RIGHT TO ATTEND COMMITTEE MEETINGS. All standing committee meetings are open to every Board of Directors member.

TEMPORARY COMMITTEES

7-1 ESTABLISHMENT AND APPOINTMENT OF CHAIRPERSONS. Temporary committees may be established by the Board of Directors. When establishing a temporary committee, the Board of Directors describes its duties and its duration, appoints one or more chairpersons, who must be voting or supporting members of the organization and who serve at the pleasure of the Board of Directors, and specifies whether the chairpersons may appoint additional committee members.

7-2 DISSOLUTION. Temporary committees may be dissolved by majority vote, without any prior notice required, of the Board of Directors. All temporary committees are automatically dissolved at the conclusion of each Election Meeting but may be reestablished by the new Board of Directors.

7-3 APPOINTMENT AND REMOVAL OF MEMBERS. Temporary committee members may be appointed and removed by majority vote, without any prior notice required, of the Board of Directors. If authorized by the Board of Directors, temporary committee chairpersons may appoint additional members to their committees, who serve at the pleasure of the appointing chairperson.

7-4 EX-OFFICIO MEMBER. The Chair and Vice Chair are ex-officio members of all temporary committees and entitled to receive notice of and vote at all meetings of temporary committees.

7-5 CALL MEETINGS. Temporary committee meetings are held at the call of a chairperson of the committee.

7-6 QUORUM. A quorum for a temporary committee meeting is two committee members, excluding ex-officio members who are not also regular members.

7-7 RIGHT TO ATTEND. All temporary committee meetings are open to all Board of Directors members, who have the right to speak at such meetings, but do not have the right to vote unless also a regular or ex-officio member of the committee.

OFFICERS

8-1 OFFICERS. The officers of the SENIOR CAUCUS consist of the Chair, the Vice Chair, the Treasurer, and the Secretary. No additional officers may be appointed.

8-2 QUALIFICATIONS. All officers are members of the Board of Directors. Persons may only serve in one office at a time.

8-3 ELECTION, APPOINTMENT, REMOVAL, RESIGNATION, VACANCIES, TERM. All matters relating to election, appointment, removal, resignation, vacancies and term of service of the officers shall be governed in the same manner and by the same rules and bylaws as set forth for Members of the Board of Directors in Article 4 of these Bylaws.

8-4 DUTIES OF THE CHAIR. The Chair is the chief executive of the organization. The Chair communicates such matters to the Board of Directors, membership, and general public as deemed proper and appropriate to promote the welfare and increase the usefulness of the organization. The Chair establishes proposed agenda for membership and Board of Directors meetings, in consultation with the Vice Chair. They preside at membership and Board of Directors meetings and facilitate full an open discussion of issues on the agenda. The Chair is responsible for the day-to-day operation of the organization, consistent with policies and guidelines established by the Board of Directors. They also perform such duties as are described elsewhere in these Articles of Association and Bylaws, or as are assigned by the Board of Directors.

8-5 DUTIES OF THE VICE CHAIR. The Vice Chair carries out the duties of the Chair in their absence. They also perform such duties as are described elsewhere in these Bylaws, or as are assigned by the Board of Directors.

8-6 DUTIES OF THE SECRETARY. The Secretary keeps and publishes records of membership meetings and Board of Directors meetings, maintains the official records and files of the organization, including membership records, ensures that proper notice of membership and Board of Directors meetings is given, prepares correspondence, keeps and publishes an up-to-date version of all policies and committee assignments established by the Board of Directors and performs such duties as are assigned by the Board of Directors.

8-7 DUTIES OF THE TREASURER. The Treasurer ensures that disbursement of the organization's funds is in accordance with decisions of the Board of Directors. They also ensure that accurate records of receipts and expenditures are kept, that regular financial reports to the Board of Directors are prepared and distributed, and that any financial reports required by the Board of Directors, or any applicable government department, agency or bureau is properly prepared and submitted. They perform such other duties as are assigned by the Board of Directors.

RULES OF ORDER

9-1 PARLIAMENTARY AUTHORITY. Rules contained in the most recently published edition of Robert's Rules of Order, as Revised, govern the organization in all cases when they are applicable and when they are not inconsistent with these Articles of Association and Bylaws, or any special rules of order properly adopted.

9-2 BYLAW PROVISIONS NOT SUBJECT TO SUSPENSION. No provision explicitly included in these bylaws may be suspended, even if the provision constitutes a rule of order.

DURATION AND DISSOLUTION

10-1 DURATION. The organization will continue to exist until dissolution.

10-2 DISSOLUTION. The organization may be dissolved by vote of a majority of the Board of Directors members then serving, followed by ratification by a majority of the voting members voting at a membership meeting.

10-3 DISPOSAL OF ASSETS. Upon approval of dissolution at a membership meeting, the Board of Directors, after providing for the payment of any outstanding debts of the organization, must dispose of any remaining assets to further the purpose of the organization within the Michigan Democratic Party, or to further some similar public purpose.

MISCELLANEOUS

11-1 The Organization will be operated as a not-for-profit entity.

11-2 No part of the income or assets of the organization will inure to the benefit of any of its members except for reimbursement of actual expenses and reasonable compensation for services to the organization.

11-3 The Unit Rule is prohibited in voting. No rule will be adopted by the organization which will require a person to cast a vote or be recorded as voting contrary to that person's judgment. 7

AMENDMENT

12-1 AMENDMENT. These Articles of Association and Bylaws may be amended upon approval of two thirds of the Board of Directors members voting at a Board of Directors meeting, followed by ratification by a majority of the voting members at a membership meeting, providing that notice of the membership meeting indicates that an amendment may be considered.

INTERIM GOVERNANCE

13-1 INTERIM GOVERNANCE. Notwithstanding any contrary provision in these Articles of Association and Bylaws, all powers and duties of the members, officers and board of directors set forth in these Articles of Association and Bylaws may be exercised by three interim officers-directors, i.e., Chair, Vice Chair, Secretary and Treasurer, as elected by the founding members of the Senior Caucus at its virtual meeting in on August 30, 2021, and may exercise such powers and perform such duties during an organizational development stage until the first Election Meeting shall be called by the interim officers-directors.