

DFL SENIOR CAUCUS CHARTER

Article I. NAME

This Charter is adopted in order to create the Minnesota DFL Senior Caucus, herein the Caucus, which is a caucus of the Democratic-Farmer-Labor Party of Minnesota, referred to herein as the DFL Party.

Article II. PURPOSES, POWERS AND GOVERNANCE

Section 1. PURPOSES: The purposes of this Caucus are: 1) to foster the involvement of Minnesota seniors, especially those persons 55 years of age and older, in the political process; 2) to encourage their active participation in the DFL Party; 3) to bring outreach and focus to senior issues; 4) to promote, support, and hold accountable DFL candidates at all levels who are aware of and committed to the concerns of Minnesota seniors; 5) to increase voter turnout among Minnesota seniors; and 6) to ensure appropriate senior representation in party positions in the DFL Party.

The Caucus shall be operated exclusively for political and educational purposes. It shall be subject to the Constitution and Bylaws and the ongoing platform of the DFL Party. It shall not support or spend money in support of any candidate who is running against a DFL-endorsed candidate.

Section 2. POWERS: The Caucus shall possess and exercise only such powers as required to carry out the foregoing purposes, and these powers must be consistent with Minnesota Law and the DFL Party's Constitution and Bylaws.

Section 3. GOVERNANCE: The annual membership meeting shall constitute the supreme governing body of the Caucus. The Caucus shall be governed by the Board between annual membership meetings.

Robert's Rules of Order Newly Revised shall govern the Caucus in all cases in which such rules are not in conflict with this Charter or the Constitution and Bylaws of the Minnesota DFL Party.

Article III. MEMBERSHIP

Section 1. ELIGIBILITY: Membership is open to all Minnesota seniors who support the purposes and principles of the Caucus, who consider themselves Democrats, and who agree with principles of the DFL Party, its Constitution and Bylaws, and the DFL Senior Caucus Charter.

Section 2. MEMBERS IN GOOD STANDING: Those wishing to join shall submit a membership form to the Caucus with the appropriate dues. The amount of membership dues shall be determined by the Board, be paid annually, and can be waived. All members are encouraged to serve on at least one Caucus committee.

Section 3. ANNUAL MEMBERSHIP MEETING: Each Spring an annual membership meeting shall be held to formulate policies and goals, to set an agenda for the coming year, to review financial and other reports, and, on odd numbered years, to elect Officers and Board members.

Section 4. CALL TO ANNUAL MEETING: The notice of the annual membership meeting shall be mailed and/or emailed out at least fourteen (14) days in advance of the meeting. Nominations for Officers and Directors in odd numbered years and specific questions to be decided by the members shall be included in the call notice.

Section 5. SPECIAL MEMBERSHIP MEETINGS: Other membership meetings may be held from time to time. Such special membership meetings may be called by the Caucus Chair (with the consent of three (3) Board Members), by a majority of the Board of Directors, or by a petition signed by ten percent (10%) of the Caucus's members who are in good standing.

Section 6. PROPER NOTICE: The notice of a meeting requiring a membership action vote shall be mailed and/or emailed out at least fourteen (14) days in advance of the meeting. Specific questions to be decided by the members shall be submitted to the members in the notice of the meeting.

Section 7. BALLOTING: Election of Officers and Directors shall be done by paper ballot distributed at the Annual Membership Meeting. Proxies may be used for election of Officers and Directors. The method for voting on non-election issues and other questions shall be determined by the Board.

Section 8. VOTE BY PROXY: Any member in good standing may give his or her signed proxy to

any other member in good standing or assign it to an Officer at the meeting at which the proxy will be voted. A proxy must: 1) be in writing; 2) specify the meeting at which the proxy is to be voted; 3) be signed by the member giving the proxy; and 4) specify the name of the person entitled to vote the proxy. No member or Officer may vote more than two (2) proxies.

Section 9. MEMBER QUORUMS: The quorum to hold any membership meeting shall be ten percent (10%) of the number of members in good standing. Proxies shall be counted towards the quorum.

Section 10. BYLAWS: By majority vote, the membership may authorize the draft and adoption of bylaws for the Caucus. All adopted bylaws shall be subordinate to the Caucus Charter.

Article IV. PRINCIPAL OFFICERS

Section 1. PRINCIPAL OFFICERS: The Principal Officers of the Board (Officers) shall consist of the Chair, Associate Chair, Secretary, Treasurer, and Membership Director. The Associate Chair shall be of the opposite gender from the Chair.

Section 2. RESPONSIBILITIES OF OFFICERS:

- (i) The Chair shall convene and facilitate all Caucus and Board meetings; shall exercise oversight over the operation of the Caucus, the Board, and such committees that the Board may establish; and administer the directives of the Caucus. The Chair may delegate duties as necessary.
- (ii) The Associate Chair shall fulfill the duties of the Chair in the absence of the Chair and shall assist the Chair in the duties of the Chair.
- (iii) The Secretary shall produce the official records of the meetings, distribute calls and notices for Board or membership meetings, and distribute other Caucus communications as may be deemed necessary.

- (iv) The Treasurer shall keep record of, account for, and report on the financial activities of the Caucus.
- (v) The Membership Director shall coordinate the recruitment of members, manage membership data, maintain up-to-date membership records and provide timely reporting of such records, and determine those members who are in good standing.

Section 3. POWERS OF OFFICERS: Pursuant to a written resolution of the Board, any two (2) Principal Officers may execute contracts and agreements on behalf of the Caucus.

ARTICLE V. THE BOARD

Section 1. MEMBERSHIP OF BOARD OF DIRECTORS: The Board of Directors (the Board) shall consist of the Caucus Chair, Associate Chair, Secretary, Treasurer, Membership Director, and at least eight (8) at-large Directors as elected by a majority of members in good standing at an odd numbered year's annual membership meeting. The Board shall also have the authority to appoint three (3) additional Directors to serve for the same time period as the above Directors. The membership shall strive for gender and geographic balance in the election of Directors. All Officers and Directors shall be elected to serve a two (2) year term.

Section 2. DUTIES OF THE BOARD OF DIRECTORS: The management and direction of the business and affairs of the Caucus shall be vested in the Board. Its duties shall include:

- (i) Calling, scheduling and conducting membership meetings, disseminating proper notice, and determining voting methods on matters other than the election of Officers and the Board;
- (ii) Authorizing and organizing candidate forums and screening, accountability and review sessions, speaker events, and similar activities;
- (iii) Conducting the financial affairs of the Caucus, including approval of expenditures;
- (iv) Collecting dues and raising funds to support the activities of the Caucus;
- (v) Overseeing the work of volunteers, any paid staff, Officers, and others carrying out the

work of the Caucus;

(vi) Appointing a Nominating Committee and creation of other committees in order to carry out the activities of the Caucus; and

(vii) Authorizing official statements of support for candidates, legislation or for policy at any level of government.

Section 3. POWERS: The Board shall approve and authorize expenditures and payment of encumbrances.

Section 4. BOARD QUORUM AND MEETINGS: A quorum of the Board shall be twenty-five percent (25%), but not less than five (5) members of the members serving at the current time. The Board shall meet quarterly and at other times as called by the Chair or by any two (2) members of the board.

ARTICLE VI. BOARD RESIGNATION, REMOVAL, AND VACANCY

Section 1. RESIGNATION: Any Officers or Director may resign by giving written notice to the Chair or the Secretary.

Section 2. REMOVAL OF OFFICER OR DIRECTOR:

a. Removal of Officer or Director : Any Officer, including the Chair, may be removed from office by a majority vote of the Board. Such a removed Officer remains a Director unless removed in accordance with item b below.

b. Removal for Absence:

i) A Principal Officer or Director who establishes a pattern of unexcused absences may be removed by the two-thirds ($\frac{2}{3}$) vote of the Board.

ii) Notification shall be sent to the affected Officer or Director.

c. Removal for Wrong Doing: Any Principal Officer or Director may be removed for malfeasance or nonfeasance at a special noticed membership meeting by a two-thirds ($\frac{2}{3}$)

vote of the quorum. The removal of an Officer or Director shall not be considered unless:

- (i) That agenda item has been included in the notice of the meeting;
- (ii) The Officer or Director in question was given at least fourteen (14) days notice of such meeting and vote; and
- (iii) The Officer or Director is given a reasonable opportunity to make a presentation to the membership.

Section 3. VACANCIES: Any vacancy in the Board caused by death, resignation, or by any other cause shall be filled by a vote of the remaining Directors, and each Director so chosen shall hold office until the next annual membership meeting.

ARTICLE VII. NOMINATIONS AND ELECTIONS PROCESS FOR STATEWIDE CAUCUS OFFICERS AND BOARD MEMBERS

Section 1. THE NOMINATING COMMITTEE: The committee shall consist of a committee chair and four (4) members appointed by the Board. Geographical representation shall be considered in making appointments. No member of the Nominating Committee shall be a current Board member or candidate for an office for which the Board is screening.

Section 2. SLATE OF NOMINEES: The slate shall be submitted by the Nominating Committee for distribution in the call for the odd numbered year annual membership meeting.

Section 3. OTHER NOMINATIONS: Other nominations and nominations from the floor shall be accepted provided the consent of the nominee has been secured prior to the annual membership meeting and provided the nominee is a member in good standing of the Caucus. If received twenty-one (21) days before the date of the meeting, these nominations shall be included in the meeting call.

ARTICLE VIII. CHAPTERS

Section 1. SUBORDINATE CHAPTERS: Caucus members residing within a particular Minnesota U.S. Congressional District, or smaller geographic unit, are encouraged to organize and operate a Chapter of the Caucus in that district in order to further the purposes and activities of the Caucus. Caucus members seeking to form such a Chapter must agree to operate under the Caucus Charter and must apply to the Board for recognition as an official Chapter. Chapters must semiannually report their activities to the Board.

ARTICLE IX. ENDORSEMENT PROCESS

Section 1. STATEWIDE CANDIDATES: A sixty percent (60%) affirmative vote of the members in good standing present and voting at a properly noticed membership meeting is required for Caucus endorsement of a statewide candidate.

Section 2. ENDORSEMENT OF OTHER CANDIDATES: Endorsements of other candidates shall be made at a properly noticed meeting of members in good standing of the subordinate Chapter that contains the election district in question. If no subordinate Chapter exists, the Board may call special meetings for the purpose of screening and endorsing candidates for such local races.

Section 3. CERTIFICATION OF CHAPTER ENDORSEMENT: Results of screening and endorsements by Chapters shall be submitted to the Board for certification. In a case where the outcome of a Caucus endorsement process is disputed, such a dispute shall be resolved by the Board.

Section 4. SUPERIORITY OF DFL PARTY ENDORSEMENT: An endorsement of a candidate by the DFL Party, or its properly authorized local units, shall preempt any conflicting endorsements of the Caucus, or its Chapters. The Caucus need not necessarily endorse a candidate who has obtained a DFL Party endorsement, but the Caucus shall not endorse or support a candidate who is running in opposition to a DFL endorsed candidate.

ARTICLE X. PUBLIC STATEMENT - FORMULATION AND APPROVAL

The Board may make a public statement on behalf of the Caucus provided that:

- a). The matter shall be presented at a duly noticed meeting of the Caucus membership by a

two-thirds (2/3) vote of the Board. There shall be an opportunity for both sides of the issue to be presented to the membership. An affirmative vote of sixty percent (60%) of the quorum shall be required for approval.

b.) When time constraints exist, the Board shall approve the action to be taken by a two-thirds (2/3) vote of the Board members.

c) No Chapter may make a public statement without prior Board approval.

Article XI. AMENDMENTS TO CHARTER

Section 1. PROPOSAL AND REVIEW: Amendments to the Charter may be proposed by any member in good standing. No vote shall be held for any amendment proposed by the Board unless a copy of the amendment is included in a properly noticed membership meeting.

Section 2. ADOPTION OF AMENDMENTS: Amendments to the Charter must be approved by sixty percent (60%) of a quorum of members in good standing at a properly called annual membership meeting.

Article XII. DISSOLUTION AND REVOCATION OF CHARTER

Section 1. CAUCUS DISSOLUTION: The Caucus may only be dissolved with the approval of at least sixty percent (60%) of the Caucus members in good standing. Ballots shall be counted thirty (30) days after the mailing of the ballots. Upon dissolution and after payment of all liabilities, all remaining assets shall revert to the DFL Party.

Section 2. CHAPTER DISSOLUTION: A Chapter may only be dissolved with the approval of at least sixty percent (60%) of its members in good standing. Ballots shall be counted thirty (30) days after the mailing of the ballots. Upon dissolution of a Chapter or Subchapter, and the payment of its remaining liabilities, the remaining assets shall revert to the Caucus.

Section 3. REVOCATION OF CHAPTER CHARTER: The Board may, with cause, terminate a subordinate Chapter by a sixty percent (60%) vote. Causes for such termination may include violations of fiduciary responsibility or acts contrary to the Caucus charter, purposes and positions. In the event of termination, all assets of the terminated unit shall revert to the control and possession

of the Caucus.

Article XIII. NO PERSONAL LIABILITY; FISCAL YEAR

Section 1. PERSONAL LIABILITY: The officers, directors, and members of this Caucus shall not be personally liable to any extent whatsoever for any debts or obligations of this association.

Section 2. FISCAL YEAR: The Caucus' fiscal year is the calendar year, ending December 31.

Article XIV. DATE AND METHOD TO PUT CHARTER INTO FORCE

This Charter shall be in force upon its adoption by sixty percent (60%) of the members present at the first annual membership meeting of the Caucus.

This Charter approved by unanimous vote of members at first annual membership meeting, May 19th, 2007. It was amended at the May 30, 2009 annual membership meeting..