

# Bylaws of the Marin Election Integrity Committee

2021 Shady Lane, Novato, CA 94945

FPPC ID #1456997

(415)696-8912

Initially created January 29, 2023

## **ARTICLE I: Name**

The name of the organization shall be the Marin Election Integrity Committee, hereafter referred to as the MEIC.

## **ARTICLE II: Purpose**

The MEIC shall perform such activities as deemed by it to be proper and necessary to ensure the integrity of elections conducted by the Marin County Elections Department.

## **ARTICLE III: Membership**

### Section 1 – Categories

There are two categories of Members in the MEIC:

- a. Regular Members of the MEIC shall have the right to ask questions, to participate in debates, to make motions and have the privilege of casting votes on MEIC business.
- b. Ad Hoc Members shall have the right to ask questions and to participate in debates. They shall not make motions and have the privilege of casting votes on MEIC business.

### Section 2 – Attendance Requirements

- a. Unexcused absences in any calendar year that equal or exceed one-third of regular meeting shall result in the automatic removal of that Member from the MEIC. The only basis for appeal shall be the accuracy of the approved minutes.
- b. Attendance, absences and excused absences must be recorded in the meeting minutes.

### Section 3 – Qualifications

- a. Regular Members of the MEIC shall be US citizens, must be residents of Marin County, CA and must be registered to vote in Marin County.
- b. Ad Hoc Members of the MEIC shall be US citizens and must be registered to vote in their home county.

### Section 4 – Term

There are no term limits on membership.

### Section 5 – Standing

- a. Members in good standing have the right to be seated at regular meetings of the MEIC.
- b. Members shall be in good standing if and only if they have been sworn in, maintain their US citizenship, maintain their residency requirements, maintain their registration to vote, and are current in their dues.

## Section 6 – Removal

Members may be removed by a two-thirds (2/3) vote of Members present at a regular meeting.

## Section 7 – Dues

All members shall contribute \$10 or more per meeting. Dues may be paid yearly in advance before the first meeting of the calendar year, or monthly in advance of the meeting.

## Section 8 – New Members

After the initial meeting, new members first become “invited individuals” if at least 3 Members notify the Chair at least one day in advance of the next regular meeting. Invited individuals are then subjected to a majority vote of Members present to become Members.

## **ARTICLE IV: Meetings**

The Principal Officer and the Treasurer named the FPPC Form 410 Statement of Organization shall conduct an initial meeting to name the Chair, to add new qualified Regular Members and to choose a Secretary from the new Regular Members. Thereafter, new Members shall be added per ARTICLE III Section 8 above; Officers shall be elected per ARTICLE V Section 6 below.

Members of the MEIC shall meet monthly at regular meetings. Organizational Meetings shall occur in January of each year. Special Meetings may be called by Members.

## Section 1 – Private Meetings

- a. Meetings are open to Members, accepted individuals and Special Guests only.
- b. Special Guests shall be approved at prior regular meetings.
- c. Meetings shall be conducted in person or over the Internet.

## Section 2 – Quorum

A meeting may not proceed unless a quorum is established. A quorum is established after the Roll Call when a majority of Members is in attendance.

## Section 3 – Order of Business

The Order of Business at all Meetings shall be:

- a. Call to Order
- b. Roll Call
- c. Reading of the Minutes of the previous meeting and their approval
- d. Committee Reports
- e. Old Business
- f. New Business
- g. Adjournment
- h. Anticipated Future Agenda Items (if any)

## Section 4 – Regular Meetings

Members of the MEIC shall meet monthly.

## Section 5 – Organizational Meetings

Officers shall be elected by majority vote of Members at the January regular meeting as follows:

- a. In odd-numbered years the Treasurer shall be elected. A new Treasurer shall have the right to request an audit before assuming the responsibility of the office from the previous Treasurer.
- b. In even-numbered years the Chair and Secretary shall be elected.

## Section 6 – Special Meetings

Members may propose a Special Meeting between regular meetings by a majority vote of Members. The agenda of the meeting shall be included in the proposal.

## Section 7 – Electronic Meetings

Meetings be conducted through use of an Internet meeting service designated by the Chair, with the advice and consent of the MEIC, that support anonymous voting and support visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and showing the results of votes. These electronic meetings shall be subject to all rules adopted by the MEIC to govern them, which may include any reasonable limitations on, and requirements for, Board members' participation. Any such rules adopted by the MEIC shall supersede any conflicting rules in the parliamentary authority, but may not otherwise conflict with or alter any rule or decision of the MEIC. An anonymous vote conducted through the designated Internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

1. **Login information.** The Secretary shall send by email to every Member, at least 5 days before each meeting, the time of the meeting, the URL and codes necessary to connect to the Internet meeting service, and, as an alternative and backup to the audio connection included within the Internet service, the phone number and access code(s) the Member needs to participate aurally by telephone. The Secretary shall also include a copy of, or a link to, these rules.
2. **Login time.** The Secretary shall schedule Internet meeting service availability to begin at least 15 minutes before the start of each meeting.
3. **Signing in and out.** Members shall identify themselves as required to sign into the Internet meeting service, and shall maintain Internet and audio access throughout the meeting whenever present, but shall sign out upon any departure before adjournment.
4. **Quorum calls.** The presence of a quorum shall be established by audible roll call at the beginning of the meeting. Thereafter, the continued presence of a quorum shall be determined by the online list of participating members, unless any Member demands a

quorum count by audible roll call. Such a demand may be made following any vote for which the announced totals add to less than quorum.

5. **Technical requirements and malfunctions.** Each Member is responsible for his or her audio and Internet connections, no action shall be invalidated on the grounds that the loss of, or poor quality of, a Member's individual connection prevented participation in the meeting.
6. **Forced disconnections.** The chair may cause or direct the disconnection or muting of a Member's connection if it is causing undue interference with the meeting. The chair's decision to do so, which is subject to an undebatable appeal that can be made by any Member, shall be announced during the meeting and recorded in the minutes.
7. **Assignment of the floor.** To seek recognition by the chair, a Member shall use the Zoom Reaction menu to Raise Their Hand (or similar for other qualified Internet meeting service). Upon assigning the floor to a Member, the chair shall clear the online queue of Members who had been seeking recognition. To claim preference in recognition, another Member who had been seeking recognition may promptly seek recognition again, and the chair shall recognize the Member for the limited purpose of determining whether that Member is entitled to preference in recognition.
8. **Interrupting a member.** A Member who intends to make a motion or request that under the rules may interrupt a speaker shall use Raise Their Hand feature for so indicating, and shall thereafter wait a reasonable time for the chair's instructions before attempting to interrupt the speaker by voice.
9. **Motions submitted in writing.** A Member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before or after being recognized, post the motion in writing to the online Chat Area in Zoom (or similar for other Internet meeting service), preceded by the member's name and a number corresponding to how many written motions the Member has so far posted during the meeting (e.g., "SMITH 3:."; "FRANCES JONES 2:"). Use of the Chat Area for this purpose shall be restricted to posting the text of intended motions.
10. **Display of motions.** The Secretary shall use the Chat Area to display the immediately pending question and other relevant pending questions (such as the main motion, or the pertinent part of the main motion, when an amendment to it is immediately pending); and, to the extent feasible, the Secretary, or any assistants appointed by him or her for this purpose, shall cause such questions, or any other documents that are currently before the meeting for action or information, to be displayed therein until disposed of.
11. **Voting.** Votes shall be taken by the anonymous voting feature of the Internet meeting service, unless a different method is ordered by the Board or required by the rules. When required or ordered, other permissible methods of voting are by electronic roll call or by audible roll call. The chair's announcement of the voting result shall include the number of Members voting on each side of the question and the number, if any, who explicitly

respond to acknowledge their presence without casting a vote. Business may also be conducted by unanimous consent.

12. **Video display.** The chair, the Secretary, or their assistants shall cause a video of the chair to be displayed throughout the meeting, and shall also cause display of the video of the Member currently recognized to speak or report.

## **ARTICLE V: MEIC Board Officers**

Officers of the MEIC shall consist of a Chair, a Treasurer, and a Secretary. This body shall be hereafter referred to as the Board.

### Section 1 – Qualifications

- a. Officers of the Board shall be Members in good standing.
- b. No Member shall hold more than one position on the Board.

### Section 2 – Duration of Officer Term

The maximum term length for each officer shall be two years or until their successor is elected. The term for Treasurer shall be an odd-numbered calendar year followed by an even-numbered calendar year. The term for Chair and Secretary shall be an even-numbered calendar year followed by an odd-numbered calendar year. There are no limits on the number of terms a Member may serve as any Officer.

### Section 3 – Duties of Officers

- a. **Chair:** It shall be the duty of the Chair to preside over all meetings of the MEIC; to perform all duties usual and customary of the Office per Section 46 of Roberts Rules of Order, Newly Revised or latest edition; and with the Advice and Consent of Members, appoint subcommittee Chair. The Chair shall designate, in writing to the Secretary, another Member to serve as Chair in their absence.
- b. **Secretary:** It shall be the duty of the Secretary to record the proceedings of the MEIC, to oversee correspondence dictated by the MEIC, and to be the custodian of all MEIC records, except those of the Treasurer; and to perform such other duties as required by the Chair of the MEIC.
- c. **Treasurer:** It shall be the duty of the Treasurer to have custody of all funds of the MEIC; to make disbursements of such funds upon written order of the Chair or as approved in the minutes of the meetings of the MEIC; and to comply with all state FPPC and federal FEC filing requirements. The Treasurer may designate an Assistant Treasurer.

### Section 4 – Replacement of Officers

Vacancies shall be filled by a majority vote of all Members present at the next regular meeting. Should a vacancy occur while the Board is conducting the business of the MEIC, the remaining Officers shall designate another Member to fill that position until the next regular meeting.

## Section 5 – Officer Removal

Officers may be removed from the Board with a majority vote of Members in attendance at a regular meeting. The Officer shall have the right to hear the reasons for seeking their removal and defend himself or herself at that regular meeting before the vote takes place.

## Section 6 – Officer Nominations and Elections

The initial Board shall consist of the Principal Officer and Treasurer of the initial statement of organization as Chair and Treasurer, respectfully. The initial Chair and Treasurer shall choose at least four other qualified individuals to become Members and designate one of them as Secretary. Afterwards, the Officers shall be elected as described in ARTICLE IV Section 5.

## Section 7 – Officer Compensation

Officers shall not receive compensation for their time or service.

## Section 8 – Officer Meetings

The Board shall meet at least once per quarter or as otherwise directed by the MEIC or as needed to conduct MEIC business as determined by the Chair. Two Officers present shall constitute a quorum. Two votes minimum are necessary to pass a motion at Officer meetings.

## **ARTICLE VI: Standing Committees**

- a. Finance Committee: Shall consist of the Secretary, the Treasurer, and Members as may be appointed by the Chair with the Advice and Consent of the MEIC. The Secretary may designate another non-Officer Member to serve on the Finance Committee in their place. The duties of the Finance Committee shall be to organize and maintain a fundraising organization and to raise funds to meet the MEIC budget. The Finance Committee shall oversee necessary MEIC audit functions and provide input to the MEIC in the development of its Annual Budget. The Secretary, or their designated replacement on the Finance Committee, shall chair the Finance Committee. The Finance Committee shall meet as often as required to fulfill its duties. These meetings may be conducted in person, by telephone conference or over the Internet.
- b. Observation Committee: The Chair shall designate the Chair of the Observation Committee with the Advice and Consent of the MEIC. The duties of the Observation Committee shall be to recruit, train and schedule election observers for each Marin County election; accumulate observation reports from observers and prepare a report for each Marin County election. Reports shall include observations, analyses of vulnerabilities, conclusions, and recommendations to better ensure election integrity. Members of the Observation Committee need not be MEIC Members but shall have the same qualifications needed to become MEIC Members.
- c. Recount Committee: The Chair of the MEIC shall designate the Chair of the Recount Committee with the Advice and Consent of the MEIC. The duties of the Recount

Committee shall be to evaluate the need for a recount of Marin County elections in select local contests; recruit experts as needed to conduct or observe a manual recount or audit; perform fundraising to raise funds to pay for a recount or audit; retain the legal expertise needed to conduct a recount or audit. Recommended contests for a recount or audit shall be subject to the Advice and Consent of the MEIC.

- d. The Advice and Consent of the MEIC shall be established by majority vote of Members present at a regular meeting.

## **ARTICLE VII: Operations**

The MEIC shall adopt the FEC recommended accounting protocols to obtain their “Safe Harbor” status. The fiscal year of the MEIC shall be from January 1 through December 31.

## **ARTICLE VIII: Amendments**

These Bylaws may be amended at any regular meeting by two-third (2/3) vote of Members in attendance, provided that the proposed amendment has been submitted in writing at the previous regular meeting and a quorum is met.

## **ARTICLE IX: Termination**

Should the MEIC cease operations for any reason, the assets of the organization once all debts have been expunged shall be disposed of in accordance with the charitable nonprofit purposes a 501 (c)(3) corporation.

Adopted or Amended this 6th day of February, 2023

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MEIC Secretary