

BY-LAWS OF THE HAMILTON COUNTY DEMOCRATIC PARTY

(As adopted on March 24, 2007)

ARTICLE I - Name

The name of this organization is the Hamilton County Democratic Party, hereinafter referred to as the Executive Committee.

ARTICLE II - Purpose

The purpose of the Executive committee is to foster and perpetuate the principles of the Democratic Party in Hamilton County, Tennessee; to provide leadership, organization, rules and regulations for said party, to render all possible aid and assistance to the nominees of the Democratic Party for political office; and to do all lawful things which in the opinion of the Executive Committee may be necessary or desirable to effect the general purposes of the Democratic Party and the election or appointment of its nominees to political office.

ARTICLE III - Membership

The Executive Committee shall be composed of the Democratic Chairperson, Democratic Vice-Chairperson, and two Precinct Captains of each of the voting precincts of Hamilton County, Tennessee, who shall be elected and serve subject to the following rules and regulations:

(A) They shall be elected method approved by the Executive Committee in accordance with the Tennessee State Democratic Party Bylaws, a Democratic Chairperson, Democratic Vice-Chairperson, and two Precinct Captains of each of the voting precincts of said county every odd-numbered year beginning in 2003, for a term of two (2) years, and until their successor is elected, commencing with the certification of such election.

(B) Any person holding such office or being a candidate for such office shall at all times during such office or candidacy comply with all requirements and qualifications prescribed by the laws of the State of Tennessee for such office or candidacy and in addition thereto shall:

- (1) be a bona fide member of the Democratic Party;
- (2) be a citizen of the United States of America & the State of Tennessee;
- (3) be of legal voting age;
- (4) be registered to vote in, domiciled in, and actually residing in the precinct for which serving as such officer or for which such office is sought;
- (5) be of good moral character;
- (6) promise to support each and every nominee of the Democratic Party in each and every national, state or other election;
- (7) attend not less than two (2) out of every three (3) consecutive regular meetings of the Executive Committee with the following exceptions: Democratic elected officials when the Legislature is in session, or their respective legislative or ruling bodies are in session; individual cases of illness or death in the family; individuals who must work a second shift job or be on call for such employment, provided that such an individual still fulfills their assigned legal duties to the Democratic Party in accordance with Tennessee law and works for the goals of the Democratic Party in their precinct.
- (8) Comply with every qualification or regulation prescribed by these Bylaws and any amendment thereof;
- (9) Comply with the continuing education requirements recommended by the Education Committee and approved by the Board of Directors.

(C) In the event that any one or more members of the Executive Committee shall have reasonable grounds to believe that any candidate for or member of the Executive Committee may be in violation of Section B of this Article, such member shall report such possible violation promptly to the Board of Directors, which shall investigate such possible violation after notice to the member suspected of the violation. The Board of Directors shall conduct such inquiry as seems necessary and desirable. The member subject to such inquiry shall have the right to be present at

any hearing or inquiry and may present to the Board of Directors any matter that such member shall deem appropriate to such inquiry. In the event the Board of Directors shall find that a violation does exist, it shall ask the subject of the inquiry to resign. Should the member or candidate for membership fail or refuse to resign from office or candidacy, the Board of Directors shall report its findings to the Executive Committee, and the matter shall be placed upon the agenda of the next regular meeting of the Executive Committee. At such meeting the subject of such finding shall have the right to participate and to present any matter in derogation of such finding. Should the Executive Committee by a majority of those present and voting sustain the findings of the Board of Directors, the office of the subject member shall be declared vacant.

(D) In the event any Democratic precinct Chairperson, Vice-Chairperson, or Precinct Captain shall die, resign, take-up residence outside of the precinct, or be removed from office, or in the event no person shall have qualified and been chosen or elected in any precinct to any of the said offices, the Chairperson of the Executive Committee shall promptly call a meeting of the Board of Directors, which shall by a majority of its members present and voting, appoint a person to serve the remainder of the term of any such office in which such vacancy shall have occurred. Unless all offices from a given precinct are vacant, the ranking officer from said precinct shall be consulted before the Board of Directors fills such a vacancy.

(E) In the event any election for the office of precinct Chairperson, Vice-Chairperson, or Precinct Captain shall result in a tie; the Board of Directors shall decide the winner.

(F) Auxiliary organizations duly recognized by the Bylaws of the Tennessee State Democratic Party and/or the Democratic National Committee may attend meetings and activities of this organization, but the Executive Committee assumes no responsibility for the actions of said auxiliary organizations except when specifically authorized by the Executive Committee meeting.

ARTICLE IV - Voting

(A) Except as provided in section (B) of Article VI, each duly elected or appointed Democratic Precinct Chairperson, Vice-Chairperson, or Precinct Captain shall while in office be entitled to one (1) vote upon any question before any meeting of the Executive Committee at which such member may be present, but no vote shall be cast by proxy or otherwise than by personal appearance.

(B) No person other than a duly elected or appointed member of the Executive Committee shall vote at any Executive Committee meeting.

ARTICLE V - Meetings

(A) Regular meetings of the Executive Committee shall be held quarterly for each regular calendar year at such reasonable hour and place as may be designated by the Chairperson of the Executive Committee from time to time. All regular meetings and special meetings of the Executive Committee shall be held within Hamilton County, Tennessee.

(B) Special meeting may be called by the Chairperson, or upon the written request of any thirty (30) members or more of the Executive Committee delivered to the Secretary and stating the purpose of such special meeting. A reasonable time and place for such special meeting shall be set within seven (7) days of such a call, and a minimum of ten (10) days notice thereof shall be given to all members of the Executive Committee stating the date, time, place and purpose.

(C) Any business properly brought before the meeting may be considered and acted upon at any regular meeting of the Executive Committee, but a special called meeting shall be limited to the purpose or purposes specifically set forth in the notice of such special meeting.

(D) At least ten (10) days before any regular or special meeting, the Secretary shall cause notice to be given of the date, time, place and purpose of such meeting. Any notice required shall be effective as to any member of the Executive Committee to whom such notice is actually communicated orally or by telephone, and written notice shall also be deemed effective when deposited in the United States Mail bearing sufficient postage and addressed to a member of the Executive Committee at the address of such member shown on the membership roll of the

Executive Committee. When issuing notice of meetings, the Secretary shall also send notice to guests designated by the Chairperson from Democratic Clubs inviting them to attend and participate as spectators.

(E) Twenty-five percent (25%) of the Executive Committee members then in office shall constitute a quorum for the transaction of any business at any regular or special meeting of the Executive Committee, provided that a majority of the entire membership shall constitute the quorum for the regular biennial election of the Executive Council.

(F) Any matter coming before a regular or special meeting of the Executive Committee shall be determined by vote of a majority of those members present and voting except as otherwise set forth in these Bylaws.

(G) The following order of business shall be observed insofar as applicable at all regular and special meetings of the Executive Committee: (1) roll call; (2) pledge, invocation, and adoption of the minutes of the previous meeting; (3) reports of officers; (4) reports of committees; (5) election of officers; (6) unfinished business; (7) new business.

(H) Meetings shall be conducted pursuant to the latest edition of Robert's Rules of Order except as otherwise required by these Bylaws.

(I) Nothing in Article V-Meetings shall preclude the requirements set forth in Article IX-Post Primary Selection of Democratic Candidates.

ARTICLE VI - Officers

(A) The officers of the Executive Committee shall consist of the Chairperson, Vice-Chairperson, Executive Director, Assistant Executive Director, Secretary, Treasurer, Chairperson of the Rules Committee, the current Presidents of the Democratic Women's Club, the Young Democrats and the JFK Luncheon Club (such groups being connected by charter to recognized groups as auxiliaries of the DNC) and one (1) male and one (1) female representative of each County Commission District; the officers shall be collectively known and designated as the Board of Directors

(B) Only members of the Executive Committee shall be elected or serve as members of the Board of Directors. When voting for Commission District representative, only those members of the Executive Committee whose precincts comprise the district from which the representative is to be elected shall be entitled to vote for such representative's election.

(C) The Board of Directors, other than the Chairperson of the Rules Committee, Executive Director and Assistant Executive Director, shall be elected and assume office every other year, beginning in the year 2001, and shall hold office for two (2) years until the election of their successors except in the event of death, resignation, change of residence outside district, or removal.

(D) The Chairperson shall preside over and maintain order at all meetings of the Executive Committee or Executive Council, shall direct the general activity of the Executive Committee and Executive Council, shall serve as the chief spokesperson for the Executive Committee and Executive Council, shall serve ex-officio as a voting member of all committees of the Executive Committee.

(E) The Vice-Chairperson shall exercise all powers and duties of the Chairperson in the absence of the Chairperson, shall serve as acting Chairperson upon the death, resignation or removal of the Chairperson pending the election of a successor to the vacancy as provided by Article VI (K) and shall perform such other duties as may be assigned from time to time by the Chairperson or the Executive Committee.

(F) The Secretary shall make and keep full and accurate minutes of all regular or special meetings of the Executive Committee and Board of Directors, take care that all notices required by these bylaws are reasonably given, keep all records and papers of the Executive Committee and Board of Directors, maintain a current roll of the names and addresses and telephone numbers of all members of the Executive Committee, and maintain all foregoing records available to any

member of the Executive Committee at a stated location within Hamilton County at all times.

(G) The Treasurer shall keep account of all monies received or held or disbursed by the Executive Committee; deposit all monies received by the Executive committee in one or more accounts in the name of the Hamilton County Democratic Party in such bank or banks as shall be designated by the Executive Council; pay the accounts of the Executive Committee by checks countersigned by two (2) signatures from the following: The Treasurer, the Chairperson of the Executive Committee, the Vice-Chairperson of the Executive Committee, the Secretary of the Executive Committee; make all financial reports as required by law; and cause an independent audit to be made of the accounts within thirty (30) days after the end of the calendar year. In consultation with the Treasurer and Secretary, the Chairperson shall annually prepare a budget and submit it to the Board of Directors for its approval no later than the December Board meeting. The budget shall be approved by a majority of the Board members present and voting. The budget shall be for the upcoming calendar year beginning January 1st. The budget may be revised at any Board meeting by a majority of those present and voting. Expenditures may not exceed any line item in the budget by greater than twenty percent (20%) without prior approval of the majority of the Board. This approval may be done by telephone survey and ratified at the next Board meeting. At no time will the Chairperson or his or her agents expend or commit to expend monies that are not "in hand" or in the Hamilton County Democratic Party's bank account. However, upon approval of the annual budget by the Council, the Chairperson or his or her agents may expend or cause to be expended any monies authorized within the provisions hereto stated. By resolution of the Executive Committee, a petty cash fund may be established, and expenditures may be made therefrom in accordance with the budgetary provisions, each expenditure to be supported by a proper receipt. Any emergency expenditure of up to two-hundred (\$200.00) dollars may be made by authorization of the Chairperson without prior approval of the Board for the conduct of daily business of the Party. Any monies contributed to the Executive Committee by any organization or individual which is "earmarked" or specified for a particular purpose will not be subject to the budgetary provisions herein, but will be applied in accordance with the directions of the contributor insofar as such application is consistent with the principles of the Hamilton County Democratic Party. The expenditure must be supported by a proper receipt.

(H) The Chairperson, upon recommendation of the Board of Directors, may appoint or employ an Executive Director and Assistant Executive Director, who shall be full voting members of the Board of Directors. The Chairperson shall also be empowered to select such assistants, aides, and clerical staff as may from time to time be deemed necessary or advisable; shall assign such duties thereto as the Chairperson may determine will best serve the purposes of the Executive Committee, and may with the consent of the Board of Directors purchase, lease, or otherwise obtain such facilities, equipment, furnishings, supplies and services as may be deemed necessary or desirable. All persons so appointed or employed shall serve at the pleasure of the Chairperson.

(I) The Board of Directors shall meet at least once each calendar month at the call of the Chairperson and shall advise and consult with the Chairperson as to the problems, programs, and purposes of the Executive Committee, and shall fill any vacancy among the membership of the Executive Committee as provided in Article III (D) of these Bylaws.

(J) Any person or persons holding office in the Executive Committee may be removed from such office by a majority vote of those members of the Executive Committee present and voting at any regular or special meeting following ten (10) days written notice to all members of the Executive Committee of intention to move the removal of such officer or officers and of the specific reasons therefore.

(K) When a vacancy occurs in the office of Chairperson pursuant to Article VI (E), a successor shall be elected to serve the remainder of the unexpired term at the next quarterly meeting of the Executive Committee, provided at least thirty (30) days' advance notice is available. Otherwise the election shall be carried over to the next quarterly meeting or to a special meeting called for that purpose with thirty (30) days' notice.

ARTICLE VII - Committees

(A) The following, with the membership and duties hereinafter set forth shall comprise the standing committees of the Executive Committee:

- (1) Resolution Committee, consisting of not less than three (3) and not more than seven (7) members whom shall provide and present suggested resolutions to the Executive Committee.
 - (2) Rules Committee, consisting of not less than three (3) and not more than seven (7) members who all be responsible for reviewing and presenting suggested rules or Bylaw changes to the Executive Committee.
 - (3) Campaign Committee, consisting of not less than seven (7) and not more than fourteen (14) members who shall be responsible for organizing, directing, and assisting the Democratic Party campaigns in Hamilton County, Tennessee.
 - (4) Finance Committee, consisting of not less than ten (10) members, of which a minimum of six (6) shall be members of the Executive Committee, who shall be responsible for assuring the continued adequate financing of the Executive Committee and its projects, programs, campaigns and functions.
 - (5) Advisory Committee, consisting of all Democratic Party Officeholders elected in Hamilton County, Tennessee, who shall advise the Executive Committee, it's Board of Directors, and its standing committees. Members of the Advisory Committee shall serve ex-officio without regard to membership on the Executive Committee. However, any such officeholder may be removed by due process for financially supporting or publicly endorsing a member of any other political party.
- (B) Members of all standing or special committees of the Executive Committee shall be either members of the Executive Committee or other Democrats, with the exception of the Rules Committee, all of whose members shall be members of the Executive Committee.
- (C) The Chairperson of the Executive Committee shall appoint the members and officers of each standing or special committee upon the recommendation of the Executive Council. All committee officers and members shall serve at the pleasure of the Chairperson of the Executive Committee.
- (D) Several committees shall undertake such assignments as may be authorized by the Board of Directors in addition to the duties specified by these Bylaws.
- (E) Upon recommendation of the Board of Directors, the Chairperson may appoint one or more special committees, whose members and officers shall be appointed and serve as with standing committees.
- (F) Except as required by these Bylaws or the Tennessee Code Annotated, committee reports shall be disseminated by the Chairperson to the body of the Executive Committee at the appropriate regular meeting.

ARTICLE VIII - Vacancies Among Officers

In the event of a vacancy among the Board of Directors not otherwise provided for in these Bylaws, the remaining members of the Board of Directors may appoint an acting successor to serve until the next regular meeting of the Executive Committee. At such regular meeting following notice as provided by these Bylaws, the Executive Committee shall nominate a successor to the vacant office to serve the remainder of the unexpired term by a vote of a majority of those present and voting, except as provided in Article VI (B) with regard to County Commission District representatives.

ARTICLE IX - Post-Primary Selection of Democratic Candidates

(A) In the event of the withdrawal or death of a party nominee or the resignation or death of an elected office holder within ten (10) days prior to forty (40) days before a General Election, but after a Democratic Primary has been held, the Executive Committee shall be called into convention within seven (7) days following such a death withdrawal or resignation, for the purpose of selecting a Democratic Candidate for the next General Election. Should the party nominee die within forty (40) days before the General Election, his or her name shall remain in

*Rules:
Tom DuBoise*

*Finance Comm:
Joe Blass
Chair
Anne Hall*

*Comm:
Molly*

*Body Comm:
Duffy*

Multi-Cultural Outreach Committee:

the ballot.

(B) If the candidate is being sought to represent the Party for a county-wide seat, the full body of the Executive Committee shall select from such nominees as may present themselves and elect by a majority of those present and voting, a standard bearer for such office.

(C) If the vacancy is for a specific district seat, all the Chairpersons, Vice-chairpersons and Precinct Captains for the precincts in that district shall meet as a caucus for the express purpose of interviewing all nominees that may present themselves and voting to select a candidate by a majority of those present and voting.

(D) The selected candidate will then be certified in writing by the Chairperson of the Executive Committee to the appropriate representatives of the local and state Election Commissions as the official candidate of the Democratic Party, and the name of said candidate shall then be placed on the ballot for the General Election upon completion of and filing all required qualifying petitions and disclosure forms.

(E) All required legal notices as defined in the Tennessee Code Annotated shall be published and paid for by the Executive Committee under the direction of the Chairperson.

ARTICLE X - Duties and Powers of Precinct Officers

The Democratic Chairperson, Vice Chairperson, and the Precinct Captains of each precinct shall enjoy and exercise co-equal rights and privileges, except that the Chairperson shall appoint Democratic workers who will conduct the elections inside of the polling place pursuant to the Tennessee Code Annotated.

ARTICLE XI - Amendment

The Bylaws may be amended by a vote of two-thirds (2/3) of those members of the Executive Committee present and voting at a regular or special meeting, following notice set forth in Article V (D) of these Bylaws, setting out the intention to consider amendment and the general nature of the amendment.

ARTICLE XII - Effect

The Bylaws shall take effect from passage, and all prior Rules and Bylaws are hereby repealed.

ADOPTED AS AMENDED ON March 24, 2007

Chairperson

Secretary
