

MARSHALL COUNTY DEMOCRATIC PARTY BY-LAWS

RE-Adopted ~~XXXXXXXXXX~~

MARCH 26TH 2009

ARTICLE I.
NAME AND OBJECT

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Section 1. The name of this organization shall be the Marshall County Democratic Party.

Section 2. The object of this organization shall be to promote the ideals and principles of the Democratic Party and to aid in the election of Democrats and Democratic nominees for public office.

ARTICLE II.
MEMBERSHIP

Section 1. Eligibility. All residents of Marshall County, Tennessee who are registered to vote in this county and who believe in the ideals and principles of the Democratic Party are eligible to become members of the Marshall County Democratic Party.

Section 2. Nondiscrimination. Membership in the Marshall County Democratic Party shall not be denied because of race, color, sex, religion, age, and disability or ethnic origin.

ARTICLE III.
POWERS AND RESPONSIBILITIES

Section 1. Governance. The governance and direction of the affairs of the Marshall County Democratic Party shall be vested in the Marshall County Democratic Executive Committee (hereinafter the "Executive Committee") and in officers of the Marshall County Democratic Party, as hereinafter set forth in these bylaws, subject to the laws of the State of Tennessee and such rules as may be established by the Tennessee State Democratic Executive Committee.

Section 2. Party Responsibilities. The Marshall County Democratic Party shall have the following responsibilities:

- a) Planning and conducting all county meetings and conventions.
- b) Keeping and maintaining records of all Democratic Party meetings and business.
- c) Supporting the duly selected nominees of the Democratic Party.

ARTICLE IV.

EXECUTIVE COMMITTEE

Section 1. Membership. The Executive Committee shall be composed of a man and a woman elected from each county district, provided each such district represents an equal number of voters in the county, four (4) at large members, plus those who become members pursuant to Article VIII, Section 8 (Officers).

If a county has difficulty filling Executive Committee positions on a district, then and in that event all representation should be at-large; representation should be balanced if possible. Extra members to the Executive Committee from a particular district may be awarded based on the Democratic vote in the last gubernatorial primary.

Section 2. Manner of Election. The Executive Committee members shall be elected at a County Convention called for the purpose of electing Executive Committee members at a date determined by the State Democratic Executive Committee.

Section 3. Resignations. The resignation of any member of the Executive Committee shall be made in writing and shall take effect at the time specified therein, or if no time is specified, then it shall take effect upon receipt of such resignation by the Chair or Secretary.

Section 4. Vacancies. A vacancy shall be filled by nomination from the membership. Any vacancies occurring in the Executive Committee may be filled by the affirmative vote of a majority of the Executive Committee members present at any regular meeting, even though less than a quorum of the Executive Committee exists. In the event of a vacancy, whether resulting from a resignation, expulsion or failure of any district to elect its Executive Committee members, the remaining members of the Executive Committee in attendance at any subsequent meeting may fill those Executive Committee positions from the members of the Marshall County Democratic Party who reside in that district, and who meet the same requirements of a duly elected member as described in Section 1.

Section 5. Attendance. An Executive Committee member who fails to attend three (3) consecutive meetings of the Executive Committee, without a satisfactory excuse, as prescribed in Section 7(A)(1).

Section 6. Manner of Acting. The act of a majority of the Executive Committee members present shall be the act of the Executive Committee, unless a greater number is required by law or by these bylaws.

Section 7. Sanctions or Expulsion. The Executive Committee may vote to impose sanctions on, or expel a member, but only if written notice is given that the issue will be taken up at the meeting prior to the meeting on which such action is voted. The member in question must be given written notice, and an opportunity to be heard.

(A) Automatic Expulsion. A Member of the Executive Committee shall automatically forfeit his/her membership in said committee (and the position shall be declared vacant) for the following reasons:

1. In the event he/she qualifies for political office as an Independent or representing any political party other than the Democratic Party and opposes a duly qualified Democratic nominee.
2. If he/she has four (4) unexcused absences during a term. An absence is excused if notice is given to the Chair or the Secretary prior to the start of the meeting and the reason for the absence is one of the following:
 - a. Illness;
 - b. Family illness or death;
 - c. Business; or out of town.

(B) Discretionary Sanctions or Expulsions. A member may be expelled at the discretion of the Executive Committee if a pattern of non-attendance is established, even if such absences are excused. Sanctions may be imposed against a member, or he/she may be expelled at the discretion of the Executive Committee, for demonstrating disloyalty to the Democratic Party, either in the form of a public announcement of support of a candidate of another party in a pending election, or by working for or giving financial support to any such candidate running against a duly nominated candidate of the Democratic Party. The Executive Committee shall not impose discretionary sanctions or expel a member, unless and until such member is given an opportunity to be heard and three-fourths (3/4) of the membership is present and voting concur in a discretionary sanction or expulsion.

ARTICLE V. MEETINGS

Section 1. General. All meetings of the Marshall County Democratic Party or of the Executive Committee shall be well publicized in countywide media at least fourteen (14) days prior to the date of the meeting. All meetings shall be held at convenient times and locations, and shall be open to the general public and media representatives, except where legal counsel otherwise indicated based upon a legal need for a closed meeting.

Section 2. Regular Meetings. Regular meetings of the Executive Committee shall be held on the second Monday of each month at 5:30 p.m. at such designated place, or when called by the Chair or by one-third (1/3) of the Executive Committee members.

Section 3. Special Meetings. If more than sixty (60) days have passed since the last previous meeting and if the Chairperson has not called a meeting, any five (5) members may call a meeting by notifying all members at least seven (7) days prior to such a meeting. If fewer than sixty (60) days have passed since the last meeting, half plus one of the members of the Executive Committee, provided seven (7) days prior notice is given by mail to the membership. Any notification of a meeting must include time and location.

Section 4. Quorum. Twenty-five percent (25%) of the members of the Executive Committee shall constitute a quorum for the transaction of business at a meeting of the Executive Committee. Two-thirds of the members of the Executive Committee shall constitute a quorum to hold elections, adopt bylaws, determine sanctions, or fill a vacancy. If less than a quorum is present at a meeting of the Executive Committee, a majority of the members present may adjourn the meeting.

Section 5. Convention Meeting. A regular meeting of the Executive Committee shall be held without other notice than this bylaw immediately after, and at the same place as, the County Convention.

ARTICLE VI. CONDUCT OF CONVENTION

Section 1. Convention. The provisions for the holding of the county convention shall be as follows:

- (A) The convention shall be well publicized in the local news media. At least fourteen (14) days prior notice must be given.
- (B) All members of the Marshall County Democratic Party who are registered voters, and who attest they are bona fide Democrats by execution of affidavits or affirmations to the effect, are eligible to vote at the convention and to be candidates for the Executive Committee and vote.
- (C) The Chairperson, prior to voting, shall appoint an adequate number of Sergeants-at-Arms to assure that only bona-fide Democrats are present for the voting process. The Secretary or duly appointed representative shall verify the affirmations of all attendees.
- (D) Separate elections shall be held for each Executive Committee position.
- (E) The convention shall be called to order by the incumbent Chair of the Marshall County Democratic Executive Committee. The Convention shall

then divide into caucuses, divided by district. One man and one woman, if possible, shall be elected from each district. A plurality shall prevail for each election. In the case of a tie, a runoff between those tied shall be held to decide the winner. In each caucus, a chair shall be selected and the chair shall then call for nominations for each Executive Committee position. After the nominations cease, the ballot is closed and the elections shall commence. Upon the completion of the election of the two (2) Executive Committee members, the convention shall reassemble and each district shall report the Executive Committee members who have been elected from that district. The convention shall then adjourn, as its business has been completed.

ARTICLE VII. PROXIES

- Section 1. No proxies allowed. No proxy shall be allowed at any meeting of the Executive Committee.
- Section 2. Unit Rule. No voting by the unit rule shall be allowed at any meeting of the Executive Committee.
- Section 3. Open Voting. All votes shall be public and shall not be by secret ballot.

ARTICLE VIII. OFFICERS

- Section 1. Officers. The officers of the Marshall County Democratic Party shall be chair, vice-chair (additional vice-chairs optional), secretary, and treasurer, who shall all be elected by the Marshall County Democratic Party for a two (2) year term, or until their successors are duly elected and qualified.
- Section 2. Election of Officers. The officers shall be elected by a simple majority of the members of the Marshall County Democratic Party present immediately preceding the election of the Executive Committee at the county convention. In the event a majority is not achieved, a runoff election shall be held until a majority prevails with the low vote getter being dropped from the next ballot. A complete list of all officers and Executive Committee members shall be forwarded to the Chair of the Tennessee Democratic Party within ten(10) days after their election.
- Section 3. Vacancies. Vacancies in any office for any reason may be filled by the Executive Committee for the unexpired portion of the term.

Section 4. Chair. The chair shall preside over any convention, which may be called, and over the meetings of the Executive Committee. He/she shall perform all duties incident to the office of chair and such other duties as may be prescribed by the Executive Committee members from time to time.

Section 5. Vice-Chair. In the absence of the chair or in the event of his/her death or inability or refusal to act, the vice-chair shall perform the duties of the chair, and, in so acting, shall have all the powers of, and be subject to all restrictions on, the chair. He/she shall perform all the duties incident to the office of vice-chair and such other duties as may be assigned to him/her by the chair or by the Executive Committee. In the absence of the vice-chair, the second vice-chair steps up to perform the duties of the Vice-Chair.

Section 6. Secretary. The secretary shall:

- (A) keep the minutes of the Executive Committee;
- (B) keep the minutes of any conventions which may be held;
- (C) see that all notices are duly given in accordance with the provisions of law and these bylaws;
- (D) be custodian of the records of the Executive Committee;
- (E) keep membership records and have general charge of membership books of the Executive Committee;
- (F) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the chair or by the Executive Committee, or which may be required by law.

Section 7. Treasurer. The treasurer shall:

- (A) have charge and custody of, and be responsible for, all funds and securities of the Party from any source whatsoever, and deposit all such monies in the name of the Marshall County Democratic Executive Committee in such bank or other depositories as shall be selected in accordance with the provisions of these bylaws;
- (B) keep and maintain open to inspection by any member of the Executive Committee at all reasonable times, adequate or correct accounts of the funds and transactions of the Executive Committee, which shall include all matter required by law;
- (C) disburse the funds of the Executive Committee as he/she may be ordered by the Executive Committee;
- (D) render to the chair and secretary, or to the Executive Committee, whenever it may require or request it, an account of all his/her transactions as treasurer, and a financial statement in form satisfactory to it, showing the condition of the Executive Committee;
- (E) register with the State Election Commission; and file any and all reports required by the State Election Commission (SEC) and Federal Election Commission;

- (F) in general perform all of the duties incident to the office of treasurer and such other duties as may be assigned to him/her by the chair of Executive Committee, and
- (G) if required by the Executive Committee, give a bond, to be paid for by the Executive Committee, for the faithful discharge of his/her duties, in such sum and with such corporate surety or sureties as the Executive Committee shall determine.

Section 8. Officers Not Required to be Members. It is not required that the officers be members of the Executive Committee. Any officer who is elected by the Executive Committee who is not an elected member of the Executive Committee shall, upon his/her election as an officer, become a voting member of the Executive Committee.

Section 9. Neutrality. No officers shall openly support a candidate in a Democratic Primary, so that the officers present neutrality to maintain party unity.

Section 10. Members Must Support Nominees of the Democratic Party. No person shall be an officer or member of the Executive Committee if he/she shall not support nominees of the Democratic Party. Failure to support the nominees of the Democratic Party shall be cause for removal. Officers may be removed under this Section by the Executive Committee by a simple majority of those present at any regular meeting or any meeting called for that purpose after at least (10) days prior notice to all members of the Executive Committee.

Section 11. Resignations. The resignation of any officer of the Executive Committee shall be made in writing and shall take effect at the time specified therein, or if no time is specified, then it shall take effect upon receipt of such resignation by the chair or secretary.

ARTICLE IX. COMMITTEES

Section 1. Committees Appointed by Chair. The chair may establish committees, to be composed solely of Executive Committee members or partly Executive Committee members and partly others, as it deems appropriate.

Section 2. Term of Office. Each member of a committee shall serve at the pleasure of the person or entity creating the committee, but no longer than until the next convention or until the committee is terminated.

Section 3. Removal of any Member of the Committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever such member, in their judgment, the best interest of the Party shall be served by that removal.

ARTICLE X. BUSINESS AT MEETINGS

The regular order of business at Executive Committee meetings shall be as follows:

Call to order

- a. Invocation (optional)
- b. Pledge of Allegiance
- c. Roll call
- d. Reading and approval of the minutes of previous meeting
- e. Treasurer's report
- f. Reports of committees
- g. Resolutions
- h. Unfinished business
- i. New business
- j. Elections (if necessary)
- k. Announcements
- l. Adjournment

ARTICLE XI. RESOLUTIONS

All proposed resolutions must be submitted to the chair at least one(1) week prior to a meeting. Emergency resolutions may be brought before the body by consent of a two-thirds (2/3) majority of those present.

ARTICLE XII. CONTRACTS AND EXPENDITURES

Section 1. Contracts, Expenditures, and Bill Retention. All Executive Committees are urged to operate under an approved budget. Except in the case of an emergency for items not designated in the budget, no expenditures or bills shall be made or contracts entered into which purport to obligate the Executive Committee unless such expenditures or contracts are authorized by a majority vote of those present at a duly called meeting at which a quorum is present, except these expenditures for less than one-hundred dollars (\$100), obligating the Executive Committee may be authorized by the chair of the Executive Committee. The treasurer shall present a monthly itemized statement of income and expenditures to Executive Committee members. All paid bills shall be retained by the treasurer for a period of four (4) years.

Section 2. Audits. Auditors may be designated by the Executive Committee, who shall audit and examine the books of account of the Marshall County Democratic Party and shall certify to the Executive Committee the annual balances of the books which shall be prepared at the close of the fiscal year by, or under the direction of the treasurer.

ARTICLE XIII. PARLIAMENTARY PROCEDURES

The current edition of Robert Rules of Order, Newly Revised, shall govern meetings of the Executive Committee in all cases to which they are applicable and in which they are not inconsistent with the bylaws and any special rules of order which may be adopted.

ARTILE XIV.
AMENDMENTS

The bylaws may be amended or substituted by a two-thirds (2/3) vote of the total membership of the Executive Committee at any meeting of the Executive Committee called for the purpose of amending these bylaws.

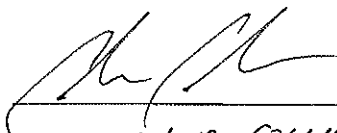
ARTILCE XV.
AFFILIATIONS

Section 1. The Marshall County Democratic Party is a constituent party of the Tennessee Democratic Party. The Marshall County Democratic Executive Committee is an organization created by the State Democratic Executive Committee, with the State Democratic Executive Committee having full authority in all matters of the Marshall County Democratic Executive Committee. Any conflict between the county bylaws and the bylaws of the Tennessee Democratic Party, the bylaws of the Tennessee Democratic Party prevail.

Section 2. The Marshall County Democratic Party is a separate and distinct organization from the Marshall County Democratic Women. The organizations share the goal of promoting the Democratic Party within Marshall County. The Marshall County Democratic Party shall make all reasonable efforts to coordinate with the Marshall County Democratic Women to effectuate the mutual goals of the organizations.

NEWLY ELECTED OFFICERS PLEDGE OF ACCEPTANCE FOR THE ADOPTED BYLAWS

We hereby witness the acceptance of the newly adopted bylaws of the Marshall County Democratic Party.
We have agreed to abide by the bylaws while serving as an officer of the Marshall County Democratic Party.


_____, Chair
CHRIS COLLINS


_____, Vice-Chair
QUINN BEANDON

FRED HALEY, Treasurer

TAYLOR BRANDON, Secretary