

BYLAWS

TENNESSEE DEMOCRATIC EXECUTIVE COMMITTEE

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ARTICLE I: NAME

The name of this organization shall be the Tennessee Democratic Executive Committee, sometimes referred to herein, as "Committee".

ARTICLE II: OBJECT

The object of the Committee shall be to promote the ideals and principles of the Democratic Party and to assist in election of Democratic nominees.

ARTICLE III: POWERS AND RESPONSIBILITIES

SECTION 1. GENERAL POWERS

The Committee shall be vested with such power and authority allowed and guaranteed by laws of the State of Tennessee, which shall include, but not be limited to, those powers and responsibilities set out below.

SECTION 2. ENUMERATED POWERS AND RESPONSIBILITIES

Responsibilities of the Committee include:

- (a) Deciding if and when to have State Party conventions and planning and directing such conventions.
- (b) Establishing the procedure for selecting Party nominees for offices for which the procedure is not established by statute (see TCA §§ 2-13-202, 203).

- (c) Establishing the procedure for selecting members of the Democratic National Committee, subject to the mandates of the Democratic National Committee.
- (d) Establishing the procedure for selecting delegates to the Democratic National Convention (see TCA §§ 2-13-301 through 320), subject to the mandates of the Democratic National Committee
- (e) Functioning as the State Democratic Primary Board (see TCA §§ 2-13-102, et seq.). Note: Ex officio members are not allowed to participate in the State Primary Board.
- (f) Establishing the procedures and rules for organizing and functioning of County Democratic Executive Committees and maintaining close relationships with such committees.
- (g) Establishing and assuming responsibility for the operation of a State Democratic Party Headquarters.
- (h) Engaging in planning and executing strategies to best utilize Committee resources to aid in the election of Democrats statewide.
- (i) Providing for record keeping, including, but not limited to, a current list of all county parties and committees, minutes of meetings of this committee, and complete financial reports from the Treasurer.
- (j) Performing any and all other functions necessary and proper to conduct the affairs of the Tennessee Democratic Party.
- (k) Establishing the dates and times for county party and county executive committee reorganizations, which shall be held in odd-numbered years, pursuant to law.
- (l) To the maximum extent allowed by law, the Tennessee Democratic Executive Committee shall ensure that Party nominees for elected offices are bona fide Democrats as defined in Article IV, § 1, below. In the event that a county party, in compliance with its Bylaws, challenges a candidate for any office be it local, county, state or federal, against appearing on the ballot as a Democrat for failing to vote in at least three of the immediate prior five Democratic primaries, the challenge shall be referred to the County Party Development Committee which shall by a simple majority vote of its members make a recommendation to the State Party Chair. The Chair shall decide whether or not the candidate may appear on the ballot as a Democrat. The county party or the candidate has the right to appeal the Chair's decision to the full Executive Committee which may overturn the Chair's decision by a two-thirds vote of those present. The county party, Party Chair or the Executive Committee shall have the right to waive the foregoing prohibition against a candidate appearing on a ballot as a Democrat for good cause and when justice so requires.

SECTION 3.

The Committee shall be responsible for establishing and approving budgets after quarterly presentations by the Finance Committee.

SECTION 4. PRIMARY ELECTION NEUTRALITY:

- (a) The Tennessee Democratic Executive Committee shall not endorse or campaign for any specific Democratic Party primary candidate prior to or during a contested local, state, or national Democratic Party Primary Election.
- (b) Tennessee Democratic Executive Committee Officers, with the exception of the Chair, acting apart from their Party Office, may support and participate in campaigns for local, state, or national candidates of their choice in contested Democratic Party Primaries.
- (c) When candidates for Delegate to the Democratic National Convention are required to declare support for a specific Presidential candidate prior to the delegate nominating procedure, members and officers of the Tennessee Democratic Executive Committee may declare support for a specific Presidential candidate.

ARTICLE IV: MEMBERS

SECTION 1.

The Committee shall be composed of members chosen in accordance with State Law (TCA § 2-13-103). Consistent with TCA § 2-13-104, all members shall be bona fide members of the Democratic Party. A bona fide Democrat is defined as an individual whose record of public service, actions, accomplishment, public writings and/or public statements affirmatively demonstrates that they are faithful to the interests, welfare and success of the Democratic Party of the United States and of the State of Tennessee. The State Party or a county party may make exceptions to this rule for requesting individuals in the spirit of an inclusive and a growing Party.

SECTION 2.

Pursuant to TCA § 2-13-105, the Committee may, by simple majority vote of members in attendance, temporarily fill a vacancy of its membership due to death, resignation, disqualification, change of residence, persistent absence from meetings without good cause, or violation of the oath of office until a successor is chosen at the next regular August election. "Regular August election" means the election held on the first Thursday in August of every even-numbered year. See TCA §§ 2-13-105 and 2-1-104(a)(26).

SECTION 3.

Any member who is unable to attend a meeting of the Committee and/or Primary Board for cause, including, but not limited to a serious health problem, hospitalization or the death of an

immediate family member, shall as quickly as is reasonably practical notify the Chair and the Secretary of their inability to attend.

If a member other than members described in Article IV §§ 4 and 5 of the Bylaws has chronic absences (defined as two (2) unexcused absences in any twelve (12) month period) and/or misses two (2) consecutive meetings without notifying the Chair and the Secretary of an acceptable excuse set out above, the Secretary shall notify the Chair and the Bylaws Committee. The absence count resets at the start of every 4 year Executive Committee term.

The Chair (or their designee) shall call, e-mail or text the member to notify them of their attendance issues and request their presence to show cause so as to not be removed from the Executive Committee. All notification attempts taken must be documented in an email and sent to the Secretary and Bylaws Committee. If notification is not acknowledged by the member, the Chair (or their designee) shall send a letter by email and by registered or certified mail, return receipt requested, to that member at the address on file, with a copy to the Bylaws Committee. The letter will notify the member to appear before the Bylaws Committee at the Bylaw Committee's next meeting at the duly published time and place.

The member will be asked to show cause if any they may have why the member should not be expelled as a member of the Committee.

The Bylaws Committee shall report its findings and any recommendations to the full Committee, which shall vote whether or not to approve the recommendation of the Bylaws Committee.

The Chair shall immediately notify the member, by letter, of the action of the Committee.

If the member is expelled, the full Committee may fill the vacancy at the next meeting of the Committee to serve until a successor is chosen at the next regular August election (see TCA § 2-13-105).

SECTION 4.

Any member who in the discretion of an elected Executive Committee member has exhibited repeated behavior that is detrimental to the Democratic Party or to Democratic candidates, refuses to abide by the bylaws or otherwise has been obstructive, or worked against the benefit of or to the detriment of the Party may be sanctioned or expelled from the Executive Committee.

The Chair, after being notified that such an offense has occurred, shall send a letter by registered or certified mail, return receipt requested, to that member at the address on file, with a copy to the Bylaws Committee, notifying the member to appear before the Bylaws Committee, in conjunction with the next meeting of the Committee at the duly published time and place.

The member will be asked to show cause if any they may have why the member should not be sanctioned or expelled as a member of the committee. The Bylaws committee shall report its

findings and any recommendations to the full committee, which shall vote whether or not to approve the recommendation of the Bylaws Committee.

The Chair shall immediately notify the member, by letter, of the action of the Committee.

If the member is expelled, the full committee may fill the vacancy at the next meeting of the committee to serve until a successor is chosen at the next regular August election. (See TCA § 2-13-105).

SECTION 5.

Effective in August of 2022, any executive committee member who moves outside the district they are elected to represent must notify the Chair within thirty days. The seat will be declared vacant when such a situation occurs (see Article IV Section 2). However, executive committee members whose residence becomes outside the district when district lines are redrawn may finish their term representing the district from which they were elected.

SECTION 6.

Tennessee State Senate and Tennessee State House of Representatives Democratic Caucus Chairs or their respective designees shall serve as ex officio (voting) members of the Committee to facilitate communication between the bodies and to advance goals of Democrats in the State of Tennessee.

SECTION 7.

One (1) member designated by the Tennessee Federation of Democratic Women, one (1) member designated by the Tennessee Young Democrats, one (1) member designated by the Tennessee Democratic County Chair Association, one (1) member designated by the Tennessee High School Democrats and one (1) member designated by the Tennessee Federation of College Democrats shall serve as ex officio (voting) members of this Committee to facilitate communication between the bodies and to advance goals of Democrats in the State of Tennessee.

ARTICLE V: OFFICERS

SECTION 1.

The officers shall be a Chair, a Vice Chair who shall be a different gender from the Chair, six (6) Regional Vice-Chairs, a Secretary and a Treasurer. The Chair and Treasurer shall not be required to be members of this Committee; however, the Vice-Chair, the Regional Vice-Chairs and the Secretary must be chosen from the membership of this Committee.

The Regional Vice-Chairs shall be two (2) for each Grand Division of the State that reside in a State Senate District that falls within the Grand Division they seek to represent and are not of the same gender; an RVC candidate cannot run for more than one RVC position.

SECTION 2.

Officers shall serve terms of two (2) years or until their successors are chosen.

SECTION 3.

The election of officers shall be conducted at the January meeting in odd numbered years, at which time successors for the current officers will be elected. Elections for each office shall be in accordance with these rules where there is more than one person running for the office.

SECTION 4.

Any officer may be removed from office for malfeasance or incapacity by a majority vote of the total Committee membership.

SECTION 5.

A vacancy caused by the death or resignation of an officer shall be filled at the next meeting by a majority vote of those members in attendance.

SECTION 6.

With respect to elections that require that persons be elected from each of the three Grand Divisions of the State of Tennessee (East, Middle and West) including, but not limited to, Regional Vice-Chairs, the order of election shall be determined by lottery prior to the meeting at which the election(s) is to be conducted.

ARTICLE VI: DUTIES OF OFFICERS

Duties of the officers shall be those set out in the parliamentary authority adopted by this Committee with the following additions:

SECTION 1.

It shall be the duty of the officers of this Committee to elect Electoral College members after the Democratic National Convention selects its nominee for the presidency of the United States but prior to the deadline for submission of the list of electors as required by the statutes of the State of Tennessee.

SECTION 2.

The Chair shall be the general executive officer and shall be an ex officio member of all sub-committees. If the Executive Committee determines that the Chair should be a full-time paid staff member, the Chair shall assume all duties of the Executive Director in the event that an Executive Director is not also employed.

The Chair, whether or not a full-time paid staff member, shall be empowered to employ and dismiss an Executive Director. In the event that the Chair is not a full-time paid staff member, the Executive Director shall administer the daily operations of the State Democratic Party including, but not limited to, employing and dismissing office personnel as duly budgeted. In the event that the Chair is full-time paid staff member, they shall administer the daily operation of the State Democratic Party Office including, but not limited to, employing and dismissing office personnel as duly budgeted. In that event, the Chair shall, in their sole discretion, assign to the Executive Director, or retain any such administrative responsibilities, as they may deem proper.

SECTION 3.

The Vice-Chair shall perform all such duties as are assigned by the Chair and shall perform all duties of the Chair in their absence due to disability, or otherwise. In the event the Chair resigns, the Vice-Chair shall serve in that capacity until a successor is elected at the next meeting of the Committee by a majority vote of those members in attendance.

SECTION 4.

The TNDP Regional Vice Chairs (RVC) must remain in good standing concerning attendance and participation in the quarterly TNDP EC meetings, monthly officer meetings, other state party meetings, as well as committee and task force meetings.

RVCs will communicate regularly with their partner RVC in their grand division as well as RVCs across the state. RVCs will be aware of the needs of the executive committee members in their grand division and advocate for the needs of the county parties in their grand division.

RVCs work collaboratively with the staff and officers of TNDP, serve the needs of the state party in the state-wide reorganization process, give assistance to county parties and executive

committee members when requested, and serve as a key linking pin in the communication network of their grand division, and carry out other duties as assigned.

SECTION 5.

The Secretary shall be responsible for preparing and transmitting to all members within ten (10) days after every meeting a copy of the minutes by postal mail delivery or by electronic mail. Postal mail delivery of minutes of meetings shall only be required when a member of the Committee notifies the Chair and Secretary of that preference. The Secretary shall be responsible for reviewing attendance following each properly called meeting and report to the Chair and to the Bylaws Chair any violations of the attendance requirement and those notifications of violations submitted by members. The Secretary shall also be responsible for distributing these amended bylaws to the DNC, the TN Secretary of State, and the TN Election Commission.

SECTION 6.

The Treasurer or their authorized designee, shall pay all bills properly incurred and sign all checks. The books of the Party maintained by the Treasurer shall be made available for review by the Finance Committee at all reasonable times and places and shall be audited at least annually.

ARTICLE VII: MEETINGS

SECTION 1. MEETINGS

- (a) **Regular Meetings** will be held at least quarterly. The first meeting must be held in January. Regular meetings must be held on weekends.
- (b) **Special Called Meetings.** The Chair may call a meeting at any time and shall do so whenever requested in writing by ten (10) EC members.
- (c) **Emergency Meetings.** In cases of urgent or unforeseen circumstances requiring immediate action, then Chair may call an Emergency meeting.

Following the establishment of a quorum, the first order of business at such meeting will be an affirmation, by a majority of the members present, that the circumstances warrant classification as an emergency. If such affirmation is not obtained, the meeting shall be adjourned and rescheduled in accordance with the special called meeting notice requirements.

- (d) Meetings may be conducted in person or virtually.

SECTION 2. MEETING NOTIFICATION REQUIREMENTS

- a) The requirement of written notice of any meeting of the Committee is fulfilled by postal mail delivery or by electronic mail. Postal mail delivery of notices of meetings shall only be required when a member of the Committee notifies the Chair of that preference.
- b) All notices shall include the date, time and place (or electronic platform) of the meeting, and if applicable, the general purpose or matters to be considered.
- c) **Regular Meetings.** Written notice of regular meetings (in person or virtual) shall be provided to all members no less than forty-five (45) days prior to the date of the meeting.
- d) **Special Called Meetings.** Written notice of special called meetings (in person or virtual) shall be provided to all members no less than seven (7) days prior to the date of the meeting.
- e) **Emergency Meetings.** Notice of emergency meetings shall be provided to all members as soon as reasonably practical, but no less than twenty-four (24) hours prior to the meeting. Notice may be given by email, telephone or any other rapid means of communication.

SECTION 3 QUORUM

A quorum for the transaction of business shall be forty (40%) percent of the membership.

SECTION 4 PROXIES

Neither proxies, nor voting by the unit rule, nor secret ballot shall be allowed at any meeting of this Committee, nor at any meeting called under the auspices of the Tennessee Democratic Party, nor at a meeting of any committee thereof.

ARTICLE VIII: COMMITTEES

SECTION 1. The Chair (in conjunction with the Officers) may establish committees as they deem appropriate.

SECTION 2.

The organization shall have the following standing committees with the following duties. The Chair (in conjunction with the Officers) shall appoint the members of committees and shall designate the chair or chairs of each committee. Each committee should have at least one member from each Grand Division.

- (a) County Party Development Committee shall consist of a minimum of seven (7) members of the State Executive Committee, appointed by the Chair to serve for two (2) years. Strong county parties are the foundation of a strong state party and the County Party Development

Committee should be directed to help and assist in the growth and development of those vital building blocks.

There are three main functions of the County Party Development Committee:

- (1) to serve as an institutional resource to help county parties grow and prosper;
- (2) to develop a minimum set of requirements that a state sanctioned County Democratic Party must observe to be certified as a County Party;
- (3) to monitor county compliance with those minimum standards.

(b) Finance Committee shall consist of five (5) members of the Committee. The Chair shall appoint two (2) members, with the approval of the Committee; the Executive Committee shall appoint three (3) members, one representing each grand division of the State and elected by the full Committee. The Treasurer and the Chair shall serve as ex officio non-voting members. The Chair of the Finance Committee shall be selected by the Chair of the Tennessee Democratic Executive Committee. The Finance Committee shall set the budget and review financial reports on at least a quarterly basis and approve emergency expenses on a case-by-case basis.

The members of the Finance Committee shall be appointed for terms of two (2) years at the first EC meeting held after March 1 in even numbered years.

(c) The Bylaws and Rules Committee shall consist of a minimum of five (5) members of the Committee, appointed by the Chair to serve for two (2) years.

The primary functions of the Bylaws and Rules Committee are:

- (1) to propose bylaws amendments or substitutions to the Committee in compliance with ARTICLE XIV,
- (2) to make recommendations to the Executive Committee for the expulsion or retention of members that have two (2) or more consecutive unexcused absences, excessive absences, or behaviors that are detrimental to the Democratic Party in accordance with ARTICLE IV SECTIONS 3 and 4,
- (3) Propose rules as needed, and
- (4) Develop and maintain TNDP's policies and procedures.

(d) Youth Engagement Committee shall consist of a minimum of five (5) members of the Committee, appointed by the Chair to serve for two (2) years.

The primary functions of the Youth Mentoring Committee are:

- (1) to serve as a liaison between the Committee and the Tennessee Young Democrats, the Tennessee Federation of College Democrats and other Democratic youth organizations,
- (2) to assist in recruitment and training of new members of Democratic youth organizations, and
- (3) to facilitate active involvement of youth in the Democratic Party.

(e) Personnel Committee shall consist of a minimum of five (5) and a maximum of nine (9) members elected by the Executive Committee at the fall meeting during regular gubernatorial election years. The committee shall be comprised of members as equally distributed as possible from the three Grand Divisions. Committee members are elected to serve four (4) year terms or until the next fall meeting during a regular gubernatorial election year.

The primary functions of the Personnel Committee are:

- (1) to act in an oversight and advisory capacity of human resources policies and procedures of paid staff members of the Tennessee Democratic Party such as total compensation, benefits, performance evaluation issues, workplace safety, workplace environment, grievance procedures, etc.
- (2) to oversee and participate in an evaluation of the Chair and Executive Director of the Party on an annual basis. Such annual evaluations shall be reported to the entire Executive Committee and shall include, in consultation with the Finance Committee recommendations about compensation.
- (3) to serve as a review board for personnel disputes that cannot be resolved by the Executive Director or Chair. The conditions that would allow a review will be included in personnel policies.

(f) Caucuses Committee shall consist of a minimum of five (5) members of the Committee, appointed by the Chair of the TNDP to serve for two (2) years.

The primary functions of the Caucuses Committee are

- (1) To serve as a liaison between the Committee and the Caucuses,
- (2) Review Caucus formation requests,
- (3) Provide interim approval of caucuses to proceed with formation pending EC approval
- (4) Present recommendations for new caucuses to EC
- (5) Create and maintain caucuses' guidelines and procedures
- (6) Present to the TNDP the quarterly reports of the caucuses

(g) The Cyber Safety Committee shall consist of a minimum of three (3) members of the Committee appointed by the Chair of the TNDP to serve for two (2) years. The Cyber Safety Committee seeks to establish solid infrastructure and practices within the TNDP so it can then collaborate with other states in an effort to improve the cyber hygiene, and thus cyber security, of our nation as a whole.

The Cyber Safety Committee seeks to shape TNDP's cyber safety initiatives through conversations, analysis, continuous awareness, and practice/policy building, ultimately building a cyber aware state party in which all leaders, candidates, volunteers, operatives, and voters practice the highest level of cyber safety.

(h) The Vetting Committee shall vet all candidate bonafides in accordance with TN election law and the TNDP Bylaws. Candidates to be vetted include federal and state candidates, TNDP EC members and any county/municipal candidates.

The committee members will use (but are not limited to) voting record, social media, public statements, donations, and the recommendation of the appropriate county parties to determine a candidate's status.

The Vetting Committee will then present their findings with a recommendation to the Primary Board and the TNDP Chair for their decision. An appeal of the decision can be requested for reconsideration by the Primary Board.

(i) The Grievance Committee shall be responsible for hearing and adjudicating all grievances in a timely manner; for example, election challenges, Bylaw violations, or violations of the TNDP Code of Conduct.

The Committee shall make recommendations to the chair in response to such grievances

(j) The Candidate Recruitment Committee shall

- (1) Develop and maintain procedures for identifying quality candidates to run as Democrats for offices at all levels of government.
- (2) Develop and maintain communication with county party chairs, TNDP Executive Committee members, allied organizations, and ex-officio organizations across the state in regards to recruiting and supporting Democratic Candidates.
- (3) Provide resources for county parties to assist them in identifying quality candidates.
- (4) Develop and maintain lists of campaign resources and compliance procedures for candidates.
- (5) Work in conjunction with Vetting Committee to confirm the potential candidates meet TNDP expectations

ARTICLE IX: CAUCUSES

SECTION 1. DEFINITION

A caucus is a sanctioned TNDP organization that addresses specific issue(s) and meets to discuss common concerns and strategies aligned with the values of the Democratic Party. Members of a caucus share a common identity, demographic, or interest which is historically or currently under-represented in Democratic Party affairs and cannot adequately be represented in Tennessee Democratic Party affairs.

The following apply to the caucuses:

- (a) Caucuses are considered part of the Tennessee Democratic Party, are governed by its decisions, and may not take official positions on legislation, resolutions, or other matters, which are contrary to positions taken by the TNDP EC, but may call on the TNDP EC to take action;
- (b) Extend membership to persons who meet the eligibility requirements for Caucus membership as defined in the policies and procedures manual;
- (c) Consideration for certification is reviewed and approved by the Caucuses Committee and is certified by the TNDP EC;
- (d) Undergoes Recertification no less than biennially in accordance with the policies and procedures manual.

SECTION 2. Purpose

The purpose of a caucus is to:

- (a) Encourage participation, within the Caucus' community of interest; supplement the outreach programs of the Party;
- (b) Promulgate and implement a Statement of Purpose and Intended Activity, aimed at expanding and strengthening the Party, subject to approval by the Caucuses Committee;
- (c) Provide input to policy decisions of the Party by making proposals to TNDP EC Committees, or to the Chair of the TNDP EC. Caucuses may not take independent positions on such matters which are contrary to the positions of the TNDP. Nothing shall prevent a caucus from calling on the Tennessee Democratic Party to take any action;
- (d) Make the Party more welcoming and more relevant to members of the public, the electorate, and the TNDP EC, who identify with the goals of the Caucus.

SECTION 3. CAUCUS STRUCTURE

- (a) The members of all caucuses, including Chairs, need not be Members of the TNDP EC.
- (b) Each Caucus shall elect at minimum a Chair, a Vice-Chair, and a Secretary at the first meeting of the Caucus after its approval to proceed by the Caucuses Committee or recertification. Only members of the Caucus may vote or run for a Caucus office. The term of office shall coincide with the period of certification of the Caucus.
- (c) The Caucuses do not have ex officio status or receive a vote on TNDP EC resolutions or motions.
- (d) No Caucus may have their own bank account. As a constituent structure within the TNDP, all money raised by the Caucus must be raised for the TNDP.

- (e) The TNDP and the Caucuses will partner to resource activities that support the Caucus' Statement of Purpose.
- (f) The Caucuses must submit a quarterly report of activities to the Chair of the TNDP Caucuses Committee and to the Secretary of the TNDP to be distributed to the TNDP EC.
- (g) Each caucus must use the following nomenclature: The TNDP [constituency or identity] Caucus.

ARTICLE X: MEMBERS OF THE DEMOCRATIC NATIONAL COMMITTEE

The Chair and Vice-Chair of the Committee shall serve as members of the Democratic National Committee. The Committee shall elect the other members of the Democratic National Committee in the calendar year of the Democratic National Convention, in accordance with rules promulgated by the Democratic National Committee, including the number of members.

ARTICLE XI: DELEGATES TO THE DEMOCRATIC NATIONAL CONVENTION

The method of selecting delegates by the Committee as well as the number of delegates and the makeup of the delegation as to race and gender and in all other respects shall be conducted in conformity with the rules adopted by the Democratic National Committee.

ARTICLE XII: MULTI-COUNTY JUDICIAL DISTRICT DEMOCRATIC PARTY NOMINEES

This article defines the process used to determine if and how to nominate Democratic candidates for judge, magistrates, district attorney or other elected officers in multi-county judicial districts (TCA § 2-13-203).

- (a) Multi-county judicial districts are state districts that contain any part of more than one county. Judicial Districts are used to elect positions such as judges, magistrates or district attorneys.
- (b) These positions are elected on an 8 year cycle or whenever a vacancy needs to be filled.
- (c) The procedure is documented in the TNDP Procedures manual

ARTICLE XIII: RESOLUTIONS

All proposed resolutions must be submitted to the Chair or Secretary in writing at least twenty-one (21) days in advance of the meeting at which they will be considered. The Chair in turn will submit the

resolutions to every member of the Committee at least fourteen (14) days prior to the meeting at which the resolution is to be considered. Emergency resolutions may be brought before the body by consent of two-thirds majority of those present.

ARTICLE XIV: PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern this 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.

ARTICLE XV: AMENDMENTS

These Bylaws may be amended or substituted by a two-thirds vote of the membership present at any meeting of this Committee for which there is a quorum as defined in ARTICLE VII, SECTION 3, above; provided, however, that the exact wording of the proposed changes shall be incorporated in the notice of the meeting sent to all members.

ARTICLE XVI: CODE OF CONDUCT

The Tennessee Democratic Party, in order to create a more open and inclusive environment for every Democrat, hereby establishes this code of conduct.

In recognition of the various ways in which Democrats now interact, both in person and online, this policy shall be applied to include every interaction between members and shall be equally applicable to every member of the Executive Committee, DNC members elected by the Executive Committee, TNDP officers, and all elected and unelected members of the TNDP at all levels.

Prohibited Actions

- Any form of discrimination, bullying, or harassment; this includes failure to uphold the values of the TNDP, including diversity, inclusivity and courtesy
- Publicly opposing an on-ballot legal Democratic candidate in a partisan general election race.
- Behaviors that violate the law, offend common decency, or bring the party into disrepute
- Sharing private e-mails, texts, party plans and strategies

Definitions

To aid members in their understanding of what is deemed inappropriate behavior, the following definitions are established:

- Discrimination - the prejudicial treatment of an individual on the basis of their actual or perceived race, color, creed, sex, age, national origin, economic status, religion, ethnic identity, ancestry, marital status, sexual orientation, gender identity, physical appearance or disability.

- Bullying - an action or series of actions intended to demean, intimidate, or humiliate an individual. Bullying can be verbal, physical, or social. It includes but is not limited to: name calling, threatening to cause physical or social harm, spreading rumors, embarrassing someone in public, or making any kind of unwanted physical contact.
- Harassment - verbal, physical, or sexual conduct intended to threaten, terrorize, or coerce an individual. These actions may be repeated to achieve the desired effect.
- Publicly opposing an on-ballot legal Democratic candidate in a partisan general election race – this includes financial support, endorsing, working for, or posting/distributing negative comments. This would include elections outside of Tennessee. NOTE: Nothing in here says you must support the candidate, just not oppose the candidate.
- Behaviors that violate the law, offend common decency, or bring the party into disrepute
- Sharing private e-mails, texts, party plans and strategies - all official TNDP communications should be considered confidential, not to be shared. This includes sharing info with reporters and sharing info with candidates or candidate committees (in fact, sharing info with campaigns could be a violation of campaign finance laws). General announcements and press releases would not fall under this prohibition.

Duly adopted by vote of the Tennessee Democratic Party Executive Committee this 6th day of December, 2025.

Rachel Campbell, Chairman

Ryan Scofield, Secretary