

BYLAWS

TENNESSEE DEMOCRATIC PARTY EXECUTIVE COMMITTEE

SECOND VERSION: ADOPTED _____

ARTICLE 1: NAME

The name of this organization shall be the Tennessee Democratic Party Executive Committee, hereinafter referred to as “Executive Committee” or “EC.”

ARTICLE 2: PURPOSE

The Executive Committee is the governing body of the Tennessee Democratic Party. As such, it provides leadership and coordination for the Party, supports and assists in the election of Democratic nominees, and seeks to advance the interests of the Democratic Party.

ARTICLE 3: POWERS AND RESPONSIBILITIES

Section A. General Powers

The Executive Committee shall be vested with such power and authority as is conveyed in these Bylaws and guaranteed by applicable laws of the State of Tennessee. These shall include, but not be limited to, the powers and responsibilities set out below.

Section B. Enumerated Powers and Responsibilities

- (1) Setting policies for, making decisions on behalf of, and electing officers who will lead the Tennessee Democratic Party.
- (2) Developing and implementing multi-year strategic plans for the expansion of the Tennessee Democratic Party.
- (3) Engaging in planning and executing strategies that will best utilize Democratic Party resources to aid in the election of Democrats statewide.
- (4) Establishing the methods for selecting Party nominees for offices for which the procedure is not established by State statute (see TCA §§ 2-13-202, 203), such as county candidates or candidates seeking office in multi-county Districts. [See Article 12]
- (5) Ensuring that Party candidates for federal, state, and judicial elected offices are *bona fide* Democrats as defined in Article 4, Section A.
- (6) Functioning as the State Democratic Primary Board (see TCA §§ 2-13-102, *et seq.*)

- (7) Deciding when to have State Party conventions, and planning and directing such conventions.
- (8) Establishing and assuming responsibility for the operation of a State Democratic Party Headquarters.
- (9) Establishing the procedures and rules for the organization and functioning of County Party Democratic Executive Committees; maintaining close relationships with, and providing ongoing support and resources to, such committees; and establishing the dates and times for county party reorganizations.
- (10) In consultation with the Treasurer and Finance Committee, approving and overseeing the annual budget and any material amendments thereto.
- (11) Providing for the retention and convenient online accessibility of EC records including, but not limited to, current lists of all TNDP officers, members, and committees, minutes of EC meetings, TNDP Bylaws, as well as all financial reports and audit findings from the Treasurer. In addition, current rosters of county parties' Officers shall always be easily accessible.
- (12) Establishing the procedure for selecting members of the Democratic National Committee, subject to the mandates of the Democratic National Committee.
- (13) 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.
- (14) If the EC mandates the compilation of a *Policies and Procedures Manual*, overseeing its development and scrupulously maintaining its contents. [See Article 8, Section B(3)(c)] When approved annually by a majority of EC members, the *Manual* shall serve as a subordinate governing document and shall not conflict with these Bylaws. In the event of conflict, these Bylaws control.
- (15) As required, recruit and train candidates for local, county, state, and federal offices.
- (16) Performing all other functions consistent with these Bylaws and applicable law to conduct the affairs of the Tennessee Democratic Party.

Section C. Primary Election Neutrality

- (1) The Executive Committee as a body shall not endorse or campaign for any specific Democratic Party candidate prior to or during a contested local, state, or federal Democratic Party Primary Election.
- (2) Except for the Chair and Vice-Chair, EC members may support and participate in campaigns for local, state, or federal candidates of their choice in contested Democratic Party Primaries, provided such activity does not imply endorsement by the TNDP.

ARTICLE 4: MEMBERS

Section A. Definition

The Executive Committee shall be composed of *bona fide* members of the Democratic Party chosen in accordance with State Law (TCA § 2-13-103). Consistent with TCA § 2-13-104, all members shall be Tennessee residents and residents of the district they represent.

All EC members owe a duty of care and a duty of loyalty to the TNDP and to the Democrats of the district they represent. The powers and responsibilities identified in Article 3, as with the integrity of the TNDP itself, require constant vigilance and protection.

A *bona fide* Democrat is defined as an individual whose cumulative voting pattern and record of public service, actions, accomplishments, and statements affirmatively demonstrate that they are faithful to the interests, welfare, and success of the Democratic Party of the United States and of the State of Tennessee.

Initially, analysis of a candidate's *bona fide* status will focus on whether they have voted in at least three of the last five Democratic primaries, or its equivalent if the candidate has recently resided out-of-state. Additional factors shall be considered as outlined in committee procedures, including prior involvement with and contributions to Democratic Party affiliates and candidates, participation in community organizations, and other indications of suitability to represent the Democratic Party as might be obtained from county party officials, social media, and personal statements.

Section B. Election and Term of Office

Executive Committee members are elected in the regular August primary election immediately before the election of the governor. Voters in the Democratic Primary elect one man and one woman from each senatorial district for terms of four (4) years beginning on September 15 following their election. [See TCA § 2-13-103]

Section C. Attendance

Members are expected to notify the Chair and Secretary if their attendance at any scheduled meeting of the Executive Committee or Primary Board will not be possible. Any EC member who is unable to attend two regular successive meetings or who fails to attend at least seventy-five percent (75%) of all required meetings within any 12-month period shall receive written notice of a disciplinary hearing before the Bylaws and Rules Committee.

Section D. Vacancies

Pursuant to TCA §2-13-105, the EC shall, by majority vote of members in attendance, temporarily fill a vacancy of its membership 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 §2-1-104(a)(25)]

The Chair shall promptly notify the EC of pending vacancies due to death, resignation, or change of residence.

Section E. Change of Residence or District

An EC member who moves outside the district they represent must notify both the Chair and Secretary within thirty (30) days. The seat will be declared vacant when such a situation occurs (see Article 4, Section D). An EC member whose residence lies outside a newly redrawn district, however, may finish their term representing the district from which they were originally elected.

Section F. General Assembly

To facilitate communication between the bodies, advance the goals of State Democrats, the Democratic Caucus Chairs of the Tennessee State Senate and Tennessee State House of Representatives, or their respective designees, shall serve as liaisons to the Executive Committee.

ARTICLE 5: OFFICERS

Section A. Designation

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.

- (1) The Chair and Treasurer shall not be required to be Executive Committee members; however, the Vice-Chair, the Regional Vice-Chairs, and the Secretary must be chosen from EC membership. Non-member officers are considered as non-voting participants in all meetings, committees, and subcommittees under the purview of the TNDP.
- (2) The Regional Vice-Chairs shall be two (2) from each Grand Division of the State, not of the same gender, who reside in a State Senate District where a majority of counties in the district fall within the Grand Division they seek to represent.

Section B. Term of Office

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

Section C. Elections

- (1) 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 chosen. When there is more than one person running for any office, voting by EC members shall proceed in alphabetical order.
- (2) A majority vote of EC members in attendance is required to prevail. If no candidate receives a majority, the candidate with the fewest votes is dropped until a successful result is obtained. If the final two candidates receive equal votes, the voting shall continue until one candidate receives a majority.

Section D. Removal

An officer may be removed from office for malfeasance, failure to fulfill the duties and responsibilities of their position, or violation of the Code of Conduct (see Article 16).

Allegations of this nature are initially referred to the Organizational Integrity Committee, which shall investigate and conduct hearings in accordance with committee procedures. Officers shall

not be disciplined or expelled without prior written notice of the charge(s) and an opportunity to be heard.

Decisions of the Organizational Integrity Committee recommending discipline or removal of an EC officer shall come before the Executive Committee. A two-thirds (2/3) vote of EC members in attendance shall be required to sustain or amend the Committee's recommendation.

Section E. Vacancies

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

ARTICLE 6: DUTIES OF OFFICERS

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

Section A. Chair

Subject to policies adopted by the Executive Committee, the Chair shall be the general executive officer, preside at all EC meetings, and be an *ex officio*, non-voting member of all Standing and *ad hoc* committees.

- (1) It shall be the responsibility of the Chair to implement the decisions and policies adopted by the Executive Committee, to hire and supervise staff, and to oversee the day-to-day operations of the Tennessee Democratic Party.
- (2) Unless otherwise provided in these Bylaws, and with the concurrence of the Steering Committee, the Chair appoints all chairpersons and members not directly elected to all standing and *ad hoc* committees.
- (3) The Chair, who may or may not be a salaried staff member, may retain a salaried Executive Director to administer such operational activities as are specified by the Chair and consistent with policies adopted by the EC. The Chair retains the authority to employ, evaluate, and dismiss all TNDP staff.
- (4) The Chair shall serve as spokesperson for the EC and the State Party.
- (5) The Chair serves as the primary fundraiser for the Tennessee Democratic Party.

Section B. Vice-Chair

The Vice-Chair shall assist the Chair in the execution of their duties and shall perform such duties as may be assigned by the Chair or the Executive Committee. The Vice-Chair shall serve as acting Chair in the absence or incapacity of the Chair, or under circumstances where disciplinary action against the Chair is under consideration.

In addition, the Vice-Chair shall serve as the permanent Steering Committee liaison between TNDP and county parties throughout the state, advancing the agenda of the County Party Development Committee. The Vice-Chair's status and state-wide profile should strengthen

communications among all parties and facilitate the allocation of Party resources to areas of greatest need.

In the event of a vacancy in the office of the Chair, the Vice-Chair shall assume the duties of the Chair on an interim basis until a successor is elected at the next EC meeting by a majority vote of those members in attendance.

Section C. Regional Vice-Chairs

The Regional Vice-Chairs shall serve as advocates for, and liaisons with, Executive Committee members in their respective Grand Divisions. They are expected to communicate frequently, assist in the resolutions of county issues, act as mentors to new EC members, and perform such additional duties as assigned by the Chair or the EC.

Section D. Secretary

Prior to Executive Committee meetings, the Secretary shall distribute in a timely manner all notices, agendas, committee reports, and related communications to EC members [See Article 7, Section A]. Within ten (10) days following each meeting they shall prepare and transmit to all members a draft copy of the minutes by electronic mail, or if requested by a member, by postal mail delivery. They shall also be responsible for monitoring attendance at each EC meeting and reporting to the Bylaws and Rules Committee any violations of the attendance requirement.

The Secretary is expected to maintain accurate and readily available rosters of EC members. For historical purposes, the Secretary shall maintain copies of all EC records and approved minutes and cause such materials to be available at the State Party Office. They shall also distribute updated copies of the Bylaws to the Democratic National Committee, the Tennessee Secretary of State, the State Election Commission, and the Executive Committee.

Section E. Treasurer

The Treasurer, or a designated staff member and/or contractor appointed by the Chair, shall pay all bills properly incurred, supervise the keeping of an accurate account and record of all receipts and authorized disbursements, and deposit all monies in the name of the State Party in a financial institution authorized to do business in Tennessee.

The Treasurer shall also create and distribute quarterly reports to EC members that provide accurate representations of the TNDP's financial standing. Records maintained by the Treasurer shall be made available for review by the Officers and Finance Committee at all reasonable times and places.

The Treasurer, in consultation with the Chair, shall be responsible for arranging audits of the financial records, which shall be conducted every two (2) years. Audits shall be shared with the Officers and made available to EC members upon request.

The Treasurer shall prepare a proposed annual budget during the last quarter of the prior year. The proposed budget will be presented to the Chair for adjustments and finally to the Finance Committee for adjustments and approval. The budget shall be presented to the EC at its January meeting for adoption.

Section F. Electoral College

It shall be the duty of the EC Officers 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.

ARTICLE 7: MEETINGS

Section A. Frequency and Notice

- (1) Regular Meetings shall be held at least quarterly; the first in each calendar year shall be held in January. At each fourth quarter meeting, the Chair shall propose for the EC's approval four regular meeting dates for the following year. Written notices must be sent no less than 45 days prior to any Regular Meeting stating date, time, and place (or electronic platform), and matter(s) to be considered, including a preliminary agenda.
- (2) The Chair may call a Special Meeting on their own accord, or in response to a written request by at least ten (10) EC members, with seven (7) days written notice stating date, time, place (or electronic platform), and matter(s) to be considered.
- (3) The Chair may call an Emergency Meeting at any time, with notice being provided as to date, time, place (or electronic platform), and matter(s) to be considered no less than twenty-four (24) hours prior to the meeting. Notice shall be given by email, telephone, or any other rapid means of communication.
- (4) Written notice shall be fulfilled by electronic communication. Postal mail delivery shall be provided only upon request to the Secretary by an EC member.

Section B. Formats

Executive Committee meetings may be held as in-person, virtual, or hybrid events, as determined in advance by the Chair.

Section C. Quorum

A quorum for the transaction of business shall consist of fifty percent (50%) of the total voting membership of the Executive Committee.

Section D. Proxies, Unit Rule, and Secret Ballot

Neither proxies, voting by the unit rule, nor secret ballot shall be allowed at any EC meeting, Primary Board meeting, or any other committee meeting called under the auspices of the EC.

ARTICLE 8: COMMITTEES

SECTION A. Formation and Alteration

The formation of new Standing Committees must be approved by the Executive Committee, as must any changes in the purpose or responsibilities of existing Standing Committees. *Ad hoc* committees are initially authorized for two years, following which the EC may vote to eliminate them, extend them for another two-year period, fold their responsibilities into existing Standing Committees, or convert them into new Standing Committees.

Executive Committee members are required to be actively engaged with the committees to which they have been elected or assigned.

When appropriate or necessary, the Chair may reassign or remove from committee assignments members or chairs not directly elected by the full EC. Vacancies in committee membership shall be filled promptly by election or appointment, as specified in these Bylaws.

SECTION B. Standing Committees

The Executive Committee authorizes the following Standing Committees. Unless otherwise provided, and with the concurrence of the Steering Committee, the Chair shall appoint the members of these committees and shall designate their chair or chairs. Members of all committees, except for Finance, shall be appointed for terms of two (2) years, beginning at the first Regular EC meeting that follows election of officers in odd-numbered years.

- (1) **Steering Committee** – Composed of the ten (10) EC Officers (Chair, Vice-Chair, Treasurer, Secretary, and the six Regional Vice-Chairs), the Committee shall meet at least monthly to share views on Executive Committee issues, and provide timely feedback, guidance, and collaborative assistance to the Chair.

In addition to other duties specified herein, the Steering Committee is charged with developing multi-year strategic plans for EC approval and monitoring implementation of such plans. A review of these plans, including recommended alterations, shall be presented annually to the EC for approval at its first Regular Meeting after March 1.

- (2) **Finance Committee** – This Committee shall consist of seven (7) members: two (2) appointed by the Chair with the concurrence of the Steering Committee; two (2) members selected by the Steering Committee; and three (3) members elected by the EC (one from each of the Grand Divisions). Care must be observed to balance the committee male/female as much as practical. The Treasurer and the EC Chair shall serve as *ex officio* non-voting members. The Committee shall present annual budgets for EC approval, review financial documents on at least a quarterly basis, and recommend budget amendments as appropriate. The Finance Committee shall file reports to the EC at quarterly meetings. The Committee shall also work with the Chair and professional staff to develop and execute EC revenue-enhancement plans and activities. Reports of all actions taken shall routinely be filed at Regular Meetings of the EC. 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.

- (3) **Bylaws and Rules Committee** – This Committee shall consist of a minimum of ten (10) EC members, three (3) appointed by the Chair with the concurrence of the Steering Committee, and one (1) Regional Vice-Chair selected by the Steering Committee. The remainder shall be appointed by the Chair from EC volunteers, giving careful attention to gender and ethnic balance, representation from the three Grand Divisions, and appropriate weighing of urban and rural interests. The maximum size of the Committee may not exceed fifteen (15).

Primary functions of the Bylaws and Rules Committee include:

- (a) Regular review of EC Bylaws. Propose amendments annually, if needed, and submit for EC consideration and approval.
- (b) Investigate and conduct confidential hearings for members who have not met EC attendance requirements, or who have been identified as subject to review for allegations of persistent absence from meetings without good cause, neglect of committee assignments, or violation of the oath of office. Members shall not be disciplined or expelled without prior written notice of the charge(s) and an opportunity to be heard.

Decisions of the Bylaws and Rules Committee recommending removal of a member shall come before the Executive Committee. A two-thirds (2/3) vote of EC members in attendance shall be required to sustain or amend the Committee's recommendation.

Reports of all actions taken shall routinely be filed at Regular Meetings of the EC.

- (c) At least annually, propose such additional policies and procedures as are desirable to supplement the requirements of these Bylaws. Such clarifications may be compiled in a *Policy and Procedures Manual*, which must be approved or amended by majority vote of the members in attendance at an EC meeting. If any policy or procedure is inconsistent with TNDP Bylaws, these Bylaws shall govern.

- (4) **County Party Development Committee** – This Committee shall consist of a minimum of fifteen (15) EC members, three (3) appointed by the Chair with the concurrence of the Steering Committee, and one (1) Regional Vice-Chair selected by the Steering Committee. The remainder shall be appointed by the Chair from EC volunteers, giving careful attention to gender and ethnic balance, representation from the three Grand Divisions, and appropriate weighing of urban and rural interests. The maximum size of the Committee may not exceed eighteen (18).

The County Party Development Committee formulates plans for, and assists in, the growth, training, and development of vibrant and effective county parties.

Subcommittees may subsequently be formed to consolidate responsibility for the Committee's four main functions, providing the full Committee approves actions of any subcommittee:

- (a) Serve as an institutional resource for helping county parties grow and prosper.
- (b) Develop a minimum set of requirements that a county party must observe to attain certification by the EC consistent with biannual Reorganization guidelines.

- (c) Monitor county party compliance with these minimum standards.
- (d) Assist county parties in identifying, supporting, and vetting local candidates.

- (5) **Organizational Integrity Committee** – This Committee shall consist of a minimum of fifteen (15) EC members, three (3) appointed by the Chair with the concurrence of the Steering Committee, and two (2) Regional Vice-Chairs selected by the Steering Committee. The remainder shall be appointed by the Chair from EC volunteers, giving careful attention to ethnic and gender balance, representation from the three Grand Divisions, and appropriate weighing of urban and rural interests. The maximum size of the Committee may not exceed eighteen (18).

This Committee is broadly concerned with strengthening the Executive Committee's internal vitality and viability. Its five major functions may be assigned to subcommittees as a means of providing clearer focus:

- (a) **Staff Oversight and Development** – Oversee human resources policies and procedures; evaluate annually the EC Chair; monitor labor-management issues; and serve as a review board for personnel disputes. The Chair may not participate in the evaluation of their own performance.
- (b) **Code of Conduct Violations** – Under procedures adopted by the Executive Committee to ensure confidentiality, review, investigate, and adjudicate complaints alleging refusal to abide by these Bylaws, or extreme, repeated behaviors that are detrimental to the Democratic Party and its candidates.

Complaints may be filed by any EC officer, member, or elected county party official. Persons shall not be disciplined or expelled without prior written notice of the charge(s) and an opportunity to be heard. The Chair shall promptly notify all persons affected by a decision of the Committee.

In the event the Committee recommends removal of a member or county party official, the matter shall be brought to the attention of the Executive Committee. A two-thirds (2/3) vote of EC members in attendance shall be required to sustain or amend the Committee's recommendation.

Should a subcommittee be formed to address specifically such violations, it will be jointly led by the chair of the Organizational Integrity Committee and one of the two assigned Regional Vice-Chairs. Actions of a subcommittee shall be presented to the full committee for approval.

Reports of all actions taken shall routinely be filed at Regular Meetings of the Executive Committee.

- (c) **Grievance Resolution** – Under procedures adopted by the Executive Committee to ensure confidentiality, review, investigate, and adjudicate grievances filed by any EC officer or member, or by any officer or member of a county party.

Persons shall not be disciplined or expelled without prior written notice of the charge(s) and an opportunity to be heard. The Chair shall promptly notify all persons affected by a decision of the Committee.

In the event the Committee recommends removal of a member or county party official, the matter shall be brought to the attention of the Executive Committee. A two-thirds (2/3) vote of EC members in attendance shall be required to sustain or amend the Committee's recommendation.

Should a subcommittee be formed to address specifically such violations, it will be jointly led by the chair of the Organizational Integrity Committee and one of the two assigned Regional Vice-Chairs. Actions of a subcommittee shall be presented to the full committee for approval.

Reports of all actions taken shall routinely be filed at Regular Meetings of the Executive Committee.

- (d) Affirmative Action – Ensure attention to matters of diversity, equity, and inclusion, as necessary and when appropriate.
- (e) EC Member Development – Develop and implement ongoing processes designed to orient and onboard newly elected EC members and strengthen the commitment and leadership skills of continuing members.
- (6) **Outreach and Engagement Committee** – This Committee shall consist of a minimum of fifteen (15) EC members, three (3) appointed by the Chair with the concurrence of the Steering Committee, and one (1) Regional Vice-Chair selected by the Steering Committee. The remainder shall be appointed by the Chair from EC volunteers, giving careful attention to ethnic and gender balance, representation from the three Grand Divisions, and appropriate weighing of urban and rural interests. The maximum size of the Committee may not exceed eighteen (18).

This Committee is broadly concerned with expanding EC's external reach and amplifying its message to Tennessee's rural, suburban, and urban voters. Its six major functions may be assigned to subcommittees as a means of providing clearer focus:

- (a) Work with EC staff to develop successful communication strategies that bolster engagement and turnout of rural, urban, and suburban voters.
- (b) Monitor the formation and activity of approved caucuses and serve as an ongoing liaison between caucuses and the EC.
- (c) In accordance with Article 4, Section A of these Bylaws and applicable Tennessee statutes, vet the *bona fides* of all Federal and state candidates and candidates for EC membership and Chair. Coordinate with county parties in vetting their candidates for elected office.
- (d) Evaluate the credentials of unaffiliated local candidates in non-partisan elections who seek EC support. Recommend appropriate action to the EC.

- (e) Assist in recruiting young people and training and sustaining organizations of Democratic youth in rural, urban, and suburban Tennessee.
- (f) Oversee TNDP Caucuses as prescribed in Article 9, Sections A-C.

SECTION C. *Ad Hoc* Committees

The following *ad hoc* committees are authorized for an initial two-year period. With the concurrence of the Steering Committee, the Chair shall appoint the members of these committees and shall designate their chair or chairs, unless otherwise provided herein. Members of all *ad hoc* committees shall be appointed for terms of two (2) years.

- (1) **Voter Protection Committee** – Working on its own motion, and in concert with county parties and allied organizations, this committee shall develop and implement strategies that ensure ballot access for every eligible Tennessee voter.
- (2) **Cyber Safety Committee** – Work toward the establishment of secure infrastructure and data integrity practices for the EC and encourage joint planning with other Democratic Party entities.
- (3) **Delegate Selection Committee** – Oversee development, planning, and publicizing of the quadrennial Convention delegate selection process and related activities.

ARTICLE 9: CAUCUSES

SECTION A. Definition

A caucus is a statewide organization that meets to address specific issues and discuss common concerns and strategies aligned with constituencies of the Democratic Party. Members of a caucus share a common identity, demographic, or interest that is historically or currently underrepresented in the Party and are determined to ensure their perspectives are more fully represented within Party affairs.

- (1) Caucuses are considered constituent parts of the TNDP, are governed by EC decisions, and shall not take positions on legislation, resolutions, or other matters that are contrary to positions formally adopted by the EC or the Party platform. They may, however, request that the EC act on matters of particular concern.
- (2) Caucus membership requirements are set by the caucus.
- (3) Certification as a caucus requires review and approval by the Outreach and Engagement Committee and subsequent approval of the EC.
- (4) Caucuses must be recertified by the EC no less than biennially.

SECTION B. Purposes

- (1) Encourage participation within the caucus' community of interest and supplement the outreach programs of TNDP.
- (2) Adopt and carry out a "Statement of Purpose and Intended Activity," aimed at expanding and strengthening the Party, subject to approval by the Outreach and Engagement Committee.
- (3) Provide input to policy decisions of the Party by making proposals to the EC, its various committees, or the EC Chair.
- (4) Make the Party more welcoming and more relevant to those members of the public, the electorate, and the EC who identify with the goals of the caucus.

SECTION C. Caucus Structure

- (1) The members of all caucuses, including chairs, need not be EC members.
- (2) Each caucus shall elect at minimum a Chair, a Vice-Chair, and a Secretary at the first meeting of the caucus after its certification or recertification by the EC. Only members of the caucus may vote or run for a caucus office. Terms of office shall coincide with the period of certification or recertification of the caucus.
- (3) Caucuses do not have voting privileges on the Executive Committee.
- (4) Caucuses shall not have independent bank accounts. As a constituent element within the TNDP, all money raised by a caucus must be raised for, and deposited into, the designated EC account.
- (5) A caucus may partner with the EC to provide resources that support activities consistent with its "Statement of Purpose and Intended Activity."
- (6) Caucuses must submit a quarterly report of activities to the Chair of the Outreach and Engagement Committee and to the EC Secretary for distribution to EC members.
- (7) Each caucus shall substantially follow the nomenclature, "The TNDP [constituency or identity] Caucus."

ARTICLE 10: MEMBERS OF THE DEMOCRATIC NATIONAL COMMITTEE

The Chair and Vice-Chair of the Executive Committee shall serve as members of the Democratic National Committee (DNC). The EC shall elect all remaining members by majority vote of those present, in accordance with DNC rules and Article 3, Section B (12). Regional diversity as an important criterion for elected members may be considered whenever possible.

ARTICLE 11: DELEGATES TO THE DEMOCRATIC NATIONAL CONVENTION

The DNC promulgates the rules for selecting delegates to national conventions. The Executive Committee develops and implements selection plans in accordance with guidance from the DNC (Article 3, Section B (13)).

Executive Committee members and officers seeking to become delegates may declare support for a specific Presidential candidate as part of the process, which does not in and of itself violate the Primary Neutrality provisions of these Bylaws (Article 3, Section C).

ARTICLE 12: SELECTION OF MULTI-COUNTY DEMOCRATIC PARTY NOMINEES FOR TRIAL JUDGE, DISTRICT ATTORNEY GENERAL AND PUBLIC DEFENDER

TCA §§ 2-13-201, 2-13-202 and 2-13-203, when read together, provide that statewide political parties may nominate their candidates for any office voted on by the voters of more than one (1) county by any method authorized under the rules of the party or by primary election, except that elections for the offices of Governor, members of the General Assembly, United States Senator, and members of the United States House of Representatives shall be by primary elections.

Multi-County Judicial Districts are defined as districts that contain any part of more than one county. Such Judicial Districts are utilized in the elections for positions of judges, magistrates, and district attorneys. Elections are conducted on 8-year cycles or whenever a vacancy must be filled.

The Executive Committee shall determine the method of nomination for multi-county offices consistent with applicable Tennessee law.

ARTICLE 13: RESOLUTIONS

All proposed resolutions must be submitted in writing to the EC Chair at least twenty-one (21) days in advance of the meeting at which they will be considered. The Chair must circulate 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. An emergency resolution, one that addresses matters arising after the submission deadline, may be brought before EC with the consent of two-thirds (2/3) of members present.

Final resolutions, as well as any proposed amendments, shall be approved by a simple majority of members in attendance.

ARTICLE 14: PARLIAMENTARY PROCEDURE

The most recent edition of *Robert's Rules of Order, Newly Revised* shall govern EC activities in all cases where applicable and not inconsistent with these Bylaws or any special rules of order which may be adopted.

ARTICLE 15: AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the membership in attendance at any EC meeting. The exact wording of the proposed changes shall be sent to all members at least forty-five (45) days prior to such meeting.

ARTICLE 16: CODE OF CONDUCT

To create a more open and inclusive environment for all Democrats, the Executive Committee has formulated this Code of Conduct.

Section A. Scope

This Code applies to all EC officers and members and elected county party officials in their personal, online, and daily interactions with each other.

Section B. Prohibited Conduct

- (1) Any form of discrimination, bullying, or harassment.
- (2) Publicly opposing an on-ballot, legal Democratic candidate in partisan general election races.
- (3) Releasing to the public TNDP plans, deliberations, and actions that have been designated by EC officers, members, or committees as confidential, or releasing private TNDP communications in any form without permission. This shall not prevent the release of confidential information to the Organizational Integrity Committee, or its subcommittees, for purposes of Code of Conduct or grievance investigations, as these proceedings are themselves confidential.
- (4) Behaviors that violate the law or bring the party into disrepute.

Section C. Enforcement

Alleged violations by officers and members shall be adjudicated by a tribunal convened by the Organizational Integrity Committee, which shall provide prior written notice of the charge(s) and an opportunity to be heard.

Decisions of the Organizational Integrity Committee recommending discipline or removal of an officer or removal of a member shall come before the Executive Committee. A two-thirds (2/3) vote of EC members in attendance shall be required to sustain or amend the Committee's recommendation.

Duly adopted by vote of the Executive Committee this ___ day of _____, 20__.

_____, Chair

_____, Secretary