

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.).
- (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 insure 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 he or she is 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 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 of his or her inability to attend. If a member other than members described in Article IV §§ 4 and 5, of the Bylaws has chronic absences and/or misses two (2) consecutive meetings without notifying the Chair of an acceptable excuse set out above, the Executive Director shall notify the Bylaws Committee and a letter shall be sent by registered or certified mail, return receipt requested, to that member by the Chair 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 to show cause if any he or she 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 shall 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. 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 5. 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, 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 of opposite sex from the Chair, six (6) Regional Vice-Chairs who shall be one (1) male and one (1) female from each Grand Division of the State, 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.

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, he or she 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, he or she 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 his or her sole discretion, assign to the Executive Director, or retain any such administrative responsibilities, as he or she 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 his or her 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 Regional Vice-Chairs shall serve as liaisons with Democrats in their regions.

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.

SECTION 6. The Treasurer, or his/her 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. Regular meetings shall be held no less than twice yearly; the first shall be held in January. The Chair may call a meeting at any time and shall do so whenever requested in writing by ten (10) members. The Chair shall designate and give written notice of a proposed meeting date at least forty-five (45) days prior to meeting date unless on an emergency basis, then the chair may call a meeting upon fourteen (14) days notice. Written notice of all meetings shall be sent to all members at least fourteen (14) days in advance of such meetings, stating time, place and business to be transacted.

SECTION 2. 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.

SECTION 3. A quorum for the transaction of business shall be forty (40%) percent of the membership.

SECTION 4. 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 may establish committees, as he or she deems appropriate.

SECTION 2. The organization shall have the following standing committees with the following duties. The Chair shall appoint the members of committees and shall designate the chair or chairs of each committee:

- (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 four 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; and
 - (4) to respond and recommend to the Chair of the Tennessee Democratic Executive Committee solutions to County Party grievances.

- (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 immediate past Chair shall serve as an ex officio non-voting member. 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 a quarterly basis and approve emergency expenses on a case-by-case basis.

- (1) Beginning in 2014, the members of the Finance Committee shall be appointed in March of even numbered years for terms of two (2) years.
- (c) Bylaws 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 Committee are:
 - (1) to propose bylaws amendments or substitutions to the Committee in compliance with ARTICLE XIV, and
 - (2) to make recommendations for expulsion or retention of members with two (2) or more consecutive unexcused absences to the Committee in compliance with ARTICLE IV, SECTION 3.
 - (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) Regional Resource Center Oversight 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 Regional Resource Center Oversight Committee are:
 - (1) to serve as a liaison between the Committee and Regional Resource Centers, and
 - (2) to provide oversight and assistance to Regional Resource Centers.
 - (f) Personnel Committee shall consist of a minimum of five (5) and a maximum of nine (9) members of the Committee, as equally distributed as possible from the regions of the state elected by the Executive Committee at the fall meeting of the Executive Committee during even numbered years during regular gubernatorial election years to serve four (4) year terms.
 - (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.
- (g) 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

ARTICLE IX: CAUCUSES

SECTION 1. DEFINITION

A caucus is a statewide organization:

- (a) Which is a constituent part of the Tennessee Democratic Party, 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 Executive Committee, but may call on this Committee to take action.
- (b) Which extends membership to persons who meet the eligibility requirements for Caucus membership.
- (c) Which has been found to be in compliance with the requirements generated by the Caucuses Committee and has also been found to meet the Guidelines and procedures for Certification/Recertification of Caucuses, based on a review of the application and investigation by the Caucuses Committee, whose findings shall be conclusive unless reversed by a majority of the Executive Committee.
- (d) Which has been considered for certification by the Caucuses Committee and has been certified by the Executive Committee in order to carry out the Purposes noted herein,
- (e) 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.

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) Participate in the policy decisions of the Party by making proposals to other Standing Committees, or to the Chair of the TNDP Executive Committee, as may be necessary to carry out its goals and objectives. No Caucus may take independent positions on such matters which are contrary to the positions of the TNDP, provided, however, that nothing herein shall prevent This Committee's Regions, or its Caucuses from calling on the Tennessee Democratic Party to take any action; and,
- (d) Make the Party more welcoming and more relevant to members of the public, the electorate, and This Committee, 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 State Executive Committee.
- (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 exofficio status, or receive a vote on Executive Committee 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 the Secretary of TNDP to be distributed to the TNDP Executive Committee.

- (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: 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.

Based thereon, the following are the procedures for selection of Democratic Party Nominees in multi-county districts for offices other than Governor, members of the general assembly, United States senator, and members of the United States House of Representatives. Any conflict between these procedures and Tennessee statutory law shall be controlled by Tennessee statutory law. These procedures shall only apply to multi-county offices, other Governor, members of the general assembly, United States senator, and members of the United States House of Representatives and shall include, but not necessarily be limited to nominees for District Attorney General, trial level judge, and Public Defender.

SECTION 1. TRIAL JUDGES, DISTRICT ATTORNEYS GENERAL and PUBLIC DEFENDERS - MULTI-COUNTY DISTRICTS

When there is to be an election for the office of District Attorney General, trial level judge, or Public Defender, the chairperson of each County Democratic Executive Committee in a multi-county judicial district shall serve as a member of the nominating committee.

The Chair of the State Democratic Executive Committee shall serve as an ex officio member of each committee established herein. By January 10th, immediately preceding the August election, any County Chair may, by written request, notify the State Chair of the desire for a primary election in any of the above named offices. Thereafter, the Chair of the State Democratic Executive Committee shall issue a call for a meeting of the same, not later than January 15th, immediately preceding the August election. If said meeting is not held in accordance with this provision, then candidates for the subject offices will be allowed to run for election on a non-partisan basis. In the event any nominating committee member appointed according to the procedure set out above shall be unable to attend said meeting, a replacement may be appointed in writing by the appropriate County Democratic Executive Committee Chairperson. Said replacement appointment must be made no later than one day prior to the date of the meeting.

At such meeting, the nominating committee shall determine whether to:

- (1) Call for a May primary in each county in order to nominate candidates for the subject offices; or
- (2) Call for a multi-county convention for the purpose of nominating candidates for the subject offices; or
- (3) Allow candidates for the subject offices to run on a non-partisan basis.

Each County represented in the meeting shall be entitled to one (1) vote. The Chair of the State Democratic Executive Committee shall not vote except in the event of a tie vote. All questions regarding the method of choosing candidates for the subject offices shall be decided by majority vote of those present. In the event a tie exists between counties desiring a May primary, counties desiring a multi-county convention and/or counties desiring to allow candidates for the subject offices to run on a non-partisan basis, the State Chair shall decide the method of selection. The Chair may determine alternatively that those counties not holding primaries shall be deemed to have waived their part of the nominating process and agree to be bound by the results of the primary. In the event a majority of counties represented at the meeting desire a multi-county convention but a minority of counties represented do not desire to take part, then those counties not participating may alternatively be determined by the Chair to be deemed to have waived their part of the nominating process and agree to be bound by the results of the nominating convention.

If a convention is held, each county shall be entitled to the same number of delegates as it had at the most recent Congressional District Convention for the selection of delegates to the National Democratic Convention. The manner of selection of delegates to the convention shall be conducted in accordance with the rules of the Democratic National Committee and the Tennessee Democratic Party.

SECTION 2. GENERAL PROVISIONS

Democratic Party nominees selected by means other than by primary method for offices to be filled by the voters of more than one (1) county or for statewide office shall be immediately certified to the coordinator of elections by the chair of the nominating body. The coordinator of elections shall thereafter certify such nominees to the county election commissions in each

county in which the nominees are candidates by the qualifying deadlines.

If the nominating committee decides to nominate by primary election, the county executive committee shall, at least sixty (60) days before the qualifying deadline, direct, in writing, the county election commission of each county whose voters are entitled to vote to fill the office to hold the election. Primaries, if any, for nominating candidates for any office which will appear on the regular August election ballot shall be held on the first Tuesday in May before the August election. In the years in which an election will be held for president of the United States, a political party primary for offices to be elected in the regular August election may be held on the same day as the presidential preference primary. In such event, the qualifying deadline for candidates and for delegate-candidates shall be twelve o'clock (12:00) noon, prevailing time, on the date established in TCA § 2-5-101(a)(2).

This procedure shall not apply to state trial court judgeships and county judicial offices when, by resolution adopted by a two-thirds (2/3) vote of the county legislative body of any county having a population in excess of eight hundred twenty-five thousand (825,000), according to the 1990 federal census or any subsequent federal census, the county legislative body requires that all elections to fill state trial court judgeships and county judicial offices in such county shall be conducted in a nonpartisan manner.

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 at least fourteen (14) days prior to such meeting to all members.

Duly adopted by vote of the Tennessee Democratic Executive Committee this 13th day of May, 2019.

Mary Mancini, Chairman

Deborah K. Reed, Secretary