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BYLAWS

Of the

Shelby County Democratic Party

(As amended 6/04/90, 10/1/90, 7/11/95, 5/3/01, 3/6/03, 6/01/06, 9/07/06, 3/28/09)

PREAMBLE: We, the Democrats of Shelby County, Tennessee, convened in Memphis in October of 1978, to organize the Democratic Party of Shelby County, Tennessee. The purpose of this Organization is to encourage the citizens of Shelby County to support Democratic Party candidates for election to public office, to encourage participation in Party affairs by every citizen who shares our ideals, and to maintain a strong, active and continuing organization dedicated to the principles of racial and sexual equality, individual liberty and economic justice for which our Party proudly stands.

Chapter I - The County Party

ARTICLE I NAME

The name of this Organization shall be the Shelby County Democratic Party of Tennessee.

ARTICLE II AFFILIATION

The Shelby County Democratic Party is an affiliated organization of the Democratic Party of Tennessee.

ARTICLE III MEMBERSHIP

The membership of this Organization shall be composed of every citizen of Shelby County, Tennessee, who shares the ideal and goals of the Democratic Party.

ARTICLE IV BIENNIAL CONVENTION

Section 1. The Democratic Party of Shelby County shall convene every odd-numbered year between the first of January and the fifteenth of May or as specified by the Democratic Party of Tennessee.

Section 2. Delegates to the Biennial Convention shall be chosen at Ward and Precinct meetings held on the same day throughout the County at least 20 and not more than 40 days prior to the Convention.

Section 3. Eligibility to participate in all phases of the biennial convention, including ward and precinct meetings, shall be limited to registered voters who are at least 18 years of age and who reside in the ward/precinct/districts they represent. Residence is determined by the registration address on file with the Shelby County Election Commission on the last day prior to the event in question.

Section 4. Notice of all Ward and Precinct meetings which are called for the election of delegates to the Biennial Convention and notice of the Biennial Convention shall be duly given to the general public and shall be published in a major newspaper of countywide circulation as required by the call to convention.

Section 5. The number of votes and delegates to which each Ward or Precinct is entitled in the Biennial Convention shall be determined by the Executive Committee.

ARTICLE V EXECUTIVE COMMITTEE

Section 1. The Shelby County Democratic Party shall be governed by an Executive Committee which shall conduct the affairs of the Democratic party and shall represent the Party in all public matters.

Section 2. The members of the Executive Committee shall be chosen in caucuses at the Biennial Convention for terms which shall expire upon the election of their successors at the next Biennial Convention.

Section 3. Executive Committee members shall be chosen from and shall reside in districts in Shelby County which have the same boundaries as those existing at the time of the Biennial Convention for members of the Shelby County delegation to the Tennessee House of Representatives.

Section 4. At least two Executive Committee members shall be elected from each district. The first Executive Committee member chosen from each district at the Biennial Convention shall also serve as Chairperson of a committee composed of the Ward and Precinct Chairpersons from that district.

Section 5. In addition to the two Executive Committee members referred to in Section 4, the delegates from each district shall be entitled to elect an additional representative to the Executive Committee if that district's voters cast more than 8,000 votes for the Democratic candidate for Governor of the State of Tennessee or for President of the United States in the preceding state general election, whichever is most immediate, for those positions at the time of the Biennial Convention.

Section 6. In addition to the Committee members referred to in Sections 4 and 5, the delegates from each district shall be entitled to elect a fourth representative to the Executive Committee if that district's voters cast more than 11,000 votes for the Democratic candidate for

Governor or President in the next preceding state-wide election for those positions at the time of the Biennial Convention.

Section 7. In addition to the Committee members referred to in Sections 4, 5, and 6, the delegates from each district shall be entitled to elect a fifth representative to the Executive Committee if that district's voters cast more than 14,000 votes for the Democratic candidate Governor or President in the next preceding state-wide election for those positions at the time of the Biennial Convention.

Section 8. In addition to the Committee members referred to in Sections 4, 5, 6 and 7, the delegates from each district shall be entitled to elect a sixth representative to the Executive Committee if that district's voters cast more than 17,000 votes for the Democratic candidate for Governor or President in the next preceding state-wide election for those positions at the time of the Biennial Convention.

Section 9. In addition to the Committee members referred to in Sections 4, 5, 6, 7 and 8, the delegates from each district shall be entitled to elect a seventh representative to the Executive Committee if that district's voters cast more than 20,000 votes for the Democratic candidate for Governor or President in the next preceding state-wide election for those positions at the time of the Biennial Convention.

Section 10. In addition to the Committee members referred to in Sections 4, 5, 6, 7, 8 and 9, the delegates from each district shall be entitled to elect a eighth representative to the Executive Committee if that district's voters cast more than 23,000 votes for the Democratic candidate for Governor or President in the next preceding state-wide election for those positions at the time of the Biennial Convention.

Section 11. In addition to the Committee members referred to in Sections 4, 5, 6, 7, 8, 9, and 10, the delegates from each district shall be entitled to elect a ninth representative to the Executive Committee if that district's voters cast more than 26,000 votes for the Democratic candidate for Governor or President in the next preceding state-wide election for those positions at the time of the Biennial Convention.

Section 12. In addition to the Committee members referred to in Sections 4, 5, 6, 7, 8, 9, 10 and 11, the delegates from each district shall be entitled to elect a tenth representative to the Executive Committee if that district's voters cast more than 29,000 votes for the Democratic candidate for Governor or President in the next preceding state-wide election for those positions at the time of the Biennial Convention.

Section 13. The number of persons chosen to participate in the Biennial Convention process on both the Ward and Precinct caucus level and the District caucus level shall be determined solely by applying the **ONE-MAN, ONE VOTE** concept to the number of votes cast for the Democratic candidate for Governor of the State of Tennessee or for President of the United States in the preceding general election, whichever is most immediate, for those positions at the time of the Biennial Convention.

Section 14. If the number of Executive Committee members chosen from a district is even, there shall be an equal distribution of such members by sex. In such cases where the number is odd, the variation shall not be greater than one.

Section 15. The Executive Committee shall be the judge of the elections and qualifications of its own members.

Chapter II – The Executive Committee

ARTICLE I NAME

The name of this organization shall be the Executive Committee of the Shelby County Democratic Party, Tennessee.

ARTICLE II MEMBERSHIP

Section 1. Membership of the organization shall be composed of Executive Committee members elected pursuant to Chapter I, Article V of these By-Laws.

Section 2. Members of the Executive Committee shall reside* in the districts from which they are elected, pursuant to Article 5, Section 3 of Chapter I. A member who no longer resides within his/her district must notify the Executive Committee within 30 days that a vacancy exists. If the member fails to notify the Committee, the Executive Committee must declare that a vacancy exists. The vacancy will be filled by the method set forth in this Article XI of this Chapter II.

Section 3. *Residency for Executive Committee purposes shall be determined by the location of the member's primary residence, as evidenced by the receipt of mail, or by payment of taxes or for utility services at that location. Residency for ALL purposes other than Executive Committee membership shall be determined by the address on file with the Shelby County Election Commission for a participant at the close of Election Commission business on the last date prior to the event in question.

Section 4. No Executive Committee member shall show disloyalty to the Democratic Party by supporting candidates running against Democrats in General Elections, either in the form of a public announcement of support of a candidate of another party in a pending election, or by working in the campaign of or giving direct, personal financial support to any such candidate.

If a committee member provides public and/or financial support to a candidate opposing a Democrat, that member will be given the opportunity to resign. However, should that member decide not to resign, after evidence is presented to the Executive Committee, that member shall be expelled during a regular Party meeting from the committee without prejudice of running to serve on the Executive Committee in the future. A committee member who violates Article II, Section 4 of this Chapter can be expelled by two-thirds of the Executive Committee's membership present and voting.

Section 5. Ex-officio membership of the Executive Committee of the Shelby County Democratic Party will include an elected official from each recognized Democratic Club within the county. A member representing one of these organizations must have been elected to his/her position by members of the organization. These members will have the rights of other committee members with the exception of voting privileges.

ARTICLE III OFFICERS

Section 1. **OFFICERS:** The officers of the Executive Committee of the Democratic Party of Shelby County, Tennessee shall be a chairperson, first vice-chairperson, second vice-chairperson, third vice-chairperson, secretary, assistant secretary, treasurer and assistant treasurer; and such other officers and agents as the committee may from time to time deem advisable.

The Chairperson and the Treasurer may or may not be members of the Executive Committee. All other officers shall be members of the Executive Committee. The Chairperson may appoint the Treasurer with the approval of the Executive Committee. All other officers shall be elected by the Executive Committee.

Section 2. **TERM OF OFFICE:** The officers shall hold office for the term of one year, unless removed by a majority vote of the entire membership of the Executive Committee or until their successors are elected.

ARTICLE IV DUTIES OF OFFICERS

Section 1. **CHAIRPERSON:** The Chairperson shall preside over the Executive Committee and the Steering Committee. He or she shall be the official representative of the Democratic Party at political functions in the County.

The Chairperson shall appoint appropriate standing committees. The Chairperson shall designate the Chairperson of each Standing Committee. All appointments under the previous paragraph shall be subject to the approval of the Executive Committee. The Chairperson shall be an ex-officio voting member of all Standing Committees but shall not serve as chairperson of any such Committee.

Section 2. **FIRST VICE-CHAIRPERSON:** The First vice-chairperson shall perform the duties of the chairperson in his or her absence or disability, with the **SECOND** and **THIRD VICE-CHAIRPERSONS** performing these same duties in their successive capacities as the need shall arise. If a vacancy in the office of chairperson occurs, the First Vice-Chairperson shall be the acting chairperson of the committee until its next meeting.

Section 3. **SECRETARY:** The Secretary shall attend all sessions of the Executive Committee and the Steering Committee, record all minutes of proceedings and all votes in a book to be kept for that purpose, which shall, at all times, be subject to inspection by any member of the County Committee. The Secretary shall give, or cause to be given, notice of all meetings to the members of the Executive Committee and perform such other duties as required by the Chairperson, under whose supervision he or she will act.

The **ASSISTANT SECRETARY** will act as designated by the Secretary or Chairperson.

Section 4. **TREASURER:** The Treasurer shall have charge of all funds of the Executive Committee and shall keep a full and accurate account of receipts and disbursements in books belonging to the Executive Committee, of all monies, securities and other valuable effects to be deposited in the name and to the credit of the Executive Committee.

The ASSISTANT TREASURER will act as designated by the Treasurer or Chairperson. The Treasurer, Assistant Treasurer, and Chairperson will be included on bank signature cards. All checks, bank withdrawal slips or other authorizations for the withdrawal of funds, money and/or property of the Shelby County Democratic Party require signatures of two of the above three officers.

Disbursements of party funds MUST be approved by the Executive Committee or Steering Committee and said approval reflected in party minutes. Exception would be pre-approved discretionary funds approved by the committee for incidental activities or funds from a pre-approved petty cash allotment.

ARTICLE V PARLIAMENTARIAN

A Parliamentarian shall be appointed by the Chairperson, subject to the approval of the Executive Committee. The Parliamentarian shall NOT be a member of the Executive Committee. Upon the request of the Chairperson, the Parliamentarian shall advise the Chairperson on all matters concerning parliamentary procedure. If the appointed Parliamentarian is absent at a meeting of either the Executive Committee or the Steering Committee, a temporary parliamentarian may be appointed by the chairperson.

ARTICLE VI STEERING COMMITTEE

Section 1. The Executive Committee shall elect a 13-member committee which shall execute the policies of the Party, subject to the direction and approval of the Executive Committee. Within the limits of these Bylaws and the directives of the Executive Committee, the Steering Committee shall act for the party between meetings of the Executive Committee.

Section 2. All officers of the party, not to exceed 13, shall automatically be members of the Steering Committee.

Section 3. After the selection of the officers, the Executive Committee shall elect from its own membership such additional persons to serve on the Steering Committee as are necessary to constitute a 13-person committee.

Section 4. All officers and other Steering Committee members shall hold their office or position for a term of one year, unless removed by a majority vote of the entire membership of the Executive Committee, or until their successors are elected.

Section 5. Vacancies of all offices or Steering Committee positions shall be filled by the Executive Committee at its next meeting. Written notice of the proposed election of new officers or Steering Committee members shall be given to all Executive Committee members at the same time as notice of the meeting.

Section 6. Seven members of the Steering Committee shall constitute a quorum for the transaction of business.

Section 7. Actions and recommendations of the steering committee shall be reported at the next meeting of the Executive Committee.

ARTICLE VII MEETINGS

Section 1. The Executive Committee shall meet at least once during each of the following quarters of the year:

- A. January, February, March
- B. April, May, June
- C. July, August, September
- D. October, November, December

Section 2. At the first meeting of the Executive Committee following its election at the Biennial Convention and at the Executive Committee meeting in the same month the following year, the Committee shall set the dates for its regular Executive Committee meetings and Steering Committee meetings for the subsequent 12 months.

Section 3. Written notice of all called or special meetings of the Executive Committee or Steering Committee shall be given to all members at least four (4) days prior to the meeting at each member's last known address. Notice can be given by U. S. Postal Service or electronic mail, as determined by each member.

Minutes of special or called meetings shall be mailed to each member with minutes of regularly scheduled Executive Committee meetings.

Section 4. Activities of the Steering Committee shall be reported by the chair at the next Executive Committee meeting and reflected in Executive Committee minutes. Minutes are to be mailed to each member at least 4 days prior to the Executive Committee meeting and can be via U.S. Postal Service or electronic mail as determined by the member.

Section 5. Attendance by the Executive Committee members at regular meetings is mandatory. Any executive committee member who misses three consecutive meetings will automatically vacate his/her seat. Members who miss more than 5 meetings in a calendar year will also be deemed to have vacated their seats.

The Secretary will be responsible for maintaining accurate records of attendance and must make them available upon request before or after each regular scheduled meeting.

Section 6. Attendance by Steering Committee members at scheduled meetings is also mandatory as outlined in Section 5 above. Scheduled meetings shall be those meetings designated by the Steering Committee at least 15 days in advance of said meeting. A Steering Committee member who violates this section will vacate his/her seat on the Steering Committee.

Section 7. The Executive Committee may not take any action or vote unless there is present a quorum of at least 40 percent of the entire membership of that Committee.

Section 8. Special meetings may be called by the Chairperson at any time upon giving proper notice. The Chairperson shall call a special meeting upon receipt of a written request for such special meeting, signed by 40 percent of the entire membership of the Executive Committee; said special meeting to be held within 15 days after receipt of such written request by the Chairperson.

ARTICLE VIII ELECTIONS

Section 1. Officers not elected at the Biennial Convention and Steering Committee members shall be elected at the first meeting of the County Committee following the Biennial Convention, to be called not less than seven and not more than 15 days following said Convention. In non-convention years, election of all officers and Steering Committee members shall be held at a meeting called for that purpose in the same calendar month as was the election of officers and Steering Committee members in the preceding year.

Section 2. Election of all officers shall be in the order as set out in Article III, Section 1, of this Chapter II. Upon the election of officers, the Executive Committee shall elect such additional persons to serve on the Steering Committee as are necessary to constitute a 13- person committee.

Section 3. All officers and Steering Committee members shall be elected by individual positions.

Section 4. Nomination of officers and Steering Committee members shall be from the floor and election of officers and Steering Committee members shall not be by secret ballot, but by a majority vote of the members present and entitled to vote. If no nominee receives a majority of the votes cast on the first ballot, then there shall be a run-off election of the two persons receiving the highest vote on said ballot.

ARTICLE IX COMMITTEES

Section 1. The Chairperson shall appoint the following standing committees subject to approval of the Executive Committee:

1. Ward and Precinct
2. Election
3. Finance
4. By-Laws
5. Public Relations
6. Candidate Recruitment
7. Voter Education/Voter Registration
8. Get-Out-The-Vote (GOTV)
9. Rules
10. Democratic Clubs Coalition
11. Workshops

Section 2. Committee membership may consist of both Executive Committee members and Democrats who are not members of the Executive Committee.

Section 3. The Chairperson shall designate the Chairperson of each Standing Committee.

Section 4. The members of Standing Committees shall hold their offices for one year after their appointments or until their successors are appointed. A member can be removed by a majority vote of the entire Standing Committee if the member's behavior/conduct conflicts with the will of the committee.

Section 5. The Chairperson may, subject to the approval of the Executive Committee, also appoint special committees from time to time and prescribe their powers and duties.

ARTICLE X AMENDMENTS

Section 1. The provisions of these By-Laws may be amended by a 60% vote of the entire membership of the Executive Committee.

Section 2. Typed copies of each proposed amendment shall be mailed or emailed to each member of the Executive Committee at least 10 days before the meeting at which time the amendment (s) will be considered.

Section 3. The Steering Committee shall not have the power to amend these By-Laws.

ARTICLE XI VACANCIES

Section 1. Whenever a vacancy shall occur in the Executive Committee, whether by resignation, the provisions of Article VII, Section 5 of this Chapter of these By-Laws, or otherwise, the Chairperson shall chair a meeting of the Chairpersons of the Wards and Precincts in the district of the person whose seat has become vacant and these persons shall fill the vacancy by electing a qualified resident of that district to the Executive Committee.

Section 2. The meeting of the Ward and Precinct Chairpersons shall be held no later than 30 days after the occurrence of the vacancy.

Section 3. The election of a replacement for a vacancy in the Executive Committee shall conform to the requirements of Article V, Section 9 of Chapter I.

ARTICLE XII RULES

Section 1. The Shelby County Democratic Party is a constituent part of the State Democratic Party. State Party rules take precedence over the Bylaws of the Shelby County Democratic Party.

Section 2. The rules contained in the most recent edition of Robert's Rules of Order shall govern the meetings of the Shelby County Democratic Executive Committee on all matters which these Bylaws do not address.

ARTICLE XIII USE OF PROXIES

Section 1. Proxy voting shall not be used by members the Executive Committee, Steering Committee, Standing Committees, or Special Committees or by delegates to the Biennial Convention.

Approved by:

Van Turner, Jr., Chairman

Date

Reginald Milton, Secretary

Date