

SHELBY COUNTY DEMOCRATIC PARTY BYLAWS

Adopted on _____

Sent to SCDP on _____

ARTICLE I- NAME AND OBJECT

SECTION 1: Name. The name of this organization shall be the Shelby County Democratic Party, Tennessee, hereafter referred to in these bylaws as the County Party.

SECTION 2: Mission. The objective of this organization shall be to promote the ideals, principles, and values of the Democratic Party and to assist in the election of Democrats and Democratic nominees at every level of public office.

ARTICLE II- GENERAL MEMBERSHIP

SECTION 1: Eligibility. All residents of the county who are registered to vote in this county and who believe in the ideals, principles, and values of the Democratic Party are eligible to become general members of the County Party. Membership dues shall never be imposed.

SECTION 2: Nondiscrimination. Membership shall not be denied on the basis of sex, race, age, color, creed, national origin, religion, economic status, gender, sexual orientation, gender identity, ethnic origin, identity, or disability.

ARTICLE III- POWERS AND RESPONSIBILITIES

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

SECTION 2: Party Responsibilities. The Party shall have the following responsibilities:

- A. Planning and conducting all County Party meetings and conventions.
- B. Keeping and maintaining records of all County Party meetings and business.
- C. Assisting in identifying local Democrats and obtaining their contact information for Party files.
- D. Recruiting candidates for local and state offices.
- E. Assisting the duly selected nominees of the Democratic Party in their elections and in the education of their voters.
- F. Developing relationships with the County Election Commission Administrator, staff, and the Democratic Election Commissioners.
- G. Coordinating with the County Election Commission in the scheduling of Democratic primaries.
- H. If no primary is held, selecting identified primary candidates for local office in a special caucus called by the County Party.
- I. Actively conducting voter registration, and leading ongoing voter contact and GOTV efforts.

- J. Coordinating with Democratic Election Commissioners to provide appropriate poll workers for local elections.
- K. Recruiting dependable Democratic poll observers for local elections.
- L. Promoting contributions to qualified Democratic candidates running for office.
- M. Providing ongoing communication and liaison with Tennessee Democratic Party State Executive Committee members from your district and the Tennessee Democratic Party Staff.
- N. Support the efforts of the Democratic National Committee (DNC) and Tennessee Democratic Party (TNDP).

ARTICLE IV- EXECUTIVE COMMITTEE AND DEMOCRATIC GRASSROOTS COUNCIL

SECTION 1: Executive Committee Membership.

A. The Executive Committee shall be comprised of two district representatives for each county commission district, officers, and any of those described in Article IV Section 1 (E), all of whom are general members of the County Party as defined in Article II Section 1. The district representatives shall attempt to demonstrate gender equity, including non-binary members. If unable to balance gender, the elected representatives may both be of the same gender.

B. Executive Committee members are responsible to take an active role in growth and outreach strategies aimed at aiding in the election of Democrats. These efforts are directed through committee work and organizing activities in their districts. In order to facilitate opportunities for Democratic engagement and responses in their district, District representatives will be expected to:

- 1) lead efforts in their district to grow the party;
- 2) perform outreach in the district with phone banking, canvassing, postcards, etc.;
- 3) identify volunteer prospects, donors, organizations, influencers, and house party leads in their district;
- 4) provide vote by mail information;
- 5) conduct voter registration;
- 6) identify and report community needs, concerns and barriers to the Executive Committee.

C. In the event that a district level Executive Committee seat is not filled at the convention, a member from any part of the county may be elected during the Reorganization Convention to represent that district, provided they are prepared to work within the district, a rule applying only to empty seats at Reorganization Convention and not to subsequent vacancies.

D. One Seat/One Vote. No person shall serve in more than one position on the Executive Committee. This rule applies to all members of the Executive Committee.

E. At the discretion of the Executive Committee, one ex-officio member representative from the Shelby County Democratic Women, the Shelby County Young Democrats, and the Shelby County College Democrats Chapters may be added to the Executive Committee with full voting privileges.

F. If the additional positions in (E) are added to the Executive Committee, it must be understood that those included are committed to serve in an active and participating manner.

SECTION 2: Democratic Grassroots Council Membership

A. Democratic Grassroots Council Members are not part of the Executive Committee. Their purpose is to serve as a liaison between the Executive Committee and the community by engaging democratic participation at the grassroots level through ward and precinct development. They should also bring forth community issues.

B. The Democratic Grassroots Council shall be comprised of the Executive Committee members described in Article IV section 1 A, three (3) district organizers elected from each county commission district and (65) sixty-five district organizers which are allocated to districts based on the total county democratic vote in the last gubernatorial primary, all of whom are general members of the County Party as defined in Article II Section 1 and registered voters in the district from which they are elected. The district organizers shall be selected demonstrating gender equity and diversity in so far as is practicable.

C. Democratic Grassroots Council members are responsible for taking an active role in growth and outreach strategies aimed at aiding in the election of Democrats. These efforts are directed through district level work and organizing activities in their districts. Members are expected to participate in the quarterly and called meetings of the Democratic Grassroots Council, and the quarterly district constituent meetings. Members may also serve on committees and bring forth constituent issues.

SECTION 3: Manner of Election. The district representatives to serve on the Executive Committee and the district organizers that will serve on the Democratic Grassroots Council shall be elected during the County Convention called for the purpose of electing Executive Committee and Democratic Grassroots Council members at a date determined by the Executive Committee as instructed by the Tennessee Democratic Party Executive Committee, and as defined in Article XV Section 3, for a two (2) year term or until their successors are duly elected and qualified.

SECTION 4: Resignations. The resignation of any member of the Executive Committee or member of the Democratic Grassroots Council shall be made verbally or in writing and shall take effect at the time specified therein, or if no time is specified, then it shall take effect upon receipt of such resignation by the Chair or Secretary. The full Executive Committee shall be notified of the vacancy within one week of the resignation. All resignations must be verified and documented in meeting minutes whether made verbally or in writing.

SECTION 5: Vacancies.

A. Executive Committee: Provided that no less than one week's notice of the vacancy has been given, vacancy on the Executive Committee from a district shall be filled by a person elected by and from the district's Democratic Grassroots Council.

- 1) Should no one on the district's Democratic Grassroots Council be willing to serve on the Executive Committee, a bona fide Democrat from the district can be elected to fill the position by the district's Democratic Grassroots Council. Participation in the previous Reorganization Convention is not a prerequisite for participation in the vacancy election.
- 2) The vote should take place within 30 days of the seat being declared vacant.
- 3) Voting will follow the procedures specified in the Reorganization Convention.

- 4) The new Executive Committee member should be of the same gender if possible.
- 5) The vote will be overseen by the remaining Executive Committee member. If both District Representative seats in the district are vacant, the Chair or Chair's designee will call the meeting.
- 6) Documentation of the vote shall be given by the member conducting the vote to the Recording Secretary at the next Executive Committee meeting and be included in the minutes.

B. Democratic Grassroots Council: Provided that no less than one (1) week notice of the vacancy has been given, a vacancy on the Democratic Grassroots Council from a district shall be filled by a person elected by and from the district.

- 1) The vote should take place within 30 days of the seat being declared vacant.
- 2) Any willing bona fide Democrat from the district can be elected to fill the position.
- 3) The vote should be overseen by at least one (1) of the Executive Committee members of the district.
- 4) Voting will follow the procedures specified in the Reorganization Convention rules. Participation in the previous Reorganization Convention is not a prerequisite for participating in the vacancy election.
- 5) Documentation of the vote shall be given by that member to the Recording Secretary at the next Executive Committee meeting and be included in the minutes.

C. Officers: Officer vacancies must be filled by the Executive Committee with members of the County Party who meet the general member requirements described in Article II Section 1.

SECTION 6: Attendance. To be an effective and productive Executive Committee, attendance at all meetings is expected. Irregular attendance will subject members to forfeiture of their position. See Article IV, Section 8.

SECTION 7: Manner of Acting. The act of a majority of the Executive Committee members present shall be the act of the Executive Committee, unless a greater number be required by law or by these bylaws. In the event of a tie, the Chair may cast a vote to determine the outcome. Under extraordinary circumstances, when it is necessary to conduct a vote of the Executive Committee to take an action or make an obligation of funds, the Executive Committee may be polled via email or phone so long as the vote of each member is reported in the minutes of the next Executive Committee meeting.

SECTION 8: Sanctions or Expulsions.

A. Automatic Expulsion. Any member of the Executive Committee shall automatically forfeit their position on the Executive Committee and the position shall be declared vacant for the following reasons:

- 1) If a member qualifies for political office as representing any political party other than Democratic Party or qualifies for political office as an Independent and opposes a duly qualified Democratic nominee.
- 2) No person shall be an officer or member of the Executive Committee if they fail to support nominees of the Democratic Party.

3) If a member has six (6) unexcused absences or three (3) consecutive unexcused absences during a term. An absence is excused if notice is given to the Chair or the Secretary prior to the start of the meeting and the reason for the absence may include, but is not limited to:

- a) Illness;
- b) family illness or death;
- c) Business;
- d) out of town.

When such violations are brought to the attention of the Executive Committee by the secretary, the Shelby County Democratic Party Executive Committee shall immediately recognize the expulsion, note it in proper minutes, and be followed by notification sent to the expelled member.

B. Discretionary Sanctions or Expulsions.

1) Sanctions may be imposed against an Executive Committee member or a member may be expelled if in the discretion of the Executive Committee a pattern of non-attendance is established, even if such absences are excused.

2) Sanctions may be imposed against an Executive Committee member or a member may be expelled if in the discretion of the Executive Committee the member has demonstrated disloyalty to the Democratic Party, either in the form of a public announcement of support of a candidate of another party in a pending election, or by working for or giving financial support to any such candidate running against a duly nominated candidate of the Democratic Party.

3) Sanctions may be imposed against an Executive Committee member, or a member may be expelled if in the discretion of the Executive Committee the member has exhibited repeated behavior that is detrimental to the Democratic Party or to Democratic candidates, or the member refuses to abide by the bylaws or otherwise has been obstructive or worked against the benefit of the Party.

4) The Executive Committee shall not impose discretionary sanctions or expel a member unless and until such a member is given an opportunity to be heard and two-thirds (2/3) of the membership present and voting concurs on discretionary sanctions or expulsion. This section does not apply to Automatic Expulsion, Article IV, Section 8 (A).

5) The Executive Committee may vote to impose sanctions on or expel a member, but only if written notice is given that the issue will be taken up. A notice and the opportunity to be heard must be sent to the member in question not less than twenty (20) days prior to the meeting at which such action will be voted upon. The member, if present at said meeting, must be given the opportunity to be heard on the issues related to sanctions or expulsion.

6) The Tennessee Democratic Party's Code of Conduct, in order to create a more open and inclusive environment for every Democrat, hereby establishes the following 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.

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, and all general members of the TNDP at all levels. A grievance may be filed with the state party for any of the above actions.

ARTICLE V– OFFICERS

SECTION 1: Officers. The officers shall be Chair, First Vice-Chair, Second Vice-Chair, Recording Secretary, Corresponding Secretary, and Treasurer. The Treasurer will be appointed by the chair with the approval of the Executive Committee. The Treasurer will have full voting privileges. The officers will be known as the Steering Committee.

SECTION 2: Election of Officers. The dates of the election of the Chair shall be held on the date announced at the Biennial County Reorganization Convention. Officers serve a two (2) year term or until their successors are duly elected and qualified.

A. The election of the Chair will occur within three (3) weeks of the Reorganization Convention and will be independent of any other elections. The election will be by the Executive Committee and Democratic Grassroots Council members by majority vote. The Chair will take the Oath of Office and complete the required paperwork for submission to the TNDP.

B. The Vice-Chairs and Secretaries will be elected by the Executive Committee at the first regular meeting after the election of the Chair and will be determined by majority vote. Following these elections, the Officers will take the Oath of Office and complete the required paperwork for submission to the TNDP.

SECTION 3: Resignations. The resignation of any officer of the Executive Committee shall be made in writing and shall take effect at the time specified therein; if no time is specified, then it shall take effect upon receipt of such resignation by the Chair or Recording Secretary. The full Executive Committee shall receive notification of the vacancy within one (1) week of the resignation. All resignations must be verified and documented in meeting minutes whether by letter or verbal.

SECTION 4: Vacancies. With the exception of the Treasurer, Officer vacancies in any elected office for any reason shall be filled by the Executive Committee for the unexpired portion of the term and by a majority vote of those present and voting.

SECTION 5: Chair. The Chair shall:

- A. serve as the spokesperson of the County Party.
- B. be a signatory on all accounts held in the name of the County Party.
- C. appoint the Treasurer.
- D. receive all records from their predecessor within 14 days of election.
- E. supervise and manage the day-to-day business of the County Party.
- F. preside over any convention which may be called.
- G. preside over the business meetings of the Executive Committee and Democratic Grassroots Council.
- H. perform all duties incident to the office of chair and such other duties as may be prescribed by the Executive Committee members from time to time.
- I. establish committees with the approval of the Executive Committee.
- J. appoint all Committee Chairs and committee members. The Chair serves as an ex-officio member of all committees.
- K. transfer all records to their successor within 14 days of election.

SECTION 6: First Vice-Chair. The primary responsibility of the First Vice-Chair is to assist and support the Chair. In the absence of the Chair or the Chair's inability or refusal to act, the First Vice-Chair shall perform the duties of the Chair, and in so acting, shall have all the powers of and be subject to all restrictions on the Chair. In the event of the Chair's death or resignation, the First Vice-Chair shall perform the duties of the Chair, and in so acting, shall have all the powers of and be subject to all restrictions on the Chair, until the vacancy can be filled. See Article IV, Section 5. The Vice-Chair shall perform all duties incident to the office of vice-chair and such other duties as may be assigned to them by the Chair or by the Executive Committee. First Vice-Chairs shall perform the duties of the office as described by the County Party.

SECTION 7: Second Vice-Chair. In the absence of the Chair and the First Vice-Chair or in the event of their deaths or inability or refusal to act, the Second Vice-Chair shall perform the duties of the Chair, and in so acting shall have all the powers of and be subject to all restrictions on the Chair. The Second Vice-Chair will serve as the liaison between the Executive Committee and the Democratic Grassroots Council.

SECTION 8: Recording-Secretary. The Recording Secretary shall:

- A. receive all records from their predecessor within 14 days of election.
- B. keep the minutes of all Executive Committee meetings and conventions.
- C. distribute the minutes of each meeting to the full Executive Committee within fourteen (14) days following the meeting to facilitate any needed actions and the approval of the minutes at the subsequent meeting.
- D. conduct a verbal roll call of all the Executive Committee at every business meeting.
- E. keep attendance records for all meetings of the Executive Committee and report to the Executive Committee all instances of excessive absences.
- F. be custodian of the records of the County Party.
- G. keep membership records and have general charge of membership books of the Executive Committee.
- H. in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the Chair or by the Executive Committee, or which may be required by law.

- I. maintain all records related to the position for a period of 5 years.
- J. render to the Chair or to any member of the Executive Committee whenever it may require or request it, at all reasonable times, the records of the activities of the executive committee and any subcommittee reports.
- K. transfer all records to their successor within 14 days of election.

SECTION 9: Corresponding Secretary The Corresponding Secretary shall:

- A. see that all notices are duly given in accordance with provisions of law and these bylaws.
- B. distribute external communication to the general public.
- C. monitor social media for partnering activities.
- D. update committee information on social media sites.
- E. perform the duties of the Recording Secretary in his/her absence.
- F. monitor County Commission/City Council agenda to note issues that may be of interest to Democratic Party.

SECTION 10: Treasurer. The Treasurer shall:

- A. receive all records from their predecessor within 14 days of election.
- B. have charge and custody of and be responsible for all funds and securities of the County Party from any source whatsoever, and shall deposit all such monies in the name of the County Party in such bank or other depositories as shall be selected in accordance with the provisions of these bylaws (see Article IV, Section 7).
- C. keep and maintain, open to inspection by any member of the Executive Committee at all reasonable times, adequate and correct accounts of the funds and transactions of the County Party which shall include all matters required by law.
- D. disburse the funds of the County Party as may be ordered by the Executive Committee through approved motions.
- E. present a monthly itemized statement of income and expenditures to the Executive Committee.
- F. render to the Chair and Secretary, or to the Executive Committee, whenever it may require or request it, an account of all transactions as treasurer and a financial statement in form satisfactory to them, showing the condition of the County Party.
- G. register with the Tennessee Registry of Election Finance (TREF) and/or Federal Election Commission (FEC), and file any and all reports required by TREF and/or the FEC if the Executive Committee chooses to become a registered Political Action Committee (PAC) at the state and/or federal level.
- H. in general, perform all of the duties incident to the office of treasurer and such other duties as may be assigned by the Chair or Executive Committee.
- I. if required by the Executive Committee, give a bond, to be paid for by the Executive Committee for the faithful discharge of the duties in such sum and with such corporate surety or sureties as the Executive Committee shall determine.
- J. participate in the annual financial review.
- K. maintain all records related to the position for a period of 5 years.
- L. transfer all records to his/her successor within 14 days of election.

M. be a signatory on all accounts held in the name of the county party.

SECTION 11: One Seat/One Vote. No person shall serve in more than one position on the Executive Committee. This rule applies to all members of the Executive Committee.

SECTION 12: Neutrality. The County Party shall not endorse or campaign for any specific Democratic Primary Candidate prior to or during a contested local, state, or national Democratic Primary Election. With the exception of the Chair, all Executive Committee members, acting apart from their party office, are encouraged to support and participate in campaigns for local, state, or national candidates of their choice in contested Democratic Primaries. All who seek to become Democratic National Convention Delegates must register in support of a specific Presidential Candidate prior to the delegate nominating procedure. Should the County Party Chair seek to become a delegate, the Chair may declare personal support for a specific Presidential candidate.

SECTION 13: Must Support Nominees of the Democratic Party. No person shall be an officer or Executive Committee member if they fail to support nominees of the Democratic Party. Failure to support the nominees of the Democratic Party is cause for Automatic Expulsion. Violators will be removed under Article IV Section 8.

ARTICLE VI– MEETINGS

SECTION 1: General. The Executive Committee, meeting at convenient times and locations, shall be notified no fewer than seven (7) days prior to the date of the meeting. The Executive Committee may include the non-voting public at its meetings excepting executive sessions or where legal counsel otherwise indicates. County Party meetings open to the general public and media representatives will have public notification and will be held at convenient times and locations.

SECTION 2: Regular Meetings. Regular meetings of the Executive Committee shall be held monthly.

SECTION 3: Special Called Meetings.

A. The Chair may call an emergency meeting at any time by providing no less than three (3) days' notice to all voting members of the Executive Committee or the Democratic Grassroots Council.

B. If more than sixty (60) days have passed since the last meeting and if the Chair has not called a meeting, one-third (1/3) of the Executive Committee members may call a meeting by notifying all members no less than seven (7) days prior to such a meeting.

C. If fewer than sixty (60) days have passed since the last meeting, one-third (1/3) of the members may call a special meeting provided no less than seven (7) days prior notice is given.

D. Any notification of a special meeting must include the reason for the meeting, time and location, and may be delivered by mail, email, or phone to the Executive Committee membership.

SECTION 4: Quorum. 40% of the members of the Executive Committee shall constitute a quorum for the transaction of business at a meeting of the Executive Committee. If less than a quorum is present at a meeting of the Executive Committee, a majority of the members present may adjourn the meeting.

SECTION 5: Convention Meeting. A meeting of the Executive Committee or Democratic Grassroots Council may be held without other notice than this bylaw immediately after, and at the same place as, the County Party Reorganization Convention.

ARTICLE VII– VOTING

SECTION 1: No Proxies Allowed. No proxy voting shall be allowed at any meeting of the County Party.

SECTION 2: Unit Rule. No voting by the unit rule shall be allowed at any meeting of the County Party.

SECTION 3: Open Voting. All votes shall be public and shall not be by secret ballot.

SECTION 4: No Absentee Voting. No absentee voting shall be allowed at any meeting of the County Party.

ARTICLE VIII– COMMITTEES

SECTION 1: Committees Appointed By The Chair. The Chair may establish committees with the approval of the Executive Committee. The Chair will appoint all Committee Chairs and committee members. Committees may be composed solely of Executive Committee and Democratic Grassroots Council members or partly Executive Committee and Democratic Grassroots Council members and partly general members, as deemed appropriate to fulfill the objective of this organization outlined in Article I, Section 2. The Chair is an Ex-Officio member of all committees.

SECTION 2: Term of Office. Each member of a committee shall serve at the pleasure of the Chair, but no longer than until the next County Party Reorganization Convention or until the committee is terminated.

SECTION 3: Removal of any Member of the Committee. Any member of any committee may be removed by the Chair whenever, in their judgment, the best interest of the County Party shall be served by the removal.

SECTION 4: Standing Committees. The County Party may establish standing committees. Membership of standing committees will follow the same rules and process as above.

A. Resolutions: Receive and consider all resolutions proposed on matters of policy for adoption by the Executive Committee. Recommendations should be sent to the Recording Secretary and the Chair at least one (1) week prior to a meeting for distribution to members. See Article X.

B. Rules/Bylaws: Receive and consider all recommendations for amendments and adoption sixty (60) days prior to Reorganization Convention. Recommendations should be sent to the County Party Chair and Chair of Rules/Bylaws Committee. Conduct regular review of Bylaws for changes subject to TNDP/DNC guidelines.

C. Budget and Finance: Review budget and with consultation of Treasurer and to ensure that reports are timely submitted and annual budget submitted to Executive Committee for approval. Will oversee Annual Financial Review and audit with Treasurer as a non-voting member and not serving as Chair. Will oversee fundraising activities.

D. GOTV: Work with Second Vice-Chair to develop community involvement through Democratic Grassroots Council, Ward and Precinct activities.

E. Community Outreach: Engage in voter education and registration activities. Engage Party in other community activities to include partnering with like-minded groups and organizations.

- F. Credentials: Work with Democratic Primary Board to field candidates running for office. Activities not limited to requesting voter files or other forms of inquiry.
- G. Grievance: Receive all County Grievances– Investigate and make appropriate recommendations. Recommendation is placed on the next Executive Committee meeting agenda for vote.

ARTICLE IX- BUSINESS AT MEETINGS

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

- A. Call to Order
- B. Invocation (optional)
- C. Pledge of Allegiance
- D. Roll call
- E. Approval of the minutes of previous meeting
- F. Receive Treasurer's report for review
- G. Chair report
- H. District representative reports
- I. Committee reports
- J. Unfinished business
- K. New business
- L. Resolutions
- M. Elections (if necessary)
- N. Announcements
- O. Adjournment

ARTICLE X– RESOLUTIONS

All proposed resolutions must be submitted to the Executive Committee for consideration at least one (1) week prior to a meeting. Emergency resolutions may be brought before the body by consent of a two-thirds (2/3) majority of those present. Resolutions may be adopted by a majority vote of the Executive Committee at any regular meeting where a quorum is present.

ARTICLE XI- CONTRACTS AND EXPENDITURES

SECTION 1: Contracts; Expenditures; Bill Retention. All Executive Committees are urged to operate under an approved budget. Except in the case of an emergency for items not designated in the budget, no expenditures or bills shall be made or contracts entered into which purport to obligate the Executive Committee unless such expenditures or contracts are authorized by a majority vote of those present at a duly called meeting at which a quorum is present. Unexpected expenditures for less than Two Hundred Dollars (\$ 200) per month, obligating the Executive Committee, may be authorized by the Chair of the Executive Committee. The Treasurer shall present a monthly-itemized statement of income and

expenditures to Executive Committee members. All paid bills and receipts shall be retained by the Treasurer for a period of five (5) years.

SECTION 2: Annual Financial Review Committee. An Annual Financial Review Committee shall be designated by the Chair to perform an annual financial review. The Treasurer shall serve as a nonvoting member of the committee, but shall not serve as the Chair of the committee. The committee shall examine the financial records and accounts of the County Party and shall certify to the Executive Committee the annual balances and accuracy of records. A report for the previous year from the Annual Financial Review Committee shall be presented to the Executive Committee for approval.

ARTICLE XII- PARLIAMENTARY PROCEDURES

Robert's Rules of Order Newly Revised 12th edition shall govern meetings of the Executive Committee and Democratic Grassroots Council 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 XIII- AMENDMENTS

Any proposed amendments or substitutions to these bylaws, drafted by the County Party Bylaws Committee, must be submitted to the TNDP County Party Development Committee for review and approval prior to a vote by the County Party Executive Committee for adoption. Any approved amendment or substitution shall be given to the Executive Committee at least seven (7) days prior to any meeting that a vote on that amendment will take place. An approved amendment or substitution may be adopted with a two-thirds (2/3) affirmative vote of the total elected membership of the Executive Committee.

ARTICLE XIV- RULES

The County Party is a constituent party of the Tennessee Democratic Party, created by the Tennessee Democratic Party Executive Committee, and with the Tennessee Democratic Party Executive Committee having full authority in all matters over the County Party including the establishment of minimum standards.

ARTICLE XV- CONDUCT OF BIENNIAL COUNTY REORGANIZATION CONVENTION

SECTION 1: Biennial Reorganization Convention

A. A Biennial Reorganization Convention of the membership of the County Party shall be held at the time and date specified by the County Party Executive Committee as instructed by the Tennessee Democratic Party Executive Committee. The purpose of the Reorganization Convention is to elect Executive Committee members and Officers for the County Party and to adopt the Standard County Party Bylaws as prescribed by the Tennessee Democratic Party.

B. The Reorganization Convention shall have ultimate authority and absolute power over all affairs of the County Party pursuant to the County Party bylaws and with guidance provided by the Tennessee Democratic Party.

C. All members of the County Party who are registered voters in the county and who attest they are bona fide Democrats by execution of pledges or affirmations to that effect are eligible to be Voting Delegates at the Reorganization Convention and to be candidates for the Executive Committee and to vote. No proxy voting, secret ballots, voting by unit rule, or absentee voting is allowed.

D. The number of Voting Delegates in attendance at the Convention shall constitute a quorum.

SECTION 2: Prepare for the Reorganization Convention:

A. In preparation for the Biennial Convention, the Chair, in cooperation with the Executive Committee shall appoint the following committees at a minimum:

- 1) Convention Committee: Establish a Convention Plan timeline, coordinate location, publicity, outreach, and awareness in the county. Submit all required documents to TNDP.
- 2) Sergeant at Arms Committee: to assist in maintaining order as the chair may direct.
- 3) Credentials Committee: Committee to register attendees and credential voting delegates, reports on the number of voting delegates present, and resolves disputes relative to credentialing.
- 4) Rules Committee: Committee to recommend rules for adoption to be used in conducting the Reorganization Convention and to settle grievances arising from the conduct of the convention.
- 5) Bylaws Committee: Committee to review the Standard County Party Bylaws, to consider the provided options, to present selected options to the County Party Executive Committee for approval, and to submit the approved options to the Tennessee Democratic Party County Party Development Committee.

B. The Reorganization Convention shall be well publicized in the local news media, social media, email, radio, and other methods available to the County Party as outlined in the County Party Reorganization Convention Guidelines.

SECTION 3: Holding Reorganization Convention. The provisions for the holding of the Biennial County Reorganization Convention shall be as follows:

A. The Reorganization Convention shall be called to order by the incumbent Chair of the County Party.

B. Committee Reports are heard from the Credentials Committee and the Rules Committee for approval or adoption of recommendations as warranted.

C. The Convention will hear the Bylaws Committee report and vote on the adoption of the Approved Standard County Party Bylaws.

D. Elections: The Reorganization Convention shall divide into caucuses by district. In each caucus, a chair and a secretary shall be selected. The Chair shall lead the caucus meeting and the Secretary shall keep records of the caucus meeting. The Chair shall then call for the nominations for each of the two (2) District Representative Executive Committee positions. Separate elections shall be held for each position, demonstrating gender equity in so far as is practicable. After nominations cease the ballot is closed and the elections shall commence. A majority shall prevail for each election. In the case where a majority is not reached, the low vote getter is dropped and voting proceeds with the remaining candidates. In the case of a tie, a runoff between those tied shall be held to decide the winner. If a tie results after three attempts, the incumbent County Party Chair will cast the deciding vote.

E. The members remaining in the caucus may become members of the Democratic Grassroots Council by acclamation if the number of members willing to serve does not exceed the number of

seats available. If members willing to serve outnumber available seats, elections will have to be held in the manner described above.

F. Upon the completion of the district level elections, the convention shall reassemble and each district shall report the results of their elections and the Caucus Secretary shall provide the results in writing to the Secretary of the County Party.

G. The time and place of the Election of the Chair shall be announced.

H. The time and place of the Election of the Vice-Chairs and Secretaries shall be announced.

I. The Reorganization Convention shall then adjourn, as its business has been completed.

J. A meeting of the newly elected Democratic Grassroots Council will follow, for the purposes of setting meeting schedules and making announcements.

K. All members of the Democratic Grassroots Council shall take the Oath of Office, and sign and complete the required paperwork for submission to the TNDP notifying the TNDP of the County Party Reorganization Convention results.

OATH OF OFFICE--All Executive Committee members are required to take the Oath of Office

I (name) do hereby solemnly promise before my fellow Democrats to fulfill the duties of the office to which I have been elected to the best of my ability. I promise to support the nominees of the Democratic Party. I further promise that if for any reason I cannot perform these duties, I shall resign so that a replacement may be obtained. I understand that a violation of this oath can result in my removal from office.

Adopted on date _____

Signature of Chair _____