

SHELBY COUNTY DEMOCRATIC PARTY BYLAWS

Adopted on 02/10/2022

Sent to TNDP on 02/12/2022

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.

SECTION 3: Constituent Party. 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. In any conflict between the County Party bylaws and the bylaws of the Tennessee Democratic Party, the bylaws of the Tennessee Democratic Party prevail.

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 may 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. Plan and conduct all County Party meetings and conventions.
- B. Keep and maintain records of all County Party meetings and business.
- C. Assist in identifying local Democrats and obtaining their contact information for Party files.
- D. Recruit candidates for local and state offices.
- E. Assist the duly selected nominees of the Democratic Party in their elections and in the education of their voters.
- F. Develop relationships with the County Election Commission Administrator, staff, and the

- Democratic Election Commissioners.
- G. Coordinate with the County Election Commission in the scheduling of Democratic primaries.
- H. In the event that no primary is held, selecting identified primary candidates for local office in a special caucus called by the County Party.
- I. Actively participate in voter registration, ongoing voter contact, and GOTV efforts.
- J. Coordinate with the Shelby County Democratic Party’s Primary Board to provide appropriate poll workers for local elections.
- K. Encourage and recruit dependable Democratic poll watchers for local elections.
- L. Encourage contributions to qualified candidates who run for office as Democrats.
- M. Provide ongoing communication and liaison with the Tennessee Democratic Party and State Executive Committee members from your district.
- 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 D, E, and F, all of whom are general members of the County Party as defined in Article II, Section 1. The district representatives shall demonstrate gender equity as defined in Article XV, Section 3.
- 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.

District representatives will be expected to lead efforts in their district to grow the party. For example, responsibilities may be fulfilled by identifying volunteer prospects, donors, organizations, influencers, and house party leads in their district; providing vote by mail information; conducting voter registration; identifying and reporting needs, concerns, barriers, and opportunities for outreach in their district to the Executive Committee and the Democratic Grassroots Council in order to facilitate opportunities for Democratic engagement and responses in their district.

- C. Members may only hold one (1) position on the Executive Committee, but may serve on various committees.
- D. At the discretion of the County Party, one (1) ex-officio member representative from the Shelby County Democratic Women, the Shelby County Young Democrats and the Shelby County College Democrats may be added to the Executive Committee *with* full voting privileges.
- E. At the discretion of the County Party, the most recent past County Party Chair may be added to the Executive Committee *with* full voting privileges.
- F. If the additional positions in (D) and (E), and are added to the County Party, it must be determined 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 sixty-five (65) 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 elections of officers, 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 Democratic Grassroots Council shall be elected during the Reorganization Convention called for the purpose of electing the Executive Committee and Democratic Grassroots Council members at a date determined by the Executive Committee as per instructed by the Tennessee Democratic Party Executive Committee, and as defined in Article XV, Section 3 D, 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 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 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 5: Vacancies.

- A. **Executive Committee:** Provided that no less than one (1) week notice of the vacancy has been given, a vacancy on the Executive Committee from a district shall be filled by a person elected by and from the district's Democratic Grassroots Council. 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. Voting will follow the procedures specified in the Reorganization Convention rules, and the new Executive Committee member should be of the same gender as possible. Participation in the previous Reorganization Convention is not a prerequisite for participating in the vacancy election. The vote should take place within 30 days of the seat being declared vacant and be overseen by the remaining Executive Committee member. 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.

In the event that both Executive Committee seats in the district are vacant, the Chair or Chair's designee will call the meeting of the district's Democratic Grassroots Council, appoint a secretary and call for nominations for the positions, demonstrating gender equity in so far as is practicable. After the nominations cease, the ballot is closed, and elections shall commence with majorities prevailing. In the event of a tie, the Chair or Chair's designee may cast a vote to determine the outcome. The district's new Executive Committee members shall provide a report of the election

to the Recording Secretary on or before the next Executive Committee meeting for inclusion in the minutes.

- B. Democratic Grassroots Council: Provided that no less than one-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. Any willing bona fide Democrat from the district can be elected to fill the position. Voting will follow the procedures specified in the Reorganization Convention rules, and the new Democratic Grassroots Council member should be of the same gender as possible. Participation in the previous Reorganization Convention is not a prerequisite for participating in the vacancy election. The vote should take place within 30 days of the seat being declared vacant and be overseen by at least one (1) of the Executive Committee members of the district. 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.

SECTION 6: Attendance. In order to be an effective and productive Executive Committee or Grassroots Council Member, 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 or Democratic Grassroots Council members present and voting shall be the act of the Body, 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 or Grassroots Council shall automatically forfeit their position on the Executive Committee and the position shall be declared vacant for the following reasons:
- 1) In the event 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 or Grassroots Council if they shall not support nominees of the Democratic Party.
 - 3) If an Executive Committee member has three (3) unexcused absences or three (3) consecutive absences during a term or a Grassroots Council member has two (2) 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 is one (1) of the following:
 - a) illness;
 - b) family illness or death;
 - c) business, or out of town.

When such violations are brought to the attention of the Executive Committee, the 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 Democratic Grassroots Council 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 Democratic Grassroots Council 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 Democratic Grassroots Council 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 concur 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.

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 and will become a member of the Executive Committee *with* full voting privileges. The Officers will be known as the Steering Committee.

SECTION 2: Election of Officers. The dates of the elections of the Chair and other Officers 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. 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 must be filled by the Executive Committee with members of the County Party who meet the general membership requirements described in Article II, Section I and that are members of the Democratic Grassroots Council. 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 serve as the spokesperson of the County Party. The Chair will supervise and manage the day-to-day business of the Party. The Chair shall preside over any convention which may be called and over the meetings of the Executive Committee and the quarterly joint Democratic Grassroots Council meetings. The Chair shall 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. The Chair may establish committees with the approval of the Executive Committee. The Chair will appoint all committee chairs, committee chairs may appoint committee members with approval of the Chair. The Chair serves as ex-officio member of all committees. The Chair shall be a signatory on all accounts held in the name of the County Party. The Chair appoints the Treasurer. The Chair appoints the Assistant-Treasurer who will serve as an advisor and a co-signatory on all accounts held in the name of the County Party but not as an Officer. The Chair appoints the Parliamentarian who will serve to advise the Chair regarding parliamentary procedures.

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 in the event of the Chair's death or inability or refusal to act, the 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 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.

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 Grass Roots Council.

SECTION 8: Recording Secretary. The Secretary shall:

- A. receive all records from their predecessor within fourteen (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 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 Recording 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 five (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; and
- K. transfer all records to their successor within fourteen (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 fourteen (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 XII);
- 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 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. participate in a non-voting capacity on the Annual Financial Review Committee, but shall not serve as chair of the Annual Financial Review Committee and audit committees;
- J. 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;
- K. participate in the Annual Financial Review;
- L. maintain all records related to the position for a period of five (5) years;
- M. transfer all records to his/her successor within fourteen (14) days of election;
- N. serve as Chair of the Budget and Finance Committee;

- O. co-sign with Chair and Assistant-Treasurer on all accounts held in the name of the County Party.

SECTION 12: One Seat/One Vote. No person shall have more than one (1) vote on the Executive Committee. This rule applies to all members of the Executive Committee. See Article IV, Section 1 C.

SECTION 13: 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, County Party Officers and 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 14: Must Support Nominees of the Democratic Party. No person shall be an officer or Executive Committee member if they shall not 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 – OFFICER STEERING COMMITTEE

SECTION 1: Duties of the Officer Steering Committee (Steering Committee). The Steering Committee should meet at least once a month to advise the Chair on agenda items, topics, and committee status. The time for such meetings must be announced to the Executive Committee. The Steering Committee can make decisions for the Executive Committee, but must notify the Executive Committee if a decision has been made. Meetings of the Steering Committee are open to interested Executive Committee members, but are not generally open to the public unless invited by the Chair.

SECTION 2: Composition. The Steering Committee consists of the Officers of the County Party and the Assistant-Treasurer *with* full voting privileges.

SECTION 3: Special Called meetings. There may be times where the Steering Committee must meet to deal with a time critical situation. Such meetings can be held via conference call. Advance notice is waived in this situation.

ARTICLE VII – MEETINGS

SECTION 1: General. All meetings of the County Democratic Party shall be publicized no less than seven (7) days prior to the date of the meeting. All meetings shall be held at convenient times and locations and shall be open to the general public and media representatives (*excepting executive sessions or where legal counsel otherwise indicates*).

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

SECTION 3: Steering Committee Meetings. The Steering Committee will meet in person or electronically no later than two weeks prior to monthly Executive Committee Meeting and quarterly

Democratic Grassroots Council meeting to determine agenda items and topics for discussion. Time and place of the meetings must be made public.

SECTION 4: Special Called Meetings.

- A. The Chair may call an emergency meeting of the Executive Committee or the Democratic Grassroots Council at any time by providing no less than seven (7) days prior notice to all voting members of the respective body by email.
- B. If the Chair has not called a meeting, and more than;
 - 1) sixty (60) days have passed since the last meeting, any 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.
 - 2) six (6) months have passed since the last meeting, any one-third (1/3) of the Democratic Grassroots Council members may call a meeting by notifying all members no less than seven (7) days prior to such a meeting.
- C. 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 membership of the respective body.

SECTION 5: Quorum. 40% of the members of the Executive Committee or Democratic Grassroots Council shall constitute a quorum for the transaction of business at a meeting. If less than a quorum is present a majority of the members present may adjourn the meeting.

SECTION 6: 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 VIII – PROXIES AND VOTING

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

SECTION 2: Open Voting. All votes shall be public and shall not be by secret ballot.

SECTION 3: No Absentee Voting. No absentee voting shall be allowed at any meeting of the County Party.

ARTICLE IX – COMMITTEES

SECTION 1: Committees Appointed By The Chair. The Chair may establish ad hoc committees with the approval of the Executive Committee. The Chair will appoint all committee chairs. Committee chairs will appoint committee members with approval of the Chair. Committees may be composed solely of Executive Committee members 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. These may be expanded at the discretion of the Chair or Executive Committee. 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 XI.

B. **Rules/Bylaws:** Receive and consider all recommendations for amendments and adoption sixty (60) days prior to Reorganization Convention. Recommendations should be sent to 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 Assistant-Treasurer 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.

ARTICLE X - BUSINESS AT MEETINGS

The regular order of business at Executive Committee meetings shall 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 XI – 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 present and voting in favor.

ARTICLE XII - 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: Budgets. Expenditures for special events such as fundraisers or social events must be preauthorized by Executive Committee. A planning budget must be presented to the Executive Committee by the Second Vice-Chair. The Executive Committee may authorize a not-to-exceed budget which can be refined as more information is available. Within sixty (60) days after an event, a financial statement detailing the revenue and costs associated with such an event must be presented to the Executive Committee by the Treasurer.

SECTION 3: Competitive Bid Requests. For all expenditures over \$500 related to the Party, three competitive bids should be requested. The Executive Committee will review all bids and vote for the most appropriate bid.

SECTION 4: Conflict of Interest. Party members who are also business owners should not profit from Party business. However, these Party members may donate their services as “in-kind contributions” or at a discounted cost. This bid must still go through the competitive bidding process. Executive Committee members with financial interests in the bid proposal may not vote.

SECTION 5: 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 and audit 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 XIII - PARLIAMENTARY PROCEDURES

The current edition of *Robert's Rules of Order*, Newly Revised, shall govern meetings of the Executive Committee and meetings of the 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 XIV– AMENDMENTS

Any proposed amendments or substitutions to these bylaws must be submitted to the Chair of the TNDP County Party Development Committee for review and approval after a vote by the County Party Executive Committee for adoption. 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. This action must only take place at a meeting of the Executive Committee called for the purpose of amending these bylaws.

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

SECTION 2: Prepare for the Reorganization Convention

- A. Prior to the calling of the Biennial Convention, the Chair, in cooperation with the Executive Committee shall appoint the following committees as a minimum:
 - 1) Convention Committee;
 - 2) Sergeant at Arms Committee;
 - 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 and consider the provided options, present the draft bylaws with the selected options to the County Party Development Committee for approval. With the prior approval of the Tennessee Democratic Party County Party Development Committee, submit the approved draft document for adoption at the Reorganization Convention.
- 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 and Rules Committees for approval or adoption of recommendations as warranted.
- C. The Reorganization Convention will hear the Bylaws Committee report and vote on the adoption or re-adoption of the 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.
- I. 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

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 also 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 also understand that a violation of this oath can result in removal from office.

Total Composition of the Shelby County Party Executive Committee

Possible # of positions for	36 Possible	# Filled	# Vacant
Officers: Chair, First Vice-Chair, Second Vice-Chair, Recording Secretary, Corresponding Secretary, and Treasurer	6	6	
District Representatives: 13 Commission Districts x 2	26	22+4 officers	
Shelby County Democratic Women	1	1	
Shelby County Young Democrats Chapter	1		
Shelby County College Democrats Chapters	1		
Immediate Past Chair	1		
<u>Total Number of Executive Committee Members</u>	30	28	
Non-EC Member Grassroots Council Members – the 3 per commission district plus 65 additional	104		
Combined Grassroots/Executive Committee Members	134		

Adopted on 2/10/2022

Kelli Walton

SCDP SECRETARY

Gabby Salinas

SCDP CHAIR