

BYLAWS

TENNESSEE DEMOCRATIC EXECUTIVE COMMITTEE

*approved 1/28/89, updated 1/26/91, revised and amended 5/22/99, amended 01/12/02,
amended 5/3/03, amended 09/13/03, amended 01/15/06, amended 08/29/09, amended 01/23/10,
amended 10/01/11*

ARTICLE I: NAME

The name of the organization shall be the Tennessee Democratic Executive Committee, hereinafter referred to as the "Committee".

ARTICLE II: OBJECT

The object of this Committee shall be to promote the ideals and principles of the Democratic Party and to assist in the election of Democratic nominees.

ARTICLE III: POWERS AND RESPONSIBILITIES

SECTION 1. The Committee shall be vested with such power and authority as granted to it subject to the Laws of the State of Tennessee, which shall include, but not limited to, those responsibilities set out below.

SECTION 2. Among the responsibilities of the Committee are:

- (a) Deciding if and when to have State Party conventions and the planning and directing of such conventions.
- (b) Establishing the procedure for the selection of Party nominees for whom the procedure is not established by statute (see TCA 2-13-202, 203).
- (c) Establishing the procedure for the selection of members of the Democratic National Committee, subject to the mandates of the Democratic National Committee.
- (d) Establishing the procedure for selecting delegates to the Democratic National Convention (see TCA 2-13-301 through 320), subject to the mandates of the Democratic National Committee.
- (e) Functioning as the State Democratic Primary Board (see TCA 2-13-102, et seq.).
- (f) Establishing the procedures and rules for the organizing and functioning of County Democratic Executive Committees and maintaining close relationship with such committees.
- (g) Establishing a State Party Headquarters and being responsible for the operation of said headquarters.
- (h) Deciding how the Committee will conduct, or will aid in the conduct of, a statewide campaign for the election of Democrats.
- (i) Providing for the keeping of records. Among these records shall be a current list of all county committees of the State Party, the minutes of the meetings of this Committee and complete financial reports made by the Treasurer.
- (j) Performing all functions necessary and proper for the conducting of the affairs of the Tennessee Democratic Party.
- (k) Setting the date and the time for County Reorganization, which shall be in the odd-numbered years, as allowed by law.

- (l) To the maximum extent allowed by law, the Tennessee Democratic Executive Committee shall insure that Party nominees for elected offices are bona fide Democrats. In the event that a county party, in compliance with its Bylaws, challenges a candidate for any office be it local, county, state or federal, against appearing on the ballot as a Democrat for failing to vote in at least three of the immediate prior five Democratic primaries, the challenge shall be referred to the County Party Development Committee which shall by a simple majority vote of the members make a recommendation to the State Party Chair. The Chair shall decide whether or not the candidate may appear on the ballot as a Democrat. The county party or the candidate has the right to appeal the Chair's decision to the full Executive Committee which may overturn the Chair's decision by a two-thirds vote of those present. The county party, Party Chair or the Executive Committee shall have the right to waive the foregoing prohibition against a candidate appearing on a ballot as a Democrat for good cause and when justice so requires.

SECTION 3. This Committee shall approve a budget formulated by the finance committee.

ARTICLE IV: MEMBERS

SECTION 1. This organization shall be composed of members chosen according to State Law (TCA 2-13-103). All members shall be bona fide members of the Democratic Party.

SECTION 2. Vacancies shall be filled according to State Law (TCA 2-13-105).

SECTION 3. Any member who is unable to attend a meeting of this Committee for cause, including, but not limited to health problems or the death of a family member, shall timely notify the Chair of his or her inability to attend. If a member other than members described in Article IV §§ 4 and 5, of the Bylaws misses two (2) consecutive meetings without notifying the Chair of an acceptable excuse set out above, the Executive Director shall notify the Bylaws Committee and a letter shall be sent by registered or certified mail, return receipt requested, to that member by the Chair notifying the member to appear before the Bylaws Committee at the next meeting of the Committee at the published time and place to show cause, if any he or she may have, why the member should not be expelled. The Bylaws Committee shall report its findings and any recommendations to the Executive Committee, which shall vote whether or not to approve the recommendation of the Bylaws Committee. The Chair shall immediately notify the member, by letter, of the action of the Executive Committee. If the member is expelled, the Executive Committee shall fill the vacancy at the next meeting of the Committee to serve until a successor is chosen at the next regular August election.

SECTION 4. Tennessee State Senate and Tennessee State House of Representatives Democratic Caucus Leaders shall serve as ex officio (voting) members of the Committee to facilitate communication between the bodies and to advance goals of Democrats in the State of Tennessee.

SECTION 5. One (1) member designated by the Tennessee Federation of Democratic Women, one (1) member designated by the Tennessee Young Democrats, one (1) member designated by the Tennessee Democratic County Chair Association, and one (1) member designated by the Tennessee Federation of College Democrats shall serve as ex officio (voting) members of this Committee to facilitate communication between the bodies and to advance goals of Democrats in the State of Tennessee.

ARTICLE V: OFFICERS

SECTION 1. The officers shall be a Chair, a Vice Chair who shall be of opposite sex from the Chair, six (6) Regional Vice-Chairs who shall be one (1) male and one (1) female from each Grand Division of the State, a Secretary and a Treasurer. The Chair and Treasurer shall not be required to be members of this Committee; however, the Vice-Chair, the Regional Vice-Chairs and the Secretary must be chosen from the membership of this Committee.

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

SECTION 3. The election of officers shall be conducted at the January meeting in oddnumbered years, at which time successors for the current officers will be elected. Elections for each office shall be in accordance with these rules where there is more than one person running for the office.

SECTION 4. Any officer may be removed from office for malfeasance or incapacity by a majority vote of the total Committee membership.

SECTION 5. A vacancy caused by the death or resignation of an officer shall be filled at the next meeting by a majority vote of those members in attendance.

ARTICLE VI: DUTIES OF OFFICERS

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

SECTION 1. It shall be the duty of the officers of this Committee to elect Electoral College members after the Democratic National Convention selects its nominee for the presidency of the United States but prior to the deadline for submission of the list of electors as required by the statutes of the State of Tennessee.

SECTION 2. The Chair shall be the general executive officer and shall be an ex officio member of all sub-committees. If the Executive Committee determines that the Chair should be a full time paid staff member, he or she shall assume all duties of the Executive Director in the event that an Executive Director is not also employed. The Chair, whether or not a full-time paid staff member, shall be empowered to employ and dismiss an Executive Director. In the event that the Chair is not a full-time paid staff member, the Executive Director shall administer the daily

operations of the State Democratic Party including, but not limited to, employing and dismissing office personnel as duly budgeted. In the event that the Chair is full-time paid staff member, he or she shall administer the daily operation of the State Democratic Party Office including, but not limited to, employing and dismissing officer personnel as duly budgeted. In that event, the Chair shall, in his or her sole discretion, assign to the Executive Director, or retain any such administrative responsibilities, as he or she may deem proper.

SECTION 3. The Vice-Chair shall perform all the duties of the Chair in his or her absences or during the time the Chair is disabled; and in the event the Chair resigns, he or she shall serve until a successor is elected.

SECTION 4. The Regional Vice-Chairs shall serve as liaisons with the Democrats in their regions.

SECTION 5. The Secretary shall mail to all members within ten (10) days after every meeting a copy of the minutes.

SECTION 6. The Treasurer, or his/her authorized designee, shall pay all bills properly incurred and sign all checks. The books of the Treasurer shall be audited annually.

ARTICLE VII: MEETINGS

SECTION 1. Regular meetings shall be held twice yearly; the first shall be held in January. The Chair may call a meeting at any time and shall do so whenever requested in writing by ten (10) members. The Chair shall designate and give written notice of a proposed meeting date at least forty-five (45) days prior to meeting date unless on an emergency basis, then the chair may call a meeting upon fourteen (14) days notice. Written notice of all meetings shall be sent to all members at least fourteen (14) days in advance of such meetings, stating time, place and business to be transacted.

SECTION 2. A quorum for the transaction of business shall be forty (40%) percent of the membership.

SECTION 3. Neither proxies, nor voting by the unit rule, nor secret ballot shall be allowed at any meeting of this Committee, nor at any meeting called under the auspices of the Tennessee Democratic Party, nor at a meeting of any committee thereof.

SECTION 4. With respect to elections which require that persons be elected from each of the three Grand Divisions of the State of Tennessee (East, Middle and West) including, but not limited to, Regional Vice-Chairs, and Supreme Court nominees, the order of election shall be determined by lottery prior to the meeting at which the election(s) is to be conducted.

SECTION 5. The requirement of written notice of any meeting of the Committee is fulfilled by postal mail delivery or by electronic mail. Postal mail delivery of notices of meetings shall only be required when a member of the Committee notifies the Chair of that preference.

ARTICLE VIII: COMMITTEES

SECTION 1. The Chair may establish committees, as he or she deems appropriate.

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

- (a) County Party Development Committee shall consist of a minimum of seven (7) members of the State Executive Committee, appointed by the Chair to serve for two years. Strong county parties are the foundation of a strong state party and this Committee should be directed to help and assist in the growth and development of those vital building blocks. There are three main functions of this committee:
 - (1) to serve as an institutional resource to help county parties grow and prosper,
 - (2) to develop a minimum set of requirements that a state sanctioned County Democratic Party must observe to be certified as a County Party and
 - (3) to monitor county compliance with those minimum standards.

- (b) Finance Committee shall be appointed by the Chair, with the approval of the Committee, and shall consist of five (5) members of the Committee, with the Treasurer and the Chair serving as ex officio voting members. The immediate past Chair shall serve as an ex officio non-voting member. This committee shall set the budget and review financial reports on a quarterly basis and approve emergency expenses on a case-by-case basis.
 - (1) Beginning in 2006, the Chair shall appoint the members of the Finance Committee in January of even numbered years for terms of two (2) years.

- (c) Bylaws Committee shall consist of a minimum of five (5) members of the Committee, appointed by the Chair to serve for two years. The primary functions of the Bylaws Committee are:
 - (1) to propose bylaws amendments or substitutions to the Committee in compliance with ARTICLE XIV and
 - (2) to make recommendations for expulsion or retention of members with two (2) or more consecutive unexcused absences to the Committee in compliance with ARTICLE IV, SECTION 3.

- (d) Youth Mentoring Committee shall consist of a minimum of five (5) members of the Committee, appointed by the Chair to serve for two years. The primary functions of the Youth Mentoring Committee are:

- (1) to serve as a liaison between the Committee and the Tennessee Young Democrats, the Tennessee Federation of College Democrats and other Democratic youth organizations,
 - (2) to assist in recruitment and training of new members of Democratic youth organizations and
 - (3) to facilitate active involvement of youth in the Democratic Party.
- (e) Regional Resource Center Oversight Committee shall consist of a minimum of five (5) members of the Committee, appointed by the Chair to serve for two years. The primary functions of the Regional Resource Center Oversight Committee are:
- (1) to serve as a liaison between the Committee and Regional Resource Centers and
 - (2) to provide oversight and assistance to Regional Resource Centers.

ARTICLE IX: MEMBERS OF THE DEMOCRATIC NATIONAL COMMITTEE

The Chair and Vice-Chair of this Committee shall serve as members of the Democratic National Committee. This Committee shall elect the other members of the Democratic National Committee in the calendar year of the Democratic National Convention, in accordance with the rules promulgated by the Democratic National Committee, including the number of members.

ARTICLE X: DELEGATES TO THE DEMOCRATIC NATIONAL CONVENTION

The method of selecting delegates by this committee as well as the number of delegates and the makeup of the delegation as to race and gender and in all other respects shall be conducted in conformity with the rules adopted by the Democratic National Committee.

ARTICLE XI: JUDICIAL OFFICE NOMINATIONS

The Committee shall nominate candidates for judicial office under the following procedures.

SECTION 1: Supreme Court Nominations.

In accordance with the authorization contained in TCA 2-13-203, the Committee is authorized to nominate candidate(s) for the office of justice of the Supreme Court of Tennessee to be the nominee(s) of the Democratic Party in any regular election for a full term of office or any special election to fill one or more unexpired terms. Nomination of candidates by the committee may be made at any duly called meeting upon 14 days prior notice to the members of the committee and upon such prior public notice be ordered by the Supreme Court to be filled in the ensuing election shall be by majority vote of the Committee as defined in these bylaws.

SECTION 2. Trial Judges and Attorney General - Multi-County Districts.

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

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

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

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

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

If a convention is held, each county shall be entitled to the same number of delegates as it had at the most recent Congressional District Convention for the selection of delegates to the National Democratic Convention. The manner of

selection of delegates to the convention shall be conducted in accordance with the rules of the Democratic National Committee and the Tennessee Democratic Party.

ARTICLE XII: RESOLUTIONS

All proposed resolutions must be submitted to the Chair or Secretary in writing at least twenty-one (21) days in advance of the meeting at which they will be considered. The Chair in turn will submit the resolutions to every member of the Committee at least fourteen (14) days prior to the meeting at which the resolution is to be considered. Emergency resolutions may be brought before the body by consent of two-thirds majority of those present.

ARTICLE XIII: PARLIAMENTARY PROCEDURE

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern this committee in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order which may be adopted.

ARTICLE XIV: AMENDMENTS

These Bylaws may be amended or substituted by a two-thirds vote of the total membership at any meeting of this Committee; provided, however, that the exact wording of the proposed changes shall be incorporated in the notice of the meeting sent at least fourteen (14) days prior to such meeting to all members.

Duly adopted by vote of the Tennessee Democratic Executive Committee this 23rd day of January, 2010.

Chip Forrester, Chair

Gale Jones Carson, Secretary