

SHELBY COUNTY DEMOCRATIC PARTY BY-LAWS

provisionally approved by TNDP

*Prepared by the Shelby County Democratic Party Reorganization Ad
Hoc Committee*

ARTICLE I – NAME AND MISSION

Section 1: Name. The name of this organization shall be the Shelby County Democratic Party (SCDP).

Section 2: Mission. The mission of this organization shall be to promote the ideas and principles of the Democratic party and to aid in the election of Democrats for public office.

Section 3: Constituent Party. The Shelby County Democratic Party is a constituent party of the Tennessee Democratic Party. The SCDP Executive Committee is an organization created by the State Democratic Executive Committee, with the State Democratic Executive Committee having full authority in all matters over the SCDP Executive Committee. In any conflict between the county bylaws and the bylaws of the Tennessee Democratic Party, the bylaws of the Tennessee Democratic Party prevail.

ARTICLE II – MEMBERSHIP

Section 1: Eligibility. All residents of Shelby County Tennessee who are registered to vote in this county, and who believe in the ideals and principles of the Democratic party are eligible to become members of the SCDP.

Section 2: Nondiscrimination. Membership in the SCDP shall not be denied or abridged because of race, color, religion, age, gender, sexual orientation, disability or ethnic origin.

Section3: SCDP EC and DGC Eligibility. All members shall be bona fide members of the Democratic Party. A bona fide Democrat is defined as an individual whose record of public service, actions, accomplishment, public writings and/or public statements affirmatively demonstrate that he or she is faithful to the interests, welfare, and success of the Democratic Party of the United States and of the state of Tennessee. The State Party or a county party may make exceptions to this rule for requesting individuals in the spirit of an inclusive and a growing Party.

ARTICLE III – POWERS AND RESPONSIBILITIES

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

Section 2: Party Responsibilities. The SCDP shall have the following responsibilities:

- a) Planning and conducting all county meetings and conventions
- b) Keeping and maintaining records of all SCDP meetings and business
- c) Supporting the duly selected nominees of the Democratic Party

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ARTICLE IV – EXECUTIVE COMMITTEE AND DEMOCRATIC GRASSROOTS COUNCIL

Section 1: Composition.

- a) SCDP leadership will consist of 135 members plus a Chair and a Treasurer
- b) SCDP leadership will consist of 2 parts – the Executive Committee and the Democratic Grassroots Council pursuant to these bylaws
- c) The Shelby County Democratic Executive Committee (EC) shall be composed of a man and a woman elected from each County Commission District plus those who become members pursuant to Article VII (Officers) and Article XV, Section 2 (Ex Officio members).
- d) The Shelby County Democratic Grassroots Council (DGC) consists of the EC as well as additional members from each County Commission District. The method of determining the number of Council members from each District shall be as follows
 - a. Each District is allocated 3 members
 - b. The remaining 65 members will be allocated based on the total Democratic vote in Shelby County in the last gubernatorial Primary. See Appendix B.
 - c. To summarize – each District will have
 - i. 2 EC members
 - ii. 3 assigned DGC members
 - iii. The remaining 65 DGC members as allocated by Primary vote
- e) To the greatest extent possible, the DGC shall be balanced by gender, understanding that it may not always be possible based on Convention attendance.
- f) To the greatest extent possible, in order to ensure geographic diversity, no more than 2 members can come from any single Ward/Precinct, understanding that it may not always be possible based on Convention attendance.
- g) The EC as defined above in Article IV, Section 1, Point b shall be responsible for governance of the SCDP.
- h) Both the EC and the DGC as defined above in Article IV, Section 1, Points c & d will elect the Chairman of the SCDP

Section 2: Manner of Acting. The act of a majority of the EC members present shall be the act of the entire EC, unless a greater number be required by law or these bylaws.

Section 3: Manner of Election. The EC and DGC members shall be elected at a County Convention called for the purpose of electing members at a date determined by the TNDP and under the Convention Rules approved by the TNDP.

Section 4: Resignations. The resignation of any member of the EC or DGC 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 the Secretary.

Section 5: Filling a Vacancy – Executive Committee. A vacancy on the EC from a District shall be filled by a person of the same gender elected by and from the District’s Democratic Grassroots Council. Voting will follow the procedures specified in the Convention Rules. The vote should take place within 30 days of the

seat being declared vacant and be overseen by the remaining EC member. Documentation of the vote shall be given by that member to the Secretary at the next EC meeting.

Section 6: Filling a Vacancy – Democratic Grassroots Council. A vacancy on the DGC shall be filled by a member of the same gender. The EC and DGC members from that District will select the member based on their participation and enthusiasm as a volunteer. Voting will follow the procedures specified in the Convention Rules. The vote should take place within 30 days of the seat being declared vacant and be overseen by the EC co-chairs. Documentation of the vote should be given to the Secretary at the next EC meeting. The rules on geographic diversity covered in Article IV, Section 1 apply, but the replacement member does not have to come from the same Ward/Precinct as the person who resigned.

ARTICLE V – RESPONSIBILITIES

Section 1: Executive Committee member responsibilities

- Governance of the SCDP
- Participation in election of all officers
- Monthly meetings with entire EC
- Quarterly meeting with their peers from their Commission district
- Oversee Financial duties
- Serve as co-chairs directing the Democratic Grassroots Council of their Commission District
- Participation in SCDP Committees as needed

Section 2: Democratic Grassroots Council member responsibilities

- Participation in election of the Chair
- Quarterly meetings of the EC and the GDC
- Quarterly meeting with their constituents from Commission district
- Organizing their Commission District
- Participation in SCDP Committees as needed
- Bringing forth constituent issues to the Grievance Subcommittee

Section 3: Membership

- a) Members shall reside in the districts from which they are elected. A Member who no longer resides within his/her district must notify the Executive Committee within 30 days that a vacancy exists. If the Member fails to notify the Executive Committee, the Executive Committee must declare that a vacancy exists. The vacancy will be filled by the method set forth in these Bylaws.
- b) Residency for membership eligibility shall be presumed to be the address on file with the Shelby County Election Commission unless challenged. Should a challenge to the residency of a Member occur, the Member must provide proof of residence to the Chair in the form of utility bill, property tax statement, rent receipt, lease agreement, proof of mortgage or valid State of Tennessee identification.
- c) No Member shall show disloyalty to the Democratic Party by supporting candidates running against Democrats in General Elections, either in the form of a public announcement of support for a candidate of another party in a pending election, or by working in the campaign of, or giving

direct, personal financial support to any such candidate. If a Member provides public and/or financial support to a candidate opposing a Democrat, that member shall be given the opportunity to resign. However, should that Member decide not to resign, after evidence is presented to the Executive Committee, that Member shall be expelled by the Executive Committee during a regular Party meeting without prejudice to the Member's running to serve on the Executive Committee or Democratic Grassroots Council in the future.

- d) Any officer may be removed from office for malfeasance or incapacity by a majority vote of the total membership of the Executive Committee, including the vote of the Chair, whether or not the chair is an elected member of the Executive Committee.
- e) Officers and members are expected to act in the best interest of the Shelby County Democratic Party. In that regard, they shall not benefit financially from serving as a member of the Shelby County Democratic Party. They shall not appropriate for themselves or others the use of the name "Shelby County Democratic Party" or its logo, publication typefaces, etc., in such a manner as could cause others to incorrectly interpret a communication as having been officially sanctioned by the SCDP. Nor shall they appropriate any other deceptively similar name, logo, typeface, etc., for purposes of financial gain or for support of an election ballot endorsement not authorized by the Shelby County Democratic Party.
- f) Members are expected to donate a reasonable amount of time and other services to the Shelby County Democratic Party in advancing the Party's goals and purposes. Approximately 20 hours of service in each quarter of a year will be deemed adequate service. Officers are expected to volunteer sufficient time to fulfill their stated duties even if they exceed the expectations for members.

Section 4: Democratic Officeholders

- a) While the actions of elected Democratic officials are not governed by these Bylaws, the Shelby County Democratic Party will expect them to act in the best interest of the Democratic Party and to advance the Party's goals and objectives.
- b) To the extent that Democratic elected officials act in a way that is deemed by the Shelby County Democratic Party to be detrimental to the Party in Shelby County or its goals and objectives, members of the Executive Committee and the Democratic Grassroots Council shall submit their grievances to the Grievance Committee for appropriate action by the Executive Committee.
- c) The Shelby County Democratic Party requires that candidates for public office in the Democratic Party in Shelby County be "bona fide" Democrats and shall exercise its right to take action to remove those candidates from the ballot who are not "bona fide" Democrats to the full extent allowed by law and the Rules of the Tennessee Democratic Party.

Section 5: Attendance. An EC member who fails to attend 3 consecutive meetings of the Executive Committee without a satisfactory excuse may be removed from the position and the position shall be declared vacant.

A DGC member who fails to attend 2 consecutive meetings of the Democratic Grassroots Council without a satisfactory excuse, may be removed from the position and the position shall be declared vacant.

Section 6: Neutrality. “County Parties” shall maintain Neutrality to maintain party unity, and not support one Democrat over another Democrat in a Democratic Primary to maintain unity.

Members and Officers, as individuals, are encouraged to support Democratic candidates of their choice in a Democratic Primary. Because the Chair is often viewed as the “voice of the party”, the Chair must not endorse a Primary candidate.

However, in order to participate in a Presidential Primary or be elected as a delegate to the DNC a person must declare their support for a candidate. Therefore, Chairs are allowed to choose a personal presidential candidate.

Section 7: Sanctions/Expulsions.

- a) Automatic Expulsion. A member of the EC or the DGC shall automatically forfeit his/her membership in said Committee (and the position shall be declared vacant) for the following reasons:
 - a. In the event he/she qualifies for political office as an Independent or representing any political party other than the Democratic Party.
 - b. If he/she has unexcused absences (as defined in Article V, Section 5) during a term. An absence is excused if notice is given to the Chair or the Secretary prior to the start of the meeting where possible and the reason is approved by the Chair. In rare instances, the Chair can grant a temporary leave to a member of up to 3 months.
 - c. The Chair has the authority to enforce these provisions without a vote of the EC.
- b) Discretionary Sanctions or Expulsions: A member may be expelled at the discretion of the EC if a pattern of non-attendance is established, even if such absences are excused.

Sanctions may be imposed against a member, or he/she may be expelled at the discretion of the EC, for violating any provision in Article V, Section 3.

- c) Notice and Opportunity to be Heard. The EC may vote to impose sanctions on or expel a member, but only if written notice is given that the issue shall be taken up prior to the meeting at such action is voted. The member in question must be given written notice and an opportunity to be heard. The EC may not impose sanctions or expel a member unless 2/3rds of the membership present and voting concur in such action. The EC can at its discretion set the term of the expulsion for up to 4 years.

ARTICLE VI- MEETINGS

Section 1: General. All meetings of the EC or the DGC shall be publicized 14 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 (except where legal counsel otherwise indicated based upon a legal need for a closed meeting) or where 2/3rds of the membership present and voting votes to discuss a particular item in a closed session.

Section 2: Publicizing. Publicizing may consist of e-mail notices, social media posts, website postings, and text messages, as determined by the EC.

Section 3: Regular Meetings - County. EC Meetings will be held monthly in those months where there is no joint EC/DGC meeting. DGC meetings will be held quarterly in conjunction with the EC.

Section 4: Regular Meetings - District. The DGC members within their District should meet at least once a quarter in addition to the County Meeting.

Section 5: Cancellation. A monthly meeting can be cancelled by the Chair with at least 48 hours' notice. In the event of inclement weather, the need for a 48-hour notice is waived. Under no circumstances should more than two months pass without a meeting.

Section 6: Special Meetings. The Chair may call a special meeting of either the EC or the DGC if 48 hours' prior notice is provided via e-mail to the members. If more than 45 days have passed and no regular meetings have been scheduled, the First Vice Chair may call for a meetings provided 48 hours' prior notice is provided via e-mail to the members. A majority of the Officer Steering Committee may also call for a special meeting at any time meetings provided 48 hours' prior notice is provided via e-mail to the members. Any notification of a meeting must include time and place.

Section 7: Minutes. The Secretary will keep the minutes of all Regular and Special County Meetings. The quarterly District Level Meetings (Article VI, Section 4) do not need to be minuted.

Section 8. Quorum. A quorum consists of 40% of the then current members excluding any vacancies.

Section 9. Convention Meeting. A regular meeting of the EC shall be held without other notice than this bylaw immediately after, and at the same place as, the Convention.

BUSINESS AT MEETINGS

The order of EC Meetings shall generally be as follows:

- a. Call to Order
- b. Invocation (optional)
- c. Pledge of Allegiance
- d. Roll Call
- e. Reading and approval of the minutes of previous meetings. Reading can be waived.
- f. Treasurer's Report
- g. Reports of Committees
- h. Resolutions
- i. Unfinished business
- j. New business
- k. Elections (if needed)
- l. Announcements
- m. Adjournment

The chair has the discretion to open the floor to public comment for a period of time not to exceed 15 minutes unless extended by the EC. The Chair sets the time limit for individuals to speak during this period of open public comment.

This order is not used at the Convention Meeting.

ARTICLE VII - OFFICERS

Section 1: Officers. The officers of the SCDP shall be Chair, First Vice-Chair, Second Vice-Chair, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

Section 2: Election of the Chair. The Chair shall be elected by a simple majority of the EC and the DGC at the Meeting to Elect the Chair. In the event a majority is not achieved, a runoff election will be held between the 2 top vote-getters. In the event of a tie, voting continues until one candidate achieves a majority. The name of the Chair shall be sent to the TNDP within 5 days of their election.

Section 3: Selection of the Treasurer. The Chair shall appoint a Treasurer who meets the requirements laid out in these bylaws. The Treasurer must be approved by a majority vote of the EC at the first monthly meeting held after the Reorg Convention. The name of the remaining officers shall be sent to the TNDP within 5 days of their election.

Section 4: Election of Remaining Officers. The remaining officers shall be elected by a simple majority of the EC at the first monthly meeting held after the Reorg Convention. In the event a majority is not achieved, a runoff election shall be held between the 2 top vote-getters. The name of the remaining officers shall be sent to the TNDP within 5 days of their election.

Section 5: Vacancies. If the Chair resigns, the First Vice-Chair takes their place until a new Chair is elected. If the Treasurer resigns, the Assistant Treasurer will take their place until a new Treasurer is elected by the EC. Elections for a new Chair or a new Treasurer must occur within 60 days of the vacancy unless the biennial convention will be held within the next 90 days; in that case the First Vice Chair and/or the Assistant Treasurer may fill out the remainder of the term. Vacancies of any other positions shall be filled by the EC for the unexpired portion of the term.

The acting Chair (First Vice-Chair) oversees the Chair election. If the First Vice-Chair is running for election as Chair, the Secretary takes over to oversee the election. The election will be run under the rules set forth in Article VII, Section 2.

If the Treasurer resigns, the Assistant Treasurer takes over the duties until a new Treasurer is selected and approved.

Elections for all other officers will be overseen by the Chair. The election will be run under the rules set forth in Article VII, Section 3.

Section 6: Chair. The Chair shall preside over any convention which may be called, and over meetings of the EC and the DGC. The Chair is the official spokesman for the SCDP. The Chair shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the EC members from time to time. The Chair does not vote unless needed to break a tie. The Chair (or their delegate) serves on the State Chairs Association. The Chair (or their delegate) serves as the 9th District Congressional Chair on the County Chairs Association.

Section 7: First Vice-Chair. In the absence of the Chair or in the event of his/her death or 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. He/She must perform all duties incident to the office of the Vice-Chair and such other duties as may be assigned to him/her by the Chair or the EC. The First Vice Chair is responsible for W/P organization and election activities.

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Section 8: Second Vice-Chair. In the absence of a First Vice-Chair, the Second Vice-Chair shall perform the duties of the First Vice-Chair, and, in so acting, shall have all the powers of, and be subject to all restrictions. He/She must perform all duties incident to the office of the Vice-Chair and such other duties as may be assigned to him/her by the Chair or the EC. The Second Vice Chair is responsible for Kennedy Day, Holiday Party and other scheduled events.

Section 9: Secretary. The Secretary shall:

- a) Keep the minutes of the EC and DGC
- b) Keep the minutes of any convention which may be held
- c) See that all notices are duly given in accordance with the provision of law and the bylaws
- d) Be custodian of the records of the SCDP
- e) Keep membership records and have general charge of membership books of the EC and DGC
- f) In general, perform all duties incident to the office of the Secretary and such other duties as may be assigned to him/her by the Chair or the EC, or which may be required by law.

Section 10: Assistant Secretary. In the absence of the Secretary or in the event of his/her death or inability or refusal to act, the Assistant Secretary shall perform the duties of the Secretary, and, in so acting, shall have all the powers of, and be subject to all restrictions on, the Secretary. He/She must perform all duties incident to the office of the Assistant Secretary and such other duties as may be assigned to him/her by the Chair or the EC

Section 11: Treasurer. The Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the SCDP from any source whatsoever, and deposit all such monies in the name of the SCDP in such financial institution as shall be selected in accordance with the provisions of these bylaws
- b) Be a qualified individual and familiar with financial best practices
- c) Keep and maintain, open to inspection by any member of the EC at all reasonable times, adequate or correct accounts of the funds and transaction of the EC, which shall include all matters required by the law
- d) Disburse the funds of the EC as he/she may be ordered by the EC
- e) Render to the Chair and Secretary, or to the EC, whenever it may require or request it, an account of all his/her transactions as a Treasurer, and a monthly financial statement in a format satisfactory to both, that shows the condition of the EC
- f) Register with the State Boards as required
- g) The Treasurer oversees the SCDP fundraising activities
- h) In general, perform all duties incident to the office of Treasurer and such other duties as may be assigned to him/her by the Chair or the EC, or which may be required by law
- i) The Treasurer has a vote on the EC
- j) Review and follow Financial Controls as listed in Appendix A

Section 12: Assistant Treasurer. In the absence of the Treasurer or in the event of his/her death or inability or refusal to act, the Assistant Treasurer shall perform the duties of the Treasurer, and, in so acting, shall have all the powers of, and be subject to all restrictions on, the Treasurer. He/She must perform all duties incident to the office of the Assistant Treasurer and such other duties as may be assigned to him/her by the Chair or the EC.

Section 13: Sergeant at Arms. The Chair shall appoint a Sergeant at Arms. The Sergeant at Arms will maintain order at all SCDP sanctioned meetings. The Sergeant at Arms is not a voting member of the EC unless they were selected from within the EC.

Section 14: Chair and Treasurer. It is not required that persons nominated for Chair or Treasurer be members of the EC or DGC. If the Chair or the Treasurer was a member of the EC or DGC, that seat is declared vacant and filled under the procedures laid out in Article IV, Section 5/6.

Section 15: Terms of Office. Officers are elected until the next Reorg Convention. After one year, a 2/3rd's vote of the then current members of the EC and DGC excluding any vacancies can call for the election of a Chair or any other Officer.

ARTICLE VIII – 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 EC. The Steering Committee can make decisions for the EC, but must notify the EC if a decision has been made. Meetings of the Steering Committee are open to interested EC 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 SCDP as well as 2 members elected from the body of the EC. The 2 elected members serve on a 6-month basis. After 6 months, these elected members may be reelected for additional terms.

Section 3: Elections to Steering Committee. The Non-Officer members will be elected at the first meeting of the SCDP following the biennial convention. There will be 2 elections – the first for Position 1; the second for Position 2. These members shall be elected by a simple majority of the EC. In the event a majority is not achieved, a runoff election shall be held between the 2 top vote-getters.

Section 4: 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 IX – SUB COMMITTEES

Section 1: Standing Committees. The Executive Committee shall establish Subcommittees to facilitate the business of the party. Subcommittee membership and leadership may include any Democrat from the SCDP and is not limited to members of the EC or DGC. The Chair shall appoint Chairs for the following Subcommittees (with the exception of Finance):

- Finance (Standing)
- Community Outreach Committee (Standing)
- Marketing & Communications Committee (Standing)
- Grievances (Standing)
- Fundraising (Strategic)
- Candidate Support Committee (Strategic)
- Voter Support Committee (Strategic)
- Election Day Committee (Strategic)

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- Legislative Research Committee (Strategic)
- Youth Engagement Committee (Strategic)

Standing Subcommittees are required; Strategic Subcommittees are recommended

See Appendix C for a description of possible responsibilities for each of these Subcommittees.

Section 2: Special Purpose Subcommittees. From time to time, the Chair may establish additional Subcommittees to deal with a particular need. For example, a Kennedy Day Committee or a Bylaw Committee.

Section 3: Terms of Office. Each member of any Subcommittee shall serve at the pleasure of the person or the entity creating the Subcommittee, but no longer than until the next Reorg Convention or until the Committee is terminated.

Section 4: Removal of any Member of the Subcommittee. Any member of any Subcommittee may be removed by the person or persons authorized to appoint such members whenever, in their judgement, the best interest of the SCDP shall be served by that removal.

ARTICLE X – RESOLUTIONS

Section 1: Resolutions. All proposed resolutions must be submitted to the Chair and distributed to the EC at least 1 week prior to a meeting. Emergency resolutions may be brought before the body by consent of a 2/3rds majority of those present at a meeting.

ARTICLE XI – CONTRACTS AND EXPENDITURES

Section 1: Contracts and Expenditures. All EC 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 EC 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. In extenuating circumstances, expenditures totaling less than \$100 may be authorized by the Chair of the EC but must be reported to EC at next meeting.

Section 2: Budgets. Expenditures for special events such as fundraisers or social events must be preauthorized by EC. A planning budget must be presented to the EC by the Second Vice Chair. The EC may authorize a not to exceed budget which can be refined as more information is available. Within 60 days after an event, a financial statement detailing the revenue and costs associated with such an event must be presented to the EC by the Treasurer and the Second Vice Chair.

ARTICLE XII – PARLIAMENTARY PROCEDURES

Section 1: Governance. The current edition of Roberts Rules of Order shall govern meeting of the EC/DGC 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. All members of the EC/DGC are expected to be familiar with Parliamentary procedures.

Section 2: Parliamentarian. The Chair shall appoint a Parliamentarian for purposes of advising the Chair on Parliamentary Procedure. If the person selected is from the EC, that member forfeits his voting rights while Parliamentarian.

Section 3: Interpretation. The EC has by majority rule the authority to interpret these by-laws.

ARTICLE XIII – AMENDMENTS

Section 1 – Year 1. These bylaws are not voted on at the 2017 Reorganization Convention. These bylaws should not be amended until after the first year of the reconstituted SCDP.

Section 2 – Changes. These bylaws may be amended or substituted by a 2/3rds vote of the entire EC (including vacancies) at any meeting of the EC called for the purpose of amending these bylaws.

ARTICLE XIV – BIENNIAL COUNTY REORGANIZATION

The 2017 SCDP Reorganization will follow as much as possible the provisions of Article XIV, but certain sections may be suspended. The 2017 SCDP Reorganization will be under the supervision of the duly appointed Ad Hoc Committee. This paragraph should be removed in future bylaw revisions.

Section 1 – Biennial County Reorganization.

- a) A Biennial Reorganization Convention of the membership of the SCDP shall be held at the time and date specified by the Tennessee Democratic Party. The purpose of the Reorganization Convention is to elect members and officers and to adopt the County 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 bylaws.
- c) All members of the SCDP who are registered voters in the County and who attest they are bona fide Democrats by execution of affidavits or affirmations to that effect are eligible to be Voting Delegates at the Reorganization Convention and to be candidates for the EC/DGC.
- d) The number of properly authorized Voting Delegates in attendance at the Convention shall constitute a forum.

Section 2 – Prepare for the Reorganization Convention.

- a) Prior to the calling of the Biennial Convention, the Chair, in cooperation with the EC shall appoint the following Committees:
 - Convention Committee: Secure a location, recruit volunteers, and oversee the Convention. The First Vice Chair is the Head of the Convention Committee.
 - Sergeant at Arms Committee

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- Credentials and Rules Committee: Committee to present rules for approval to be used in conducting the Reorganization Convention and to settle grievances. The rules are based on guidance provided by the TNDP
- Bylaws Committee: Committee to review the Bylaws and recommend changes and adoption at the convention. This Committee will be needed in future conventions after 2017.

ARTICLE XV - MISCELLANEOUS

Section 1: PAC Status. The SCDP must refrain from becoming a Registered PAC for at least 1 year. A 2/3rds vote of the entire EC (including vacancies) must approve starting any PAC.

Section 2: Ex Officio Members

SCDP confers voting rights and other EC Membership privileges to the following groups and persons, each to be elected from among the members of the respective groups by the members of the respective group

- A single member from the DWSC organization as recognized by the State
- A single member from the SCYD
- A single member from the Shelby County College Democrats Chapters
- A single member (or their delegate) from the Shelby County Democratic Legislative Caucus
- A single member from the Democratic Party Office Holders of Shelby County

Nothing in here means that additional member from these organizations can't be regular elected members. SCDP encourages members of these affiliate groups to be involved

These members are not elected during the convention. They will be presented to the Convention prior to the Chair election in order to participate in the Chair election.

To the greatest extent possible, Ex Officio members must be members for at least a year before being changed.

Section 3: No Proxies Allowed. No proxy shall be allowed at any meeting of the EC.

Section 4: Unit Rule. No voting by the unit rule shall be allowed at any meeting of the EC.

Section 5: Open Voting. All votes shall be public and shall not be by secret ballot.

Section 6: Voting by Phone. All EC votes must be in person. The Steering Committee is allowed to conduct business and vote by conference call.

Section 7: No Weapons. No weapons are allowed at any EC or DGC event unless carried by a law enforcement official.

Section 8: Spokesperson. The Chair speaks for the SCDP to the media and the Public; no other Committee Member can speak for the party unless designated as a surrogate by the Chair. An example of this would be a Committee Member speaking at a function when the Chair cannot attend. However, the surrogate may not set policy for the SCDP.

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APPENDIX A

- **Record Retention**: All financial records shall be retained for a period of 4 years.
- **Improved Controls over Collections**: Suggest that the party obtain an endorsement stamp “SHELBY COUNTY DEMOCRATIC PARTY FOR DEPOSIT ONLY”, and that this stamp be held by the Treasurer. When checks are collected either at meetings or at fundraising events, they should be stamped before the end of the event, and should be deposited in the bank within 7 days, according to state law. The Treasurer (or Assistant Treasurer) must be present at every fundraising event. In addition to the Treasurer, another officer of the party (other than the party chair) should be present and should verify and tally all receipts. The total amount collected should be reported to the organization secretary via email, and this information should be disseminated to the entire executive committee, and the cash should be deposited in the bank without offset, so that there is a record of the deposit that agrees exactly with the amount reported as being collected. Although collections of cash are to be discouraged, there may be rare circumstances where cash may be acceptable. These circumstances should be approved in advance by the Treasurer, and the procedure for collecting cash should be the same as above – i.e., two separate individuals verifying and tallying the collections, and one of them reporting to the secretary, who disseminates the information to the executive committee. Again, the cash should be promptly deposited in the bank, without offset, and the amount deposited should agree exactly to the amount reported as collected. (Note: State law prohibits cash contributions in excess of \$50 per person in any election cycle; under no circumstances should cash be collected without proper tracking to ensure compliance with this law. If the party is unable or unprepared to track these contributions, then it is best to avoid accepting cash altogether.)
- **Cash Transactions Strongly Discouraged**: As a rule, the committee should not conduct business in cash. On those rare occasions when cash payment is required, a certified check should be obtained from the bank. In the case where tips are required, or poll workers are paid in cash, a receipt book should be maintained and utilized. In no case should cash collected on the night of an event ever be used to pay tips or to pay off other service providers. If payment is required on the night of an event, the Treasurer should be available with the checkbook in hand and a foreknowledge of at least the approximate amounts due, to whom, and for what service. If a cashbox is to be brought to an event, the Treasurer should have the other party accepting collections sign a receipt for any cash withdrawn. The remaining cashbox amount after the event should be deposited into the bank and any deficit should be substantiated with corresponding receipts from payees. There should be two receipt books maintained for cash transactions – one book for disbursements and one for receipts.
- **ATM Transactions to be Pre-Authorized and Debit Card to be Controlled**: While recognizing that a Debit card provides flexibility, there should be controls around who holds the Debit card and who is authorized to use the Debit card, and it should only be used when authorized by the Treasurer. The authorized person should either be the Chair or another designated officer of the

committee, and the card should be returned to the Treasurer within a reasonable time (no longer than 48 hours) after it has been used. (Note: The State Registry of Election Finance strongly urges State Parties to abandon the use of Debit cards entirely). Under no circumstances should cash ever be taken from an ATM machine.

- **Audit Committee**: There should be a financial audit committee consisting of 3 individuals. It is recommended that at least 1 member of the oversight committee be a professional familiar with business protocols, to be appointed by the Steering Committee, not necessarily a member of the Executive Committee. This oversight committee should receive all bank statements and review them. The oversight committee should also be given access to all of the Treasurer's documentation upon request. The Treasurer should respond promptly to all inquiries by the oversight committee. The oversight committee is responsible for conducting periodic (at least once per year) audits and reporting the results to the Steering Committee.
- **Authority of Treasurer**: In terms of the documentation of financial transactions, the Chair and all other officers and members of the Executive Committee should be answerable to the Treasurer. If the Treasurer requests compliance with specific instructions, that request should not be overridden by any other member of the committee.
- **Obligation of Treasurer to Report Unauthorized Activity**: In the case of any unauthorized activity on the part of any member of the executive committee, or failure to cooperate with the Treasurer's reasonable requests for compliance with standard business protocols, the Treasurer is obligated to report this information to the committee along with the Treasurer's report. Unauthorized activity is defined as engaging in financial transactions, or incurring liabilities on behalf of the party that have not been approved and authorized by the executive committee or steering committee. It is further defined to include repeated failure to provide substantiation of financial transactions.
- **Consequences of Failure to Comply With Reasonable Requests**: Repeated and willful failure to comply with reasonable requests for documentation of financial transactions should be grounds for removal from the Executive Committee, whether the request be made by the Treasurer or by the audit committee.
- **Requirement for Regular Treasurer's Reports**: There should be a Treasurer's report given once per month, whether there is a meeting or not. If there is no meeting, or if circumstances prevent the Treasurer's report from being given at a meeting, the report should be emailed to the secretary and should be disseminated by the secretary via email. If no Treasurer is in place, the Assistant Treasurer should provide a report

APPENDIX B

- Allocation of the 65 members. $(\text{Votes in District}) * 65 / \text{Total Votes} = \text{the Number of Additional Seats earned (rounded to the nearest whole number with the exception noted below)}$
- Examples –
 - Assume there were 78757 Democratic votes in the gubernatorial primary (total votes, not just the votes cast for Governor)
 - A District cast 3933 votes in the 2014 primary. That would mean this District is apportioned 3.245 based on the Primary vote. The District would receive an additional 3 members for a total of 8 members
 - A District cast 3186 votes in the 2014 primary. That would mean this District is apportioned 2.629 based on the Primary vote. The District would receive an additional 3 members for a total of 8 members
 - A District cast 12288 votes in the 2014 primary. That would mean this District is apportioned 10.139 based on the Primary vote. The District would receive an additional 10 members for a total of 15 members
- However, in order to keep the allocated number to 65, it is possible that one District may be shorted a member. For example – a District is apportioned 2.67079 additional members based on the Primary vote and another District is apportioned 4.58993 additional members based on the Primary vote. Because the first District's percentage is higher than the second District's percentage, the first District would receive the additional member and the second District would not. Conversely, a District could receive an additional member if the seats allocated did not total to 65.

APPENDIX C

- Finance – Responsible for reviewing the budget as it relates to financial goals and concerns within the organization. Monitors important filing deadlines for organization forms and fees at the state and/or national level. Maintains updated financial information on the SCDP website. Submits a financial report at each EC meeting. Chaired by the SCDP Treasurer.
- Community Outreach Committee – Responsible for developing Get Out The Vote (GOTV) strategies for candidates and agendas supported by the SCDP. Also responsible for communicating those strategies to SCDP members and organizational partners. Must work in conjunction with the Marketing & Communications committee to implement strategies effectively. Submits a 90-Day Agenda at each SCDP meeting
- Marketing & Communications Committee – Responsible for ensuring the SCDP maintains effective communication between the EC, Council, sub-committees, and Shelby County constituents. Responsible for developing the strategy and identifying volunteers to communicate SCDP messages via website, email, traditional mail, phone scripts, recorded messages, text messages, social media, advertorial/editorial, graphic messages, advertisements, and other communications mediums when appropriate. Responsible for identifying third party marketing, print and design vendors who are qualified and Democratic or nonpartisan. Must submit marketing and communications strategies, timelines, volunteers, and budgets to the EC in accordance with the EC's desired timeline. Must work in conjunction with the Finance, Fundraising, Candidate, and Voter support committees to develop strategies and budget.
- Grievances – Serves as an impartial board of members to review questions, complaints, and concerns brought forth by members of the Council or EC on a weekly basis. (Concerns may originate from members of the EC or Council; Council members may submit complaints on behalf of constituents in their districts, but the Councilmember is considered the concerned party and is solely responsible for communicating to their constituent as appropriate.) Makes a recommendation on course of action for any issues requiring resolution and submits both the issue and recommendation to the board in writing for inclusion on the following month's EC agenda. All questions, complaints, and concerns should be documented according to the EC's requirements. Final action should be communicated to the concerned party via electronic communication or letter by the Chair of the Grievances committee within 90 days of the concern and with the SCDP Chairperson CC'd on any communications.
- Fundraising – Responsible for developing fundraising opportunities on behalf of the SCDP in support of candidate, voter, or organizational business. Opportunities may include sponsorships, online crowdfunding, social activities, formal events, educational trainings, etc. Must work in conjunction with the Finance committee to ensure an understanding of organizational goals, needs, and limitations prior to developing any fundraising plans. Must communicate with Marketing & Communications team for any SCDP-branded needs. Must communicate plans with proper notice to the EC for final approval before going forth with any strategies.
- Candidate Support Committee – Responsible for recruiting and supporting qualified candidates in upcoming elections that involve Shelby County. Develops a candidate recruitment system for each election that considers each potential candidate's Democratic values, ability to serve effectively, electability, and long-term strategic value to the SCDP. Creates or identifies a political

leadership development curriculum that encompasses the key needs of candidates in upcoming races. Communicates the recruitment strategy(ies) and training plan to the EC in accordance with EC's desired timeline.

- Voter Support Committee – Responsible for developing strategies and identifying opportunities to help new Democratic voters get registered to vote, including education to enable online voter registration. Responsible for identifying opportunities to educate voters (may include town hall meetings, debates, meet & greets, online candidate profiles, etc.) about candidates and election dates. Must communicate strategies to the EC in accordance with the EC's desired timeline.
- Election Day Committee – Must be activated at least 120 days prior to any primary or general election and 30 days before any special election. Responsible for serving as a day-of advocate for Democratic voters – assisting with transportation, voter disenfranchisement concerns and procedural matters before, during, and after the polls close. Must recruit or serve as Election Day volunteers, as needed. Must communicate Election Day plans and assigned volunteers to the EC at least two weeks prior to the relevant election.
- By-Laws - Responsible for identifying opportunities to clarify, strengthen, or update the SCDP bylaws and Convention Rules as appropriate. Recommendations must be submitted to the EC for a majority vote before implementation. Current bylaws may not be altered until after July 31, 2018.
- Legislative Research Committee - Responsible for monitoring online legislative trackers for elected representatives' actions taken for or against Democratic or Republican measures at the state and national level. Responsible for reviewing publicly-accessible information about Democratic leaders at the city and county level. Must also review non-legislative action (endorsements, fundraising, etc.) related to elected Democratic leaders, potential Democratic leaders, and members of the EC or Council. Shall flag relevant information and submit for consideration at the following month's EC meeting or submit to the grievances committee if a special meeting may be required to discuss a particular action or inaction that doesn't align with the SCDP expectations of area Democrats. All flagged findings must be documented and maintained in an internal and confidential database owned by the Shelby County Democratic Party
- Youth Engagement Committee - Serves as a liaison between the SCDP and Shelby County-area Democratic or progressive clubs and organizations that demonstrate an ability to engage voters under 35. Also provides volunteers for speaking, educational, and mentorship engagements at local schools (grade and post-secondary institutions) upon request. Develops creative solutions for advancing the Democratic platform and grooming the next generation of young voters and leaders for the SCDP. Collaborates with the TNDP Youth Engagement Caucus to oversee statewide youth-focused GOTV campaigns that involve constituents in Shelby County.