

BY L A W S

TENNESSEE FEDERATION OF DEMOCRATIC WOMEN

Revised 1972

Amended 1974, 1975, 1977, 1978, 1979, 1981, 1987, 1993, 1997, 2002, 2016, 2017

Revised 2018, Amended 2021,

Article I. NAME

The name of this organization shall be the Tennessee Federation of Democratic Women.

Article II. PURPOSE

Section 2.01 The Purpose of this organization shall be to unite all Democratic Women into one group working for the success of the Democratic Party.

Section 2.02 The mission of this organization shall be:

- (a) To assist in the organization of a Democratic Women's Club in every county in Tennessee.
- (b) To discover and recruit capable and well-informed leaders among women in every voting district.
- (c) To encourage, within the limits of these Bylaws, qualified women to seek and fill key positions in government, including both public and party offices.
- (d) To seek to inform Democratic women of available positions at all levels of government.
- (e) To educate women regarding issues on the local, state and national levels, as well as proposed legislation that impact women and families. **(Amended 4-17-21)**

Article III. POLICY

Section 3.01 This Federation pledges itself to the active support of all Democratic nominees for public office. For the purpose of these Bylaws, public office is defined as a paid elective office in local, state, or federal government.

Section 3.02 In other campaign activities the Federation shall be governed by the following regulations:

- (a) The Federation or its Clubs acting as an organization shall not endorse or support the candidacy of any person for public or party office prior to nomination in the Democratic Primary, except when the Democratic nominee has no opposition.
- (b) The Officers of the Federation and the Presidents of local Clubs, individually or collectively, shall not endorse or support the candidacy of any person for public office prior to nomination in a Democratic Primary except when the Democratic nominee has no opposition. An exception shall be granted only to those running for delegate to the Democratic National Convention, and this provided that no attention is called to Federation or Club position.

(c) Other members of the Board of Directors and Officers and Board members of local Clubs may be active on behalf of Democratic Primary candidates providing that no public attention is called to their connection with the Federation or their Clubs.

Section 3.03 If, after an officer or director has been given an opportunity to be heard, the Executive Committee of the Federation, on the basis of the evidence, finds that such officer or Director has failed to comply with the above regulations, her tenure in office shall be automatically terminated. The Executive Committee may take any other action necessary to clarify the position of the Federation. If a Club President or an Officer or Board member of a local Club has failed to comply with the above regulations, the Board of Directors of the Tennessee Federation of Democratic Women by 2/3 vote may censure such Club or person and take whatever action it deems necessary.

Section 3.04 Activity of an individual member as a candidate, or on behalf of a candidate, for office within the Democratic Party is exempt from the above regulations.

Section 3.05 Member Clubs or individuals shall not act in the name of the Tennessee Federation of Democratic Women without written authorization from the President.

Section 3.06 Publicity related to policy matters or official actions of the Federation shall be released only by the Public Relations Chair and the President or with the approval and the concurrence of the members of the Public Relations Committee.

Article IV. MEMBERSHIP

Section 4.01 Criteria for becoming a chartered Club member under the Federation:

- (a) The Club has ten (10) or more paid members.
- (b) The Club's purposes and activities are in harmony with the principles of the Democratic Party.
- (c) The Club pays dues to the Federation annually.
- (d) Local Clubs shall have a minimum of four (4) meetings per year, to include the use of telephonic, zoom or other virtual means.
- (e) Local Clubs shall have an election of officers at a time specified in the Club's Bylaws.
- (f) Each Club shall have in its Bylaws a provision corresponding with the policy regulations of Article III,

Section 4.02 Individuals may hold at-large Federation membership provided there is no Democratic Women's Club in their community and given that they pay annual Federation dues equal to the dues paid by Clubs for each member.

Section 4.03 Local Clubs shall pay to TFDW annual dues, equal to per capita assessment for each member of that local Club. The Federation membership dues are determined by a majority vote at the annual convention.

Section 4.04 The minimum number of members on which a Club is assessed an annual fee shall be ten (10). Each member Club shall submit the membership roster reflecting its membership rolls as they existed on December 31 of the previous year. Such membership fee is to be paid to the TFDW Treasurer by the last day of February.

a. Delegates: The dues paid by a local Club for its annual membership in the Federation is used to determine the number of Convention delegates allotted to that club. To determine delegate strength to a Convention, dues will be based on the number of members in each local Club as of December 31 of the year immediately preceding the Convention.

- b. Clubs whose dues are received after the last day of February will not be eligible to send voting delegates to the state convention.
- c. Member Clubs and at-large members that fail to pay annual dues by April 1st forfeit membership. Reinstatement of member clubs/at-large members may occur between June 1 and December 31 and shall require payment of all arrears plus \$50 for member clubs and \$10 for at-large members.
- d. The maximum number of delegates from each Club shall not exceed thirty (30), excluding the club President, who will be entitled to attend as a voting delegate based on her position. **(Amended 4-17-21)**

Article V. OFFICERS

Section 5.01 Officers of the Federation shall be President, three (3) Vice-Presidents, Recording Secretary, Corresponding Secretary, and Treasurer. One Vice-President shall be selected from each of the three (3) Grand Divisions of the State. Officers are to be elected at the annual convention for a term of one (1) year.

If the President is unable to serve, the Vice-President from the same Grand Division as the President shall assume the duties of the President until the President is again able to resume her duties or until the Board of Directors, in accordance with Article VII, Section 2 or 3, fills the office.

For the purpose of these Bylaws, the Grand Divisions shall be defined as follows:

East: The counties of Scott, Morgan, Roane, Bledsoe, Rhea, Sequatchie, Marion and all counties east of the Tennessee River.

West: All counties west of the Tennessee River

Middle: All remaining counties.

Section 5.02 No Officer may serve in the same position for more than two (2) consecutive terms.

Section 5.03 The qualifications for any office shall include leadership ability, experience working in a Democratic organization, and sufficient freedom from other responsibilities to devote necessary time and travel required by the office.

Section 5.04 The President must have served at least one term in another elected office in this organization and must have attended at least one state convention.

Section 5.05 The Presidency shall be rotated among the three (3) Grand Divisions of the State. The Corresponding Secretary shall be from the same division of the State as the President. Other officers shall be chosen from different divisions of the State from those specified above in so far as is practicable to distribute and share responsibility across the Grand Divisions.

Section 5.06 The duties of the various officers, unless otherwise specified, are those usually pertaining to the office.

Section 5.07 The duty of the outgoing officers is to brief the incoming officers on all responsibilities relative to their office and to assist with the transition.

Section 5.08 The duties pertaining to the various offices are:

(a) President: The President shall preside at all meetings of the Federation and at all meetings of the Board of Directors and shall be an ex-officio member of all committees except the Elections Committee. She shall appoint the chair of all standing and special committees. She shall serve as the spokesperson for the Federation. In the event that the President or regional Vice President is unable to serve as the spokesperson, she reserves the authority to select a designee to represent the Federation to the public. The President shall, along with the Treasurer, sign all checks written by the TFDW. She shall also keep the Corresponding Secretary apprised of all changes in committee membership. At the conclusion of each annual convention, the outgoing president must meet with all outgoing and incoming officers to review officer responsibilities. This procedure will offer support and ensure a successful transition of the TFDW activities.

(b) Vice-President: If, for any reason the President is unable to perform her duties, the Vice- President of the same division shall assume the responsibilities of, and have the same authority as, the President.

In addition to the customary duties of their office, the Vice-Presidents of the Federation shall undertake the following activities: They shall encourage and assist the activities of the individual Clubs and Federation committees in their respective divisions of the state. They shall serve as the nucleus of the Organization Committee with each Vice-President appointing three (3) additional committee members from their divisions. The Vice-President shall keep the Corresponding Secretary apprised of all Club President changes with current contact information.

If for any reason the Vice-President of a Grand Division fails to visit a minimum of two of her Clubs during her one-year term without a valid reason, upon formal written or electronic notification, she shall be asked by the Tennessee Federation of Democratic Women Executive Committee to relinquish her position. Her major purpose is to promote membership and motivate activities to enhance the Tennessee Federation of Democratic Women.

As soon as practicable and no later than thirty days after the close of the convention, all outgoing Vice-Presidents should pass the documents relative to the Clubs in their Grand Division to the incoming Vice-Presidents, including contact information for their Club Presidents and officers, potential new Clubs, and any specific concerns regarding the various Clubs.

(c) Recording Secretary: The Recording Secretary shall keep the general records, reports, and documents belonging to the TFDW, including minutes of all conventions and board meetings, committee appointments, officers' list, and shall keep the roll of each meeting.

As soon as practicable and no later than thirty days after the close of the convention, the Recording Secretary shall complete and submit a draft of the Minutes from the convention along with other records in her possession to her successor and shall also provide copies of the draft convention Minutes to all Federation officers and committee chairpersons.

(d) Corresponding Secretary: The Corresponding Secretary shall keep a roll of the board of directors and shall call the roll by Grand Division at all official state meetings. She shall handle all the official correspondence of the Federation including the Call to Convention. She shall keep and maintain an up-to-date list of all individual members showing their addresses, phone numbers, and email addresses.

As soon as practicable and no later than thirty days after the close of the convention, the outgoing Corresponding Secretary will transfer all files and data in her possession to her successor.

(e) Treasurer: The Treasurer shall receive and pay all proper bills of the Federation at the direction of the President and/or Board of Directors. The Treasurer shall be bonded before assuming her responsibilities. She shall make a report of same at each official meeting of the Federation. The Treasurer shall create a budget for presentation to the Board of Directors at the Fall meeting for the Board's approval. The Treasurer is also responsible for submitting financial disclosures for the Federation in accordance with Tennessee law and the rules and regulations of the Tennessee Registry of Election Finance.

She shall be prepared to transfer a copy of the financial records of the Federation to her successor as soon as is practicable and no later than thirty days after the new election. These records shall be subject to an independent audit by a firm or party not affiliated with the Executive Committee designated by the Board of Directors. As soon as the audit is complete and no later than July 1, the Treasurer must transfer all records, materials, and responsibilities to the successor.

The outgoing President and Treasurer shall brief the incoming President and Treasurer on all financial matters at the convention so that the incoming Treasurer leaves with a full account of what her new role entails and with access to all the financial records needed to start working on creating a budget to present at Fall Board.

Section 5.09 Tenure of Office: Tenure of office for Officers of this Federation shall be one (1) year from date of installation of officers. Officers shall be eligible to succeed themselves in office one time only.

Section 5.10 State elected officials and candidates for state public office are not eligible to serve as officers.

Section 5.11 The President of this Federation shall be reimbursed for all reasonable expenses as outlined and established by the Executive Committee for travel in the interest of the Federation and within the limits of the budget established for the President.

Section 5.12 The Vice-Presidents of this Federation shall be reimbursed their expenses, as outlined and established by the Executive Committee, for travel required to organize Clubs and assist the Clubs in their own Grand Division.

Section 5.13 The Secretaries and Treasurer shall be reimbursed for their expenses as outlined and established by the Executive Committee, as is required by their position.

Article VI. MEETINGS AND QUORUM

Section 6.01 If determined by the Executive Committee to be warranted by circumstances, communication, meetings and votes may be held by virtual means-audio-visual or telephonically.

Section 6.02 The one (1) annual meeting of the Federation shall be known as the Convention and shall discharge the ordinary business of an annual meeting.

Section 6.03 Delegates to the Convention shall be the President of each member Club or her designee and one (1) additional delegate for each ten (10) members from a single Club. Delegates are to be selected by each member Club and shall be so certified to the Federation. No member shall be counted for the purpose of delegate strength to the Convention by more than one (1) Club. If an individual holds membership in more than one Club she must designate in writing which single Club shall include her name toward counting delegates to the State Convention. A Federation officer not serving as a voting delegate representing their local Club shall have a vote at the Convention.

Section 6.04 There shall be a pre-convention caucus of non-Club affiliated Federation members to select delegates to represent them at the ratio of one (1) delegate for each ten (10) individuals provided that this number is not greater than one-third the number of delegates representing Federation member Clubs.

Section 6.05 The Federation shall have an Annual Convention at a time and place as named by the Executive Committee, said convention rotating annually from west to east across the Grand Divisions. When possible, the convention site shall be announced two years in advance.

Section 6.06 Meetings of the Board of Directors shall be held at least four (4) times each year (either virtually or in-person), i.e., February, July and October. Additional meetings may be called by the President at any time deemed necessary.

Section 6.07 Seven (7) members shall constitute a quorum for the meetings of the Board of Directors.

Section 6.08 The fiscal year of this organization shall be from July 1 through June 30 of the following year. **(Amended 4-17-21)**

Article VII. BOARD OF DIRECTORS

Section 7.01 The Board of Directors shall consist of the officers of the Federation, Chairs of the duly appointed committees, a Parliamentarian appointed by the President, and the Club President or duly designated-in-writing representative of each affiliated Club. Ex-officio members shall be the immediate past President and any members of the Federation who are also members of the Democratic National Committee.

Section 7.02 Vacancies on the Board of Directors shall exist when:

- (a) The Board has so declared by vote at any one of its regular meetings, or
- (b) Any members of the Board shall have died, resigned, or become otherwise unable to attend meetings of the Board.

Section 7.03 Vacancies on the Board occurring between Conventions shall be filled:

- (a) By a majority vote of the Executive Committee after notifying the Board of Directors of the vacancy and the intent to fill the position from the membership. The Board of Directors must receive notification of the vacancy within three business days. Such vacancies shall be filled no later than thirty (30) days after receipt of notification of the vacancy. Such action shall be reported at the first meeting of the TFDW following the appointment.

(b) According to the Club's bylaws when the vacancy is that of a Club President or their designee.

Article VIII. EXECUTIVE COMMITTEE

The elected Officers of the Federation shall constitute the Executive Committee.

Article IX. COMMITTEES

Section 9.01 There shall be standing committees as follows:

- Budget, Ways and Means
- Bylaws
- Charter Ceremonies History
- Legislative Membership Newsletter
- Organizations (Clubs)
- Public Relations Speakers Bureau Special Projects Resolutions Voter Services Webmaster

And such other committees as are deemed advisable by the President and the Board of Directors.

Section 9.02 The President shall be an ex-officio member of every committee other than the Elections Committee.

Section 9.03 The Chair of each standing committee shall be appointed by the President.

Section 9.04 Members of each committee shall be selected by the Chair with the approval of the President and shall represent as fully as is feasible the member Clubs and the Congressional Districts of the State.

Section 9.05 Primary responsibility for the activities of each committee is vested in its Chair and committee members with progress to be reported at each Board meeting.

Article X. NOMINATIONS AND ELECTIONS

Section 10.01 An Elections Committee, consisting of three (3) members, one (1) representative from each Grand Division of the state, shall be elected at the annual convention immediately preceding the convention at which the committee shall report. The members of the Elections Committee shall meet following the convention business session and choose one of their members to serve as chair of the committee. Each person nominated to serve as a member of the Elections Committee shall be present at the convention or shall have indicated in writing the member's willingness to serve. No member who is elected to serve on the Elections Committee shall be a candidate for office in the election for which the committee functions.

Section 10.02 Candidates for the offices outlined in Article V, Section 1 shall file a statement of candidacy accompanied by a brief biography with the Elections Committee chair by certified mail or by email no later than sixty (60) days prior to the annual convention at which the election shall take place. Any member of the Federation can also submit names of candidates for any office to the Elections Committee chair by certified mail or email no later than sixty days prior to the convention. Candidates for all elected positions in the TFDW must reside in Tennessee.

If no statements of candidacy or nominations are received for a particular office by the deadline, it will be the responsibility of the Elections Committee to recruit candidates for that office. Six (6) weeks prior to the election, the Elections Committee shall compile a list of all candidates, a copy of which shall be in the Call to Convention or otherwise distributed to each Club President and individual member not later than three (3) weeks prior to the annual convention.

Section 10.03 Nominations may also be made from the floor of the Convention by any duly accredited delegate.

Section 10.04 Where there is more than one candidate for any office, the vote shall be taken by ballot. If no one candidate receives a majority vote, the two candidates who receive the most votes will participate in a run-off election.

Article XI. AMENDMENTS

Section 11.01 Amendments to these Bylaws may be made by a two-thirds (2/3) vote of the delegates present and voting at any annual Convention provided that the Bylaws Committee, any Club, any individual member, or any Federation member intending to propose amendments at any Convention shall notify the Bylaws Committee in writing no later than six (6) weeks before the Convention and the Bylaws Committee shall notify the Presidents of Federated Clubs and Individual Members at least one (1) month before such convention, setting forth any proposed amendments.

Article XII. PARLIAMENTARY AUTHORITY

Section 12.01 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with