



Bylaws

Approved April 21, 2022

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TENNESSEE FEDERATION OF DEMOCRATIC WOMEN

BYLAWS

Article I. NAME

Name of this Organization shall be the Tennessee Federation of Democratic Women. It is governed by the National Federation of Democratic Women and is an affiliate of the Tennessee Democratic Party.

Article II. PURPOSE

- (a) The purpose of this organization is to unite Democratic Women in promoting the philosophies of the Democratic Party.
- (b) To assist in the organization of a Democratic Women's Club in every county in Tennessee.
- (c) To discover and recruit capable and well-informed leaders among women in every voting district.
- (d) To encourage, within the limits of these Bylaws, qualified women to seek and fill key positions in government, including both public and party offices.
- (e) To educate women regarding issues on the local, state and national levels, as well as proposed legislation that impact women and families.

Article III. POLICY

Section 3.01 The Federation pledges itself to the support of vetted Democratic nominees for public office. For the purpose of these Bylaws, public office is defined as 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) With the exception of TFDW President and Presidents of local clubs, other members may be active in Democratic Primaries providing no public attention is called to their connection with the Federation or their club. An exception shall be granted only to those running for delegate to the Democratic National Convention.

Section 3.03 If, after an opportunity to be heard, the Executive Committee of the Federation, on the basis of the evidence, finds that the TFDW President or Club President has failed to comply with the above regulations, a recommendation can be sent to the Board of Directors to terminate position or take other action deemed appropriate. Action of the Board will require a 2/3 majority vote and will be final.

Section 3.04 Activity of an individual member as 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 TFDW President or designee.

Article IV. MEMBERSHIP

Membership is open to all individuals committed to the philosophies of the Democratic Party regardless of race, religion, sexual orientation, gender or ethnicity.

Section 4.01 Clubs: A group of ten (10) individuals may petition the TFDW Regional Vice President to become a Charter Member

- (a) Request should include Club name and elected Officers along with Bylaws, roster and \$50 fee payable to the Federation. Dues thereafter must be paid annually and assessed based on number of paid members on December 31st of prior year. Dues payable by February 1st.
- (b) Clubs must meet at least quarterly and election of Officers reflected in Bylaws. Meetings must include ability to be held virtually
- (c) Bylaws must have a provision corresponding with Article III
- (d) President automatically becomes member of TFDW Board and expected to attend Board Meetings.
- (e) Roster reflecting paid members as of December 31st should be sent to TFDW Treasurer along with Annual dues by February 1st in order for Club to vote at Convention.

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 The minimum number of members on which a Club is assessed an annual fee shall be ten (10).

Section 4.04 Chair of State Democratic Party, Democratic National Committee Member, President of Young and College Democrats can be Ex-officio Members with voting privileges upon payment of annual dues.

Section 4.05 Dues

- (a) Individual dues will be \$10 annually
- (b) Club dues will be assessed based on number of paid members as of December 31st prior year. Currently \$5 per member.
- (c) All dues should be paid by February 1st. Dues paid after deadline will forfeit right of voting privileges at the Convention. Dues not paid by June 1st will place Club in inactive status. Assessment fees determined at Convention.
- (d) Clubs may be reactivated for a \$50 fee and payment of current dues. Request should be submitted to Regional Vice President.
- (e) Members of suspended or inactivated Clubs may apply for at large membership and maintain active participation in the federation. Request should be made through Regional Vice President.
- (f) Only newly chartered Clubs/Individuals will be allowed to pay dues between February 1st and May 1st.
- (g) Dues should be paid to TFDW Treasurer.
- (h) TFDW retains right to reassess ALL dues during Convention with 2/3 vote of members present.

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.

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 fills the office.

Section 5.02 Officers are elected at annual Convention for a term of two years or until replacement. Officers elected to serve one term but can be re-elected in subsequent rotation. If an Officer position becomes vacant and election **must** be held. Officers are not appointed positions.

Section 5.03 The qualifications for any office shall include inherent skills to fill the position, prior 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/Vice Presidents must be female or identify as female and must have served at least one YEAR in another leadership position in the federation or as local club President and must also have attended at least one state convention. Should be a member in good standing of local club for a period of at least two (2) years.

Section 5.05 The Presidency shall be rotated among the three (3) Grand Divisions of the State. Other officers shall be elected 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 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.

(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. Regional Vice President will serve on the Organization Committee and in collaboration with the Organization Committee Chair select additional members to serve 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 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. Additionally, she should maintain regular contact with Club Presidents apprising them of Federation activities and assisting in the development of their leadership skills.

(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.

(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.

(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 in consultation with the President for presentation to the Board of Directors at the Fall meeting for the Board's approval. The Treasurer will serve as member of the PAC Committee and submit new Appointment of Treasure form to the Register of Finance within 30 days of assuming position. 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. The fiscal year of the Federation will be July 1st through June 30th.

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

Section 5.11 All Officers and Members shall be reimbursed for approved expenses associated with Federation business. Any Officer acting in good faith and reasonably believed their actions were in the best interest of the Federation, will be indemnified against any and all liabilities incurred by said person (or by their heirs, executors and administrators) in connection with defense of such actions.

Section 5.12 All outgoing Officers should meet with new Officers within 7 days but no later than 30 days to transfer documents and share information relative to respective positions.

Section 5.13 Independent audit of financial records should occur prior to transfer of new administration.

Article VI. MEETINGS

Section 6.01 Annual Convention:

An Annual Convention will be held for the purpose of conducting Federation business and should occur between April 10th and May 5th. If warranted, meeting may be held virtually or by other telephonic means. Voting can occur electronically and meeting will serve as an in-person meeting.

- a) Meeting site, when possible, should be announced two years in advance and should rotate across the grand divisions.
- b) Meeting should be co-chaired by President and Regional Vice President in collaboration with Convention Committee.
- c) 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.
- d) Delegates are to be selected by each member Club prior to Convention and names submitted to the Credentialing Committee. In the event there is a need to switch delegates, alternate name should be submitted to Credentialing Committee two weeks in advance for vetting. No member shall be counted for the purpose of delegate strength to the Convention by more than one (1) Club. A Federation officer not serving as a voting delegate representing their local Club shall have a vote at the Convention.

- e) Delegates will be allocated on a ratio of one per ten (10) members not to exceed 30 delegates.
- f) Twenty (20) members will constitute a quorum for Convention

Section 6.02 Board Meetings

In addition to attendance at the annual convention, Board of Directors must meet at least twice a year. Additional meetings may be held as warranted or at written request of 1/3 of member clubs.

Section 6.03 Executive Committee Meetings

Executive Committee will meet at the discretion of the President or upon request of majority of Members.

Article VII. BOARD OF DIRECTORS

- (a) The Board of Directors shall consist of the officers of the Federation, Chairs of the duly appointed committees, a Parliamentarian appointed by the President, Club Presidents or duly designated-in-writing representative and club members in good standing
- (b) Ten members will constitute a quorum for Board Meetings
- (c) Vacancies on the Board of Directors shall exist when:
 - (i) The Board has so declared by vote at any one of its regular meetings, or
 - (ii) Any members of the Board shall have died, resigned, or become otherwise unable to attend meetings of the Board.
- (d) Vacancies on the Board occurring between Conventions shall be filled:
 - (i) 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.
 - (ii) According to the Club's bylaws when the vacancy is that of a Club President or their designee.

Article VIII. EXECUTIVE COMMITTEE

- a) The elected Officers of the Federation, the immediate past President and a DNC representative shall constitute the Executive Committee. In the event immediate past president unable to serve her predecessor will act in that capacity. Members will serve two (2) years. The Executive Committee is the Administrative Arm of the Federation and has the authority to act on its behalf between meetings.
- b) Vacancies created by resignation or removal of an executive committee member are filled by majority vote of the Executive Committee after notifying the Board of Directors of the intent to fill the vacancy.

- c) A member of the Executive Committee may resign by written notification to the President of TFDW; such resignation will be effective immediately.
- d) Vacancies will be filled within 30 days of receipt of notification and report at next scheduled meeting of the Federation.
- e) Upon notice and opportunity to appear before the Executive Committee, a recommendation to censure or remove an officer can be submitted to the Board with a 2/3 majority present and voting to execute.
- f) Committee Chairs can be removed by the TFDW President with approval of the Executive Committee. Committee Chairs are authorized to remove committee members.
- g) Half plus one will constitute a quorum for Executive Committee. President will vote to break a tie.

Article IX. COMMITTEES

Section 9.01 Standing Committees:

Standing Committees 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. The Chair is appointed by the President and serve for the duration of Presidents term or otherwise determined.

- a) Resolutions: Receives and considers all resolutions proposed for adoption by the Board. Recommendations should be sent to the Recording Secretary and the Chair at least 30 days in advance for members to review and vote. Resolutions may be adopted by a majority vote of the Board present and voting. Emergency resolutions may be brought before the body by consent of a two-thirds (2/3) majority of those present.
- b) Rules/By-Laws: Receives and considers all recommendations for amendments/adoption by February 1st. Recommendations should be sent to President and Chair of Rules/Bylaws Committee. Bylaws should be reviewed biennially in off election years and amended in accordance to regulatory guidelines, TFDW changes or NFDW requirements.
- c) Budget and Finance: Review budget and with consultation of treasurer ensure that reports are timely submitted and annual budget submitted to Board for approval. Chair will serve as non-voting member on audit committee and not in capacity of Chair.
- d) Community Outreach: Incorporates GOTV and Voter Services. Engage in Voter Education/Voter Registration Activities. Engage Party in other community activities to include partnering with likeminded groups/organizations. GOTV oversight provided by Regional Vice Presidents. Should

develop strategies encouraging democrats to vote. Should have active presence at polls during elections.

- e) Credentials: Ensure individuals running for office at Annual meet criteria to do so and encourage clubs to establish a process of ensuring candidates running for positions in their districts are bona fide Democrats. Activities not limited to requesting voter files or other forms of inquiry.
- f) Grievance: Handling grievances brought before Board and make appropriate recommendations.
- g) Legislative: This committee shall work with TNDP, TFDW Members and other elected officials on pending and proposed legislation of interest to TFDW and submit Resolution within designated timeframe for adoption.
- h) Jean Livingston: A fundraising committee generating funds to support women elections. Funds submitted in recognition of a deceased, awards or recognition and will be acknowledged at Convention.
- i) Anna Belle Clement. Solicit high school seniors from each region to award \$500 Scholarship. Advocate donations throughout the year.
- j) Endorsement Committee: During the election cycle, the primary function of the committee is to facilitate the vetting of candidates seeking financial support and written endorsement of their campaigns from the TFDW. The selection process will be based upon criteria established by the executive Committee and recommendations will be submitted to general membership for approval. Process further defined in Policy and Procedure Manual
- k) Fundraising (Ways & Means): Conduct all business related to fundraising for the federation.
- l) PAC: Ensure full compliance to regulatory guidelines governing PACS in Tennessee and collaborate with the treasurer to ensure all filing deadlines are met.
- m) Organization Committee: Assist in the development of new Clubs. Works closely with club President to ensure he/she is provided with necessary tools to be successful.
- n) Further Committee duties may be found in Policy and Procedure Manual.

Section 9.02 Ad hoc Committees: Formed at discretion of the President. Dissolved once objective achieved.

Section 9.03 The President shall be an ex-officio member of every committee other than the Elections Committee.

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

a) Following the election of Officers at Convention, an Election Committee shall be elected. Committee will consist of one person from each grand division to which they are to select a chair. An Alternate should also be selected from each Grand Division. Alternates are not exempt from running for Office **unless** they become an active Election Committee Member. Members serving on the Election Committee cannot be a candidate for office unless there is no other nominee for the position. This is an independent committee whose primary function is to nominate candidates for TFDW Office and to monitor the elections.

b) Candidates for offices shall file with the Election Committee a statement of candidacy accompanied by a brief biography no later than sixty (60) days prior to the annual convention. Any member of the Federation can also submit names of candidates for any office to the Elections Committee chair within the 60-day timeframe. Candidates for all elected positions must reside in Tennessee.

c) 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 submitted in the Call to Convention.

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

e) Where there is more than one candidate for any office, the vote shall be taken by ballot. Candidate receiving the majority vote will be declared the winner.

Article XI ETHICS

a) While engaged in committee business, each person shall maintain a respectful decorum. The sense of decorum should always be maintained throughout all TFDW interactions between members and should be reflective of guiding principles of the Democratic Party.

b) Any situation that could possibly be a Conflict of Interest must be disclosed and Board or Executive Committee will determine if member should be recused.

c) Allegations against a member or Club in violation of any aspect of these bylaws should be submitted in writing to TFDW President and Chair of the Grievance Committee.

d) Any club discriminating against individual or group of individuals because of race, religion, sexual orientation or ethnicity will be decertified as member of federation

Article XII. GRIEVANCES

Written allegations against a member must be submitted to the TFDW President and Chair of the Grievance committee. Committee will review within 10 days and submit a written response to aggrieved member. Once notified of decision of Grievance Committee, member may submit a written request to appeal to TFDW President within 5 days of documented receipt of decision. Member will present their case before the General Membership at the next called meeting. Decision of Membership with a 2/3 vote will be final.

Article XIII AMENDMENTS

Bylaws will be reviewed every two years between election year and amended upon change in laws, statute, TFDW changes or mandate of NFDW or DNC. Amendments will be approved by a two-thirds (2/3) vote of the delegates present and voting at Convention provided Amendments have been submitted to the President and Bylaws Chair by February 1st. Amendments effective upon adoption.

Article XIV GRAND DIVISIONS

Grand Divisions as defined by Tennessee Code Annotated § 4-1-201 (2020).

EAST: Anderson, Bledsoe, Blount, Bradley, Campbell, Carter, Claiborne, Cocke, Cumberland, Grainger, Greene, Hamblen, Hamilton, Hancock, Hawkins, Jefferson, Johnson, Knox, Loudon, Marion, McMinn, Meigs, Monroe, Morgan, Polk, Rhea, Roane, Scott, Sevier, Sullivan, Unicoi, Union and Washington

MIDDLE: Bedford, Cannon, Cheatham, Clay, Coffee, Davidson, DeKalb, Dickson, Fentress, Franklin, Giles, Grundy, Hickman, Houston, Humphreys, Jackson, Lawrence, Lewis, Lincoln, Macon, Marshall, Maury, Montgomery, Moore, Overton, Perry, Pickett, Putnam, Robertson, Rutherford, Sequatchie, Smith, Stewart, Sumner, Trousdale, Van Buren, Warren, Wayne, White, Williamson and Wilson

WEST: Benton, Decatur, Hardin, McNairy, Madison, Carroll, Hardeman, Henry, Weakley, Fayette, Haywood, Crockett, Gibson, Weakley, Obion, Dyer, Crockett, Lake, Lauderdale, Tipton, Shelby.

XV. PARLIAMENTARY AUTHORITY

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 these Bylaws or the those of National Federation of Democratic Women.

XVI. DISSOLUTION

If the organization is dissolved by appropriate action of its membership and after all outstanding bills have been paid, remaining funds and other assets will be given to the Tennessee Democratic Party to be earmarked for the development and leadership of young women in Tennessee.

Revised 1972, Amended 1974, 1975, 1977, 1978, 1979, 1981, 1987, 1993, 1997, 2002, 2016, 2017
Revised 2018, Amended 2021, Revised 2022