



DEMOCRATIC NATIONAL COMMITTEE

— Exhibit 2-Brief in Support of Motion —  
for PI # 07-1237

**THE CHARTER**  
**&**  
**THE BYLAWS**  
OF THE DEMOCRATIC PARTY  
OF THE UNITED STATES

As Amended by  
The Democratic National Committee  
December 3, 2005



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# CHARTER

## CHARTER OF THE DEMOCRATIC PARTY OF THE UNITED STATES

### PREAMBLE

We, the Democrats of the United States of America, united in common purpose, hereby rededicate ourselves to the principles which have historically sustained our Party. Recognizing that the vitality of the Nation's political institutions has been the foundation of its enduring strength, we acknowledge that a political party which wishes to lead must listen to those it would lead, a party which asks for the people's trust must prove that it trusts the people and a party which hopes to call forth the best the Nation can achieve must embody the best of the Nation's heritage and traditions.

What we seek for our Nation, we hope for all people: individual freedom in the framework of a just society, political freedom in the framework of meaningful participation by all citizens. Bound by the United States Constitution, aware that a party must be responsive to be worthy of responsibility, we pledge ourselves to open, honest endeavor and to the conduct of public affairs in a manner worthy of a society of free people.

Under God, and for these ends and upon these principles, we do establish and adopt this Charter of the Democratic Party of the United States of America.

### ARTICLE ONE

#### The Democratic Party of the United States of America

The Democratic Party of the United States of America shall:

Section 1. Nominate and assist in the election of Democratic candidates for the offices of President and Vice President of the United States;

Section 2. Adopt and promote statements of policy;

Section 3. Assist state and local Democratic Party organizations in the election of their candidates and the education of their voters;

Section 4. Establish standards and rules of procedure to afford all members of the Democratic Party full, timely and equal opportunities to participate in decisions concerning the selection of candidates, the formulation of policy, and the conduct of other Party affairs, without prejudice on the basis of sex, race, age (if of voting age), color, creed, national origin, religion, economic status, sexual orientation, ethnic identity or physical disability, and further, to promote fair campaign practices and the fair adjudication of disputes. Accordingly, the scheduling of Democratic Party affairs at all levels shall consider the presence of any religious minorities of significant numbers of concentration whose level of participation would be affected;

Section 5. Raise and disburse monies needed for the successful operation of the Democratic Party;

Section 6. Work with Democratic public officials at all levels to achieve the objectives of the Democratic Party; and

Section 7. Encourage and support codes of political ethics that embody substantive rules of ethical guidance for public officials and employees in federal, state and local governments, to assure that public officials shall at all times conduct themselves in a manner that reflects creditably upon the office they serve, shall not use their office to gain special privileges and benefits and shall refrain from acting in their

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official capacities when their independence of judgement would be adversely affected by personal interest or duties.

### **ARTICLE TWO** **National Convention**

**Section 1.** The Democratic Party shall assemble in National Convention in each year in which an election for office of President of the United States is held.

**Section 2.** The National Convention shall be the highest authority of the Democratic Party, subject to the provisions of this Charter. The National Convention shall recognize the state and other Parties entitled to participate in the conduct of the national affairs of the Democratic Party, including its conventions, conferences and committees. State Party rules or state laws relating to the election of delegates to the National Convention shall be observed unless in conflict with this Charter and other provisions adopted pursuant to authority of the Charter, including the resolutions or other actions of the National Convention. In the event of such conflict with state laws, state Parties shall be required to take provable positive steps to bring such laws into conformity and to carry out such other measures as may be required by the National Convention or the Democratic National Committee.

**Section 3.** The National Convention shall nominate a candidate for the office of President of the United States, nominate a candidate for the office of Vice President of the United States, adopt a platform and act upon such other matters as it deems appropriate.

**Section 4.** The National Convention shall be composed of delegates equally divided between men and women. The delegates shall be chosen through processes which:

- (a) assure all Democratic voters full, timely and equal opportunity to participate and include affirmative action programs toward that end,
- (b) assure that delegations fairly reflect the division of preferences expressed by those who participate in the Presidential nominating process,
- (c) exclude the use of the unit rule at any level,
- (d) do not deny participation for failure to pay a cost, fee or poll tax,
- (e) allow participation in good faith by all voters who are Democrats and, to the extent determined by a State Party to be in the interests of the Democratic Party in that State, by voters who are not registered or affiliated with any party; and
- (f) except with respect to persons referred to in Section 5(b) of this Article, begin within the calendar year of the Convention provided, however, that fairly apportioned and openly selected state Party Committees, elected no earlier than the date of the previous presidential election, shall not be precluded from selecting such portion of their respective state delegations, according to the standards provided in this Charter and the Bylaws and the Delegate Selection Rules, as may be specifically authorized by the Democratic National Committee in the Call to the Convention,
- (g) prohibit unpledged and uncommitted delegates, except delegates or alternates expressing an uncommitted preference shall be permitted to be elected at the district level, in which event, if such preference meets the applicable threshold and qualifies for at-large or similar delegates or alternates, such at-large or similar delegates or alternates shall be allocated to that uncommitted preference as if it were a presidential candidate,
- (h) notwithstanding any provision to the contrary in this Section:
  - (i) provide for all of the members of the Democratic National Committee to serve as unpledged delegates,
  - (ii) provide for each state, territory or commonwealth to select a number of unpledged delegates equal to one (1) such delegate for every four (4) votes on the Democratic National Committee from that state, territory or commonwealth, pursuant to Article Three, Section 2(a) and 2(b) of the Charter, and

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- (iii) permit unpledged delegates consisting of:
- 1) the President and Vice President of the United States, if Democrats,
  - 2) the Democratic members of the United States Senate and the Democratic members of the House of Representatives,
  - 3) the Democratic Governors,
  - 4) former Democratic Presidents and Vice Presidents of the United States,
  - 5) former Democratic Majority and Minority Leaders of the United States Senate,
  - 6) former Democratic Speakers and Minority Leaders of the United States House of Representatives,
  - 7) former Chairs of the Democratic National Committee,
  - 8) such delegates shall not be permitted to have alternates and such delegates shall constitute an exception to Subsection (b) of this Section 4.

Section 5. The delegate vote allocable to each state shall be determined as provided in the Bylaws, consistent with the formula:

- (a) giving equal weight to population, which may be measured by electoral vote, and to the Democratic vote in elections for office of the President; and
- (b) which shall also provide additional delegate positions to members of the Democratic National Committee; and
- (c) which may also provide additional delegate positions to Democratic elected public officials specifically designated by the Democratic National Committee in the Call to the Convention, subject to the provisions of Section 4.

### ARTICLE THREE

#### Democratic National Committee

Section 1. The Democratic National Committee shall have general responsibility for the affairs of the Democratic Party between National Conventions, subject to the provisions of this Charter and to the resolutions or other actions of the National Convention. This responsibility shall include:

- (a) issuing the Call to the National Convention;
- (b) conducting the Party's Presidential campaign;
- (c) filling vacancies in the nominations for the office of President and Vice President;
- (d) formulating and disseminating statements of Party policy;
- (e) providing for the election or appointment of a Chairperson, five Vice Chairpersons, three of whom shall be of the opposite sex of the Chairperson, one of whom shall be the President of the Association of State Democratic Chairs and one of whom shall be the Vice Chairperson for Voter Registration and Participation, a Treasurer, a Secretary, a National Finance Chair and other appropriate officers of the National Committee and for the filling of vacancies; and
- (f) all other actions necessary or appropriate in order to carry out the provisions of this Charter and the objectives of the Democratic Party.

Section 2. The Democratic National Committee shall be composed of:

- (a) the Chairperson and the highest ranking officer of the opposite sex of each recognized state Democratic Party and of the Democratic Parties of Guam, the Virgin Islands and American Samoa;
- (b) two hundred additional members apportioned to the states on the basis set forth in Article Two, Section 5(a) of the Charter, consistent with the full participation goals of Sections 3 and 4 of Article Eight of the Charter; provided that each state shall have at least two such additional members;
- (c) two additional members, consisting of one national committeeman and one national committeewoman, from each of Guam, the Virgin Islands and American Samoa;
- (d) the Chairperson of the Democratic Governors' Association and two additional governors, of whom, at least one shall be of the opposite sex of the Chairperson, as selected by the Association;

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- (e) the Democratic Leader in the United States Senate and the Democratic Leader in the United States House of Representatives and one additional member of each body, who shall be of the opposite sex of, and appointed by, the respective leaders;
- (f) the Chairperson, the five Vice Chairpersons, the National Finance Chair, the Treasurer, and the Secretary of the DNC;
- (g) the Chairperson of the National Conference of Democratic Mayors and two additional mayors, at least one of whom shall be of the opposite sex of the Chairperson, as selected by the Conference;
- (h) the President of the Young Democrats of America and two additional members, at least one of whom shall be of the opposite sex as the President, as selected by the organization biennially in convention assembled;
- (i) the Chairperson of the Democratic County Officials and two additional county officials, at least one of whom shall be of the opposite sex as the Chairperson, as selected by the organization;
- (j) the Chairperson of the Democratic Legislative Campaign Committee and two additional state legislators, at least one of whom shall be of the opposite sex as the Chairperson, as selected by the Committee;
- (k) the Chairperson of the National Democratic Municipal Officials Conference and two additional municipal officials, at least one of whom shall be of the opposite sex as the Chairperson, as selected by the Conference;
- (l) the President of the National Federation of Democratic Women and two additional members selected by the Federation;
- (m) the President of the College Democrats of America and the Vice President, who shall be of the opposite sex, as elected by the organization annually;
- (n) the Chairperson of the National Association of Democratic State Treasurers and the Vice Chair who shall be of the opposite sex, as selected by the Association;
- (o) the Chairperson of the National Association of Democratic Lieutenant Governors and the Vice Chair who shall be of the opposite sex, as selected by the Association;
- (p) the Chairperson of the Democratic Association of Secretaries of State and the Vice Chair who shall be of the opposite sex, as selected by the Association;
- (q) the Chairperson of the Democratic Attorneys General Association and one additional attorney general who shall be of the opposite sex of the Chairperson, as selected by the Association;
- (r) the Chairperson of the National Democratic Ethnic Coordinating Committee, who is not otherwise a member of the Democratic National Committee and one additional member, who shall be of the opposite sex, as selected by the Coordinating Committee;
- (s) the Chairperson of the National Democratic Seniors Coordinating Council, who is not otherwise a member of the Democratic National Committee and one additional member, who shall be of the opposite sex, as selected by the Coordinating Council;
- (t) additional members as provided in Article Nine of this Charter. No more than seventy-five additional members of the Democratic National Committee may be added by the foregoing members.

Section 3. Members of the Democratic National Committee apportioned to the states and those provided for in Article Eleven who are not otherwise members by virtue of Party office, shall be selected by each state Democratic Party in accordance with standards as to participation established in the Bylaws of the Democratic Party for terms commencing on the day the National Convention adjourns and terminating on the day the next Convention adjourns. Such members shall be selected during the calendar year in which a National Convention is held, through processes which assure full, timely and equal opportunity to participate. Vacancies shall be filled by the state party as provided in the Bylaws. The members of the National Committee from each state shall be divided as equally as practicable between committeemen and committeewomen. Members of the Democratic National Committee who serve by virtue of holding public or Party office shall serve on the Committee only during their terms in such office. Members of the Democratic National Committee added by the other members shall serve a term that runs coterminously with the Chairperson of the Democratic National Committee, through the election of the new Chairperson, and until their successors are chosen; members in this category shall have the right to vote for the new

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Chairperson. Members of the Democratic National Committee who serve by virtue of holding state Party office shall be selected by such parties in accordance with standards as to participation established in Bylaws.

Section 4. The Bylaws may provide for removal of members of the Democratic National Committee for cause by a two-thirds vote of the National Committee and may also require continued residence in the jurisdiction represented by the member and affirmative support for the Democratic Presidential and Vice Presidential nominees as a condition of continued membership thereon. The Bylaws may further provide for a minimum level of attendance at National Committee meetings for Democratic National Committee members. The Bylaws may establish that any member of the Democratic National Committee who misses three consecutive meetings of the Democratic National Committee has failed to meet the minimum level of attendance and is deemed to have resigned from the Democratic National Committee.

Section 5. The Democratic National Committee shall meet at least once each year. Meetings shall be called by the Chairperson, by the Executive Committee of the Democratic National Committee, or by written request of no fewer than one-fourth of the members of the Democratic National Committee.

### **ARTICLE FOUR** **Executive Committee**

Section 1. There shall be an Executive Committee of the Democratic National Committee, which shall be responsible for the conduct of the affairs of the Democratic Party subject to this Charter, the National Convention and the Democratic National Committee.

Section 2. The Executive Committee shall be elected by and serve at the pleasure of the members of the Democratic National Committee. The size, composition and term of office shall be determined by the Democratic National Committee, provided that, the number of members elected by the regional caucuses of members of the Democratic National Committee shall be no fewer than twenty-four less than the number selected by other means.

Section 3. The Executive Committee shall meet at least four times each year. Meetings shall be called by the Chairperson or by written request of no fewer than one-fourth of its members. The Executive Committee shall keep a record of its proceedings which shall be available to the public.

### **ARTICLE FIVE** **National Chairperson**

Section 1. The National Chairperson of the Democratic Party shall carry out the programs and policies of the National Convention and the Democratic National Committee.

Section 2. The National Chairperson, the five Vice Chairpersons, the National Finance Chair, the Treasurer, and the Secretary, shall be elected:

(a) at a meeting of the Democratic National Committee held after the succeeding presidential election and prior to March 1 next, and,

(b) whenever a vacancy occurs. The National Chairperson shall be elected and may be removed by a majority vote of the Democratic National Committee, and each term shall expire upon the election for the following term.

Section 3. The National Chairperson shall preside over meetings of the Democratic National Committee and of the Executive Committee. In the event of a vacancy in the office of the National

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Chairperson, the designated Vice Chair as provided for in Article Two, Section 12(b) of the Bylaws, or the next highest ranking officer of the National Committee present at the meeting shall preside.

Section 4. The National Chairperson shall serve full time and shall receive such compensation as may be determined by agreement between the Chairperson and the Democratic National Committee. In the conduct and management of the affairs and procedures of the Democratic National Committee, particularly as they apply to the preparation and conduct of the Presidential nomination process, the Chairperson shall exercise impartiality and evenhandedness as between the Presidential candidates and campaigns. The Chairperson shall be responsible for ensuring that the national officers and staff of the Democratic National Committee maintain impartiality and evenhandedness during the Democratic Party Presidential nominating process.

### **ARTICLE SIX** **Party Conference**

The Democratic Party may hold a National Party Conference between National Conventions. The nature, agenda, composition, time and place of the Party Conference shall be determined by the Democratic National Committee.

### **ARTICLE SEVEN** **National Finance Organizations**

Section 1. The Democratic National Committee shall establish National Finance Organizations which shall have general responsibility for the finances of the Democratic Party. These National Finance Organizations shall raise funds to support the Democratic Party and shall advise and assist state Democratic Parties and candidates in securing funds for their purposes.

Section 2. The National Finance Chair shall be elected or approved by the Democratic National Committee.

### **ARTICLE EIGHT** **Full Participation**

Section 1. The Democratic Party of the United States shall be open to all who desire to support the Party and who wish to be known as Democrats.

Section 2. Discrimination in the conduct of Democratic Party affairs on the basis of sex, race, age (if of voting age), color, creed, national origin, religion, economic status, sexual orientation, ethnic identity or physical disability is prohibited, to the end that the Democratic Party at all levels be an open party.

Section 3. To encourage full participation by all Democrats, with particular concern for minority groups, Blacks, Native Americans, Asian/Pacifics, Hispanics, women and youth in the delegate selection process and in all Party affairs, as defined in the Bylaws, the National and State Democratic Parties shall adopt and implement an affirmative action program which provides for representation as nearly as practicable of the aforementioned groups, as indicated by their presence in the Democratic electorate. This program shall include specific goals and timetables to achieve this purpose.

Section 4. This goal shall not be accomplished either directly or indirectly by the national or state Democratic Parties' imposition of mandatory quotas at any level of the delegate selection process or in any other Party affairs, as defined in the Bylaws; however, representation as nearly as practicable of

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minority groups, Blacks, Native Americans, Asian/Pacifics, Hispanics, women and youth, as indicated by their presence in the Democratic electorate, as provided in this Article, shall not be deemed a quota.

Section 5. Performance under an approved affirmative action program and composition of the Convention delegation shall be considered relevant evidence in the challenge of any state delegation. If a state Party has adopted and implemented an approved and monitored affirmative action program, the Party shall not be subject to challenge based solely on delegate composition or solely on primary results.

Section 6. Notwithstanding Section 5 above, equal division at any level of delegate or committee positions between delegate men and delegate women or committeemen and committeewomen shall not constitute a violation of any provision thereof.

### **ARTICLE NINE** **General Provisions**

Section 1. Democratic Party means the Democratic Party of the United States of America.

Section 2. The Bylaws shall provide for states in which the Democratic nominee for President or electors committed to the nominee did not appear on the ballot in elections used for apportionment formulae.

Section 3. For the purposes of this Charter, the District of Columbia shall be treated as a state containing the appropriate number of Congressional Districts.

Section 4. For the purposes of this Charter, Puerto Rico shall be treated as a state containing the appropriate number of Congressional Districts.

Section 5. Recognized Democratic Party organizations in areas not entitled to vote in Presidential elections may elect such voting delegates to National Conventions as the Democratic National Committee provides in the Call to the Convention:

Section 6. Democrats Abroad shall have four votes on the Democratic National Committee, which votes shall be shared by the Chairperson, the highest ranking officer of the opposite sex, three National Committeemen and three National Committeewomen except as may otherwise be provided by the Bylaws.

Section 7. The Bylaws shall provide for regional organizations of the Party.

Section 8. To assure that the Democratic nominee for the office of President of the United States is selected by a fair and equitable process, the Democratic National Committee may adopt such statements of policy as it deems appropriate with respect to the timing of Presidential nominating processes and shall work with state Parties to accomplish the objectives of such statements.

Section 9. The Democratic National Committee shall maintain and publish a code of fair campaign practices, which shall be recommended for observance by all candidates campaigning as Democrats.

Section 10. The Democratic Party shall not require a delegate to a Party convention or caucus to cast a vote contrary to his or her expressed preference.

Section 11. Voting by proxy shall not be permitted at the National Convention. Voting by proxy shall otherwise be permitted in Democratic Party affairs only as provided in the Bylaws of the Democratic Party.

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Section 12. All meetings of the Democratic National Committee, the Executive Committee, and all other official Party committees, commissions and bodies shall be open to the public, and votes shall not be taken by secret ballot.

Section 13. The Democratic National Committee shall prepare and make available to the public an annual report concerning the financial affairs of the Democratic Party.

Section 14. In the absence of other provisions, Robert's Rules of Order (as most recently revised) shall govern the conduct of all Democratic Party meetings.

Section 15. The text of the Charter and the Bylaws, or portions thereof, shall be made available in other languages as needed upon reasonable request.

Section 16. The membership of the Democratic National Committee, the Executive Committee, Democratic state central committees, and all national official Party Conventions, committees, commissions, and like bodies shall be equally divided between men and women. State Parties shall take provable positive steps to achieve legislative changes to bring the law into compliance with this provision wherever this provision conflicts with state statutes.

### Section 17. Democratic Party Credo.

We Democrats are the oldest political party in America and the youngest in spirit. We will remain so, because we enjoy the challenge of government. Time and again, for almost two centuries, the Democratic Party has made government work -- to build and defend a nation, to encourage commerce, to educate our children, to promote equal opportunity, to advance science and industry, to support the arts and humanities, to restore the land, to develop and conserve our human and natural resources, to preserve and enhance our built environment, to relieve poverty, to explore space. We have reached difficult and vital goals.

We recognize that the capacity of government is limited but we regard democratic government as a force for good and a source of hope.

At the heart of our party lies a fundamental conviction, that Americans must not only be free, but they must live in a fair society.

We believe it is the responsibility of government to help us achieve this fair society.

- a society where the elderly and the disabled can lead lives of dignity and where Social Security remains an unshakable commitment;
- a society where all people can find jobs in a growing full-employment economy;
- a society where all workers are guaranteed without question the legal right to join unions of their own choosing and to bargain collectively for decent wages and conditions of employment;
- a society where taxes are clearly based on ability to pay;
- a society where the equal rights of women are guaranteed in the Constitution;
- a society where the civil rights of minorities are fully secured and where no one is denied the opportunity for a better life;
- a society where both public and private discrimination based upon race, sex, age, color, creed, national origin, religion, ethnic identity, sexual orientation, economic status, philosophical persuasion or physical disability are condemned and where our government moves aggressively to end such discrimination through lawful means;
- a society where we recognize that the strengthening of the family and the protection of children are essential to the health of the nation;
- a society where a sound education, proper nutrition, quality medical care, affordable housing, safe streets and a healthy environment are possible for every citizen;

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- a society where the livelihoods of our family farmers are as stable as the values they instill in the American character;
  - a society where a strong national defense is a common effort, where promoting human rights is a basic value of our foreign policy, and where we ensure that future by ending the nuclear arms race.
- This is our purpose and our promise.

### **ARTICLE TEN**

#### **Amendments, Bylaws, and Rules**

**Section 1.** This Charter may be amended by a vote of a majority of all of the delegates to the National Convention, provided that no such amendment shall be effective unless and until it is subsequently ratified by a vote of the majority of the entire membership of the Democratic National Committee. This Charter may also be amended by a vote of two-thirds of the entire membership of the Democratic National Committee. At least thirty days written notice shall be given of any National Committee meeting at which action will be taken pursuant to this Section, and any proposed amendment shall be given to all members of the National Committee and shall be released to the national news media. This Charter may also be amended by a vote of two-thirds of the entire membership of any Democratic Party Conference called under the authority of this Charter for such purpose.

**Section 2.** Bylaws of the Democratic Party shall be adopted to provide for the governance of the affairs of the Democratic Party in matters not provided for in this Charter. Bylaws may be adopted or amended by a majority vote of:

- (a) the National Convention; or
- (b) the Democratic National Committee provided that thirty days written notice of any proposed Bylaw or amendment has been given to all members of the National Committee.

Unless adopted in the form of an amendment to this Charter or otherwise designated, any resolution adopted by the National Convention relating to the governance of the Party shall be considered a Bylaw.

**Section 3.** Each official body of the Democratic Party created under the authority of this Charter shall adopt and conduct its affairs in accordance with written rules, which rules shall be consistent with this Charter, the Bylaws and other provisions adopted pursuant to authority of the Charter, including resolutions or other actions of the National Convention. The Democratic National Committee shall maintain copies of all such rules and shall make them available upon request.

**Section 4.** Each recognized state Democratic Party shall adopt and conduct its affairs in accordance with written rules. Copies of such rules and of any changes or amendments thereto shall be filed with the Democratic National Committee within thirty days following adoption.

### **RESOLUTION OF ADOPTION**

**Section 1.** The Democratic Party of the United States of America, assembled in a Conference on Democratic Party Organization and Policy pursuant to resolution adopted by the 1972 Democratic National Convention and the Call to the Conference hereby adopts for the governance of the Party the Charter attached hereto.

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## BYLAWS

### BYLAWS

*Adopted Pursuant to the Charter of the Democratic Party of the United States*

#### ARTICLE ONE

##### Democratic National Convention

Section 1. The National Convention is the highest authority of the Democratic Party, subject to the provisions of the Charter.

Section 2. The National Convention shall adopt permanent rules governing the conduct of its business at the beginning of each Convention, and until the adoption of such permanent rules, the Convention and the activities attendant thereto shall be governed by temporary rules set forth in the Call to the National Convention.

Section 3. Delegates to the National Convention shall be allocated in the Call to the Convention consistent with the Charter.

#### ARTICLE TWO

##### Democratic National Committee

Section 1. Duties and Powers. The Democratic National Committee shall have general responsibility for the affairs of the Democratic Party between National Conventions, subject to the provisions of the Charter and to the resolutions or other official actions of the National Convention. This responsibility shall include, but not be limited to:

(a) Issuing the Call to the National Convention;  
(b) Conducting the Party's Presidential Campaign;  
(c) Filling vacancies in the nominations for the office of the President and Vice President;  
(d) Assisting state and local Democratic Party organizations in the election of their candidates and the education of their voters;

(e) Formulating and disseminating statements of Party policy, promoting programs for the systematic study of public policy issues, through participation of members of the Democratic National Committee and through specific projects administered under the authority of the Chairperson of the Democratic National Committee;

(f) Providing for the election or appointment of a Chairperson, five Vice Chairpersons, three of whom shall be of the opposite sex of the Chairperson, one of whom shall be the President of the Association of State Democratic Chairs and one of whom shall be Vice Chairperson for Voter Registration and Participation, a Treasurer, a National Finance Chair, a Secretary and other appropriate officers of the National Committee as shall be determined by the Committee, and for the filling of vacancies;

(g) Establishing and maintaining National Headquarters of the Party;  
(h) Promoting and encouraging Party activities at every level, including but not limited to the following:

(i) promoting and encouraging implementation of all Party mandates;  
(ii) the fulfillment by the Party of its platform, pledge and other commitments;  
(iii) establishment and support of an adequate system of political research;  
(iv) the preparation, distribution and communication of Party information to its members and the general public;  
(v) the development and maintenance of a program of public relations for the Party;  
and  
(vi) development of a program for the coordination of Party committees, organizations, groups, public officials and members.

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- (i) Devising and executing ways and means of financing activities of the Party;
- (j) Taking such other action as may be necessary and proper to carry out the provisions of the Charter, these Bylaws, the resolutions and other official actions to achieve the objectives of the Party and the Convention; and
- (k) Approval of the budget of the Democratic National Committee.

Section 2. Membership. The Democratic National Committee shall be composed of:

- (a) The Chairperson and the highest ranking officer of the opposite sex of each recognized State Democratic Party as defined by Article Nine of the Charter and of the Democratic Parties of Guam, the Virgin Islands and American Samoa;
- (b) Two hundred additional members apportioned to the states on the basis set forth in Article Two, Section 5(a) of the Charter, provided that each state shall have at least two additional members;
- (c) Two additional members, consisting of one national committeeman and one national committeewoman, from each of Guam, the Virgin Islands and American Samoa;
- (d) The Chairperson of the Democratic Governors' Association and two additional governors, of whom at least one shall be of the opposite sex of the Chairperson, as selected by the Association;
- (e) The Democratic Leader in the United States Senate and the Democratic Leader in the United States House of Representatives and one additional member of each body, who shall be of the opposite sex of, and appointed by the respective leaders;
- (f) The Chairperson, five Vice Chairpersons, the National Finance Chair, the Treasurer and the Secretary of the Democratic National Committee;
- (g) The Chairperson of the National Conference of Democratic Mayors and two additional mayors, at least one of whom shall be of the opposite sex of the Chairperson, as selected by the Conference;
- (h) The President of the Young Democrats of America and two additional members, at least one of whom shall be of the opposite sex of the President, as selected by the organization biennially in convention assembled;
- (i) The President of the National Federation of Democratic Women and two additional members selected by the Federation;
- (j) The Chairperson of the Democratic County Officials and two additional members, at least one of whom shall be of the opposite sex of the Chairperson, as selected by the organization;
- (k) The Chairperson of the Democratic Legislative Campaign Committee and two additional state legislators, at least one of whom shall be of the opposite sex of the Chairperson, as selected by the Committee;
- (l) The Chairperson of the National Democratic Municipal Officials Conference and two additional municipal officials, of whom, to the extent possible, at least one shall be of the opposite sex of the Chairperson, as selected by the Conference;
- (m) Additional members as provided in Article Nine of the Charter;
- (n) The President of the College Democrats of America and the Vice President, who shall be of the opposite sex, as elected by the organization annually;
- (o) The Chairperson of the National Association of Democratic State Treasurers and the Vice Chair who shall be of the opposite sex, as selected by the Association;
- (p) The Chairperson of the National Association of Democratic Lieutenant Governors and the Vice Chair who shall be of the opposite sex, as selected by the Association;
- (q) The Chairperson of the Democratic Association of Secretaries of State and the Vice Chair who shall be of the opposite sex, as selected by the Association;
- (r) The Chairperson of the Democratic Attorneys General Association and one additional attorney general who shall be of the opposite sex of the Chairperson, as selected by the Association;
- (s) the Chairperson of the National Democratic Ethnic Coordinating Committee, who is not otherwise a member of the Democratic National Committee and one additional member, who shall be of the opposite sex, as selected by the Coordinating Committee;

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(t) the Chairperson of the National Democratic Seniors Coordinating Council, who is not otherwise a member of the Democratic National Committee and one additional member, who shall be of the opposite sex, as selected by the Coordinating Council;

(u) No more than seventy-five additional members of the Democratic National Committee may be added by the foregoing members.

### Section 3. Selection of Members.

(a) Members of the Democratic National Committee apportioned to the States pursuant to the provisions of Sections 2(b) and 2(c) of this Article and those apportioned pursuant to the provisions of Article Nine of the Charter who are not otherwise members by virtue of Party office shall be selected by each state or territorial Democratic Party in accordance with standards as to participation established under Section 11 of this Article through processes which assure full, timely and equal opportunity to participate. The method of selection for such members shall be described in detail in each state or territory's Party rules and shall be by one of the following methods or any combination thereof:

(i) by a meeting of the National Convention delegation from the state or territory authorized to elect National Committee members, at an open meeting called within the calendar year of the Convention after effective public notice of the agenda;

(ii) by state or territorial Primary within the calendar year of the National Convention;

(iii) by state or territorial Party committees in an open meeting within the calendar year of the National Convention called after effective public notice of the agenda;

(iv) by a state or territorial convention authorized to select national committee members in an open meeting within the calendar year of the National Convention called after effective public notice of the agenda; and

(v) by such other method as may be adopted by a state or territorial Party and approved by the Democratic National Committee.

(b) Selection by any of the above methods shall be held to meet the requirements of full, timely and equal opportunity to participate if the selecting body has been established according to law and the Charter and the rules of such body have been approved by the Democratic National Committee.

(c) Members of the Democratic National Committee who serve by virtue of holding Party office shall be selected by each State Party in accordance with standards as to participation appearing in Section 11 of this Article.

(d) When the number of members apportioned to a state or territory pursuant to Section 2(b) of this Article or Article Nine of the Charter is even, there shall be equal division of members between men and women. In such cases where the number is odd, the variance between men and women may not be greater than one.

(e) Members of the Democratic National Committee apportioned pursuant to the provisions of Section 2(u) of this Article shall be elected by the membership provided that notice of any such nomination must be mailed to the membership no less than seven (7) days prior to the election.

### Section 4. Certification and Eligibility of Members.

(a) Members of the Democratic National Committee provided for in Section 2 of this Article shall be certified to the National Committee as follows:

(i) those authorized under subsections (a), (b) and (c) of Section 2 shall be certified by the proper Party authority of the state or territory;

(ii) those authorized under subsection (d) of Section 2 shall be certified by the Chairperson of the Democratic Governors' Association;

(iii) those authorized under subsection (e) of Section 2 shall be certified by the Democratic Leader in the United States Senate for the members from that body and by the Democratic Leader in the United States House of Representatives for the members from that body;

(iv) those authorized under subsection (g) of Section 2 shall be certified by the Chairperson of the Conference of Democratic Mayors;

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- (v) those authorized under subsection (h) of Section 2 shall be certified by the President of the Young Democrats of America;
  - (vi) those authorized under subsection (i) of Section 2 shall be certified by the President of the National Federation of Democratic Women;
  - (vii) those authorized under subsection (j) of Section 2 shall be certified by the Chairperson of the Democratic County Officials Conference;
  - (viii) those authorized under subsection (k) of Section 2 shall be certified by the Chairperson of the Democratic Legislative Campaign Committee;
  - (ix) those authorized under subsection (l) of Section 2 shall be certified by the Chairperson of the National Democratic Municipal Officials Conference;
  - (x) those authorized under subsection (m) of Section 2 shall be certified by the President of the College Democrats of America;
  - (xi) those authorized under subsection (n) of Section 2 shall be certified by the Chairperson of the National Association of Democratic State Treasurers;
  - (xii) those authorized under subsection (p) of Section 2 shall be certified by the Chairperson of the National Association of Democratic Lieutenant Governors;
  - (xiii) those authorized under subsection (q) of Section 2 shall be certified by the Chairperson of the Democratic Association of Secretaries of State;
  - (xiv) those authorized under subsection (r) of Section 2 shall be certified by the Chairperson of the Democratic Attorneys General Association;
  - (xv) those authorized under subsection (s) of Section 2 shall be certified by the Chairperson of the National Democratic Ethnic Coordinating Committee;
  - (xvi) those authorized under subsection (t) of Section 2 shall be certified by the Chairperson of the National Democratic Seniors Coordinating Council;
  - (xvii) those otherwise authorized under Section 2 shall be certified by the Chairperson of the Democratic National Committee.
- (b) No person who is not or who does not continue to be a resident for voting purposes of the jurisdiction which he or she represents shall be eligible to hold such office.
- (c) No person shall be entitled to vote on a challenge to his or her credentials.
- (d) Contests involving membership or challenges to credentials of members shall be heard and adjudicated by the National Committee as determined or provided in Article Two, Section 10(b) of these Bylaws.

### Section 5. Resignation or Removal of Members.

- (a) A member of the Democratic National Committee may resign by written notice to the Chairperson of the National Committee, and such resignation shall be effective immediately.
- (b) After notice and opportunity for public hearing and upon grounds found by the National Committee to constitute good and sufficient cause, the National Committee may remove a member by two-thirds vote of the National Committee.
- (c) Failure of any member of the National Committee to declare affirmatively his or her support for the Democratic Presidential and Vice Presidential nominees within thirty (30) days after the adjournment of the National Convention shall constitute good and sufficient cause for removal.

### Section 6. Vacancies. Vacancies created by resignation or removal of any member of the National Committee shall be filled as follows:

- (a) Vacancies in membership apportioned to the states and territories pursuant to Sections 2(b) and 2(c) of this Article and Article Nine of the Charter shall be filled by a state or territorial Party in open meeting called after effective public notice of the agenda.
- (b) Vacancies created by the removal or resignation of a state Chairperson or highest ranking officer of the opposite sex shall be filled only by their successors in accordance with Section 3(b) of this Article.

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(c) Vacancies in the at-large membership of the National Committee shall be filled by the National Committee.

(d) Vacancies in positions filled by the Democratic Governors' Association, the Democratic Mayors Conference, the House and Senate Leadership, the Young Democrats of America, the Democratic County Officials Conference, the Democratic Legislative Campaign Committee, the National Federation of Democratic Women, the National Democratic Municipal Officials Conference, and the College Democrats of America shall be filled by the selecting authority, and in the case where the selecting authority is not in session nor will be in session for a year subsequent to the vacancy, by the body charged with fulfilling the responsibilities operating the organization between meetings of the full group.

### Section 7. Meetings.

(a) The National Committee shall meet as soon as possible after the adjournment of the National Convention on the call of the Chairperson. The Committee is authorized to organize with those members already selected, including any person seated temporarily as provided in Section 10(b)(iv) and entitled to serve as of the first meeting of the Committee. They shall select those members of the Executive Committee who are selected by the Regional Caucuses, who shall serve with those who serve by reason of office until the next regular meeting of the Democratic National Committee.

(b) At least two meetings of the National Committee shall be held each year upon call of the Chairperson and after notice to members, unless any such meeting is dispensed with by prior vote of a majority of the full membership of the National Committee.

(c) Special meetings of the National Committee may be held upon the call of the Chairperson with the approval of the Executive Committee with reasonable notice to the members, and no action may be taken at such a special meeting unless such proposed action was included in the notice of the special meeting. The foregoing notwithstanding, a special meeting to fill a vacancy on the National ticket shall be held on the call of the Chairperson, who shall set the date for such meeting in accordance with the procedural rules provided for in Article Two, Section 8(d) of these Bylaws.

(d) No later than thirty (30) days before each regularly scheduled meeting, and as soon as possible before a special meeting of the Democratic National Committee, the Secretary of the Democratic National Committee shall send written notice of the date, time and place of such meeting, and the tentative agenda to all members of the Democratic National Committee.

(e) Upon the written request of twenty-five percent or more of the members of the National Committee, filed with the Chairperson within a period of thirty (30) days, it shall be the duty of the Chairperson within fifteen (15) days from receipt of such request to issue a call for a meeting of the National Committee. The date of such meeting shall be fixed by the Chairperson not later than thirty (30) days nor earlier than fifteen (15) days from the date of the call.

### Section 8. Attendance and Quorum and Voting.

(a) Members of the National Committee apportioned pursuant to the provisions of Section 2 of this Article who miss three consecutive meetings of the Democratic National Committee have failed to meet the minimum level of attendance and shall be deemed to have resigned from the Democratic National Committee. Vacancies created by any member for failing to meet the minimum level of attendance shall be filled in accordance with the provisions of Section 6 of this Article. Proxies shall not be counted at any meeting for the purpose of meeting the minimum level of attendance.

(b) A majority of the full membership of the Democratic National Committee present in person or by proxy shall constitute a quorum, provided that no less than forty percent (40%) of the full membership be present in person for the purpose of establishing a quorum; provided, however, that for purposes of voting to fill a vacancy on the National ticket, a quorum shall be a majority of the full membership present in person.

(c) Forty percent (40%) of the full membership present in person or by proxy, or 50 members present in person, whichever is fewer, shall constitute a quorum for meetings of:

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(j) the DNC standing committees on Credentials, Resolutions, Rules and Bylaws and Budget and Finance;

(ii) the Eastern, Southern, Midwestern, and Western Regional Caucuses;

(iii) the Hispanic, Black, Women's, Asian Pacific Islander American, and Gay and Lesbian American Caucuses; and

(iv) other standing or ad hoc committees created pursuant to the provisions of Section 10(f) of these Bylaws.

(d) Except as otherwise provided in the Charter or in these Bylaws, all questions before the Democratic National Committee shall be determined by majority vote of those members present and voting in person or by proxy.

(i) Up to seventy-five additional members at-large of the Democratic National Committee added by the remaining members pursuant to Article Three, Section 2 of the Charter and eleven members at-large of the Executive Committee selected by the Democratic National Committee pursuant to Article Three, Section 2 of the Bylaws may be elected by plurality vote of the members voting in person or by proxy; and

(ii) A roll call may be requested by a vote of twenty-five percent (25%) of those Democratic National Committee members present and voting.

(e) Each member of the National Committee shall be entitled to one vote on each issue before it, except that Democrats Abroad shall have four votes on the Democratic National Committee, which votes shall be shared by the Chairperson, the highest ranking officer of the opposite sex, three National Committeemen and three National Committeewomen.

(f) Voting to fill a vacancy on the National ticket shall be in accord with procedural rules adopted by the Rules and Bylaws Committee and approved by the Democratic National Committee.

(g) Proxy voting shall be permitted. Proxies may be either general or limited and either instructed or uninstructed. All proxies shall be in writing and transferable if so specified. No DNC member may at any one time hold or exercise proxies for more than one other DNC member; provided, however, that proxy voting shall not be permitted in voting to fill a vacancy on the National ticket.

(h) The Chairperson of the National Committee may refer matters to the members of the National Committee for consideration and vote by mail, provided, however, that if members aggregating more than twenty percent (20%) of the full membership shall so request, the matter shall be presented to the next meeting of the National Committee.

Section 9. Regional Caucuses. There shall be four Regional Caucuses of the members of a Democratic National Committee, comprised as follows:

### EASTERN

Connecticut  
Delaware  
District of Columbia  
Maine  
Maryland

Massachusetts  
New Hampshire  
New Jersey  
New York  
Pennsylvania

Puerto Rico  
Rhode Island  
Vermont  
Virgin Islands  
Democrats Abroad (½ vote)

### SOUTHERN

Alabama  
Arkansas  
Florida  
Georgia  
Kentucky

Louisiana  
Mississippi  
North Carolina  
South Carolina  
Tennessee

Texas  
Virginia  
West Virginia  
Democrats Abroad (½ vote)

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### MIDWESTERN

Illinois	Minnesota	Oklahoma
Indiana	Missouri	South Dakota
Iowa	Nebraska	Wisconsin
Kansas	North Dakota	Democrats Abroad (½ vote)
Michigan	Ohio	

### WESTERN

Alaska	Hawaii	Oregon
American Samoa	Idaho	Utah
Arizona	Montana	Washington
California	Nevada	Wyoming
Colorado	New Mexico	Democrats Abroad (½ vote)
Guam		

#### Section 10. Committees.

(a) In addition to the Committees otherwise provided for in the Charter or in these Bylaws, there shall be the following standing committees of the Democratic National Committee:

- (i) Credentials Committee;
- (ii) Resolutions Committee;
- (iii) Rules and Bylaws Committee;
- (iv) Budget and Finance Committee.

(b) (i) The Credentials Committee shall receive and consider all challenges to the credentials of Democratic National Committee members.

(ii) Any challenge to the credentials of a member of the Democratic National Committee may be made by any Democrat from the state or territory of the member challenged or any member of the Democratic National Committee and shall be filed by Registered Mail (return receipt requested) within thirty (30) days of the selection of such member.

(iii) The Credentials Committee shall determine the validity of the credentials of those elected to the National Committee, and decide all challenges to the seating of such members. The Credentials Committee shall provide each party to a dispute a reasonable opportunity to be heard, and may give an opportunity for submission of briefs and oral argument and shall render a written report on the issues to the National Committee.

(iv) The National Committee shall proceed to a determination of such contest or contests as its first order of business, if feasible, including the temporary seating of challenged members, in order that the members may participate in other business before the National Committee.

(c) (i) The Resolutions Committee shall receive and consider all resolutions proposed by a member of the Democratic National Committee on matters of policy proposed for adoption by the Democratic National Committee, and shall report in writing. Said report shall contain the text of each resolution recommended by the Committee for adoption, and shall identify resolutions considered but not recommended for adoption; and

(ii) resolutions shall be submitted to the Secretary of the Democratic National Committee at least twenty-one (21) days prior to the meeting of the National Committee, and copies of all such resolutions shall be sent to each member no less than fourteen (14) days prior to the National Committee meeting, provided that the Executive Committee may vote to submit urgent timely resolutions to the National Committee even though not submitted within these time periods.

(d) (i) The Rules and Bylaws Committee shall receive and consider all recommendations for adoption and amendments to the Rules and Bylaws of the National Committee and to the Charter of the Democratic Party of the United States;

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(ii) recommendations for amendment to the Charter of the Democratic Party of the United States shall be received by the Rules and Bylaws Committee no less than sixty (60) days prior to a regular meeting of the Democratic National Committee, provided that the Executive Committee may approve direct submission of a recommended amendment to the Charter if the requirements of timeliness of the Charter are otherwise met;

(iii) recommendations for amendment to the Bylaws or adoption of Rules for the Democratic National Committee shall be submitted to the Rules Committee no less than thirty (30) days prior to a meeting of the National Committee, and the Secretary of the National Committee shall mail such proposed recommendations to the members no less than thirty (30) days prior to the National Committee. It shall be the responsibility of the member of the National Committee submitting a Bylaws Amendment to distribute a copy to all members of the Committee within the time required by these Bylaws for consideration, or submit the request to the Secretary with ample time to make such distribution;

(iv) the Executive Committee may refer to the Rules and Bylaws Committee for preliminary consideration the temporary Rules of the National Convention to be included in the Call to the Convention, and the Executive Committee may adopt the recommendations of the Rules and Bylaws Committee as such temporary Convention rules;

(v) the Rules and Bylaws Committee shall conduct a continuing study of the Bylaws, Rules and Charter and make periodic recommendations for amendment, extension or other action, provided that any such recommendations by the Rules and Bylaws Committee be submitted to the members of the National Committee at the time the agenda is presented; and

(vi) the report of the Rules and Bylaws Committee shall be in writing and shall contain the full text of action recommended and shall identify recommendations not approved by the Committee for adoption.

(e) Budget and Finance Committee

(i) The Budget and Finance Committee shall be composed of the Treasurer, the National Finance Chair and not more than nine other members of the Democratic National Committee who have training or experience in finance or management;

(ii) the Budget and Finance Committee shall in full consultation with the National Chairperson of the Democratic National Committee, review the budget of the Democratic National Committee on an on-going basis, make periodic reports including an annual report to the Executive Committee and the full Democratic National Committee on the goals, purposes of expenditures and results of expenditures of the Democratic National Committee and its staff;

(iii) the Budget and Finance Committee shall, working with the National Chairperson, Chief Financial Officer and counsel, develop and present to the Executive Committee, policies and procedures with respect to:

(a) contracting and procurement of goods and services by the Democratic National Committee, including affirmative action policies; and

(b) avoidance of conflicts of interest;

(iv) meetings of the Budget and Finance Committee shall not be subject to the provisions of Article Nine, Section 12 of the Charter

(f) The National Committee may from time to time create such other standing or *ad hoc* committees as it shall deem appropriate.

(g) Except as otherwise provided in the Charter or in these Bylaws, the members of all committees of the National Committee shall be appointed by the Chairperson of the Democratic National Committee, in consultation with the Executive Committee, subject to ratification by the Democratic National Committee, and shall be appointed to serve for the tenure of the Chairperson. Notwithstanding the above provision, notice of such pending appointment must be mailed to the Democratic National Committee membership no less than seven (7) days prior to the vote on ratification.

(h) Failure by members to attend three consecutive meetings of the committees of the National Committee shall constitute a failure to meet the minimum level of attendance and shall constitute automatic resignation from the committee. The provisions of Section 8(g) of this Article shall apply to committees of the National Committee, except that proxies shall not be counted at any meeting for the

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purpose of meeting the minimum level of attendance. Attendance records of committees of the National Committee shall be reported annually to the Executive Committee.

(i) All matters referred to any council, special committee, standing committee, conference or any other sub-group must be acted upon and said action reported to the body which originated the reference.

### Section 11. Participation in All Party Affairs.

(a) The Democratic Party of the United States shall be open to all who desire to support the Party and who wish to be known as Democrats. Participation in the affairs of the Democratic Party shall be open pursuant to the standards of non-discrimination and affirmative action incorporated into the Charter of the Democratic Party of the United States.

(b) (i) The National, State, and Local Democratic Party organizations shall undertake affirmative action programs designed to encourage the fullest participation of all Democrats in all Party affairs. All Party affairs shall mean all activities of each official Party organization commencing at the lowest level and continuing up through the National Democratic Party. Such activities shall include but need not be limited to the processes in which delegates are selected to the National Democratic Convention; Party officials are nominated or selected; Party policy, platforms, and rules are formulated; and regular programs of voter registration, public education and public relations. Such programs may be developed and sponsored in cooperation with the Democratic National Committee.

(ii) National and State Democratic Parties shall carry out programs to facilitate and increase the participation of low and moderate income persons. These programs shall include provisions and resources for outreach and recruitment to achieve representation and equitably minimize economic factors which act to bar full participation by such persons.

(iii) State and National Parties shall act affirmatively to develop and implement appropriate education, training, fund-raising and outreach programs directed at low and moderate income Democrats and shall implement rules and regulations of the Party in their most constructive interpretation to effect increased participation and representation by people of low and moderate income. Non-discrimination as it relates to this Section (11(b)) and as provided in Article Eight, Section 2 of the Charter shall be strictly enforced.

(c) (i) Each state or territorial Party shall require each unit of the Party which holds such meetings to publicize effectively and in a timely fashion the dates, times, and places of all such meetings, and the name or names of the person responsible for such meetings.

(ii) Notice of meetings shall be published as required in this Section prior to the meeting. Such notice may appear as legal notice, paid advertisement, news item, direct mail, radio or television announcement, or in such other form as may reasonably be designed to notify Democrats of the meeting provided no state, territorial, or county Party is required to purchase paid advertising; and

(iii) If challenged, a state or territorial Party shall be deemed to be in compliance with this Section upon proof of effective notice from the reporting unit of the Party.

(d) If a county or any local unit of the state or territorial Party fails to comply with the foregoing provisions of this Section, the state or territorial Party may assume responsibility for setting dates, times and places for local meetings and for giving notice of the same as provided in this Section.

(e) Each state or territorial Party may establish such procedures and structures as are necessary to ensure compliance with this Section, including procedures for review of complaints of non-compliance with this Section by any unit of the political process, including the state.

(f) If a state or territorial Party is alleged to have failed to comply with this Section, the alleged non-compliance shall be referred to the Democratic National Committee for review provided that any person alleging non-compliance at any level shall be a resident of the affected jurisdiction and provided that any person alleging non-compliance of a state or territorial Party with this section shall have exhausted all remedies provided by the state or territorial Party.

### Section 12. Duties and Responsibilities of the Chairperson.

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(a) The Chairperson shall be the chief executive officer of the Democratic National Committee and shall exercise authority delegated to him or her by the Democratic National Committee and the Democratic National Committee's Executive Committee in carrying out the day-to-day activities of the Committee.

(b) By the time of the next DNC meeting following his or her election, the Chairperson shall designate a Vice Chair who will have authority to act as Chairperson should a vacancy occur or should the Chairperson become incapacitated. In the event of such succession, the designated Vice Chair will serve in the capacity of the Chairperson until a new Chairperson is elected at the next regularly scheduled meeting of the full Democratic National Committee.

### ARTICLE THREE

#### Executive Committee

Section 1. Powers and Duties. The Executive Committee of the Democratic National Committee shall be responsible for the conduct of the affairs of the Democratic Party in the interim between the meetings of the full Committee. This responsibility shall include, but not be limited to:

- (a) Authority for the Democratic National Committee between meetings thereof;
- (b) Recommending approval of the budget of the Democratic National Committee; and
- (c) Reporting all of its proceedings to the Democratic National Committee.

Section 2. Membership. The Executive Committee shall be composed of:

- (a) The Chairpersons of the Regional Caucuses of the Democratic National Committee who must be members of the Democratic National Committee;
- (b) Four members elected by each of the Regional Caucuses of the Democratic National Committee, who shall be equally divided between men and women and all of whom shall be members of the Democratic National Committee;
- (c) The Chairperson, the five Vice Chairpersons, the Treasurer, and the Secretary of the Democratic National Committee;
- (d) The National Finance Chair;
- (e) The Chairperson of the Democratic Governors' Association or his or her designee from that Association, who must be a member of the Democratic National Committee;
- (f) The Democratic Leader of the United States Senate or his or her designee, who must be a member of the Democratic National Committee, and the Democratic Leader from the United States House of Representatives or his or her designee, who must be a member of the Democratic National Committee;
- (g) The Chairperson of the National Conference of Democratic Mayors or his or her designee, who must be a member of the Democratic National Committee;
- (h) The Chairperson of the Democratic Legislative Campaign Committee or his or her designee from that Committee, who must be a member of the Democratic National Committee;
- (i) The Chairperson of the National Democratic County Officials or his or her designee, who must be a member of the Democratic National Committee;
- (j) The Chairperson of the National Democratic Municipal Officials Conference or his or her designee, who must be a member of the Democratic National Committee;
- (k) The President of the Young Democrats of America or his or her designee, who must be a member of the Democratic National Committee;
- (l) Three additional members of the Association of State Democratic Chairs to be selected by the Association;
- (m) The President of the National Federation of Democratic Women or her designee, who must be a member of the Democratic National Committee;
- (n) The Chairs of the Hispanic, Black, Asian Pacific Islander American, and Gay and Lesbian American Caucuses of the Democratic National Committee or his or her designee, who must be a member of the Democratic National Committee;

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- (o) The Chair of the Women's Caucus of the Democratic National Committee or her designee, who must be a member of the Democratic National Committee;
- (p) The President of the College Democrats of America or his or her designee, who must be a member of the Democratic National Committee;
- (q) Eleven members at-large, elected by the Democratic National Committee, who shall be equally divided between men and women, all of whom must be members of the Democratic National Committee;
- (r) The Chairs of the standing committees on Credentials, Resolutions, and Rules and Bylaws.
- (s) Any designee as provided for in this section, may not otherwise be a member of the Executive Committee and must be a member of the organization or constituency he or she is designated to represent.

### Section 3. Election of Members.

- (a) Members of the Executive Committee representing the Regional and Constituency Caucuses pursuant to Section 2(b), 2(n) and 2(o) of this Article shall be elected:
  - (i) at the second meeting of the Democratic National Committee held after the succeeding presidential election; and
  - (ii) whenever a vacancy occurs.
- (b) Members of the Executive Committee elected at-large as apportioned pursuant to Section 2(q) of this Article shall be elected:
  - (i) at the second meeting of the Democratic National Committee held after the succeeding presidential election; and
  - (ii) whenever a vacancy occurs.
  - (iii) Notwithstanding the above provisions, notice of any such nomination must be mailed to the Democratic National Committee membership no less than seven (7) days prior to the election.
- (c) Members of the Executive Committee shall serve until the election of their successors. Upon the resignation of a member, a successor shall be selected by the original official authority to serve the unexpired portion of the term.

Section 4. Meetings. The Executive Committee shall meet at least four times each year. Meetings shall be called by the Chairperson or by written request of no fewer than one-fourth of its members. All members of the Democratic National Committee shall be notified of meetings of the Executive Committee. The Executive Committee shall keep a record of its proceedings which shall be available to the public.

### Section 5. Attendance and Quorum and Voting.

- (a) Members of the Executive Committee apportioned pursuant to the provisions of Section 2 of this Article who miss three consecutive meetings of the Democratic National Committee Executive Committee have failed to meet the minimum level of attendance and shall be deemed to have resigned from the Executive Committee. Vacancies created by any member for failing to meet the minimum level of attendance shall be filled by the original authority. Proxies shall not be counted at any meeting for the purpose of meeting the minimum level of attendance.
- (b) Notwithstanding the above provision, the provisions of Section 8 of Article Two of these Bylaws shall apply to the Executive Committee.

## ARTICLE FOUR

### National Finance Organizations

Section 1. Duties and Powers. The National Finance Organizations of the Democratic Party shall have general responsibility for the finances of the Democratic Party for raising funds to support the Democratic Party and the Democratic National Committee to advise and assist State Democratic parties

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and candidates in securing funds for their purposes. The National Finance Chair and the Treasurer will advise the National Chairperson of the Democratic Party and the Executive Committee of the Democratic National Committee with respect to the finances of the Democratic Party.

### **ARTICLE FIVE** **Amendments**

Bylaws may be adopted or amended by majority vote of:

- (a) the National Convention; or
- (b) the Democratic National Committee provided that thirty (30) days written notice of any proposed Bylaw or amendment has been given to all members of the National Committee. Unless adopted in the form of an amendment to the Charter or otherwise designated, any resolution adopted by the National Convention relating to the governance of the Party shall be considered a Bylaw.