

**BYLAWS
CHESTER COUNTY DEMOCRATIC COMMITTEE**

ARTICLE I. AUTHORITY

SECTION 1. Organization. The Chester County Democratic Committee (CCDC) shall be the authoritative body of the Democratic Party in Chester County and shall consist of the County Committee, the County Executive Committee, the Zone Leader Caucus as provided by these Bylaws. All members of the CCDC shall abide by these Bylaws. All public meetings at all levels of CCDC will be open to all registered Democrats, regardless of race, color, creed, gender, national origin, age, ethnic identity, sexual orientation, gender identity or economic status. No one may be denied a leadership position based on race, color, creed, gender, national origin, age, ethnic identity, sexual orientation, gender identity or economic status.

SECTION 2. Eligibility. Only duly registered and enrolled Democratic electors whose voting address is in Chester County or Democratic State Legislators, State Senators, or US Congresspersons who represent a portion of Chester County shall be eligible to serve as members or officers of CCDC. Any person who seeks election as County Committeeperson shall be an enrolled Democratic elector in the precinct which he or she seeks to represent and shall have actual and physical residence in the precinct.

SECTION 3. General Disqualification. No person shall be eligible to hold any CCDC position who:

- a) holds a political appointive office of profit under an administration - - municipal, county, state or national -- opposed to the Democratic Party (except offices of a judicial character or appointed by the courts or notaries public). This section shall not be construed to prevent a member of any Democratic committee from serving on boards or commissions of any administration or serving as solicitor for any county or municipal administration;
- b) has entered into an agreement with an opponent or opponent(s) of the Democratic Party to support such opponents;
- c) has supported a candidate opposed to the Democratic Party (except for candidates who cross-file for an office in which cross-filing is permitted by law) by voice, public support, financial support or otherwise, within the prior two years to the general election or appointment by which the person would become a member of CCDC;
- d) was an active member, e.g., a committee person, of any other political party at any time within the two years immediately preceding the date of the election or appointment by which he or she would become a member of the CCDC;
- e) circulates or causes to have circulated any campaign literature, sample ballot, telephone calls, text messages, social media, or any form of communication designed to imply an endorsement by the CCDC or any Zone or Precinct, when such endorsement has not been given or has been given to another candidate, within the two prior years to the general election or appointment by which the person would become a member of CCDC.

SECTION 4. Additional Disqualification for Executive Board. No person shall be eligible to serve on the Executive Board who has been a registered member of any other political party at any time within the two years immediately preceding the date of election by which the person would become a member of CCDC.

ARTICLE II. DEFINITIONS

- a) Legislative District shall mean the district comprised by the legislative boundaries for the Pennsylvania State Representatives within Chester County.

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- b) Majority Vote shall mean more than one-half of those present and voting yea or nay, at the time a vote is taken after a Quorum has been established.
- c) Notice shall mean written posted first-class mail addressed to the mailing address of a member of County Committee or any committee of CCDC required to be given notice. Notice may be made by electronic mail to any member who agrees to accept Notice by that method. A member shall be deemed to have agreed to consent to electronic Notice if they provide the County Secretary with their e-mail address. The County Secretary shall maintain a record of current e-mail and postal addresses.
- d) Organization Meeting shall mean the meeting of the County Committee as described in Article III, Section 2.
- e) Proxy shall mean authorizing another person to vote in one's absence at meetings of the County Committee, the County Executive Committee and Zone Leader Caucus, in accordance with the following proxy rules: the proxy must be in writing and signed by the person entitled to vote; the person acting as proxy must be a registered Democrat residing in the same Zone as the person entitled to vote and may not be an elected or appointed Committeeperson or otherwise entitled to vote at the meeting for which the proxy is being given. The form of proxy shall be as set forth as in Schedule C to these Bylaws. The proxy must be presented at the commencement of the meeting during which it will be used and must be presented to those designated to receive proxies at such meeting.
- f) Permanent Record shall mean records pertaining to the operation and authority of CCDC and to be maintained in the CCDC office and stored in a secure cloud or other secure locations as established by the Systems Administration Committee. Permanent Records shall be accessible by members of CCDC.
- g) Quorum shall mean forty percent (40%) of those authorized by these Bylaws to vote, in person or by Proxy, where Proxy voting is authorized, unless otherwise specified for a specific meeting.
- h) Robert's Rules of Order, Newly Revised shall be used for the conduct of meetings of County Committee, County Executive Committee, Zone Leader Caucus and Zones in all procedural matters not otherwise specifically covered by these Bylaws.

ARTICLE III. THE COUNTY COMMITTEE

SECTION 1. The County Committee shall consist of

- a) the elected and appointed members of the Democratic State Committee from Chester County,
- b) the members of the Democratic National Committee who reside in Chester County,
- c) the County Committeepersons from the various election precincts of Chester County,
- d) those Chester County Democrats holding County, State or federal elective offices or who serve as members of the State Cabinet or federal cabinet, and
- e) the elected Officers, Zone Leaders and Assistant Zone Leaders, who become ex officio members after their respective election, as provided elsewhere in the Bylaws.

SECTION 2. The County Committee shall convene an Organization Meeting not later than the fourth Wednesday following the spring primary at which Committeepersons are elected or within twelve days after the certification of the Primary returns by the County Board of Elections, whichever shall later occur. The County Chair shall designate the time and place of said meeting and shall provide at least twenty-one (21) days' Notice of the meeting to all members of the County Committee. The meeting shall organize by Majority Vote of those present provided a Quorum is present. At the Organization Meeting duly elected Committeepersons shall elect Officers as set forth in Article VI, Section 1.

SECTION 3. Regular meetings of the County Committee, in addition to the Organization Meeting, shall be held no less than once each year before the Primary. Special meetings may be called from time to time by the County Chair on his or her own initiative or shall be called by the County Chair or County Vice Chair at the written request of no less than twenty (20%) percent of the membership of the County Committee as constituted at the time of the call and within thirty (30) days from posting said request by

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certified mail directed to either the County Chair or County Vice Chair at his or her regular place of residence. Those calling said meeting shall post adequate security with the Treasurer to cover the cost of the meeting hall and sending of the Notices. The amount and character of said security shall be determined by mutual agreement of the person calling said meeting and the Treasurer.

SECTION 4. Only members of the County Committee present at the meetings of the County Committee shall be entitled to vote. Vote by Proxy shall be permitted. Credentials to vote by all Committeepersons shall be the official list of members of the County Committee maintained by the Secretary.

ARTICLE IV. COMMITTEEPERSONS

SECTION 1. At the spring primary election when Pennsylvania's Governor is nominated, the Democratic voters of each election precinct of Chester County shall elect up to two Committeepersons who shall meet the requirements of Article 1, Sections 2 and 3. Committeepersons shall have charge of the Democratic organization in their respective election precincts and shall organize a Zone committee as described in Article VII, Zones and Zone Leaders. The members of each local Zone shall endeavor as much as possible to achieve an equal number of male and female members on the committee.

SECTION 2. Duration of Office. Committeepersons shall hold office for a term of four years beginning on the day following the date of election and be eligible for re-election.

SECTION 3. Personal Conflicts. Where an elected or appointed Committeeperson believes that they have a personal conflict regarding a duly nominated Democratic candidate, that Committeeperson may file a formal letter of abstention in writing with the Chairperson within three (3) weeks after the Primary where the candidate was nominated. The County Chair may then appoint an acting committee member who will conduct the necessary duties in the given area of responsibility for the duration of the campaign. Such appointment shall be temporary and shall expire following the final certification of election results for that election. The filing of a formal letter of abstention shall not constitute a violation of these Bylaws on the part of the individual abstaining, however, any individual so abstaining remains bound by the provisions of Article I. Section 3(b) and (c) and may be subject to adverse actions in the event they violate those provisions, or other provisions of these Bylaws.

SECTION 4. Duties. It shall be the duty of Committeepersons to:

- a) participate in meetings of the County Committee, and in meetings of their local zone committee, and such district meetings as shall be called from time to time;
- b) maximize the enrollment of Democratic electors in their voting districts,
- c) see that at least one nomination petition shall be properly circulated and filed for each public office for which nominations are to be made at each Primary Election in their respective election districts including township, borough, city, school district and election officials,
- d) inform and educate voters in their respective election districts about candidates for public office and party office,
- e) organize political activity in their election districts thoroughly and effectively to the end of maximizing Democratic vote at the polls and achieving Democratic majorities in the elections,
- f) champion and work for Democratic principles and integrity within the Party and the administration of government, and
- g) do all things necessary and proper to advance the goals of the Chester County Democratic Committee in accordance with these Bylaws.

ARTICLE V. COUNTY EXECUTIVE COMMITTEE

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SECTION 1. There shall be a County Executive Committee of the County Committee whose members shall consist of the following and all of whom shall be eligible to vote at meetings of the Executive Committee:

1. All Zone Leaders;
2. All District Leaders;
3. The County Chair, County Vice-Chair, the Secretary of the County Committee and the Treasurer of the County Committee;
4. All Democratic State Committeepersons who represent any portion of Chester County;
5. Any members of the Democratic National Committee who reside in Chester County;
6. All elected Democratic members of the Pennsylvania House and Senate who represent any portion of Chester County;
7. All elected or appointed Democratic County Commissioners and Row Officers in Chester County;
8. All elected Democrats from Chester County who hold State or Federal office;
9. A designee of the Young Democrats of Chester County;
10. A designee from the local chapter of PA Federation of Democratic Women;
11. The Solicitor for the Chester County Democratic Party; and
12. Qualified electors appointed by the County Chairperson, which appointees shall not exceed 80% of the number of individuals serving in the offices and positions described in paragraphs 1 through 11 of this Section. Such members shall be called "at-large" members of the County Executive Committee all of whom shall meet the requirements of Article I, Section 2 and Section 3. As part of the appointment process, the County Chair shall consider appointing representatives from interest groups formed and operating in Chester County that the Chairperson with the Majority Vote of the County Executive Committee has determined represent a significant segment of Democratic voters in Chester County. The County Chair shall seek from each Zone Leader a recommendation for one at large member from the Zone Leader's Zone as an at large member. The list of at-large members shall be maintained at the County Committee office and accessible to any member of CCDC who requests it. The term of an at-large member of the Executive Committee shall expire at the end of the term of the County Chair who appointed him or her. An at-large member must be re-appointed by the County Chair after the County Chair's election or re-election at the County Organization Meeting. The County Chair may remove an at-large member from the County Executive Committee if he or she fails to attend at least 50% of the meetings of the County Executive Committee in any one year without prior notice to the County Chair of intent to be absent for good cause.

SECTION 2. Meetings; Attendance; Agenda.

- a) The County Executive Committee shall meet at least once per month on a regularly scheduled meeting date and time unless otherwise deemed appropriate by the Chairperson. The County Chair shall provide to the members of the County Executive Committee notice of such meetings or changes to the date, time and location of the meetings.
- b) For each County Executive Committee meeting, a sign-in list of all voting members of the County Executive Committee shall be generated by the Secretary. Promptly at the beginning of each meeting, the Secretary shall report on the attendance for purposes of determining a Quorum and for tracking attendance at County Executive Committee meetings. A list of all voting members of the County Executive Committee shall be a Permanent Record and a copy available upon request by any CCDC member.
- c) The County Chair shall circulate the agenda in advance of each meeting. The Secretary shall keep minutes of each Executive Committee meeting and record a summary of the proceedings which minutes shall be approved by the Executive Committee at its next meeting. No items shall be stricken from the minutes unless such items were recorded erroneously and did not accurately reflect the proceedings. The form of and order of each agenda shall adhere to operational guidelines developed by the Chairperson.

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SECTION 3. Duties. In addition to its responsibilities relative to CCDC expenditures set forth in Article V, Section 4, and other actions provided in these Bylaws, the County Executive Committee shall act in an advisory capacity to the officers of the County Committee and all committees and shall perform such functions as may be delegated to it by the County Committee or County Chair.

SECTION 4. CCDC Expenditures.

- a) Annual budget. At the first County Executive Committee each year, the Treasurer shall present to the County Executive Committee a budget for the ensuing calendar. The budget shall be approved by Majority Vote of the County Executive Committee.
- b) Funds of CCDC shall only be incurred, transferred, withdrawn or paid out by the Treasurer for lawful purposes and that adhere to the Financial Procedures for CCDC established by the Treasurer with the Finance Committee and that have received the approval of the County Chair and the Majority Vote of the County Executive Committee. Such Financial Procedures shall be attached as Schedule E to these Bylaws. The Financial Standards shall cover reimbursement requests, approval requests, use of union shops, and other matters necessary for the CCDC.

ARTICLE VI. OFFICERS

SECTION 1. Election of Officers. Those members of the County Committee who are elected as duly elected Committeepersons shall elect at the Organization Meeting the following Officers: a County Chair who shall be Chairperson of the County Committee; a County Vice-Chair who shall not be of the same gender of the Chairperson; a Secretary; and a Treasurer. The County Chair and County Vice-Chair, Secretary and Treasurer need not be members of the County committee at the time of their election but shall be ex-officio members with voting privileges after their election. Said Officers shall hold office for the term of four years and until their successors are elected. Nominations for Officers shall be made at the Organization Meeting and may be made only by duly elected County Committeepersons. Officers shall be elected by a Majority Vote of all members present at the Organization Meeting. The election shall be by signed ballot.

SECTION 2. County Chair. The County Chair of the County Committee shall be the chief executive officer of the Democratic Party in Chester County; he or she shall have general and active management of the Democratic Party in Chester County and shall see that all orders, resolutions and the Bylaws are carried into effect and performed in a lawful manner, and that the meeting places are adequate and properly supervised to assure order.

SECTION 3. County Vice Chair. In the absence of the County Chair, the County Vice Chair shall assume all of the duties of the County Chair.

SECTION 4. Secretary.

- a) The Secretary of the County Committee shall attend all meetings of the County Committee and County Executive Committee and act as Secretary of all conventions of and meetings of the County Committee, the County Executive Committee and Executive Board. The Secretary shall keep an accurate record, in writing, of all proceedings at which the Secretary is required to make a record and such records shall be considered Permanent Records.
- b) The Secretary shall have the minutes of County Committee Meetings, Executive Committee meetings and conventions distributed to the members of the respective committees as soon as practicable after the conclusion of the meeting. The Secretary shall ensure that copies of all meeting minutes and reports, including Treasurer's reports, are Permanent Records and available upon request by any member of CCDC.
- c) The Secretary shall be responsible for the official correspondence of CCDC. At the discretion of the County Chair, the Chair of the Communications Committee may also handle official correspondence

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of CCDC with notification to the Secretary of all such official correspondence within a reasonable period of time.

- d) The Secretary shall maintain accurate and up-to-date lists of members of the County Committee and of elected and appointed members of the County Executive Committee as Permanent Records.

SECTION 5. Treasurer. The Treasurer shall receive and hold all funds of CCDC and shall keep an itemized and accurate account of all receipts and expenditures thereof and make no payments except upon written order and approval of the County Chair of the County Committee and the County Executive Committee as described in Article V, Section 4. The Treasurer shall submit all his or her accounts in relation to the funds of CCDC at least once a year for inspection and audit and shall turn over all books and records to the County Committee in accordance with Article VI, Section 9, Records. All records of the Treasurer shall be considered Permanent Records.

SECTION 6. Executive Board. The Executive Board shall consist of the County Chair, County Vice Chair, Secretary, Treasurer and Zone Leader Caucus Chair. The Executive Board shall have responsibility to advise the Chairperson and shall operate on a consensus basis. The Solicitor shall attend meetings of the Executive Board on an as needed basis. Meetings of the Executive Board shall be scheduled on a regular basis by the County Chair.

SECTION 7. Assistants. The County Vice-Chair, Secretary or Treasurer may, with the approval of the County Chair, appoint such assistants to act in their absence or in support of their office as may be deemed necessary.

SECTION 8. Solicitor. The County Chair, with the advice and consent of the County Executive Committee, shall name a Solicitor to advise and represent the Committee in legal matters during his or her term of office, and shall name as many Assistant Solicitors as are deemed necessary.

SECTION 9. Records Turnover. Prior to conclusion of his or her term of office, each officer shall be responsible that all records developed or maintained pertaining to said office are maintained as Permanent Records. If he/she fails to do so, he or she shall be ineligible to hold any party office in the next election.

SECTION 10. Contests for Office.

- a) A tie vote in any election for the office of County Chair, County Vice-Chair, Treasurer, or Secretary shall be broken by casting a lot immediately after the Organization Meeting. Any other dispute as to who is legally elected County Chairperson of the County Committee shall be resolved by the Pennsylvania Democratic State Committee in accordance with the applicable rules and regulations of State Committee.
- b) Whenever there shall be any dispute as to who is legally elected to the following CCDC offices: Vice Chair, Secretary, Treasurer, Zone Leader Caucus Chair and Assistant Caucus Chair, the contestant shall within ten days after the certificate of election has been filed with the County Chair, file notice of contest with him or her, accompanied by proof of service of a copy thereof on the person whose election has been certified. The notice shall be in writing and shall set forth in detail the basis upon which the contest is made and shall be supported by an affidavit. The request shall be handled in accordance with the procedure set forth in Article XIII, Section 2.
- c) The decision rendered after such hearing shall be final, subject only to the right of appeal to the State Executive Committee in accordance with the rules of the Democratic State Committee now in force, or hereafter to be adopted by the State Committee of the Democratic Party of Pennsylvania; PROVIDED, however, that the right to appeal to the Executive Committee of the Democratic State Committee shall not include the right of appeal in matters of contested elections to the County Committee on the part of any Committeeperson or the contestants thereto, or any contests relating to

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the office of Secretary or Treasurer of the County Committee. The decision of the County Executive Committee in such cases made shall be final, without right of appeal.

ARTICLE VII. ZONES AND ZONE LEADERS

SECTION 1. Zones. CCDC shall organize Chester County into Zones. Zones are the grassroots organization of CCDC. A complete listing of all Zones, Legislative Districts, Congressional Districts, State House and State Senate districts is attached to these Bylaws as Schedule A. No Zone boundary shall bisect a township, borough, or city, unless such municipality is so bisected by the boundary of a Legislative or Senatorial District. The boroughs of West Chester and Phoenixville and the City of Coatesville shall each constitute a separate Zone. The creation of new Zones and the redrawing of Zone boundaries shall be at the direction of the County Chair of the County Committee with the approval, by Majority Vote of the County Executive Committee.

SECTION 2. Zone Organization Meeting. The Committeepersons in each Zone shall meet to organize the Zone in the year of the Organization Meeting, and not later than four weeks following the Organization Meeting, at such time and place as then Zone Leader shall designate by at least seven days' Notice to each Committeeperson within the Zone. In the event there is no Zone Leader, or he or she is unwilling or unable to designate a time and place for the meeting or give due Notice thereof, the County Chair of the County Committee shall appoint a duly registered and enrolled Democratic voter of the Zone to designate a time and place and call the meeting according to the procedures set forth above.

SECTION 3. Election of Zone Leaders & Assistant Zone Leaders. At the Zone organization meeting, the Committeepersons in each Zone shall elect by Majority Vote a Zone Leader, Assistant Zone Leader, and such other officers as shall be deemed necessary. The Zone Leader and Assistant Zone Leader need not be members of the County Committee at the time of their election but shall be ex-officio members with voting privileges thereof after their election. Each Zone Leader and Assistant Zone Leader shall hold office for the term of four years and until their successors are elected. In the event no Zone Leader or Assistant Zone Leader is elected within five weeks of the County Organization Meeting, the County Chair shall appoint duly registered and enrolled Democratic voters of such Zone to serve as Zone Leader and Assistant Zone Leader until the next County Organization Meeting.

SECTION 4. Duties. It shall be the duty of Zone Leaders to:

- a) see that all orders and resolutions of the County Chairperson, County Executive Committee and County Committee are carried into effect and performed in a lawful manner;
- b) see that Committeepersons carry out the duties of Committeepersons as described in Article IV, Section 4;
- c) be responsible for delivering election materials to the Committeepersons in the Zone;
- d) call at least four Zone meetings per year;
- e) notify all Committeepersons of Zone meetings;
- f) attend at least 50% of the meetings of the County Executive Committee in any one year without prior notice of intent to the County Chair to be absent for good cause.

SECTION 5. The Assistant Zone Leader shall have authority to attend County Executive meetings and act for the Zone Leader in their absence, including voting on matters presented to the Executive Committee for a vote. The Assistant Zone Leader may act for the Zone Leader, in the absence of the Zone Leader, at the Zone Leader's Caucus. The Assistant Zone Leader shall preside at all Zone meetings in the absence of the Zone Leader.

SECTION 6. Zone Meetings. Zone meetings shall be held on a regular scheduled basis as deemed necessary by the Zone Leader for such Zone. The Zone Leader shall call such meetings giving advance

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Notice to each Committeeperson in the Zone. The Zone Leader shall appoint a person to take minutes of the proceedings of such meeting. The Zone shall conduct its business in a manner consistent with these Bylaws. Meetings require a Quorum for purposes of any meeting of the Zone.

SECTION 7. The Zone Leader may, with Majority Vote of Committeepersons of that Zone, appoint a designated individual to regularly attend and vote at County Executive Committee meetings on their behalf in the event that the Zone Leader and Assistant Zone Leader are not able to attend regularly scheduled County Executive Committee meetings. The designee must be an enrolled Democratic elector in the Zone and meet the Eligibility requirements of Article I Section 3 and will carry full voting privileges at County Executive Committee meetings.

SECTION 8. Zone Leader Caucus. Before the second meeting of the County Executive Committee following the County Organization Meeting, the County Chair shall call a meeting of all Zone Leaders to organize a Zone Leader Caucus. A Zone Leader Caucus Chair, an Assistant Caucus Chair and such other officers as shall be deemed necessary shall be elected by Majority Vote of the Zones. The Zone Leader Caucus Chair and Assistant Zone Leader Caucus Chair shall both be a Zone Leader. The Zone Leader Caucus Chair shall become a member of the Executive Board.

SECTION 9. Zone Leader Caucus Meetings. The Zone Leader Caucus shall meet at least once per month on a regularly scheduled meeting date and time unless otherwise deemed necessary by the Zone Leader Caucus Chair. The Zone Leader Caucus Chair shall call such meetings giving advance Notice to each member of the Zone Leader Caucus. The Zone Leader Caucus Chair, shall appoint a person to take minutes of the proceedings of such meeting. Such minutes shall be Permanent Records. The Zone Leader Caucus shall conduct its business in a manner consistent with these Bylaws.

ARTICLE VIII. DISTRICTS AND DISTRICT LEADERS

SECTION 1. Each Legislative District shall have a District Leader with the following duties:

- a) Have an in-depth knowledge of the current and historical needs of the District;
- b) Act as liaison for candidates for the State Representative for the Legislative District with the County Executive Committee, the County Chair, and Zone leaders of the Zones comprising the Legislative District;
- c) Act as liaison for Democratic elected State Representative for the Legislative District with the County Executive Committee, the County Chair, and Zone leaders of the Zones comprising the Legislative District;
- d) Work to elect Democratic State Representative for the Legislative District;
- e) Organize meetings of members of CCDC in the Legislative District as necessary for the liaison responsibilities;
- f) Work with the Candidate Recruitment & Development Committee to recruit and develop candidates to run for State Representative for the Legislative District;
- g) Assume such other functions and duties at the discretion of the County Chair, with the approval by Majority Vote of the County Executive Committee; and
- h) Attend at least 50% of the meetings of the County Executive Committee in any one year without prior notice of intent to the County Chair to be absent for good cause.

SECTION 2. The County Chair in consultation with the Zone Leaders and thereafter with the Majority Vote of the County Executive Committee, shall appoint District Leaders. District Leaders shall be an enrolled Democratic elector in the Legislative District for which appointed and meet the Eligibility requirements of Article I, Section 3. District Leaders shall serve at the County Chair's pleasure. In the event a Democrat holds the State Representative office, the County Chair shall consult with the State Representative on the appointment of District Leader. In the event a Legislative District spans county

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lines, a District Leader shall be appointed to represent that portion of the district that rests within the bounds of Chester County and shall work with his/her counterpart in the adjacent county to recruit and develop candidates.

ARTICLE IX. COMMITTEES

SECTION 1. Standing Committees. The CCDC shall have the following Standing Committees: Auditing Committee, Property Management Committee, Communications Committee, Finance Committee, Fundraising and Event Committee, Candidate Recruitment & Development Committee and Systems Administration Committee. Following the Organization Meeting of the County Committee at which Officers are elected, the County Chairperson will appoint, with the approval of the County Executive Committee by Majority Vote, the initial members of each Standing Committee with the exception of the Auditing Committee whose members are elected at the Organization Meeting of the County Committee. The County Chairperson shall serve as an ex officio member on all Committees with no voting privileges.

SECTION 2. Other Committees. The County Chair, with the approval of the County Executive Committee by Majority Vote, may from time to time, establish such other committees and its initial members as he/she may deem appropriate. The County Chair shall serve as an ex officio member on all such committees with no voting privileges.

SECTION 3. Auditing Committee. The Audit Committee shall have three members who shall be elected at the Organization Meeting of the County Committee for a term of four years. Within four weeks after the deadline for the filing of the Annual Report, the Treasurer and chair of the Property Management Committee shall make available to the Auditing Committee the complete records of all financial and property transactions of CCDC, which records shall be carefully examined by the auditors who shall make a full report in writing to include review of electronic files such as Quickbooks, NGP, bank accounts, Treasurer Reports, PA Campaign Finance Reports, tax records, receipts, invoices, payments, vouchers and petty cash, no later than the June meeting of the County Executive Committee. The County Executive Committee shall approve by Majority Vote the report and the approved written report shall be a Permanent Record. In the event that any member of the Auditing Committee fails to perform the duties of the Audit Committee, the County Chair shall remove the member(s) with the approval of the County Executive Committee and appoint new members who shall also be approved by the County Executive Committee. Vacancies shall be filled by appointment from the County Chair with the approval of the County Executive Committee.

SECTION 4. Property Management Committee.

- a) The Property Management Committee shall have responsibility to manage the operation and maintenance of the real estate owned, rented or leased by CCDC. Such duties include locating tenants for rental space in such real estate, maintaining the real estate in conformance with applicable regulations, negotiating leases and other agreements for the real estate, supervising maintenance and repairs to the real estate and such other duties as may be assigned by the County Chair with the Majority Vote of the County Executive Committee.
- b) All the duties of the Property Management Committee shall be documented in Property Operation Procedures attached as Schedule F to these Bylaws.
- c) The Property Management Committee shall have five members composed of the most senior employee of CCDC or a designee selected by the County Chair in the absence of a senior employee of CCDC, and four members who have experience in managing and/or maintaining real estate. In addition to the County Chair, the Treasurer shall serve as an ex officio member on the Property Management Committees with no voting privileges.

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SECTION 5. Communications Committee. The Communications Committee shall have responsibility for developing communications, media and digital content that expresses the needs of CCDC and Zones.

SECTION 6. Finance Committee. The Finance Committee shall have responsibility to assist the Treasurer in financial aspects of CCDC including budgetary, building management and operations.

SECTION 7. Fundraising and Events Committee. The Fundraising and Events Committee shall have responsibility for fundraising and events.

SECTION 8. Candidate Recruitment & Development Committee. The Candidate Recruitment and Development Committee shall have responsibility for recruiting and developing candidates for state, county and local office working with District Leaders and the Zone Leaders. There will be subcommittees established for vetting of candidates as determined by the County Chairperson, with the approval by Majority Vote of the County Executive Committee.

SECTION 9. Systems Administration Committee. The Systems Administration Committee shall have responsibility for developing, maintaining and securing CCDC's information technology assets including documents, records, software both local and on-line, hardware and email systems. All duties of the Systems Administration Committee shall be documented in Systems Administration Procedures attached as Schedule G to these Bylaws.

SECTION 10. Committee Members and Organizational Structure. Members of all committees shall be an enrolled Democratic elector in Chester County and meet the Eligibility requirements of Article I Section 2 of the Bylaws. In the event of a vacancy on any Standing or Other Committee, the chair of the respective Committee will recommend an individual to the County Chair for appointment. In the absence of such recommendation for more than thirty days after the vacancy occurs, the County Chair may appoint an individual without such recommendation. Such replacement requires confirmation by Majority Vote of the County Executive Committee. Each committee shall meet at least once per month on a regularly scheduled meeting date and time unless otherwise deemed necessary by the chair of the committee. The chair of each committee shall call such meetings giving advance Notice to each member of the committee. The powers and authority of each committee shall be as described in these Bylaws, and as described in County Executive Committee resolutions supplementing the Bylaws. Notwithstanding the foregoing, no committee shall have the power or authority to: i) fill vacancies; ii) adopt, amend or repeal the Bylaws; iii) amend or repeal any action or resolution of the County Committee, County Executive Committee, Officers, County Executive Board or any other committee; iv) act on matters committed to another committee by these Bylaws or by any resolution of the County Committee, County Executive Committee; and v) approve or modify the operating and capital budget of CCDC.

ARTICLE X. NOMINATION ENDORSEMENT CONVENTION

SECTION 1. Nomination Endorsement Convention. No earlier than the beginning of the period fixed by law for circulating nomination petitions and no later than one week after the period fixed by law for circulating nomination petitions prior to each Primary the County Chair shall call for a meeting of the County Committee for the purpose of selecting candidates to be endorsed by CCDC for each public office for which endorsements are to be made.

SECTION 2. Endorsements. Endorsements shall require at least 65% of the votes cast by persons entitled to vote. Votes cast shall be equivalent to ballots cast when a voter is able to vote for more than one candidate. Guidelines on Endorsement, set forth in Schedule B, as adopted by the County Executive Committee shall apply to endorsements by CCDC including all Zones within CCDC. Endorsements shall be appropriate for public office but not for party office, i.e. County Committeepersons and State

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Committee representatives. Where the public office represents only a portion of Chester County, only those County Committee members who live in that portion shall be eligible to vote.

SECTION 3. Selection of Candidate Where No Candidate Nominated. The County Chair and the members of the County Executive Committee shall seek to secure one candidate for each of the County, Legislative, and Congressional offices when there are no candidates nominated for those offices at the Nominating Convention. They shall circulate nominating petitions and obtain in such cases the necessary signatures.

SECTION 4. Vacancies of Nominees. If a nominee shall die or withdraw for any reason, or if no nominee is elected at the Primary, or if a special election is called, or if a vacancy from any cause shall exist on the County ticket or in the Legislative or Senatorial districts, or in the Congressional districts of which Chester County may then be a part which vacancy cannot be filled at the Primary under the law, the County Committee shall fill said vacancy or shall recommend to the State Executive Committee for nomination Senatorial, Legislative or Congressional candidates as the case may be. The County Committee shall have authority to make and certify such nominations or recommendations as the case may be. If such vacancy shall occur in election districts below the County level, members of the County Committee representing the election district shall fill the vacancy and shall certify the nominee over the signature of the Secretary. For such purposes the County Chair shall convene the appropriate members of the County Committee forthwith, and if he or she fails to do so, a majority of the County Committee members of the relevant election district may call a meeting for the purpose of filling such vacancy(ies). For such meeting, 20% of those eligible to vote shall be a Quorum and the vote shall be a Majority Vote.

ARTICLE XI. VACANCIES

SECTION 1. Committeepersons.

- a) In the case of a vacancy in the office of Committeeperson from any election precinct of the County for any reason including death, resignation, removal to and registration in another election precinct, change in Party registration, or failure to elect at the spring primary, the County Chair shall appoint a qualified Democratic voter to fill the vacancy for the unexpired term who meets the Eligibility requirement of Article 1, Sections 2 and 3.
- b) In the event of a vacancy, the Zone Leader shall notify the County Chair of the vacancy and recommend a replacement within thirty (30) days of the vacancy. In the absence of a recommendation from the Zone Leader, the County Chairperson may appoint a qualified Democratic voter to fill the vacancy.
- c) The County Chair or the Secretary shall promptly file with the County Board of Elections the name of the person so appointed and the election precinct. The appointment by the County Chair of the new Committeeperson shall occur as soon as possible, but no later than fourteen (14) days after the receipt of a written recommendation for appointment. In the event that no replacement has been identified, the County Chair or the Secretary shall notify the office of the County Board of Elections of the vacancy within thirty (30) days of receipt by the County Chair of the notice of vacancy.
- d) The County Chair shall not appoint persons to fill vacancies in the office of Committeeperson between the date fixed for the election of members of the County Committee and the date of the County Committee Organization Meeting. The County Chair shall not appoint persons to fill vacancies in the office of Committeeperson less than thirty (30) days before the date of the Nomination Endorsement Convention.

SECTION 2. Zone Leader or Assistant Zone Leader. In the case of a vacancy in the office of Zone Leader or Assistant Zone Leader for any reason including death, resignation, removal to and registration in another election precinct, change in Party registration, the remaining Zone Officers shall, within thirty days, call a special Zone meeting and shall designate the time and place of said meeting by at least seven

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days' Notice thereof to all Committeepersons of the Zone, at which meeting the vacancy shall be filled by Majority Vote of the Committeepersons for that Zone. In the event any vacancy in the office of Zone Leader or Assistant Zone Leader remains unfilled for forty-five days, the County Chair shall appoint a duly registered and enrolled Democratic voter of such Zone to serve in the vacant office until the next regular Zone organization meeting.

SECTION 3. Officers. Any Officers vacancies shall be filled by the County Executive Committee for the unexpired term, within thirty (30) days from the date the vacancy occurs. In the event the office of County Chair becomes vacant and is not filled within thirty days from the date the vacancy occurs by reason of the failure of the County Vice Chair to call a meeting for that purpose, the Secretary or Treasurer shall forthwith call a meeting of the County Executive Committee to fill the vacancy.

SECTION 4. District Leaders. In the case of a vacancy in a District Leader for any reason including death, resignation, removal to and registration in another election precinct, change in Party registration a replacement shall be appointed in accordance with Article VIII, Section 2.

ARTICLE XII. DISCIPLINARY ACTION; REMOVAL

SECTION 1. Immediate Removal. If any member of the CCDC is convicted of a felony while a member of the CCDC, then such member shall immediately and automatically cease to be a member without any required further action by the CCDC. The vacancy created by said conviction and automatic expulsion shall be deemed to occur on the date of the final judgment of conviction.

SECTION 2. Removal for Disqualification. Any member of the CCDC found to be in violation of Article I, Sections 3 or 4 in accordance with the procedures set forth in Article XIII shall be removed from membership and, if applicable, CCDC office.

SECTION 3. Removal or Disciplinary Action for Failure to Perform Duties.

- a) In the event of a non-performance of by any elected or appointed Committeeperson of the duties set forth in Article IV, Section 4, the Zone Leader shall counsel the Committeeperson to resolve the nonperformance of duties issues. If not resolved the Zone Leader may request removal from the CCDC. Request for removal may be made by that Committeeperson's Zone Leader, who shall first confer with the remaining Committeepersons in that Zone and who will then submit a written request specifying the reasons for such removal, including details of the failure to perform in accordance with these Bylaws, to the County Chair. The request shall then be handled in accordance with the procedure set forth in Article XIII, Section 2.
- b) Any Zone Leader or Assistant Zone Leader may be removed from the CCDC for failure substantially to carry out the duties set forth in Article VII. Section 5. Request for removal may be made by the County Chair or the Committeeperson(s) of that Zone and who will then submit a written request specifying the reasons for such removal, including details of the failure to perform in accordance with these Bylaws, to the County Chair. The request shall then be handled in accordance with the procedure set forth in Article XIII, Section 2.
- c) Any District Leader may be removed from the CCDC for failure substantially to carry out the duties set forth in Article VIII, Section 1. Request for removal may be made by the Zone Leader(s) of the Legislative District who will submit a written request specifying the reasons for such removal, including details of the failure to perform in accordance with these Bylaws, to the County Chair. The request shall then be handled in accordance with the procedure set forth in Article XIII. Section 2.
- d) Any "at large" members of the County Executive Committee may be removed as provided in Article V, Section 1.

SECTION 4. Removal or Disciplinary Action of Officers.

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- a) The removal of the County Chair, County Vice-Chair, Treasurer or Secretary shall be initiated by the filing of a complaint by an individual or individuals to the Solicitor who will refer the complaint to the Dispute Resolution Board (DRB) as such term is defined in Article XIII, Dispute Resolution. The DRB shall handle in accordance with the provisions of Section 2 and Section 3 of Article XIII except as modified by this Section.
- b) The DRB will report to the County Executive Committee within 30 days as to whether or not the complaint has merit. If the DRB rules the complaint does not have merit, no further action will be taken. If the DRB rules the complaint has merit, the County Executive Committee will take up the matter at its next regularly scheduled meeting at which a Quorum is present. Referral of the complaint for final disposition to the County Committee requires a 2/3rds vote by the County Executive Committee at such meeting. Removal can only be accomplished by a vote of 3/4ths of the County Committee at a duly noticed meeting at which a Quorum is present.
- c) In the event the recommendation of the DRB is adverse to the Officer, short of removal, the County Executive Committee will have responsibility for addressing appropriate disciplinary action. Such adverse action can only be accomplished on a Majority Vote of the County Executive Committee at a duly noticed meeting at which a Quorum is present.

ARTICLE XIII. DISPUTE RESOLUTION

SECTION 1. Composition and Authority of the Dispute Resolution Board (“DRB”).

- a) The DRB shall consist of five (5) members elected to serve a four (4) year staggered terms by the County Chair with the approval by Majority Vote of those present at the first meeting of the County Executive Committee following the Organization meeting. Any registered Democrat residing in Chester County may serve as a member of the DRB, provided, however, that no Committeeperson nor member of the County Executive Committee including the County Solicitor and Officers may serve on the DRB.
- b) Terms of the DRB members. There shall be two classes of members of the DRB. Three members of the DRB will comprise one class with their term expiring at the Executive Committee meeting held in June of the gubernatorial election year. Two members of the DRB will comprise the second class with their term expiring at the Executive Committee meeting held in June of the Presidential election year. At the first County Executive Committee Meeting following adoption of these Bylaws establishing the DRB, all five members will be elected as provided in this Section of this Article. Thereafter the election of all members will be for four (4) year terms and will occur at the Executive Committee meeting when the previous terms of their respective classes expire.
- c) The DRB will be responsible for hearing complaints and other matters as specified in these Bylaws, as well as for hearing complaints regarding any alleged violations of these Bylaws and regarding any disputes referred to it by the County Executive Board or a Zone Leader after consultation with the County Solicitor.
- d) The DRB shall have the power to censure, require remedial action and/or remove from office only in matters concerning Committeepersons and anyone on County Executive Committee except the Officers of the County Committee (County Chair County Vice-Chair, Secretary and Treasurer). In all other cases, its role shall be solely one of arbitration and the DRB shall have such power and authority as may be conferred upon it by the parties to such matters.
- e) The DRB shall organize prior to its first hearing by electing a Chair, one Vice Chair and one Secretary.
- f) Vacancies occurring on the DRB shall be filled by appointment by the County Chair within thirty days after the vacancy occurs. All such appointments shall become effective only upon a vote of ratification, submitted via electronic mail or other suitable medium, by a Majority Vote of the County Executive Committee, which vote must take place within seven (7) days of the appointment being made by the County Chair. A failure of the County Executive Committee to hold a timely vote on

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such an appointment shall be deemed to constitute a ratification of the appointment by the Executive Committee.

- g) Any member of the DRB may be removed for cause by a vote of not less than two-thirds of the County Executive Committee, in accordance with the procedure set forth in Article XII, Section 4 for removal of the County Chair; provided, however, that the County Chair, and not the Chair of the DRB, shall preside over the Recall Convention of a member of the DRB.

SECTION 2. Procedure for Complaints.

- a) Complaints against any member of CCDC shall be in writing, shall be verified, shall state with specificity the reasons for the complaint, and shall (except as provided in subsection (e) of this section) be submitted to the County Chair. A Complaint form is attached as Schedule D to these Bylaws.
- b) Only the following may lodge a complaint against a member of CCDC.
 - a. Elected or Appointed Committeepersons,
 - b. members of the County Executive Committee or Executive Board.
- c) Once the complaint is submitted to the County Chair, the following procedure shall apply: (i) the complaint shall be promptly provided to the County Solicitor, who shall immediately provide a copy of the complaint to the person against whom the complaint was filed and advise that person of their right to submit information in writing to the County Solicitor; (ii) the County Solicitor will promptly undertake an assessment of the complaint and any information submitted by the person against whom the complaint was filed; and, if the County Solicitor determines that the complaint has merit, (iii) the County Solicitor will, not more than thirty (30) days after receipt of the complaint by the County Chair, submit the complaint with a copy of any written information provided by the person who is the subject of the complaint and the County Solicitor's written assessment thereof, to the DRB for review and disposition as provided in these Bylaws.
- d) In the event the County Chair is the subject of the complaint, the complaint shall be submitted directly to the County Solicitor.

SECTION 3. Proceedings before the Dispute Resolution Board.

- a) All members of the DRB shall endeavor to remain and appear impartial with respect to any matter pending before, or likely to be presented to, the DRB.
- b) The burden of proof for all matters coming before the DRB will be a preponderance of the evidence, i.e., the evidence must show that the fact sought to be proved is more probable than not. In all matters coming before the DRB, the burden of proof shall rest on the party making the complaint.
- c) Any member appearing before the DRB shall be accorded a full and fair hearing, with the right to be represented by counsel, to present evidence, and to confront and cross-examine witnesses. No hearsay evidence shall be considered, and all questions relating to the interpretation of these Bylaws shall be decided by the DRB upon advice of the County Solicitor.
- d) All parties to any complaint will be requested to appear before the DRB in a hearing notice sent to the parties by the DRB not less than ten (10) days prior to the hearing. Should any person making a complaint refuse or fail to appear at the hearing, then the DRB shall enter final judgment dismissing all of the charges with prejudice. Should any person against whom a complaint has been filed refuse or fail to appear at the hearing where the party making the complaint does appear at the hearing, then the DRB shall enter final judgment against the person against whom the complaint has been filed, provided that the complainant has met the required burden of proof. A record of all DRB hearings shall be kept, though such record need not be a word-for-word transcript.
- e) The DRB shall have the responsibility for deciding on the proper disposition of such matters as come before it, within the limits of the Bylaws of the Democratic State Committee and the

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CCDC. In order for a decision of the DRB to be effective, it must be approved by a majority of the members of the DRB.

- f) The DRB shall not apply censure of any type of longer than two years upon any individual.
- g) In the event of personal involvement of a DRB member in a matter presented to the DRB for disposition or such other conflict of interest on the part of a DRB member, that member shall recuse themselves and the County Chair shall, with the approval by Majority Vote of the County Executive Committee, appoint a temporary replacement to hear the matter all in accordance with the procedures set forth in Section 1(e) of this Article.
- h) The DRB shall promptly inform the County Chair of any final judgment or ruling, and the County Chair will inform the members of the County Executive Committee in writing.
- i) If a DRB decision results in removal of any member of CCDC, the vacancy so created shall be filled in the manner provided by these Bylaws, but not before any right to appeal has been exhausted or has expired.
- j) A ruling by the DRB may be appealed only by the person against whom the complaint has been filed to the County Executive Committee which shall affirm or reverse the DRB's decision. Such appeal must be made within ten days of the date of the DRB decision. A decision to reverse shall be based solely on a review of the record and a finding that the DRB abused its discretion or acted without factual basis, using a standard of clear and convincing evidence. The County Executive Committee decision shall be final.
- k) Statute of Limitations. Complaints based on a violation of these Bylaws must be brought within one hundred and eighty (180) days of the date the violation was discovered, or reasonably should have been discovered, whichever is earlier.

ARTICLE XIV. CODE OF ETHICS

SECTION 1. It is the intent of the CCDC that its members and employees maintain the highest ethical standards in their conduct of CCDC's affairs. The essence of this policy is that they will conduct the CCDC's business with integrity, in compliance with applicable laws, and in a manner that avoids conflicts of interest. Schedule B contains specific policies that must be complied with by CCDC members and employees. The County Executive Committee, by Majority Vote of the County Executive Committee is authorized to approve the policies and any additions to or changes to the policies listed in Schedule B.

SECTION 2. Any individual who is aware of or suspects illegal activity, fraud or any other violation of the CCDC's ethical standards should report his or her concerns to the County Solicitor of CCDC.

ARTICLE XV. AMENDMENTS AND REVISIONS

SECTION 1. These Bylaws may be amended at any time by the County Committee, upon two-thirds vote of those present; PROVIDED, however, ten days' notice in writing of the proposed amendments, including a copy thereof, shall be mailed to each member before the meeting of the County Committee at which the proposed amendments shall be submitted for action. Changes to Schedule A caused by periodic census will not require formal amendment to these Bylaws. Changes to all other Schedules made by County Executive Committee as provided in these Bylaws will not require formal amendment to these Bylaws.

ARTICLE XVI. EFFECTIVE DATE

SECTION 1. These bylaws and any amendments shall be effective immediately upon their adoption by the Democratic County Committee of Chester County. Amendments to the Bylaws are subject to approval

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by the State Democratic Committee and be filed upon approval with the County Board of Elections, to the extent required by law.

Effective Date: April 23, 2019

Approved by County Committee February 21, 2019, as amended on March 19, 2019

Approval by State Executive Committee on provisional basis April 23, 2019

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Schedule A
Zones, Legislative Districts, Congressional Districts,
State House and State Senate Districts

See website

Schedule B
Policies

- Use of Intellectual Property of CCDC [Statement on use of logo & other assets]
- Guidelines on Endorsements [from Committee Recommendations]
- Political Advertising [Based on PA and federal statutes]
- Communications/Social Media [From Communications Committee]
- State Committee Code of Conduct Regarding Discrimination and Harassment

Schedule C
Proxy form

Schedule D
Complaint Form to DRB

Schedule E
Financial Procedures

Schedule F
Property Operation Procedures

Schedule G
System Administration Procedures