



## MEMORANDUM

TO: Democratic National Committee (DNC) Members  
Interested Parties

FROM: Lorraine Miller and James Roosevelt, Jr.  
Co-Chairs, DNC Rules and Bylaws Committee

SUBJECT: DNC Officer Election Candidate Materials

DATE: December 21, 2016

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As you may be aware, the Democratic National Committee's (DNC) Charter requires the DNC to elect its officers by March 1 following a presidential election. In anticipation of the officer elections at the February 23-26, 2017, DNC meeting, we have prepared the enclosed Officer Candidate Materials Packet that includes information about the process and the rules that will govern these elections.

### **Officer Election Rules of Procedure**

The Rules and Bylaws Committee (RBC) has recommended the enclosed proposed Rules of Procedure for adoption by the full DNC. The following Rules are based on Rules of Procedure adopted by the Democratic National Committee (DNC) for officer elections beginning with the National Committee meetings on February 9, 1989, through the elections held on January 22, 2013. For 2017, these Rules have been updated to utilize electronic roll call voting as used at the 2016 Convention Standing Committee meetings. The following changes to the Rules of Procedure have been proposed by the DNC Rules and Bylaws Committee:

- The Rules of Procedure have been amended to allow for the use of electronic voting, at the discretion of the Chair;
- Each candidate for officer must file a nominating statement and petitions with the DNC Secretary by 8:00 pm Eastern of the Tuesday before the scheduled election (February 21, 2017);
- The nominating and seconding speakers no longer must be DNC members; and
- For the office of Chair, there will be a period of at least 10 minutes between ballots.

Also attached is a fact sheet that highlights the pertinent sections from the Rules of Procedure.

### **Officer Election Nominating Statement and Petition Forms**

Pursuant to the Rules of Procedure, each candidate for National Office shall file a nominating statement along with petitions signed by at least 20 DNC members with the DNC Office of the Secretary no later than February 21, 2017, at 8:00 pm Eastern. The nominating statement and

petitions shall be submitted at one time and can be filed electronically. Once submitted, the DNC Office of the Secretary will verify that the petitions have been completed by DNC Members, as required by the Rules.

The additional documents attached include the relevant sections from the DNC Charter and Bylaws that pertain to the DNC Officer Elections, a legal memo on campaign finance and party rules applicable to DNC Officer Elections and a DNC Member Roster as of December 21, 2016.

Should you have any questions about these documents and the process in general, please feel free to contact the staff in the DNC Office of Party Affairs and Delegate Selection at [partyaffairs@dnc.org](mailto:partyaffairs@dnc.org) or the DNC Office of the Secretary at [secretaryoffice@dnc.org](mailto:secretaryoffice@dnc.org).

We look forward to seeing you in Atlanta!

*Enclosures*

Proposed Rules of Procedure for DNC Officers Election

Rules of Procedure Fact Sheet

DNC Officer Nominating Statement and Nominating Petition Forms

Relevant Sections from the DNC Charter & Bylaws Pertaining to DNC Officers

Legal Memo - Campaign Finance and Party Rules Applicable to Elections for

National Party Office

DNC Member Roster as of December 21, 2016



# DNC Officer Election Rules of Procedure Information Fact Sheet\*\*

## Officer Elections

- The National Chair, four of the five Vice Chairs (not including the ASDC President), the National Finance Chair, the Treasurer, and the Secretary must be elected by the DNC by March 1 following a presidential election. The Democratic National Committee will meet February 23-26, 2017 in Atlanta, GA to hold Officer Elections.

## Nominations

- Candidates for any DNC Officer position to be elected must file a nominating statement and petitions with the DNC Secretary by 8:00 pm, Tuesday, February 21, 2017. Nominating petitions must include the signature of 20 DNC members with their respective state of residence.
- Each candidate for National Chair is entitled to a total of 10 minutes for nominating and seconding speeches to be divided among no more than 4 speakers.
- Each candidate for a DNC Officer position, other than National Chair, is entitled to a total of 5 minutes for nominating and seconding speeches to be divided among no more than 3 speakers.

## Quorum & Proxies

- A majority of the full membership of the DNC present in person or by proxy constitutes a quorum, provided that at least 40% of the membership must be present in person.
- No DNC members may hold more than one proxy. All proxies must be in writing and signed and must be submitted to the DNC Secretary prior to the meeting. Proxies may be registered during the course of the meeting, however, no proxies will be accepted by the DNC Secretary while a vote is being conducted.

## Voting & Election

- DNC Officers are elected by a majority vote of DNC members present in person or by proxy.
- The National Chair is the first officer elected. In voting to elect the National Chair, voting may be conducted by a show of hands or other means of division. If the Chair is in doubt as to the result of the division, the voting will be conducted by roll call.
- Elections for the other DNC Officers will be conducted in the following order: Treasurer, Secretary, National Finance Chair, Vice Chair for Civic Engagement and Voter Registration, and the other three Vice Chairs.
- The Vice Chair for Civic Engagement and Voter Registration is nominated and elected separately. All unsuccessful candidates for that position will automatically be considered candidates for the other three Vice Chair positions, unless they have indicated that they do not want to be considered for the other three positions.
- The Vice Chair for Civic Engagement shall be the candidate who receives a majority, regardless of gender. In the election of the remaining three Vice Chairs, an appropriate number of persons of each gender shall be elected to ensure that, with the exception of the National Chairperson and the President of the Association of State Democratic Chairs, the officers shall be equally divided as practicable according to gender.

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*\*\*The information contained in this fact sheet is intended to give a brief overview of the Rules of Procedure to be used in electing DNC Officers and is not meant to take the place or supersede the actual Rules. For more information on the actual Rules of Procedure, please contact the DNC Office of Party Affairs and Delegate Selection at 202-863-8046.*



## **2017 Rules of Procedure for the Election of Democratic National Committee (DNC) Officers**

*The following Rules are based on Rules of Procedure adopted by the Democratic National Committee (DNC) for officer elections beginning with the National Committee meetings on February 9, 1989, through the elections held on January 22, 2013. For 2017, these Rules have been updated to utilize electronic roll call voting as used at the 2016 Convention Standing Committee meetings.*

*These Rules were considered by the DNC Rules and Bylaws Committee at its meeting on December 2, 2016, and are recommended for approval by the full DNC at its meeting on February 25, 2017.*

### **I. ELECTION OF NATIONAL CHAIRPERSON**

#### **A. NOMINATIONS**

1. Not later than 8:00 p.m. Eastern Time of the Tuesday before the scheduled election for National Chairperson, each candidate for National Chairperson shall file with the Secretary a nominating statement signed by 20 DNC members and indicating the states of residence of the candidate and such DNC members.

2. Each candidate shall be entitled to a total of ten minutes for all nominating and seconding speeches, which may be divided among no more than four speakers. The candidate may also use a portion of this time to address the DNC, if desired.

#### **B. MAJORITY ELECTION**

A majority of the votes cast by members of the DNC in person or by proxy shall be required for election of the Chairperson.

#### **C. VOTING**

1. At the discretion of the Chair, voting may be conducted by show of hands or other means of division. If the Chair shall so elect or shall be in doubt as to the result of a vote by division (or upon request of 25% of those DNC members

voting in person or by proxy), the voting will be conducted by roll call.

2. If a new Chairperson is not elected on the first ballot, a second ballot shall be conducted. If a new Chairperson is not elected on the second ballot, additional ballots shall be conducted until a new Chairperson is elected, but the candidate receiving the least number of votes on each preceding ballot beginning at the third ballot, shall be eliminated.

### **II. ELECTION OF OTHER NATIONAL COMMITTEE OFFICERS**

#### **A. NOMINATIONS**

1. Not later than 8:00 p.m. Eastern Time of the Tuesday before the scheduled election for the other National Committee Officers each candidate for a National Committee Officer position other than the National Chairperson, shall file with the Secretary a nominating statement signed by 20 DNC members and indicating the states of residence of the candidate and such DNC members.

2. Each candidate shall be entitled to a total of five minutes for all nominating and seconding speeches, which may be divided among no more than three speakers. The candidate may also use a portion of this time to address the DNC, if desired.

## **B. MAJORITY ELECTION**

A majority of the votes cast by members of the DNC in person or by proxy shall be required for election of the officers.

## **C. VOTING**

1. Elections will be conducted for the Treasurer, Secretary, National Finance Chair, Vice Chairperson for Civic Engagement and Voter Registration, and the three other Vice Chairpersons, in that order.

2. At the discretion of the Chair, voting may be conducted by show of hands or other means of division. If the Chair shall so elect or shall be in doubt as to the result of a vote by division (or upon request of 25% of those DNC members voting in person or by proxy), the voting will be conducted by roll call.

3. In the election of Vice Chairperson for Civic Engagement and Voter Registration the officer shall be the first candidate for that position who obtains a majority, regardless of gender.

4. All unsuccessful candidates for the position of Vice Chairperson for Civic Engagement and Voter Registration shall automatically be considered candidates for the other three Vice Chairperson positions, unless a candidate indicates otherwise on his/her nominating statement.

5. In the election of the three remaining Vice Chairpersons, provision will be made to elect the appropriate number of persons of each gender to ensure that with the exception of the National Chairperson and the President of the Association of State Democratic Chairs ("ASDC"), the officers shall be as equally divided as practicable according to gender in accordance with Article 3, Section 1(e) of the Charter. At the discretion of the Chair, voting for each Vice Chairperson position will be conducted one at a time among all candidates of the appropriate gender.

6. If an officer is not elected on the first ballot for that office, additional ballots will be conducted, but the candidate receiving the least

number of votes on each preceding ballot beginning at the third ballot, shall be eliminated.

## **III. GENERAL RULES**

### **A. NOMINATIONS**

1. Nominations and nominating and seconding speeches may be made only by DNC members, unless otherwise determined by the Chair.

2. Once the nominating process has been closed, no additional nominations will be permitted. Ballots cast for persons not nominated will be considered invalid.

3. The order for presentation of nominations shall be determined by lot.

4. Each person making nominating and seconding speeches shall address the meeting from the podium.

### **B. VOTING**

1. Voting of each individual member shall be conducted by electronic voting mechanism subject to the discretion of the Chair. A period of two minutes will be allowed for voting. The Chair will give a 10 second warning before the close of the voting period. A member's vote will be recorded as cast at the close of the voting period.

2. For the office of National Chairperson, there will be a period of at least 10 minutes between ballots. For all elections, the period of time between ballots may be increased at the discretion of the Chair.

3. A vote shall be final when announced by the Chair. On a roll call vote, members may change their votes until the result is announced by the Chair.

4. As secret ballots are not permitted, a paper or electronic record of the vote as recorded by electronic mechanism or roll call, shall be made available to an authorized representative for each of the candidates as soon as practicable following each ballot. Also, on reasonable

request, all votes as recorded by electronic mechanism or roll call shall be made available by the Secretary for inspection following the meeting.

5. Each officer candidate shall be authorized to have representatives on the floor prior to conclusion of the election for the office he or she is seeking. The number of authorized representatives shall be determined by the Chair, but shall be no fewer than four for National Chairperson candidates.

### **C. PROXIES**

1. No DNC member may, at any time, hold or exercise a proxy for more than one other DNC member. All proxies must be in writing and be signed by the DNC member granting a proxy and shall be transferable if so specified. Proxies may be either general or limited and either instructed or uninstructed. Unless otherwise indicated in writing, a proxy will be presumed to be general, uninstructed and nontransferable. Giving a later proxy will revoke any prior proxies.

2. It is requested that each proxy and any transfer of a proxy be submitted to the Secretary prior to the meeting at which the proxy is to be voted. In any event, no additional proxy or transfer of a proxy will be accepted by the Secretary while a vote is being conducted.

### **D. QUORUM**

A majority of the full membership of the DNC present in person or by proxy shall constitute a quorum, provided that no less than 40% of the full membership must be present in person

*Proxies & Nominating Forms will be available from the Office of the Secretary. The Office of the Secretary can be reached at [secretaryoffice@dnc.org](mailto:secretaryoffice@dnc.org).*

*If you have questions regarding these Rules of for more information, please contact the DNC Office of Party Affairs and Delegate Selection at [partyaffairs@dnc.org](mailto:partyaffairs@dnc.org).*

**RELEVANT PROVISIONS CONCERNING DEMOCRATIC NATIONAL COMMITTEE  
(DNC) OFFICERS FROM THE CHARTER & BYLAWS**

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**Charter**

**ARTICLE THREE**

**Democratic National Committee**

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

- (f) the Chairperson, the five Vice Chairpersons, the National Finance Chair, the Treasurer, and the Secretary of the DNC;

**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 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.

## **Bylaws**

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

#### **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:

- (f)     Providing for the election or appointment of a Chairperson, five Vice Chairpersons, one of whom shall be the President of the Association of State Democratic Chairs and one of whom shall be Vice Chairperson for Civic Engagement and Voter Registration, a Treasurer, a National Finance Chair, a Secretary and other appropriate officers of the National Committee, who, with the exception of the Chairperson and President of the Association of State Democratic Chairs, shall be as equally divided as practicable according to gender, and for the filling of vacancies, all in accordance with Rules of Procedure adopted by the Democratic National Committee;

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

- (f)     The Chairperson, five Vice Chairpersons, the National Finance Chair, the Treasurer and the Secretary of the Democratic National Committee;

Section 12.    Duties and Responsibilities of the Chairperson.

- (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.



## DNC Officer Nominating Statement

*(to be completed by the Candidate)*

I, \_\_\_\_\_, of the state of \_\_\_\_\_,

do hereby declare that I am a candidate for office of \_\_\_\_\_

of the Democratic National Committee and certify that the attached nominating petitions

have been completed by DNC Members in accordance with the Rules.

Signature

Date

\_\_\_\_\_

### Please provide contact information for your staff point of contact

Staff Contact Name:

\_\_\_\_\_

Staff Contact Email:

\_\_\_\_\_

Staff Contact Mobile Number:

\_\_\_\_\_

Pursuant to the Rules of Procedure for DNC Officer Elections, each candidate shall file with the Secretary a nominating statement and petitions signed by at least 20 DNC members indicating their state of residence not later than 8:00 pm Eastern on February 21, 2017. The Office of the Secretary will verify the signatures provided.

*If you have questions regarding this process, please contact the DNC Office of Party Affairs & Delegate Selection at [partyaffairs@dnc.org](mailto:partyaffairs@dnc.org) or the DNC Secretary's Office at [secretaryoffice@dnc.org](mailto:secretaryoffice@dnc.org).*



## DNC Officer Election Nominating Petition

As a member of the Democratic National Committee,  
I do hereby support the nomination of

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*(Name of Candidate for DNC Office)*

for the office of

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of the Democratic National Committee.

Printed Name:

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Signature:

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State *(for At-Large or Affiliated Organization Member, also include affiliation)*:

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Email:

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Mobile Phone Number:

Date:

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***If you have questions regarding this process, please contact the DNC Office of Party Affairs & Delegate Selection at [partyaffairs@dnc.org](mailto:partyaffairs@dnc.org) or the DNC Secretary's Office at [secretaryoffice@dnc.org](mailto:secretaryoffice@dnc.org).***

## Political Law Group

## MEMO

**TO: Interested Parties**

**FROM: General Counsel to the Democratic National Committee**

**RE: Campaign Finance and Party Rules Applicable to Elections for National Party Office**

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**Democratic Party Rules**

The Chairperson and officers of the Democratic National Committee ("DNC") are elected by the members of the DNC according to the Charter and Bylaws of the Democratic Party of the United States.<sup>1</sup> The approximately 447 DNC members consist of state-elected members, state party chairs and vice chairs, representatives of Democratic elected officials and affiliated organizations, and at-large members. The Charter requires that the Chairperson and officers be elected at a meeting held prior to March 1st, the year after a presidential election.<sup>2</sup> In accordance with past practices, the Rules and Bylaws Committee of the DNC will meet in early December to adopt rules governing the officers' elections and will make information about the process available to the public at that time. Additional questions regarding the procedures of the election or to request a roster of DNC members can be directed to [secretarysoffice@dnc.org](mailto:secretarysoffice@dnc.org).

**What Funds Can Be Used in Your Campaign?**

While the Federal Election Commission ("FEC") has not given explicit guidance regarding all of the potential financing options for party officer elections, there are several important campaign finance and tax issues to keep in mind if candidates for these offices plan on raising or spending any funds to advance their campaigns.

**1. Personal Funds**

There is no limit on the amount of personal funds one may spend towards election for a national political party office. An election for party office is not an election for federal office

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<sup>1</sup> Bylaws of the Democratic Party of the United States, Article Two, Sec.1(f).

<sup>2</sup> Charter of the Democratic Party of the United States, Article Five, Sec. 2(a).

under the Federal Election Campaign Act of 1971, as amended ("the Act"), and therefore spending personal funds will not trigger any registration or reporting requirements with the FEC.

## 2. Federal Campaign Funds

Federal candidates and officeholders may generally use funds from their existing federal campaign committees to pay for expenses related to a run for party office. Federal candidates have wide discretion over how to use principal campaign committee funds; so long as funds are not diverted to personal use, they may be spent towards any "lawful purpose."<sup>3</sup> The FEC has held that using campaign funds to seek office in a political party is not a prohibited personal use.<sup>4</sup> However, any campaign funds that are used for an election for party office should not then be used for any specific activity that would qualify as personal use.<sup>5</sup> Any expenditures made from a principal campaign committee will need to be reported to the FEC on the committee's normally scheduled reports.

## 3. Creating a New Entity to Finance a Campaign for Party Office

A candidate for a DNC office may choose to form a new tax-exempt political organization under section 527 of the Internal Revenue Code to solicit and spend funds for his or her election. Because an election for a national party office is not an election for federal office, the 527 would not need to register and report with the FEC and any contributions received would not be subject to limitations on amount or the prohibitions on taking corporate or union treasury funds. Federal law does put further special restrictions on the use of funds from foreign nationals, federal contractors, national banks and federally chartered corporations, and if candidates have questions about the use of these funds, they should seek additional advice from counsel. While a section 527 organization will not need to register

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<sup>3</sup> 52 U.S.C. § 30114(a).

<sup>4</sup> FEC Adv. Op. 2007-29 (Jackson, Jr.) (allowing campaign funds to be contributed to a committee for election to a local political party position); FEC Adv. Op. 1993-10 (Colorado) (permitting a former federal candidate to use excess campaign funds to support his candidacy for a national political party office). Note that the House and Senate Ethics Committees also allow officeholders wide discretion over the use of campaign funds, so long as funds are used for bona fide political purposes. In addition, no House or Senate resources may be used for political campaign purposes, including a campaign for party office.

<sup>5</sup> See 52 U.S.C. § 30114(b)(2) (listing examples of impermissible personal use of campaign funds). In general, "personal use" refers to any amount is used to fulfill any commitment, obligation, or expense of a person that would exist irrespective of the candidate's election campaign or individual's duties as a holder of federal office. *Id.*

and report with the FEC, if it anticipates raising more than \$25,000 in a calendar year, it will need to register and report to the Internal Revenue Service. A section 527 organization may be formed by filing a Form 8871, Political Organization Notice of Section 527 Status, with the Internal Revenue Service within 24 hours of incorporating the organization.<sup>6</sup> The committee would also be required to file Form 8872 with the IRS on a monthly or quarterly basis if it has or expects to have contributions or expenditures exceeding \$50,000 for the calendar year.<sup>7</sup> In addition, the committee would be required to file a Form 990 information return with the IRS annually until its dissolution.<sup>8</sup>

#### 4 Use of Other Entities to Finance a Campaign for Party Office

Candidates for party office who may want to use resources from sources, entities or organizations other than personal funds, funds donated from a federal principal campaign committee, and fresh funds raised for this election into a section 527 tax-exempt organization as discussed above should seek additional guidance from counsel as different restrictions could apply.

#### **Fundraising Restrictions Applicable to Federal Candidates and Officeholders**

A current federal candidate or federal officeholder establishing a section 527 organization to solicit and spend funds for a campaign for national party office is subject to additional restrictions under the Bipartisan Campaign Reform Act ("BCRA").

Under BCRA and FEC regulations, federal candidates or officeholders may not solicit, receive, direct, transfer, spend, or disburse funds in connection with an election other than an election for federal office unless the funds comply with the Act's contribution limits and source restrictions.<sup>9</sup> Accordingly, while there is some ambiguity regarding party officer elections, current Federal candidates and officeholders should only raise funds in support of

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<sup>6</sup> See Internal Revenue Service, Instructions for Form 8871, *available at* <https://www.irs.gov/pub/irs-pdf/i8871.pdf>.

<sup>7</sup> See Internal Revenue Service, Instructions for Form 8872, *available at* <https://www.irs.gov/pub/irs-pdf/i8872.pdf>.

<sup>8</sup> If the committee has taxable income in any fiscal year that exceeds \$100, it must also file Form 1120-POL with the IRS to report this income. See Internal Revenue Service, Form 1120-POL, *available at* <https://www.irs.gov/pub/irs-pdf/f1120pol.pdf>.

<sup>9</sup> 52 U.S.C. § 30125(e)(1)(B).

their party officer campaigns subject to the same source restrictions and contributions limits that apply to their federal campaigns.<sup>10</sup>

*Updated: 11/16*

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<sup>10</sup> 52 U.S.C. § 30125(e)(1)(B).