



KNOXVILLE AREA DSA

Bylaws of the Knoxville Area Chapter of the Democratic Socialists of America

PROPOSED, NOT YET ADOPTED

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Table of Contents

Preamble.....	1
Article I. Name and Defined Terms.....	1
Article II. Purpose and Affiliation.....	2
Article III. Service Territory.....	2
Article IV. Membership.....	3
Article V. Officers.....	3
Article VI. Steering Committee.....	7
Article VII. Meetings of the Chapter.....	8
Article VIII. Annual Convention.....	10
Article IX. Branches, Standing Committees, Working Groups, and the Youth Section.....	11
Article X. Elections and Nominations.....	16
Article XI. Delegates to National, Regional, and State Bodies.....	17
Article XII. Vacancies and Officer Removal.....	18
Article XIII. Discipline of Members.....	20
Article XIV. Endorsements.....	23
Article XV. Emergencies.....	24
Article XVI. Financial Management.....	25
Article XVII. Conflict of Interest.....	26
Article XVIII. Whistleblower Protection.....	27
Article XIX. Indemnification.....	27
Article XX. Document Retention.....	27
Article XXI. Prohibited Activity.....	28
Article XXII. Information Security and Government Records.....	28
Article XXIII. Governance Hierarchy.....	29
Article XXIV. Parliamentary Authority.....	33
Article XXV. Amendments.....	34
Article XXVI. Dissolution.....	36
Article XXVII. Harassment Grievance Officers.....	36
Adoption, Effective Date, and Transition to the New Officer Structure.....	39

These bylaws supersede the Bylaws of the Knoxville Area Local adopted June 6, 2016 and amended in 2018, 2020, and 2025.

Preamble

These bylaws govern the Knoxville Area Chapter of the Democratic Socialists of America (the Chapter, or Knox DSA), a Tennessee nonprofit corporation whose registered legal name is Knoxville Area DSA. These bylaws are subordinate to the Constitution and Bylaws of the Democratic Socialists of America. In any conflict between these bylaws and the national documents, the national documents control.

Article I. Name and Defined Terms

Section 1. The legal name of this organization, as incorporated in the State of Tennessee and on file with the Internal Revenue Service, is Knoxville Area DSA. Its formal name is the Knoxville Area Chapter of the Democratic Socialists of America. Its short name is Knox DSA.

Section 2. The Chapter is incorporated under the Tennessee Nonprofit Corporation Act and operates as a tax exempt organization under Internal Revenue Code section 501(c)(4).

Section 3. Registered Agent and Registered Office. The Chapter shall maintain a registered agent and a registered office in the State of Tennessee as required by Tennessee Code Annotated section 48-55-101. The current registered agent and registered office of record shall be reported by the Secretary to the membership on adoption of these bylaws and within fourteen days of any change. Changes to the registered agent or registered office shall be filed with the Tennessee Secretary of State by the Treasurer within the time required by law.

Section 4. References and Defined Terms. In these bylaws:

- a) "The Chapter" and "Knox DSA" each mean the Knoxville Area Chapter of the Democratic Socialists of America, the organization named in Article I, Section 1.
- b) "National DSA" means the Democratic Socialists of America, the national organization that has chartered the Chapter.
- c) "The national Constitution and Bylaws" means the Constitution and Bylaws of National DSA, and may be referred to as the Constitution.
- d) "The national documents" means the national Constitution and Bylaws, the National DSA Code of Conduct, and any Chapter Agreement adopted by the National Convention, together with any other governing document of National DSA binding on chartered chapters.
- e) "Member in good standing" has the meaning given in Article IV, Section 2.

f) Capitalized terms including “Meeting,” “Regular General Meeting,” “Emergency Meeting,” “Special Meeting,” “Annual Convention,” “Steering Committee,” “Code,” “Rule,” and “Policy” have the meanings given where they are defined elsewhere in these bylaws, including Articles VII, VIII, and XXIII.

Article II. Purpose and Affiliation

Section 1. Purpose. The Knoxville Area DSA seeks to facilitate the transition to a truly democratic and socialist society in which the means and resources of production are democratically and socially controlled. The Chapter rejects an economic order based solely on private profit, alienated labor, gross inequalities of wealth and power, discrimination based on race, gender identity, sexual orientation, disability status, age, religion, and national origin, and brutality and violence in defense of the status quo. The Chapter envisions a humane social order based on popular control of resources and production, economic planning, equitable distribution, feminism, racial equality, and non oppressive relationships.

Section 2. Affiliation. The Chapter is chartered by the Democratic Socialists of America and shall remain in compliance with the national Constitution and Bylaws, and any Chapter Agreement adopted by the National Convention.

Section 3. Incorporation of National Code of Conduct. The Chapter incorporates by reference the National DSA Code of Conduct as adopted and amended by the National Convention. The national Code of Conduct binds all members of the Chapter. Any Chapter Code of Conduct adopted under Article XXIII Section 5 supplements but does not replace the national Code of Conduct.

Article III. Service Territory

Section 1. The Chapter serves the following sixteen counties of East Tennessee: Anderson, Blount, Campbell, Claiborne, Cocke, Grainger, Hamblen, Jefferson, Knox, Loudon, McMinn, Monroe, Morgan, Roane, Sevier, and Union.

Section 2. The Chapter may revise its service territory by membership vote at a Regular General Meeting consistent with the boundaries of nearby DSA chapters and subject to National DSA approval.

Article IV. Membership

Section 1. Eligibility. Membership in the Chapter is open to all members in good standing of the national Democratic Socialists of America who reside in or work in the Chapter's service territory, and to any other member of National DSA who voluntarily affiliates with the Chapter.

Section 2. Members in Good Standing. A member is in good standing if the member is in good standing with National DSA and has not been suspended or expelled under Article XIII of these bylaws. Voluntary Chapter dues, if requested by the Chapter, are not a condition of good standing.

Section 3. Rights. Members in good standing have the right to attend all meetings of the Chapter, to participate in deliberations, to make and second motions, to vote on all questions, to nominate and be nominated, to run for any Chapter office, to serve on committees, and to receive notice of all Chapter meetings and elections.

Section 4. Freedom to Organize. Members have the freedom to organize for shared political perspectives and to take part in the democratic processes of the Chapter and of National DSA toward that end. Members and factions may organize to change the policies and program of the Chapter and of National DSA, may openly critique them, and shall accept majority decisions as legitimate. No Chapter body, officer, Code, Rule, or Policy may suppress, penalize, or disadvantage members for forming caucuses or factions, for organizing internal political tendencies, or for openly critiquing Chapter or national policies and program.

Section 5. Voluntary Chapter Dues. The Chapter may request voluntary dues from members to support Chapter operations. Payment of Chapter dues is not a condition of membership, voting, holding office, or any other right of membership.

Article V. Officers

Section 1. Officers and Terms. The officers of the Chapter are two Co-Chairs, a Secretary, a Treasurer, and a Steward. Each officer serves a one year term beginning August 1 and ending July 31 of the following year, or until a successor is elected. The Chapter shall aspire to have its officers reflect the demographics of the membership and the larger community.

Section 2. Eligibility. Any member in good standing of National DSA and of the Chapter may stand for Chapter office. No member may hold more than one Chapter office at the same time.

Section 3. Officers Serve Without Compensation. All officers serve without compensation. Officers may receive reasonable reimbursement of documented Chapter related expenses under

the Rule on Financial Controls. No part of the Chapter's net earnings shall inure to the benefit of any officer, member, or private individual.

Section 4. The Co-Chairs.

- a) The Co-Chairs are the chief executive officers of the Chapter and serve jointly. The Co-Chairs preside at Meetings of the Chapter and at Steering Committee meetings. The Co-Chairs are the default public spokespersons of the Chapter.
- b) The Co-Chairs are signatories on Chapter financial accounts under Article XVI.
- c) The Co-Chairs ensure that the business of the Steering Committee is reported to Regular General Meetings and that minutes of Steering Committee meetings are available to members for inspection.
- d) The Co-Chairs are the Chapter's principal point of contact for allied organizations, including labor unions, tenant organizations, mutual aid groups, and other community partners, subject to direction by the Steering Committee. The Co-Chairs do not have authority to commit the Chapter to any endorsement, coalition partnership, or formal alliance. Those decisions are reserved to the membership under Article XIV. The Steering Committee may by majority vote designate other officers or members to act as coalition liaisons on specific matters for limited periods.
- e) The operational duties of the Co-Chairs, including internal workflows and communications cadence, are governed by the Rule on Officer Operating Procedures. The Rule may not reduce any duty, power, or accountability established in these bylaws.

Section 5. Secretary.

- a) The Secretary is responsible for the Chapter's records, including minutes of all Meetings and Steering Committee meetings, the Chapter membership roster maintained in coordination with National DSA, and the registries of current Codes, Rules, and Policies required by Article XXIII.
- b) The Secretary is responsible for member privacy and for responding to member records requests consistent with these bylaws and applicable law.
- c) The Secretary maintains a master cross reference table identifying every reference in the Bylaws, Codes, Rules, and Policies to any other document or provision within the four tier hierarchy. The cross reference table shall be updated within thirty days of any amendment to any document in the hierarchy and shall be available to any member in good standing on request.
- d) The Secretary temporarily assumes the responsibilities of the Co-Chairs if neither Co-Chair is able to act.
- e) The operational duties of the Secretary, including minute format, communication channels, roster maintenance cadence, records request workflows, and registry publication procedures,

are governed by the Rule on Officer Operating Procedures. The Rule may not reduce any duty, power, or accountability established in these bylaws.

Section 6. Treasurer.

- a) The Treasurer is responsible for the funds, financial records, and financial reporting of the Chapter.
- b) The Treasurer is responsible for all required state, federal, and National DSA regulatory filings as specified in the Compliance Code adopted under Article XXIII Section 5. At minimum, those filings include Tennessee corporate annual reporting, Tennessee charitable solicitations compliance if applicable, Internal Revenue Service annual returns, and any reporting required by National DSA.
- c) The Treasurer is the primary signatory on Chapter financial accounts. Both Co-Chairs are also signatories. The Treasurer deposits all Chapter funds in accounts held in the Chapter's name under the Chapter's federal tax identification number.
- d) The Treasurer presents the proposed annual budget for adoption at the last Regular General Meeting of the calendar year under Article XVI, Section 5, presents a financial report at the July Annual Convention, and presents additional financial reports as requested by the Steering Committee or by motion at any Regular General Meeting.
- e) The Treasurer shall track the allocation of Chapter expenditures and activity between social welfare purposes and political campaign intervention, in form and detail sufficient to demonstrate compliance with the section 501(c)(4) primary purpose test in the event of audit or inquiry. The specific tracking methodology, threshold benchmarks, and documentation standards are specified in the Compliance Code.
- f) The operational duties of the Treasurer, including reconciliation cadence, reimbursement workflows, recordkeeping practices, and internal controls, are governed by the Rule on Officer Operating Procedures and the Rule on Financial Controls. Neither Rule may reduce any duty, power, or accountability established in these bylaws or in the Compliance Code.

Section 7. Steward.

The title of Steward draws on the labor movement tradition of the shop steward, a rank and file worker elected by and accountable to fellow workers, who serves as the link between the membership and the broader organizing work of the union. The Steward is not a manager or director and does not stand above the membership. The Steward does not handle harassment grievances, member discipline intake, or investigation of complaints, which are reserved to the Harassment Grievance Officers under Article XXVII and the disciplinary procedures in Article XIII.

- a) The Steward is the Chapter's lead internal organizing officer, responsible for the strength, growth, and durability of the Chapter's membership.

- b) **Onboarding and Integration.** The Steward is responsible for new member onboarding, member integration, and retention.
- c) **Political Education.** The Steward is responsible for political education in coordination with the Co-Chairs and any Political Education Committee.
- d) **Internal Mobilization.** The Steward is responsible for member mobilization for Chapter actions and events, and for turnout for endorsed campaigns and coalition actions approved by the membership or the Steering Committee.
- e) **Reporting.** The Steward reports to each Regular General Meeting on membership growth, retention, and internal mobilization. The Steward maintains records of member engagement and reports quarterly to the Steering Committee on organizing benchmarks adopted by the Steering Committee or the membership.
- f) **Convening Authority.** The Steward may convene member organizers and committee chairs as needed to coordinate internal organizing work. The Steward does not supervise officers or committees and may not assign work to other officers without their consent.
- g) **Operating Procedures.** The operational duties of the Steward are governed by the Rule on Officer Operating Procedures.

Section 8. Delegation.

Each officer may delegate operational tasks to other members with the consent of the Steering Committee, provided that the officer retains responsibility and accountability for the delegated task.

Section 9. Attendance.

- a) **Thresholds.** An officer who misses three consecutive counted Steering Committee meetings, or who attends fewer than half of all counted Steering Committee meetings in any rolling six month period, may be declared to have resigned under this Section.
- b) **Counted Meetings.** Only regular Steering Committee meetings for which the officer received at least the four days notice required by Article VI Section 4 count toward the thresholds. Emergency meetings, and any meeting noticed on fewer than four days, do not count. An absence is not counted if the officer notified a Co-Chair or the Secretary in advance or had good cause, or if the officer attends by permitted remote participation.
- c) **Declaration.** The deemed resignation must be declared by a two thirds vote of the other seated officers, the affected officer not voting and not counted toward the two thirds. Before the declaration, the officer must receive written notice of the proposed declaration at least ten days in advance and an opportunity to be heard at the meeting at which the declaration would take effect.

d) **Appeal.** The affected officer may appeal the declaration to the next Regular General Meeting, which may reinstate the officer by majority vote. Pending the appeal, the seat is treated as filled by the affected officer and is not counted as a vacancy for any purpose, including the emergency triggers in Article XV. If the officer does not appeal within the notice period for that meeting, or the membership upholds the declaration, the seat becomes vacant and is filled under Article XII.

e) **No Substitute for Removal.** This Section addresses nonattendance only. It is not a substitute for removal for cause, which may be done only by the membership under Article XII Section 7.

Section 10. Spokesperson Status.

The Co-Chairs are the default public spokespersons of the Chapter. The Steering Committee may by majority vote designate other officers or members to speak publicly on specific matters for limited periods.

Section 11. Filing for Public Office.

An officer who files for any partisan or nonpartisan public office must resign from Chapter office no later than the close of the filing period for the office sought, unless the membership waives this requirement by a two thirds vote at a Regular General Meeting with the higher quorum and fourteen days notice.

Article VI. Steering Committee

Section 1. Composition.

a) The Steering Committee consists of the five elected officers of the Chapter: two Co-Chairs, the Secretary, the Treasurer, and the Steward. Each officer has one vote.

b) Branch Chairs, Standing Committee Chairs, the Youth Section Chair, and Harassment Grievance Officers may attend Steering Committee meetings, may speak, and may propose business. They are not voting members of the Steering Committee.

c) For the avoidance of doubt, "officer" in these bylaws refers only to the five elected positions listed in subsection (a).

Section 2. Board of Directors Status.

The Steering Committee serves as the Board of Directors of the Chapter for purposes of the Tennessee Nonprofit Corporation Act. Each member of the Steering Committee owes fiduciary

duties of care, loyalty, and obedience to the Chapter as required by Tennessee Code Annotated section 48-58-301 and related provisions.

Section 3. Duties.

- a) The Steering Committee administers the affairs of the Chapter and implements decisions of the Regular General Meetings and the Annual Convention. It may propose policy to the Regular General Meetings and the Annual Convention.
- b) The Steering Committee receives reports of Committees, Branches, and the Youth Section and advises thereon.
- c) The Steering Committee may call Emergency Meetings of the Chapter.
- d) The Steering Committee acts on matters that require immediate and urgent action between Regular General Meetings, subject to the limits in these bylaws and the supreme legislative authority of the Regular General Meeting and the Annual Convention.
- e) The Steering Committee adopts, amends, and rescinds Policies under Article XXIII.

Section 4. Meetings. The Steering Committee meets at least monthly at the call of either Co-Chair or at the request of any three Steering Committee members. Steering Committee members must receive at least four days notice of regular meetings. Twenty four hours notice is sufficient for emergency meetings.

Section 5. Quorum. A quorum of the Steering Committee is a majority of seated Steering Committee members, in no case fewer than three members. No motion may pass without the affirmative vote of a majority of those present.

Section 6. Open Meetings. Steering Committee meetings are open to all members in good standing of the Chapter. The Steering Committee may go into executive session by majority vote to discuss personnel matters, member discipline, pending or threatened litigation, security matters, or other matters where confidentiality is required by law or by clear necessity.

Article VII. Meetings of the Chapter

Section 1. Highest Decision Making Body. The Annual Convention and the Regular General Meetings of the Chapter, open to all members in good standing, are the highest decision making bodies of the Chapter. No body, officer, Code, Rule, or Policy may exercise authority above a properly convened Regular General Meeting or Annual Convention. The Steering Committee acts between such meetings subject to the supreme legislative authority of the membership.

Section 2. Regular General Meetings. The Chapter holds Regular General Meetings at least monthly. The Steering Committee sets the time and place and publishes the schedule. The Steering Committee sets the agenda. The agenda must be communicated to members at least

seven days in advance of each meeting. Regular General Meetings are the principal legislative body of the Chapter between Annual Conventions.

Section 3. Emergency Meetings. The Steering Committee may call an Emergency Meeting of the Chapter on five days notice when an urgent and important matter requires deliberation. The notice must state the matters to be considered, and no other business may be transacted.

Section 4. Special Meetings. A Special Meeting is a meeting of the Chapter, other than a Regular General Meeting, an Emergency Meeting, or the Annual Convention, called to transact specific business that these bylaws authorize to be taken at a Special Meeting. A Special Meeting is convened by the person or body, for the purpose or purposes, and on the written notice that the provision authorizing it specifies, as provided in Article VIII Section 4, Article XI Section 4, Article XII Sections 3, 4, and 6, and Article XIII Section 4(f). The notice must state the business to be considered, and no business other than the business stated in the notice may be transacted. The ordinary quorum under Section 5(a) applies to a Special Meeting, except that any action listed in Section 5(b) taken at a Special Meeting requires the higher quorum. Voting at a Special Meeting follows Section 6.

Section 5. Quorum.

a) **Ordinary Quorum.** The quorum for any Regular General Meeting, Emergency Meeting, or Special Meeting of the Chapter for ordinary business is five percent of the Chapter membership, but in no case fewer than six members.

b) **Higher Quorum.** The quorum for the following actions is ten percent of the Chapter membership, but in no case fewer than twelve members:

1. Amendment of these bylaws.
2. Adoption, amendment, or rescission of a Code.
3. Expulsion of a member.
4. Removal of an officer.
5. Removal of a Harassment Grievance Officer.
6. Dissolution of the Chapter.
7. Endorsement of any candidate, ballot measure, coalition action, or labor action.

c) **Membership Count.** For every quorum percentage in this Section, “the Chapter membership” means the number of members in good standing on the membership roster as most recently reconciled with National DSA, measured as of the first day of the calendar month in which the Meeting is held, as certified in writing by the Secretary. The certified count and the resulting ordinary and higher quorum numbers shall be published with the notice of the Meeting. If the Secretary’s position is vacant, any other officer certifies the count.

d) **Measurement.** Quorum shall be measured at the call to order of each Meeting. Once quorum is met, business may continue notwithstanding subsequent departures, except that:

1. No motion may pass without the affirmative vote of a majority of those present and voting at the time of the vote.
2. No motion requiring the higher quorum may pass if attendance has fallen below the higher quorum threshold at the time of the vote.
3. If attendance falls below the ordinary quorum minimum of six members, no further substantive motion may be adopted. The Meeting may still recess, adjourn, fix the time of the next Meeting, or take other procedural action. Any member may raise the absence of a quorum as a point of order at any time.

e) **Periodic Review.** At the first Annual Convention following twelve months of operation under these bylaws, the membership shall review the quorum thresholds in this Section in light of actual turnout data. Based on that review, the membership may direct the submission of a quorum amendment proposal for consideration at the next Annual Convention under Article XXV.

f) **Self Correction.** If three consecutive Regular General Meetings fail to reach the ordinary quorum, the Steering Committee shall place a quorum amendment proposal on the agenda of the next Annual Convention.

Section 6. Voting. Each member in good standing present at a Meeting has one vote. Proxy voting is not permitted. Remote participation is permitted subject to procedures adopted by the Steering Committee that allow remote members to be identified, heard, and counted.

Article VIII. Annual Convention

Section 1. Annual Convention Required. The Chapter holds an Annual Convention each July. The Annual Convention is a Regular General Meeting for purposes of these bylaws and is the only meeting at which bylaws amendments may be considered and voted on.

Section 2. Date and Notice. The Steering Committee shall set the date and place of the Annual Convention at least sixty days in advance. The Secretary shall communicate the date, place, and proposed agenda to all members at least thirty days in advance.

Section 3. Required Business. The Annual Convention shall:

a) Elect the five officers of the Chapter under Article X. b) Elect Harassment Grievance Officers under Article XXVII. c) Consider properly submitted bylaws amendments under Article XXV. d) Receive reports from the Co-Chairs, Secretary, Treasurer, Steward, Harassment Grievance Officers, each Branch Chair, each Standing Committee Chair, and the Youth Section Chair, including the Treasurer's financial report for the fiscal year to date. The annual budget is not adopted at the Annual Convention; it is adopted under Article XVI, Section 5.

Section 4. National Convention Delegate Elections. In years in which the National Convention will be held, the Annual Convention shall also elect the Chapter's delegates and alternates to the National Convention under Article XI. If the date of the National Convention requires delegate elections to be completed before the Annual Convention or on a different schedule than the Annual Convention permits, the Steering Committee shall call a Special Meeting for delegate elections on the schedule required by National DSA and consistent with Article XI.

Section 5. Quorum. The Annual Convention requires the higher quorum specified in Article VII Section 5(b), measured at the call to order. Once the higher quorum is met, the Annual Convention may transact all business within its authority, subject to the quorum measurement rules in Article VII Section 5(d).

Section 6. Voting. Contested elections at the Annual Convention shall be conducted by secret ballot. Other matters are decided by voice vote, show of hands, or other means under the parliamentary authority adopted in Article XXIV, subject to a member's right to request a roll call vote or division of the assembly on any question.

Section 7. Credentials. The Secretary shall verify that all voters at the Annual Convention are members in good standing of National DSA and of the Chapter as of the day of the Annual Convention.

Section 8. Operating Procedures. The detailed conduct of the Annual Convention, including order of business, time allocation, agenda preparation, credentials process, and election logistics, is governed by the Rule on Annual Convention Procedures.

Article IX. Branches, Standing Committees, Working Groups, and the Youth Section

Section 1. Branches.

The Chapter may charter Branches to organize members in geographic areas within the Chapter's service territory.

a) **Formation.** Five or more members in good standing residing or working in a proposed Branch area may petition the Steering Committee for the formation of a Branch. The petition shall identify the proposed geographic area, the petitioning members, and a contact person. The Steering Committee shall publish the petition to the full membership within fourteen days of receipt and place the matter on the agenda of the next Regular General Meeting. The membership approves Branch formation by majority vote at a Regular General Meeting on ten days written notice. Once approved, the Branch is chartered upon meeting the minimum membership threshold in subsection (b).

- b) **Minimum Membership.** A Branch must maintain at least ten members in good standing residing or working within its designated area.
- c) **Geographic Area.** Each Branch's geographic area shall be defined by the chartering vote in terms of counties or municipalities within the Chapter's service territory. Branch areas shall not overlap. Members residing or working within a Branch area are affiliated with that Branch in addition to the Chapter as a whole.
- d) **Branch Chair.** Each Branch elects a Branch Chair from among its members in good standing, by majority vote of Branch members in good standing present at a Branch meeting on seven days written notice. The Branch Chair must be a member in good standing of the Chapter and of National DSA.
- e) **Branch Meetings.** Branches hold regular meetings at a frequency set by the Branch, with a minimum of one meeting per quarter. Branch meetings are conducted under the parliamentary authority adopted in Article XXIV. Branch meetings are open to all members of the Chapter who reside or work in the Branch's geographic area, with voting limited to those members. Branches may not hold General Meetings of the Chapter and may not exercise the authority of the General Meeting.
- f) **Branch Authority and Limits.** Branches may conduct local organizing, host events, build coalitions with local partners subject to Chapter approval, and report local conditions and member engagement to the Chapter. Branches may not:
1. Endorse candidates, ballot measures, or coalition partnerships (Article XIV reserves these decisions to the membership).
 2. Commit Chapter funds beyond a budget approved by the Steering Committee or the membership.
 3. Adopt rules binding on the Chapter or on members outside the Branch (Article XXIII reserves rulemaking to the four tier hierarchy).
 4. Represent themselves as speaking for the Chapter as a whole.
- g) **Branch Funding.** Branches may request Chapter funds for Branch activity through the Steering Committee under the Rule on Financial Controls. The Chapter Treasurer retains sole signatory authority over all Chapter funds, including any funds allocated to Branch activity. A Branch shall not maintain a separate bank account.
- h) **Branch Reporting.** The Branch Chair reports to each Regular General Meeting on Branch activity, attendance, and key issues, and maintains a Branch member roster in coordination with the Secretary.
- i) **Branch Inactivity and Dissolution.** A Branch that falls below ten members for more than ninety consecutive days, or that fails to hold a meeting for more than ninety consecutive days, shall be reviewed by the Steering Committee. The Steering Committee may recommend dissolution to the

membership. Dissolution requires a majority vote at a Regular General Meeting on ten days written notice. Members affiliated with a dissolved Branch remain full members of the Chapter.

j) **Operating Procedures.** Operational details of Branch governance are governed by the Rule on Subsidiary Body Operating Procedures.

Section 2. Standing Committees.

The Chapter may establish Standing Committees to organize members around specific issues or functional areas, including but not limited to housing, labor, mutual aid, electoral, political education, and ecosocialism.

a) **Formation.** The membership may establish a Standing Committee by majority vote at a Regular General Meeting on ten days written notice. The motion shall include a proposed charter identifying the committee's scope, expected membership, and reporting obligations. A proposed Standing Committee must have at least three members in good standing of the Chapter willing to participate as a condition of formation.

b) **Minimum Membership.** A Standing Committee must maintain at least three members in good standing of the Chapter.

c) **Standing Committee Chair.** Each Standing Committee elects a Chair from among its members in good standing, by majority vote of Committee members in good standing present at a Committee meeting on seven days written notice. The Standing Committee Chair must be a member in good standing of the Chapter and of National DSA.

d) **Standing Committee Meetings.** Standing Committees hold regular meetings at a frequency set by the Committee, with a minimum of one meeting per month. Committee meetings are open to all members of the Chapter.

e) **Authority and Limits.** Standing Committees may organize members in their issue area, propose Chapter action, develop coalition relationships subject to Chapter approval, and report to the membership. Standing Committees may not endorse, may not commit Chapter funds beyond an approved budget, may not bind the Chapter, and may not adopt rules outside the Article XXIII four tier hierarchy.

f) **Reporting.** The Standing Committee Chair reports to each Regular General Meeting on Committee activity and progress.

g) **Inactivity and Dissolution.** A Standing Committee that falls below three members in good standing for more than ninety consecutive days, or that fails to hold a meeting for more than ninety consecutive days, shall be reviewed by the Steering Committee. The Steering Committee may recommend dissolution to the membership. Dissolution requires a majority vote at a Regular General Meeting on ten days written notice.

h) **Operating Procedures.** Operational details of Standing Committee governance are governed by the Rule on Subsidiary Body Operating Procedures.

Section 3. Working Groups.

The Steering Committee may establish Working Groups for time limited projects. Working Groups dissolve automatically at the conclusion of their project or after twelve months, whichever is sooner, unless the membership renews them as Standing Committees by majority vote at a Regular General Meeting on ten days written notice.

Section 4. Youth Section.

The Chapter shall maintain a Youth Section to organize student and young members of the Chapter, including coordination with any chartered YDSA Chapter at the University of Tennessee Knoxville or at other colleges and universities within the Chapter's service territory.

a) **Membership.** The Youth Section consists of:

1. Chapter members in good standing who are under the age of thirty.
2. Chapter members in good standing who are enrolled as students at a college, university, technical college, or community college within the Chapter's service territory, regardless of age.
3. Members of any chartered YDSA Chapter at a college or university within the Chapter's service territory who are also members in good standing of National DSA, with affiliation as coordinated between the YDSA Chapter and the Youth Section.

b) **Coordination with YDSA.** The Youth Section coordinates with any chartered YDSA Chapter at the University of Tennessee Knoxville and at other colleges and universities within the Chapter's service territory, including but not limited to Maryville College, Carson Newman University, Tennessee Wesleyan University, Pellissippi State Community College, and Roane State Community College. Nothing in this Section overrides the independent governance structure of any YDSA Chapter under national YDSA bylaws.

c) **Youth Section Chair.** The Youth Section elects a Youth Section Chair from among its members, by majority vote of Youth Section members in good standing present at a Youth Section meeting on seven days written notice. The Youth Section Chair must be a member in good standing of the Chapter and of National DSA.

d) **Youth Section Meetings.** The Youth Section holds regular meetings at a frequency set by the Section, with a minimum of one meeting per month during the academic year (September through April) and at least one meeting per quarter during the summer term (May through August).

- e) **Authority and Limits.** The Youth Section may organize young and student members, host youth focused events, coordinate with YDSA chapters, propose Chapter action on issues affecting students and young workers, and report to the membership. The Youth Section may not endorse, may not commit Chapter funds beyond an approved budget, may not bind the Chapter, and may not adopt rules outside the Article XXIII four tier hierarchy.
- f) **Reporting.** The Youth Section Chair reports to each Regular General Meeting on Youth Section activity, including coordination with any YDSA chapters in the Chapter's service territory.
- g) **Operating Procedures.** Operational details of Youth Section governance are governed by the Rule on Subsidiary Body Operating Procedures.

Section 5. No Steering Committee Vote for Subsidiary Body Chairs.

Branch Chairs, Standing Committee Chairs, and the Youth Section Chair are not voting members of the Steering Committee. They may attend, speak, and propose business at Steering Committee meetings. Their primary accountability is to their Branch, Committee, or Section. They report to Regular General Meetings as set out in this Article.

Section 6. Vacancies in Subsidiary Body Chairs.

- a) **Branch Chair Vacancies.** A Branch Chair vacancy is filled by the Branch electing a new Chair under Section 1(d) within thirty days of the vacancy. During the vacancy, the Branch may designate an interim Chair from among Branch members in good standing.
- b) **Standing Committee Chair Vacancies.** A Standing Committee Chair vacancy is filled by the Committee electing a new Chair under Section 2(c) within thirty days of the vacancy. During the vacancy, the Committee may designate an interim Chair from among Committee members in good standing.
- c) **Youth Section Chair Vacancies.** A Youth Section Chair vacancy is filled by the Youth Section electing a new Chair under Section 4(c) within thirty days of the vacancy. During the vacancy, the Youth Section may designate an interim Chair from among Section members in good standing.
- d) **No Membership Wide Confirmation.** Vacancies in Branch Chair, Standing Committee Chair, and Youth Section Chair positions are filled by the relevant Branch, Committee, or Section, not by the full membership. The procedures in Article XII (Vacancies and Officer Removal) apply only to the five elected officer positions.

Section 7. No Independent Rulemaking.

Branches, Standing Committees, Working Groups, and the Youth Section may not adopt rules, procedures, or standards purporting to bind the Chapter or its members. Any internal procedures

adopted by a Branch, Standing Committee, Working Group, or the Youth Section are advisory only unless adopted under the procedures in Article XXIII.

Article X. Elections and Nominations

Section 1. Annual Elections. All five officer positions are elected annually at the Annual Convention.

Section 2. Nominations. Nominations for Chapter office open thirty days before the Annual Convention and close five days before the Annual Convention. Nominations may be made orally at the Regular General Meeting preceding the election, or in writing or by email submitted to the Secretary. Members may nominate themselves.

Section 3. Candidate Statements. The Secretary publishes received nominations to the membership promptly. Nominees may submit a written statement in support of their candidacy. The Secretary publishes those statements to the membership before the election. Nominees may make oral statements at the election meeting.

Section 4. Procedures. No candidate may run their own election. Elections are conducted by secret ballot. If a position is uncontested, the nominee is declared elected by acclamation.

Section 5. Detailed Procedures. All Chapter elections, including officer, Harassment Grievance Officer, delegate, and special elections, are administered under the Code on Election Procedures adopted under Article XXIII Section 5. Detailed election procedures, including ballot design, counting procedures, tie break rules, election challenge procedures, and any technology used for election administration, are governed by that Code.

Section 6. First Election of a Newly Created Position. When an amendment to these bylaws creates a new elected position, or converts an appointed position to an elected one, the ordinary nomination window in Section 2 cannot run before the position exists. For the first term of any such position, and only for that first term, nominations may be made from the floor at the Meeting at which the position is created, taken up immediately after the position takes effect and before the election for that position is held. Members may nominate themselves. This Section applies to officer positions and, through Article XXVII, to Harassment Grievance Officer positions. All other requirements of this Article, including secret ballot for contested elections and the rule that no candidate may run their own election, continue to apply.

Section 7. Positions Not Filled at the Election. If an officer position receives no candidate during the nomination period, nominations for that position are reopened from the floor at the Annual Convention before the meeting adjourns. Any officer position that remains unfilled at the close of the Annual Convention is a vacancy and is filled under Article XII. No person may hold more than one officer position at the same time, and a shortage of candidates does not authorize any person to hold two officer positions.

Section 8. Majority in Ranked Elections. Where these bylaws require election by majority vote and a contested election is conducted by ranked ballot under the Code on Election Procedures, a candidate who receives a majority of the votes on the continuing ballots in the final round of the count is elected by majority vote within the meaning of these bylaws. A ballot that ranks none of the continuing candidates is exhausted and is not counted in that round. This Section supplies the meaning of majority vote for every ranked Chapter election in which these bylaws require a majority, including the officer elections under this Article and the Harassment Grievance Officer elections under Article XXVII.

Article XI. Delegates to National, Regional, and State Bodies

Section 1. Election Required. In each year in which the National DSA Convention is held, the Chapter shall elect the Chapter's apportioned delegates and alternates to the National Convention by direct election of the membership.

Section 2. Eligibility. Any member in good standing of National DSA and of the Chapter may stand for delegate or alternate. A member must be in good standing as of the date of the delegate election. National DSA membership and dues paid status as of the date of the election shall be verified by the Secretary in coordination with the national office.

Section 3. Apportionment. The number of Chapter delegates and alternates is set by the National Political Committee under the national Constitution and Bylaws. The Chapter elects the number of delegates and alternates apportioned to it.

Section 4. Timing. The Chapter shall conduct delegate elections within the window required by the National DSA Constitution and Bylaws, which is no more than four months and no less than forty five days before the opening of the National Convention. The Annual Convention is the default forum for delegate elections in National Convention years. If the timing of the National Convention requires delegate elections outside the Annual Convention window, the Steering Committee shall call a Special Meeting for the delegate election on the schedule required by National DSA, with notice to the membership of at least fourteen days.

Section 5. Nominations. Nominations for delegate and alternate positions open thirty days before the delegate election and close five days before the delegate election. Nominations may be made orally at the Regular General Meeting preceding the election, or in writing or by email submitted to the Secretary. Members may nominate themselves.

Section 6. Candidate Statements. Nominees may submit a written statement in support of their candidacy. The Secretary publishes received nominations and candidate statements to the membership before the election. Nominees may make oral statements at the election meeting.

Section 7. Election Method. Delegate elections are conducted by secret ballot using the method required by the National DSA Constitution and Bylaws. Implementation details, including the

counting procedure, tie break rules, and any technology used, are specified in the Code on Election Procedures.

Section 8. No Candidate Runs Own Election. No candidate for delegate or alternate may run their own election. The Secretary, or a designee of the Secretary who is not a candidate, administers the delegate election.

Section 9. Alternates. Alternates serve in the order of their election rank when a delegate is unable to attend or vote at the National Convention. The Chapter delegation may, if authorized by the membership, vote the apportioned strength of the delegation under the rules of the National Convention.

Section 10. State or Regional Bodies. If the Chapter is a member of a chartered DSA State Organization or DSA Regional Organization, elections for State or Regional delegates shall follow the procedures in this Article and any additional procedures in the Code on Election Procedures and in the State or Regional Constitution.

Article XII. Vacancies and Officer Removal

Section 1. Co-Chair Auto Succession. If a vacancy occurs in one of the Co-Chair positions, the remaining Co-Chair continues to serve as sole Chair with all the authority of both Co-Chairs until the vacancy is filled.

Section 2. Notice of Vacancy. The Secretary shall provide written notice to the full membership of any officer vacancy within seven days of the vacancy. The notice shall identify the vacant office and the cause and date of vacancy. If the Steering Committee has made the interim appointment under Section 3 by the time the notice issues, the notice shall also identify the name of the interim officer and the date of the confirmation vote under Section 4. If the interim officer has not yet been appointed when the notice issues, the notice shall state the deadline by which the appointment must be made under Section 3(c), and the Secretary shall provide a supplemental notice identifying the interim officer and the date of the confirmation vote within two days after the appointment is made. If the Secretary's position is vacant, any other officer shall provide the notice.

Section 3. Interim Appointment.

a) Upon any officer vacancy, the Steering Committee shall appoint an interim officer from members in good standing of the Chapter and of National DSA. This appointment may be made by any remaining officer or officers acting jointly without regard to whether the Steering Committee has a quorum.

b) The interim officer assumes all the duties and authority of the office immediately upon appointment and serves until the confirmation vote under Section 4.

c) The Steering Committee shall make the interim appointment within fourteen days of the vacancy. If the Steering Committee fails to make an interim appointment within fourteen days, any five members in good standing may petition the Secretary to call a Special Meeting on seven days written notice to fill the vacancy by direct election. If the Secretary's position is itself vacant or unfilled, the petition may be submitted to any other officer.

Section 4. Membership Confirmation.

a) The interim appointment must be confirmed by majority vote of the membership at the next Regular General Meeting following the appointment, or within forty five days after the appointment, whichever is sooner. If no Regular General Meeting is scheduled within forty five days, the Steering Committee shall call a Special Meeting on seven days written notice for the confirmation vote.

b) If the membership confirms the interim, the interim becomes the elected officer for the remainder of the term.

c) If the membership denies confirmation, the interim's service ends at the close of the meeting at which the denial occurs. The membership at the same meeting shall by majority vote choose between:

1. Holding nominations and electing a replacement from the floor at the same meeting; or
2. Scheduling a special election at the next Regular General Meeting on fourteen days written notice to the membership, with a member nomination period opening immediately and closing five days before the special election.

d) If the membership chooses subsection (c)(2), the Steering Committee may appoint a new interim officer under Section 3 to serve until the special election. The denied interim may not be re-appointed within ninety days of the denial unless the membership specifically waives this restriction by majority vote.

Section 5. Vacancies Near the Annual Convention. If a vacancy occurs within forty five days of the Annual Convention, the interim appointment under Section 3 continues until the Annual Convention. The position is filled at the regular annual election rather than by a separate confirmation vote.

Section 6. Loss of All Officers. If all five officer positions are vacant simultaneously, any five members in good standing may convene a Special Meeting of the Chapter on seven days notice to declare an organizational emergency, appoint interim officers under the procedure in Section 3, and schedule confirmation votes under the procedure in Section 4. If no member or members convene such a meeting within sixty days, the Chapter shall be considered non functioning and National DSA shall be notified.

Section 7. Officer Removal. Any officer may be removed for cause at a Regular General Meeting by a two thirds vote of those present and voting, with the higher quorum, on fifteen days written

notice to the membership and to the officer. The notice must state the grounds for removal. Grounds for removal include nonfeasance, malfeasance, gross violation of these bylaws, breach of fiduciary duty, or serious harm to the Chapter's interests. The officer must receive an opportunity to respond in writing before the meeting and to be heard in person at the meeting.

Article XIII. Discipline of Members

Section 1. Grounds. A member may be disciplined for conduct that violates the Chapter's Code of Conduct, the National DSA Code of Conduct, or these bylaws, or for conduct that endangers the safety or integrity of the Chapter. A member may also be expelled, under the procedure in Section 4(c), on any of the following grounds: (i) the member is in substantial disagreement with the principles or policies of DSA; (ii) the member consistently engages in undemocratic or disruptive behavior; or (iii) the member is under the discipline of any self-defined democratic-centralist organization. The ground in clause (iii) reaches only a member who is subject to the binding discipline of an organization that defines itself as democratic-centralist. None of these grounds reaches, and none is ever applied to, membership in or coordination with a caucus, faction, tendency, or other organization, the open critique of the policies, program, leadership, or decisions of the Chapter or of DSA, advocacy through democratic means to change them, or the endorsement of candidates or slates, all of which are protected under Article IV, Section 4.

Section 2. Range of Discipline.

The Chapter may impose, in increasing order of severity:

a) Formal warning; b) Mediation; c) Required training; d) Temporary suspension of any or all membership rights for up to six months; e) Expulsion from the Chapter.

Section 3. Due Process Floor.

No member may be subjected to suspension or expulsion without all of the following procedural protections, which are the minimum required and may not be reduced by any Code, Rule, Policy, or vote of any Chapter body:

a) **Written Notice.** The member shall receive written notice of the proposed discipline at least fifteen days before the meeting at which the discipline will be considered. The notice shall state the specific charges, the conduct alleged, the rule or standard alleged to have been violated, and the proposed discipline.

b) **Disclosure of Evidence.** The member shall receive copies of all evidence to be considered against them at the same time as the notice.

- c) **Right to Respond in Writing.** The member shall have the right to submit a written response, which shall be distributed to the deciding body before the meeting.
- d) **Right to Appear and Be Heard.** The member shall have the right to appear in person (or by remote participation if remote participation is permitted at the meeting), to be heard, and to make a statement in their own defense.
- e) **Right to Call Witnesses.** The member shall have the right to identify and call witnesses on their behalf.
- f) **Right to an Advisor.** The member shall have the right to be accompanied by an advisor of their choosing, who may be a member or non-member, and who may consult with the member during the proceeding.
- g) **Written Decision.** The member shall receive a written decision stating the discipline imposed (if any), the grounds, and the evidence relied upon, within fourteen days of the deciding meeting.
- h) **Right of Appeal.** The member shall have the right to appeal as provided in Section 5 of this Article. For expulsion, the right of appeal includes the right to appeal to the National Political Committee pursuant to the 2025 DSA Unified Grievance Policy.

For lesser disciplinary actions (formal warning, mediation, required training), proportionate notice and an opportunity to be heard are required, with details to be specified in the Code of Conduct.

Section 4. Authority to Impose Discipline.

- a) **Formal Warning, Mediation, and Required Training.** The Steering Committee may impose a formal warning, mediation, or required training by majority vote, following the proportionate notice and opportunity to be heard required by Section 3. Except for a temporary protective measure under subsection (e), these are the only measures the Steering Committee may impose.
- b) **Temporary Suspension.** Temporary suspension of any or all membership rights may be imposed only by majority vote of the membership at a Regular General Meeting with the ordinary quorum, on fifteen days written notice, with all of the procedural protections of Section 3.
- c) **Expulsion.** Expulsion may be imposed only by a two thirds vote of the membership at a Regular General Meeting with the higher quorum, on fifteen days written notice, with all of the procedural protections of Section 3.
- d) **Limit on the Steering Committee.** Except for a temporary protective measure under subsection (e), the Steering Committee may not suspend or expel a member, and may not impose any discipline beyond the measures listed in subsection (a).
- e) **Temporary Protective Measures Under the Unified Grievance Policy.** When the 2025 DSA Unified Grievance Policy authorizes the Steering Committee to impose temporary, protective discipline on a member while a grievance against that member is pending, the Steering

Committee may impose such a measure. The measure is protective and interim only. It is not a finding that the member committed a violation, and it shall be limited to what is reasonably necessary to protect the safety of members and the integrity of the Chapter. The member shall receive written notice of the measure and of the reason for it. The measure expires no later than one hundred twenty days after the member is notified unless the National Political Committee extends it under the Unified Grievance Policy, and the membership may end it sooner at any Regular General Meeting. The full protections of Section 3 apply to any final suspension or expulsion, which may be imposed only under subsections (b) and (c).

f) **Grievance-Based Discipline Under the Unified Grievance Policy.** Where a proposed suspension or expulsion follows a grievance under the 2025 DSA Unified Grievance Policy, the determination is made within forty five days of receipt of the Harassment Grievance Officers' report, at a special meeting of the membership called specifically for that purpose. The special meeting is called on the same written notice, and the determination requires the same quorum and the same vote, that subsection (b) or subsection (c) sets for the discipline at issue, and the protections of Section 3 apply in full. This subsection implements the meeting and timing provisions of the Unified Grievance Policy and reduces no protection in this Article.

g) **Confidential Deliberation of Grievance-Based Discipline.** When the membership considers a temporary suspension or expulsion that arises from a grievance under the 2025 DSA Unified Grievance Policy, whether at a Regular General Meeting under subsection (b) or (c) or at a special meeting under subsection (f), the membership deliberates the grievance facts in a closed session limited to members in good standing. This closed session is the membership equivalent of the executive session available to the Steering Committee under Article VI, Section 6, and the Chapter uses it so that grievance matters are discussed only in confidential session, as the Unified Grievance Policy requires. The respondent's protections under Section 3, including the right to appear and be heard and the right to an advisor, apply in full within the closed session. The vote on the discipline is taken in the closed session and is recorded in the minutes as a matter of record, consistent with the Unified Grievance Policy. The Chapter keeps the grievance deliberations confidential; only the recorded result of the vote and the written decision required by Section 3(g) leave the closed session.

Section 5. Appeal.

a) A member subjected to formal warning, required training, mediation, or temporary suspension may appeal to the next Regular General Meeting. The appeal is decided by majority vote at ordinary quorum.

b) A member subjected to expulsion may appeal to the next Regular General Meeting. The appeal is decided by majority vote, but the higher quorum under Article VII Section 5(b) must be present, so that an expulsion requiring the higher quorum is not reversed by a smaller body.

- c) A member whose discipline is under appeal may attend the meeting and be heard on their own appeal but does not vote on it, and is not counted toward quorum for the appeal.
- d) In addition to internal Chapter appeals, any expelled member may appeal to the National Political Committee or the relevant national grievance body as provided in the 2025 DSA Unified Grievance Policy. Adjudications by the National Political Committee may not be further appealed within DSA.
- e) Pending the resolution of any appeal, the discipline remains in effect unless the deciding body or the National Political Committee orders otherwise.

Article XIV. Endorsements

Section 1. Definition. Endorsements include endorsements of candidates for any public office, endorsements of ballot measures, formal coalition memberships, and formal support of labor actions including strike authorizations, solidarity pickets, and boycotts.

a) **Informal and Formal Coalition Work.** Coalition work is informal when it involves only dialogue, information sharing, joint attendance at events, or ad hoc cooperation that creates no ongoing obligation and does not attach the Chapter's name, funds, or official position to another organization, and it becomes formal, and therefore reserved to a membership vote under this Article, when the Chapter joins a coalition as a named or dues paying member, commits money, staff, or its name to joint action, or binds itself to a coalition's shared positions or decisions.

Section 2. Procedure. Endorsement requires a two thirds vote at a Regular General Meeting with the higher quorum on fourteen days written notice to the membership. The notice must state the proposed endorsement. The Steering Committee shall organize an information session at or before the meeting at which the endorsement vote will occur.

Section 3. No Officer May Commit the Chapter. No officer may commit the Chapter to any endorsement prior to a vote of the membership. This includes coalition memberships, candidate endorsements, ballot measure endorsements, and formal support of labor actions.

Section 4. Operating Procedures. The detailed endorsement procedure, including submission, notice, the information session, the conduct and rescission of an endorsement vote, the standing solidarity authorization, and endorsement records, is governed by the Rule on Endorsement Procedures.

Article XV. Emergencies

Section 1. Triggers.

An organizational emergency may be declared in response to any of the following:

a) Natural disaster, severe weather, or public health emergency affecting the Chapter's service territory. b) Civil disturbance materially affecting the Chapter's ability to operate. c) Three or more simultaneous officer vacancies. d) Steering Committee falling below quorum for more than thirty days. e) Formal investigation of the Chapter by the National Political Committee or the National Political Committee Steering Committee.

Section 2. Declaration. The Co-Chairs jointly may declare an organizational emergency. If only one Co-Chair is in office, the Co-Chair plus any other officer may declare an emergency jointly. If fewer than two officers remain, any remaining officer may declare an emergency individually. The declaration must be in writing, must state the triggering condition, and must be communicated to the membership within forty eight hours.

Section 3. Emergency Powers.

During a declared emergency, the Steering Committee may:

a) Conduct Chapter business by electronic means without the usual notice requirements; b) Make operational decisions normally reserved to the Regular General Meeting that cannot be deferred until the next Regular General Meeting without concrete and serious harm to the Chapter or its members. Each such decision shall be documented in writing with the reason it could not be deferred, and shall be submitted for ratification at the next Regular General Meeting. A decision not ratified at that meeting lapses and has no further effect, without prejudice to acts already taken in good faith reliance on it; c) Take protective action to safeguard members, records, and resources.

Section 4. Emergency Limits.

The Steering Committee may not, even during an emergency:

a) Expel any member; b) Remove any officer; c) Amend these bylaws; d) Adopt, amend, or rescind any Code or Rule; e) Endorse any candidate, ballot measure, coalition, or labor action; f) Take any new public political position; g) Make material changes to the governance structure of the Chapter.

Section 5. Sunset and Termination. Any declared emergency automatically expires ninety days after declaration unless extended by the membership at a Regular General Meeting by a two

thirds vote with the higher quorum. The membership may terminate any declared emergency at any time, before the ninety days run, by majority vote at any Regular General Meeting or Emergency Meeting. On termination or expiration, all emergency powers end immediately.

Section 6. Relation to Vacancies. Declared emergencies under this Article are distinct from vacancy recovery procedures under Article XII. Loss of officers, including loss of all officers, is handled exclusively under Article XII. Nothing in this Article authorizes the Steering Committee or any member to use emergency powers to circumvent the vacancy procedures in Article XII.

Article XVI. Financial Management

Section 1. Fiscal Year. The fiscal year of the Chapter is the calendar year, January 1 through December 31.

Section 2. Bank Accounts. All Chapter funds shall be deposited in accounts held in the Chapter's name under the Chapter's federal tax identification number. Cash shall not be held outside such accounts except for petty cash subject to written controls adopted under the Rule on Financial Controls.

Section 3. Signatories.

- a) **Authorized Signatories.** Three officers are authorized signatories on all Chapter financial accounts: the Treasurer and both Co-Chairs. The Treasurer is the primary signatory. Both Co-Chairs serve as secondary signatories with full authority to sign in the Treasurer's absence.
- b) **Officer Transitions.** Within fourteen days of any change in officers holding signatory authority, the Chapter shall update signatory authority with all financial institutions to reflect the current officeholders. The Treasurer is responsible for executing this update.
- c) **Emergency Signatory.** If all three authorized signatories (Treasurer and both Co-Chairs) are simultaneously unavailable, incapacitated, removed, or otherwise unable to perform signatory duties for more than thirty consecutive days, the Steering Committee may by majority vote designate another officer or member in good standing as an emergency signatory. The emergency designation:
1. Requires written documentation of the unavailability of all three ordinary signatories.
 2. Must be ratified by majority vote at the next Regular General Meeting.
 3. Expires automatically when any one of the three ordinary signatories returns to office and resumes signatory duties.
 4. Shall be reported to National DSA within seven days of designation.

Section 4. Expenditure Authority.

Expenditures are authorized as follows:

- a) The Treasurer may authorize routine expenditures up to a dollar threshold set by the Rule on Financial Controls.
- b) The Steering Committee may authorize non recurring expenditures up to a higher threshold set by the Rule on Financial Controls.
- c) Any expenditure above the Steering Committee threshold, or any non recurring expenditure of unusual character, requires approval at a Regular General Meeting.

Section 5. Annual Budget. The Treasurer shall present a proposed annual budget for the coming fiscal year at the last Regular General Meeting of the calendar year. The membership adopts the budget by majority vote, to take effect on January 1. If a budget for a fiscal year is not adopted before that fiscal year begins, the most recently adopted budget remains in effect until the membership adopts a new one. The Treasurer presents a financial report at the July Annual Convention, which falls near the midpoint of the fiscal year. The Steering Committee may approve variances up to ten percent of any budget line.

Section 6. Financial Controls. The Chapter shall adopt a Rule on Financial Controls setting dollar thresholds, dual signature requirements for expenditures above specified amounts, reconciliation cadence, and reimbursement procedures.

Section 7. Compliance Calendar. The Treasurer shall maintain a written compliance calendar listing every required state, federal, and National DSA filing, the deadlines, the responsible person, and the supporting documentation. The Steering Committee shall review the compliance calendar at least quarterly. The compliance calendar is a Policy under Article XXIII, adopted and kept current by the Steering Committee, and its required contents and structure are specified in the Compliance Code.

Article XVII. Conflict of Interest

Section 1. Code. The Chapter shall adopt a Conflict of Interest Code modeled on Internal Revenue Service Form 1024-A application requirements for section 501(c)(4) organizations and consistent with applicable Tennessee law.

Section 2. Disclosure. Each officer and each member of the Steering Committee shall annually disclose in writing any actual or potential conflicts of interest. The disclosure shall be maintained by the Secretary.

Section 3. Recusal. An officer with an actual or potential conflict of interest in any matter before the Steering Committee or the membership shall disclose the conflict, recuse from discussion and voting on the matter, and absent from any executive session on the matter.

Article XVIII. Whistleblower Protection

Section 1. Code. The Chapter shall adopt a Whistleblower Code. Members and officers may report suspected violations of law, of these bylaws, or of Chapter policy to the Co-Chairs, the Secretary, the Steering Committee as a whole, the Chapter's Harassment Grievance Officers, or the National Political Committee.

Section 2. Acknowledgment. A whistleblower report shall be acknowledged in writing within seven days of receipt.

Section 3. Anti Retaliation. No officer or member may retaliate against a whistleblower. Retaliation is a ground for officer removal or member discipline.

Article XIX. Indemnification

Section 1. Officers and Members. The Chapter shall indemnify its officers, Harassment Grievance Officers, and members acting in their official or member capacity in good faith to the fullest extent permitted by Tennessee Code Annotated section 48-58-509 and related provisions of the Tennessee Nonprofit Corporation Act.

Section 2. Limits. Indemnification under this Article does not extend to:

a) Acts or omissions outside the scope of the person's official or member capacity in the Chapter; b) Acts of gross negligence; c) Willful or intentional misconduct; d) Knowing violations of law; e) Any transaction from which the person derived an improper personal benefit; f) Any matter for which indemnification is prohibited by Tennessee law.

Section 3. Insurance. The Chapter may purchase directors and officers liability insurance and general liability insurance to support the indemnification obligations under this Article. The Steering Committee shall review insurance coverage annually as part of the budget process.

Article XX. Document Retention

Section 1. The Chapter shall adopt and maintain a Rule on Document Retention establishing retention periods and disposition procedures consistent with applicable federal law, Tennessee law, and National DSA guidance. The Rule shall include at minimum: permanent retention of governance documents (minutes, bylaws, Codes, Rules, resolutions, financial reports, tax filings,

corporate filings); appropriate retention of financial records; and appropriate retention of correspondence relating to Chapter business.

Section 2. The Secretary is responsible for permanent governance records. The Treasurer is responsible for financial records.

Section 3. Records covered by an active government records request, subpoena, search warrant, or pending or threatened litigation shall be preserved notwithstanding any scheduled destruction under the Rule on Document Retention.

Article XXI. Prohibited Activity

Section 1. The Chapter shall not engage in any activity prohibited to organizations exempt under Internal Revenue Code section 501(c)(4).

Section 2. The Chapter shall not engage in political campaign intervention on behalf of any candidate for public office to a degree inconsistent with section 501(c)(4) status. Specific tracking requirements and benchmarks for the primary purpose test are specified in the Compliance Code.

Section 3. No part of the Chapter's net earnings shall inure to the benefit of any officer or member.

Section 4. The Chapter shall not engage in any activity prohibited by resolutions of the National Convention or the National Political Committee of DSA.

Article XXII. Information Security and Government Records

Section 1. Security Standards. The Chapter shall maintain reasonable digital security practices, including encryption where practicable, two factor authentication on Chapter accounts, and continuity of credentials across officer transitions.

Section 2. Information Security Code. The Chapter shall adopt an Information Security Code specifying tools, procedures, password management, and incident response.

Section 3. Government Records Requests: Principles.

The Chapter responds to government records requests, subpoenas, search warrants, and similar legal process under the following binding principles:

- a) **Preservation.** All records identified in any request shall be preserved immediately.
- b) **Compliance Limited to Legal Requirement.** The Chapter shall comply only with what the law actually requires, and shall not voluntarily produce records beyond legal requirement.

c) **Transparency.** The Chapter shall notify its membership and National DSA of any government records request as soon as legally permissible, subject to any non disclosure obligation imposed by law.

d) **No Obstruction.** Nothing in this Article authorizes obstruction of lawful process.

The specific procedural steps, designated counsel, internal notifications, and incident response are governed by the Information Security Code.

Section 4. No officer or member may voluntarily produce Chapter records to any government agency beyond what the law requires without authorization from the Steering Committee or the membership.

Article XXIII. Governance Hierarchy

Section 1. Four Tiers.

The Chapter operates under a four tier hierarchy of binding governance documents:

- a) **Tier 1: Bylaws.** The fundamental governing law of the Chapter. Amended only under Article XXV, only at the Annual Convention.
- b) **Tier 2: Codes.** Member rights protecting law and compliance frameworks. Adopted, amended, and rescinded by two thirds vote at two consecutive Regular General Meetings, with the higher quorum and fourteen days written notice to the membership of each meeting.
- c) **Tier 3: Rules.** Operational law adopted by the general membership. Adopted, amended, and rescinded by majority vote at any Regular General Meeting on ten days written notice to the membership.
- d) **Tier 4: Policies.** Administrative procedures adopted by the Steering Committee. Adopted, amended, and rescinded by majority vote of the Steering Committee.

Section 2. Supremacy.

In any conflict between tiers, the higher tier controls. A document at any tier that conflicts with a higher tier document is void to the extent of the conflict. The remainder of any partially void document survives if it can stand independently.

Where two documents at the same tier conflict, the later adopted document controls to the extent of the conflict.

Section 3. Exclusive Rulemaking Authority.

No committee, working group, branch, officer, or other body may adopt any rule, procedure, or standard that purports to bind the Chapter or its members outside this four tier hierarchy. Internal documents adopted outside this hierarchy are advisory only and have no binding effect on the Chapter, its officers, or its members.

Section 4. Tier 1: Bylaws.

The Bylaws are the fundamental governing law of the Chapter. The Bylaws may be amended only under the procedure set out in Article XXV, only at the Annual Convention, and only with the higher quorum.

Section 5. Tier 2: Codes.

a) **Authority.** Codes are adopted, amended, and rescinded by two thirds vote at two consecutive Regular General Meetings, with the higher quorum and fourteen days written notice to the membership of each meeting. The first meeting introduces and debates the proposed Code or amendment. The second meeting takes the final vote.

b) **Scope.** Codes establish rights and protections that members rely on against other members, officers, or external actors, and establish compliance frameworks for the Chapter as a section 501(c)(4) organization. Codes bind the membership, officers, Steering Committee, branches, committees, and working groups.

c) **Reserved Subjects.** The following subjects may be addressed only by Code, never by Rule or Policy:

1. Code of Conduct
2. Whistleblower Code
3. Conflict of Interest Code
4. Information Security Code
5. Compliance Code (covering national reporting obligations, federal 501(c)(4) tracking and filing duties, Tennessee filings, and the means for members to notify the National Political Committee of Chapter non compliance with Chapter Agreements)
6. Code on Election Procedures (covering officer, delegate, and Harassment Grievance Officer election procedures, including Scottish Single Transferable Vote for delegate elections as required by national)

d) **Designation of Additional Codes.** The membership may by the procedure in subsection (a) designate any other subject as requiring a Code, or remove that designation. The designation procedure is the same as the procedure to adopt the Code itself.

e) **Rescission.** Rescission of a Code requires the same procedure as adoption.

Section 6. Tier 3: Rules.

a) **Authority.** Rules are adopted, amended, and rescinded by majority vote of the general membership at any Regular General Meeting on ten days written notice to the membership.

b) **Scope.** Rules operationalize the Bylaws and Codes and address operational matters not reserved to Code. Rules bind the membership, officers, Steering Committee, branches, committees, and working groups.

c) **Reserved Subjects.** The following subjects shall be addressed by Rule, and may not be addressed by Policy:

1. Financial Controls
2. Document Retention
3. Annual Convention Procedures
4. Endorsement Procedures
5. Officer Operating Procedures (covering Co-Chair, Secretary, Treasurer, and Steward internal workflows)
6. Subsidiary Body Operating Procedures (covering Branch, Standing Committee, and Youth Section internal workflows)
7. Any other subject the Bylaws reserve to Rule

d) **Rescission.** Rescission of a Rule requires the same procedure as adoption.

Section 7. Tier 4: Policies.

a) **Authority.** Policies are adopted, amended, and rescinded by majority vote of the Steering Committee at any properly noticed Steering Committee meeting.

b) **Scope.** Policies administer the Bylaws, Codes, and Rules. Policies may not address any subject reserved to Code or to Rule. Policies bind officers, committees, branches, and working groups, but not the general membership.

c) **Membership Override.** The general membership may rescind any Policy by majority vote at any Regular General Meeting on ten days notice. The general membership may direct the Steering Committee to amend any Policy by majority vote at any Regular General Meeting on ten days notice. A Policy rescinded by the membership may not be reissued by the Steering Committee in substantially similar form within twelve months unless the membership authorizes the reissue.

Section 8. Form, Registries, and Publication.

- a) **Single Subject.** Each Code, Rule, and Policy shall be a single document covering a single subject area.
- b) **Required Metadata.** Each Code, Rule, and Policy shall identify, on its face, the unique number assigned by the Secretary, the date of adoption, the dates of any amendments, the authority under which it is adopted, and the effective date.
- c) **Public Registries.** The Secretary shall maintain public registries of all current Codes, Rules, and Policies. Each registry shall identify each document by number, title, date of adoption, and date of last amendment. Members in good standing may request the full text of any listed document.
- d) **Operational Detail.** The specific format, numbering convention, repository location, publication cadence, version control method, and distribution procedure for Codes, Rules, and Policies are governed by the Policy on Registry and Version Control, adopted and maintained by the Steering Committee under this Article.

Section 9. Conflict Identification.

The Steering Committee shall bring to the membership for correction any Code, Rule, or Policy known or suspected to conflict with a higher tier. Any member in good standing may raise a claim of conflict at any Regular General Meeting. The membership decides claims of conflict by majority vote.

Section 10. No Override of This Article.

The Steering Committee may not by Policy override or modify any provision of this Article. This Article may be amended only under Article XXV.

Section 11. Transition for Existing Practices.

- a) **Grandfather Period.** All Chapter practices, procedures, and operational rules in effect as of the date of ratification of these bylaws that are not in direct conflict with these bylaws shall continue in effect for one hundred eighty days following ratification.
- b) **Inventory Obligation.** Within the grandfather period, the Steering Committee shall inventory existing practices and propose appropriate Codes, Rules, or Policies to memorialize those practices that should continue. The Secretary shall maintain the inventory and report progress to each Regular General Meeting during the grandfather period.
- c) **Lapse.** Practices not memorialized as a Code, Rule, or Policy within the grandfather period shall lapse and have no further binding effect on the Chapter.

d) **Direct Conflicts.** Notwithstanding subsection (a), any existing practice in direct conflict with these bylaws is void on the effective date of these bylaws.

Section 12. Tier Selection Guidance.

a) **Policy on Tier Selection.** Within ninety days of ratification of these bylaws, the Steering Committee shall adopt a Policy on Tier Selection providing guidance on which tier a given subject belongs in.

b) **Guiding Principles.** The Policy on Tier Selection shall apply the following principles:

1. Subjects that define the fundamental structure of the Chapter, member rights, due process protections, fiduciary controls, or the governance hierarchy itself belong in the Bylaws.
2. Subjects that protect members against other members, officers, or external actors, or that establish compliance frameworks for tax exempt status, belong in Codes.
3. Subjects that operationalize the Bylaws or Codes, set operational standards binding on the membership and the Steering Committee, or have substance that needs to evolve with circumstance belong in Rules.
4. Subjects that administer day to day operations, bind officers and committees but not the general membership, or implement already adopted Codes and Rules belong in Policies.

c) **Advisory Only.** The Policy on Tier Selection is advisory. The membership retains ultimate authority over tier placement, and any member in good standing may challenge tier placement at any Regular General Meeting under the conflict identification procedure in Section 9.

Article XXIV. Parliamentary Authority

Section 1. The current edition of Robert's Rules of Order Newly Revised governs the Chapter in all cases to which it applies and in which it does not conflict with these bylaws.

Section 2. Consensus decision making is desirable where feasible. Robert's Rules of Order shall be enforced upon the request of any member.

Section 3. Any action of any officer or member in contravention of these bylaws, of any Code, of any Rule, or of any Policy is null and void.

Article XXV. Amendments

Section 1. Annual Convention Only.

Amendments to these Bylaws may be considered and voted on only at the Annual Convention. No bylaws amendment may be considered at a Regular General Meeting, at an Emergency Meeting, or by electronic vote.

Section 2. Submission Requirements.

- a) Proposed amendments must be submitted in writing to the Secretary at least ninety days before the Annual Convention.
- b) Each proposed amendment must be endorsed by at least five members in good standing of the Chapter.
- c) The submission must include the full text of the proposed amendment, the specific Bylaws Article and Section(s) affected, the names of the endorsing members, and a brief statement of purpose.

Section 3. Secretary Technical Check.

- a) **No Steering Committee Review.** The Steering Committee does not review, screen, comment on, filter, or otherwise gatekeep submitted amendments. The Steering Committee may not block, delay, or modify any properly submitted amendment.
- b) **Secretary Technical Check.** Within fifteen days of receipt of a properly submitted amendment, the Secretary shall review the amendment for cross reference accuracy, internal consistency, and conflicts with other Articles of these bylaws or with state, federal, or National DSA rules. The Secretary's review is technical only and may not address the substance, merit, or political content of the amendment.
- c) **Notice of Defects.** If the Secretary identifies a technical defect, the Secretary shall notify the proposing members in writing within the fifteen day review period and offer a reasonable opportunity to correct the defect. The proposing members may accept any or none of the suggested corrections.
- d) **Publication As Submitted.** If the proposing members decline to correct a defect, the amendment proceeds to circulation as originally submitted, with the Secretary's written notice of defects appended as a footnote. The Secretary's footnote does not block, modify, or otherwise alter the amendment text or its eligibility for a vote at the Annual Convention.

e) **No Authority to Block.** The Secretary has no authority to refuse to circulate any properly submitted amendment under any circumstance.

Section 4. Circulation.

The Secretary shall circulate all properly submitted amendments to the full membership at least sixty days before the Annual Convention. Circulation shall include the full text of each amendment, the endorsing members, and the statement of purpose. Members may circulate their own comments and analysis of any submitted amendment through Chapter communication channels.

Section 5. Floor Amendments.

a) **Permitted Scope.** At the Annual Convention, members may propose floor amendments to submitted proposals. Members may not introduce entirely new bylaws amendments from the floor of the Annual Convention.

b) **Germaneness.** A floor amendment must be germane to the submitted proposal. A floor amendment is germane if it modifies, narrows, or expands a provision within the same Article and Section that the submitted proposal addresses, and is directly related to the subject matter of the submitted proposal.

c) **Ruling.** The Chair rules on germaneness, subject to appeal to the body by majority vote of those present and voting.

Section 6. Adoption.

A bylaws amendment is adopted by two thirds vote of those present and voting at the Annual Convention, with the higher quorum.

Section 7. Effective Date.

Adopted amendments take effect immediately upon adoption by the Annual Convention, that is, upon the announcement of the result of the adopting vote, unless the amendment provides otherwise. An amendment that creates, renames, or modifies an elected position takes effect upon adoption so that the position governed by the amendment exists for any election held later in the same Annual Convention.

Section 8. Reporting to National.

Within thirty days of adoption of any bylaws amendment, the Secretary shall submit the amended bylaws in their entirety to the National Office of DSA as required by Article III Section 2 of the national Constitution and Bylaws.

Section 9. Transition.

The procedure in this Article XXV applies to all amendments to these Bylaws after their initial adoption. The initial adoption of these revised Bylaws is governed by the amendment procedure in the bylaws in effect at the time of their introduction.

Article XXVI. Dissolution

Section 1. Dissolution requires a two thirds vote at two consecutive Regular General Meetings with the higher quorum on thirty days notice each.

Section 2. On dissolution, all assets of the Chapter, after payment of debts and liabilities, shall be distributed to the national Democratic Socialists of America, as required by Article III, Section 2 of the national Bylaws. Only if the national Democratic Socialists of America has dissolved, no longer exists, or is not then an organization exempt under section 501(c) of the Internal Revenue Code shall the assets instead be distributed to one or more organizations exempt under section 501(c)(4) or section 501(c)(3) of the Internal Revenue Code, with purposes compatible with those of the Chapter, designated by the membership at the dissolving meeting. This Section is construed to satisfy both the national requirement that Chapter assets pass to the Democratic Socialists of America and the requirement of section 501(c)(4) that the Chapter's assets, on dissolution, pass to another organization exempt under section 501(c).

Article XXVII. Harassment Grievance Officers

Section 1. Authority and Compliance.

This Article implements the 2025 DSA Unified Grievance Policy, adopted by the August 2025 National Convention, which superseded Resolution 33 of the 2017 National Convention. The provisions of this Article shall be interpreted consistent with the Unified Grievance Policy as amended by future National Conventions. In any conflict between this Article and the national Unified Grievance Policy, the national policy controls.

Section 2. Number of Officers.

a) The Chapter shall maintain at least one Harassment Grievance Officer (HGO) at all times. If the Chapter has more than one hundred members, it shall maintain at least two HGOs at all times. Chapter membership for this purpose is the certified count under Article VII, Section 5(c). This subsection implements the requirement of the 2025 DSA Unified Grievance Policy that a chapter have at least one HGO, and at least two once it exceeds one hundred members.

b) The membership may by majority vote at a Regular General Meeting increase the required number of HGOs above the minimum set in subsection (a).

Section 3. Eligibility and Restrictions.

a) **Membership Required.** Any member in good standing of the Chapter and of National DSA may serve as an HGO.

b) **Separation from Steering Committee.** An HGO may not simultaneously serve as an elected officer (Co-Chair, Secretary, Treasurer, or Steward). An officer who is elected or appointed as HGO must resign one position within fourteen days, and an HGO who is elected or appointed as an officer must resign one position within fourteen days.

c) **Separation from Discipline Decisions.** An HGO who handled the intake or investigation of a grievance shall not vote on the final disciplinary decision related to that grievance.

Section 4. Election, Nominations, and Term.

a) **Election.** HGOs are elected by the membership at the Annual Convention. A single HGO seat is filled by majority vote on a ranked ballot, as Article X Section 8 provides. Where two or more HGO seats are filled at the same election, the election is conducted by Scottish Single Transferable Vote under the Code on Election Procedures, and each candidate seated by that method is elected within the meaning of these bylaws. This subsection satisfies the 2025 DSA Unified Grievance Policy, which leaves the manner of selecting HGOs to the chapter.

b) **Term.** Each HGO serves a one year term beginning August 1 and ending July 31 of the following year, or until a successor is elected. No HGO may serve more than three consecutive full one year terms in that role. A person who has served three consecutive full terms is again eligible to serve as an HGO after at least one full term out of the role. A partial term served to fill a mid term vacancy under subsection (c) does not count toward this limit. This term limit is set in satisfaction of the requirement of the 2025 DSA Unified Grievance Policy that each chapter determine term limits for its Harassment Grievance Officers.

c) **Mid Term Vacancies.** A mid term HGO vacancy is filled by majority vote of the Steering Committee, appointing an Acting HGO until a special election at the next Regular General Meeting. Nominations for that special election follow subsection (d), with the thirty day and five day windows measured against the date of the special election, except that nominations may also be made from the floor at the special election if the seat would otherwise go unfilled.

d) **Nominations.** Nominations for HGO open thirty days before the election and close five days before the election. Nominations may be made orally at the Regular General Meeting preceding the election, or in writing or by email submitted to the Secretary. Members may nominate themselves. For the first election of HGOs under these bylaws, nominations are governed by Article X Section 6 and the transitional provisions of these bylaws.

e) **Candidate Statements and Administration.** Nominees may submit a written statement in support of their candidacy, which the Secretary publishes to the membership before the election. Contested HGO elections are conducted by secret ballot. No candidate may run their own election. The Secretary, or a designee of the Secretary who is not a candidate, administers the HGO election under the Code on Election Procedures adopted under Article XXIII Section 5.

Section 5. Contingency for Unfilled Positions.

- a) **Recruitment Obligation.** If the Chapter is unable to fill the required minimum number of HGO positions under Section 2 after a good faith effort, the Steering Committee shall notify National DSA in writing within fourteen days of the vacancy or unfilled status.
- b) **Continued Operation.** The Chapter's disciplinary functions under Article XIII continue under existing procedures during any period when fewer than the required number of HGOs are seated.
- c) **Request for Outside HGO.** The Steering Committee may request that National DSA designate a regional or appointed HGO to serve the Chapter on a temporary basis until the Chapter is able to elect or appoint a permanent HGO.
- d) **Active Recruitment.** During any period of HGO vacancy, the Steering Committee shall actively recruit candidates for the HGO role and report progress to each Regular General Meeting.

Section 6. Removal for Cause.

- a) **Grounds.** An HGO may be removed for cause, including nonfeasance, malfeasance, breach of confidentiality, retaliation against a complainant or respondent, conflict of interest, or serious failure to carry out HGO duties.
- b) **Procedure.** Removal requires a two thirds vote at a Regular General Meeting with the higher quorum on fifteen days written notice. The HGO subject to removal must receive written notice of the grounds and the same due process protections set out in Article XIII Section 3.
- c) **Interim Suspension.** Upon a credible allegation that warrants immediate action, the Steering Committee may by two thirds vote suspend an HGO from intake of new grievances pending the removal proceeding. An interim suspension does not prejudice the removal vote.

Section 7. Hotline, Forms, and Duties.

The Chapter shall maintain (a) a confidential reporting channel accessible only to HGOs, with the Steering Committee and other officers having no access; (b) standardized written forms for reporting, responding to, and appealing grievances; and (c) confidential records of all grievances received and their disposition. The specific operational details, including the hotline platform and credentials, the form templates, intake procedures, investigation procedures, and grievance record retention periods, are governed by the Code of Conduct and by operational Policies

adopted by the HGOs and ratified by the Steering Committee. Ratification by the Steering Committee is the operative adoption of such a Policy for the purposes of Article XXIII Section 7(a). Operational documents may not reduce the structural protections in this Article.

Section 8. Appeals to the National Political Committee.

All grievance decisions are subject to the appeal rights set forth in the 2025 DSA Unified Grievance Policy. Adjudications by the National Political Committee may not be further appealed within DSA.

Adoption, Effective Date, and Transition to the New Officer Structure

Section 1. Governing Procedure for Initial Adoption. These revised bylaws are adopted under the amendment procedure in the bylaws in effect at the time of their introduction, as provided in Article XXV Section 9, and not under the procedure in Article XXV that governs later amendments. Under that prior procedure, an amendment put forward as a written resolution, endorsed by at least five members in good standing and submitted to the Executive Committee at least one month before the first of the two meetings, with at least two weeks' written notice of the proposed bylaws given to the membership before each meeting, must be approved by a majority vote of those present and voting at two consecutive Regular or General meetings of the Chapter. This initial adoption follows that procedure in full.

Section 2. The Two Approving Votes and Effective Date. The proposed revised bylaws are introduced and debated at the June 2026 Regular General Meeting. The first approving vote is taken at the July 2026 Annual Convention, which is a General Meeting under the prior bylaws. The second and final approving vote is taken at the August 2026 Regular General Meeting, the next consecutive meeting. The revised bylaws are adopted, and take effect, upon the announcement of the result of the second approving vote at the August 2026 Regular General Meeting. A single vote at one meeting does not adopt these bylaws. If the second meeting does not approve the revised bylaws by majority vote, they are not adopted and the Chapter continues under the bylaws then in effect. For all purposes of these bylaws, "ratification of these bylaws," and the word "ratification" as used in Article XXIII, Sections 11 and 12, mean the moment the revised bylaws take effect under this Section, namely the announcement of the result of the second approving vote at the August 2026 Regular General Meeting.

Section 3. Quorum and Vote Required. The quorum for each of the two approving votes is the ordinary quorum under the prior bylaws, no fewer than six members, and adoption at each meeting requires a majority of those present and voting. The higher quorum and the two-thirds vote requirement in Article VII Section 5(b) and Article XXV apply to amendments made after

these revised bylaws are adopted and do not govern this initial adoption. Because this is a comprehensive revision, the Steering Committee should give the fullest practical notice and encourage broad attendance at both meetings, but adoption requires only a majority of those present and voting at each meeting with the ordinary quorum present.

Section 4. Officer Elections at the July Annual Convention. The two Co-Chairs, the Secretary, and the Treasurer are offices that exist under both the prior bylaws and these revised bylaws. The regular annual election for those four offices is held at the July 2026 Annual Convention under the bylaws in effect at that time, alongside the first approving vote on these revised bylaws. The officers so elected take office on August 1, 2026, for a term ending July 31, 2027, and continue in their offices under these revised bylaws when these bylaws take effect. The offices of Steward and Harassment Grievance Officer are created by these revised bylaws and do not exist until adoption is complete at the August meeting, so no election for those offices is held at the July Annual Convention.

Section 5. Second Vote and First Election of the Steward and Harassment Grievance Officers. At the August 2026 Regular General Meeting, the second and final approving vote on these revised bylaws is taken first in the order of business. Upon adoption, the offices of Steward and Harassment Grievance Officer come into existence. Because the ordinary nomination windows could not run before those offices existed, nominations for the Steward and for each Harassment Grievance Officer are made from the floor at that meeting, taken up immediately after adoption and before the elections for those offices, consistent with Article X Section 6 and Article XXVII. Members may nominate themselves. The Steward and the Harassment Grievance Officers so elected take office upon their election and serve a first term ending July 31, 2027.

Section 6. Taking Office and Continuity. Officers serving under the prior bylaws continue in office until the officers elected at the July 2026 Annual Convention take office on August 1, 2026. The two Co-Chairs, the Secretary, and the Treasurer take office on August 1, 2026. The Steward and the Harassment Grievance Officers take office upon their election at the August 2026 Regular General Meeting. This Section and the order of business set in Sections 4 and 5 control over any conflicting order of business in any Rule or Policy.