

MEMORANDUM

To: Nancy Worley
Chair, Alabama Democratic Party

From: Yvette Lewis, Harold Ickes & Patrice Taylor
DNC Rules and Bylaws Committee

Date: May 1, 2019

Subject: Compliance with the order of the Democratic National Committee, dated
February 16, 2019

This memorandum is provided as a follow up to our communications with you, most recently April 24, 2019, regarding the credentials challenge and our assignment to work with the Alabama Democratic Party ("ADP") and the State Democratic Executive Committee ("SDEC" or "State Committee") to update your governing documents to ensure compliance with the Resolution and Order of the Democratic National Committee ("DNC"), dated February 16, 2019.

Our engagement has been centered around the common goals that include a) to ensure that the Affirmative Action Plan and amendments to the Bylaws will comply with the DNC's Order, and b) to ensure that the required new election for the ADP Chair and Vice Chair is conducted in a manner that is procedurally appropriate and deals with the irregularities that will be addressed in the new Bylaws, and very importantly, c) to permit the State Party to adopt an Affirmative Action Plan and Bylaws that will protect it from credible serious challenges in the future.

Given the number of changes that the ADP will need to adopt to secure the approval of the DNC's Rules & Bylaws Committee ("RBC") and to be in compliance with the Order, particularly related to Article VII of the DNC's Charter and Bylaws (Full Participation), as well as procedural clarifications, we will follow this memorandum with a document that includes actual language to be considered as amendments to the ADP Bylaws.

Timeline

The order that was passed by the full DNC requires a new election be conducted for ADP Chair and Vice Chair no later than 90 days after February 17, 2019. This deadline is May 17, 2019. Also, the order specifically stated that amendments to the Bylaws, including the Affirmative Action Plan, would need to be approved by the RBC prior to their being adopted. This indicates the need for two meetings of the SDEC, the first to adopt amendments to the

Bylaws, including the Affirmative Action Plan and the second to hold a new election for the ADP Chair and Vice Chair, under the new Bylaws that comply with the National Party's Charter and Bylaws. Both meetings would be preceded by effective public affirmative action outreach.

At this point, it does not appear that it will be possible to accomplish a) approval of proposed amendments and AA Plan by the RBC, b) adoption of the amendments by the SDEC, and c) and the holding of a separate meeting for the election of the Chair and Vice Chair within the 90-day period.

Assuming that an agreement can be reached quickly between the SDEC and the RBC on the proposed amendments to the Bylaws and the AA Plan, and your agreement that those will be put to a vote with your full support, we are willing to work with you on an updated timeline with actual dates that we could present to the leadership of the RBC and Credentials Committee to get their approval for an extension of the current window.

To make such a timeline palatable, we propose that the amendments to the Bylaws and AA Plan be submitted to the SDEC for approval by mail ballot. Under the ADP Rules, the SDEC can conduct a vote by mail and using this method will eliminate the costs to the SDEC and the time and travel costs of its members to hold two in-person meetings in a short window. Voting by mail is not an unusual practice at the State Party or DNC levels. We will provide documented procedures for the conduct of a vote-by-mail process to ensure compliance with the ADP rules.

The procedures that we will provide include guidelines for ballot distribution, how ballots must be submitted back to the ADP and procedures to ensure that ballots are properly tabulated in a manner that ensures transparency and integrity of the process.

Addressing Deficiencies in the ADP's Bylaws with Regards to Affirmative Action and Outreach

A key finding of the DNC Credentials Committee and the full DNC was the fact that the ADP lacks an Affirmative Action plan and an effective outreach program to meaningfully involve groups underrepresented in Party Affairs including, Hispanics, Asians, LGBTQ persons, youth and those with disabilities.

The draft Bylaws amendments you provided to the DNC on April 3, 2019 spoke to certain provisions of Articles III, IV and VI of the ADP Bylaws. But as we stated in our correspondence of April 24, 2019, the amendments are highly unlikely to meet the requirements of the Order because they do not sufficiently address the ADP's steps to comply with the full participation provisions of the DNC's Charter and Bylaws. It will be

necessary for the ADP to make structural changes to how the Party includes these groups in order to ensure approval of the RBC and to fully comply with the DNC's order.

Just as the Minority Caucus effectively ensures full participation of Blacks on the State Committee and Executive Board and in other Party Affairs, it is critical that the ADP create a mechanism for other constituencies to have the same opportunity. Specifically, this will be accomplished by the establishment of a "Diversity Caucus" within the SDEC Bylaws. Just like the Minority Caucus, the Diversity Caucus would allow for add-on SDEC and Executive Board members to be elected from the constituencies above at a level that is commensurate with their presence in the population or the Democratic electorate, whichever is higher. The Diversity Caucus will parallel the Minority Caucus in its purpose, structure, and function with respect to the other diversity groups/constituencies referred to in the Charter and Bylaws of the National Democratic Party.

Our proposal does not make any substantive changes to the role and functions of the existing Minority Caucus, nor do any of the requirements lessen the importance of Black voters to the Party and its organization. To the contrary, the addition of a Diversity Caucus strengthens the overall Party structure and is largely modeled after the current description of the Minority Caucus in the SDEC Bylaws.

While the Hearing Officer, the Credentials Committee and the DNC's Order all reflect concerns with the methodology you are using to determine the number of add-on members selected by the Minority Caucus as well as the compliance of the Caucus with general directives of all Democratic meetings, we will not be suggesting that you re-run the selection of those add-on members before the new election of the Chair and the Vice-Chair. Many of the procedural changes mentioned in the next section will be applicable to both the Diversity Caucus and the Minority Caucus.

For this term 2019-2022, our proposal is that the members of the Diversity Caucus are to be elected at the upcoming election meeting by the 210 SDEC members who were elected from the legislative districts. Add-on members of the Diversity Caucus elected in 2019 will serve until after the Diversity Caucus selects diversity add-on members to the SDEC and Executive Board in August 2022. At the upcoming election meeting this year, the 210 members of the SDEC also will elect the diversity add-ons to the Executive Board and to the SDEC, such diversity add-on members to vote in the elections for Chair and Vice-Chair.

For the next organizational meeting in 2022, the Diversity Caucus will select the add-on members to the SDEC and the Executive Board.

Finally, regarding the AA Plan adopted by the Executive Board at its meeting on March 29, 2019, attached is a redline version of the AA Plan, which mainly include edits pertaining to clarifications and definitions.

Additional Procedural Changes to Bring ADP Bylaws into Compliance

As you well know, in addition to the issues with lack of effective AA outreach, both challenges also raised a number of procedural deficiencies in the meetings of both the Minority Caucus and the SDEC. The Hearing Officer, as well as the Credentials Committee, found that there were a number of election irregularities that included the signing-in of members, the seating of the minority add-on members selected by the Minority Caucus, the methods of voting, who was eligible to vote, who in fact voted, the counting of votes, the lack of recording of votes, as well as failure to follow well-established parliamentary procedure, all of which called into question the credibility of the process and results.

We intend to provide you with draft amendments that address procedures that need to be included in the Bylaws in order to comply with the DNC's order, to ensure transparency and credibility of the process and outcomes, and very importantly, to ensure that future meetings of the Minority Caucus and the SDEC are not subject to credible serious challenges. All of the amendments we are drafting are in line with standard parliamentary and other procedures included in the DNC's Charter and Bylaws.

To reiterate, we are committed to working with you to ensure that the ADP complies with the order of the full DNC so that the credentials challenge can be resolved and new elections can be conducted under Bylaws that ensure transparency and includes appropriate outreach to groups that are required under our Rules.

In terms of next steps, we are preparing a document to be sent to you with actual proposed language to formalize the creation of the Diversity Caucus as well as proposed amendments to address the procedural irregularities that exist in the ADP Bylaws. We would also like to set a call this week to discuss this memo and also to agree on dates for submission of drafts to the RBC, and then for submitting drafts of RBC approved Bylaws and AA Plan to the SDEC for approval, as well as a date for the elections, and we will be in touch to get that call scheduled.

We hope this information is helpful and we look forward to speaking with you.