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Lisa J. Stevenson, Esq.
Acting General Counsel
Office of General Counsel
Federal Election Commission
1050 First Street, NE
Washington, DC 20463

**Re: Request for an Advisory Opinion Regarding Service of
Congresswoman Robin Kelly as Chair of the Democratic Party of Illinois**

Dear Ms. Stevenson:

Pursuant to 52 U.S.C. § 30108, we seek an advisory opinion on behalf of Congresswoman Robin Kelly and the Democratic Party of Illinois (“the DPI”) (with Congresswoman Kelly, “the Parties”). Congresswoman Kelly is a member of the U.S. House of Representatives from Illinois’s second congressional district, and was first elected to that office in 2013. The DPI is the state party of the State of Illinois for the Democratic Party.

Under Illinois state law and the DPI’s By-Laws, the DPI is governed by a Democratic State Central Committee (“the DSCC”) consisting of 36 members, two from each of the state’s 18 congressional districts.¹ The DSCC members for each district are directly elected by the voters residing in that district.² The DSCC has three officers—including a Chair, a Vice-Chair, and a Secretary—each of whom must also be members of the DSCC.³

On March 3, 2021, Congresswoman Kelly was elected to the position of Chair of the DSCC.⁴ Congresswoman Kelly and the DPI recognize that, as a sitting Federal officeholder, the Congresswoman must be appropriately insulated from the DPI’s non-Federal activities in order to ensure compliance with the Federal Election Campaign Act of 1971, (the “Act”), as amended by

¹ See 10 Ill. Comp. Stat. Ann. 5/7-8; DPI By-Laws, art. 3, Section 4. A copy of the current DPI By-Laws is included with our request.

² 10 Ill. Comp. Stat. Ann. 5/7-8.

³ DPI By-Laws, art. 3, Section 5.

⁴ Congresswoman Kelly is not the only sitting Federal officeholder to have served as chair of a state or local political party. The Georgia Democratic Party is currently chaired by Congresswoman Nikema Williams, and Congressman Ken Buck was until recently Chairman of the Colorado Republican Party. With respect to local party organizations, recent examples include former Congressman Joe Crowley, who served as Chair of the Queens Democratic Party from 2006 to 2019, and former Congressman Bob Brady, who was Chair of the Philadelphia Democratic Party from 1998 to 2019.

the Bipartisan Campaign Reform Act of 2002 (“BCRA”).⁵ Accordingly, Congresswoman Kelly and the DPI seek an advisory opinion regarding different approaches to achieving such insulation. In this request, we present three proposed governance structures, each of which is intended to wall the Congresswoman off from the DPI’s non-Federal activities.

We ask the Commission to address these proposals, and to indicate whether one or more of the proposals would be sufficient to permit Congresswoman Kelly to serve in her position as Chair of the DPI without precluding the DPI from raising and spending non-Federal funds through the DPI’s state account pursuant to Illinois law. We also ask the Commission to address a small number of related questions regarding the structure and implementation of the proposals.

While the Act generally provides the Commission up to 60 days to respond to a written request for an advisory opinion, the Parties respectfully request expedited consideration.⁶ The Parties’ questions are highly significant and time-sensitive as the outcome of this request may dramatically and quickly impact the DPI’s fundraising, operations, and spending.⁷

I. Background

The Non-Federal Funds Ban

One of the primary purposes of BCRA was to address the risk of corruption or the appearance of corruption associated with “soft money”—i.e., political contributions that do not comply with Federal limits and source prohibitions.⁸ In order to “plug the soft-money loophole,”⁹ Congress adopted a range of restrictions on the use of non-Federal funds, including: (i) 52 U.S.C. § 30125(a), which prohibits national party committees and their agents from soliciting, receiving, directing, or spending non-Federal funds; (ii) 52 U.S.C. § 30125(b), which prohibits state and local party committees from using non-Federal funds for activities that affect Federal elections; and (iii) 52 U.S.C. § 30125(e), which restricts Federal candidates and officeholders from receiving, spending, or soliciting non-Federal funds in connection with Federal elections and imposes a number of limits on their ability to do so in connection with state and local elections.¹⁰

This advisory opinion request deals with the last of these restrictions, specifically 52 U.S.C. § 30125(e)’s prohibition of a Federal candidate or officeholder, or an entity that is “established, financed, maintained, or controlled by” a Federal candidate or officeholder, from raising or spending funds in non-Federal elections unless those funds do not exceed limits imposed under

⁵ Public Law 107-155, 116 Stat. 81 (Mar. 27, 2002).

⁶ 52 U.S.C. § 30108(a)(1).

⁷ Notice of New Advisory Opinion Procedures and Explanation of Existing Procedures, 74 Fed. Reg. 32160, 32162 (July 7, 2009).

⁸ See *McConnell v. FEC*, 540 U.S. 93, 132 (2003), *overruled in part*, *Citizens United v. FEC*, 558 U.S. 310, 130 S. Ct. 876 (2010) (noting that “BCRA’s central provisions are designed to address Congress’ concerns about the increasing use of soft money and issue advertising to influence Federal elections”).

⁹ *McConnell v. FEC*, 540 U.S. at 133.

¹⁰ See generally 52 U.S.C. § 30125.

the Act, and do not come from sources prohibited under the Act (collectively, the “Non-Federal Funds Ban”).¹¹

The Non-Federal Funds Ban was “premised on Congress’ judgment that if a large donation is capable of putting a Federal candidate in the debt of the contributor, it poses a threat of corruption or the appearance of corruption.”¹² As Senator John McCain, one of the principal sponsors of BCRA, explained, the Non-Federal Funds Ban was part of a “system of prohibitions and limitations on the ability of Federal officeholders and candidates, to raise, spend and control soft money” in order “to stop the use of soft money as a means of buying influence and access with Federal officeholders and candidates.”¹³

Both BCRA and the Commission’s implementing regulations strike a careful balance between the need to address the corruption risks raised by “soft money” and the First Amendment and associational rights of Federal candidates, officeholders, and political parties. In the case of a state party such as the DPI, the result is a detailed regulatory scheme which allows the party to raise and spend both “hard” and “soft” money, provided that the party complies with a comprehensive set of rules governing fundraising, transfers, spending and reporting.¹⁴

In particular, a state political party may engage in Federal, non-Federal, and mixed activity—in order to do so, however, the party “must establish” one more different types of accounts, including a “non-Federal account” for non-Federal activity and a “Federal account” which is to be used for Federal activity.¹⁵ Notably, Commission regulations require that a state party’s Federal account be “treated as a separate political committee” from the state account—the former is subject to the Commission’s registration and reporting requirements, together with Federal contributions limits and source prohibitions, while the latter is not.¹⁶

Pursuant to this scheme, the DPI maintains both a Federal account (“the Federal Account”)—which is subject to the Act’s limitations and source prohibitions, as well as to the Commission’s jurisdiction and oversight—and a state account (“the State Account”), which is free to raise non-Federal funds to the extent permitted by state law. Illinois law allows the State Account to receive contributions in excess of the \$10,000 per calendar year which a person may give to the Federal Account, and the \$5,000 per year which may be contributed to the Federal Account by a Federal multicandidate PAC.¹⁷ The State Account may also receive contributions from corporations and labor unions, which are prohibited from contributing to the Federal Account.¹⁸

¹¹ 52 U.S.C. § 30125(e)(1); 11 CFR § 300.62.

¹² *McConnell v. FEC*, 540 U.S. at 167.

¹³ See 148 Cong. Rec. S2139 (Daily ed. March 20, 2002) (statement of Sen. McCain).

¹⁴ See generally 11 CFR §§ 300.30 to 300.37.

¹⁵ 11 CFR § 300.30(b). BCRA and the Commission’s regulations also permit the receipt of a special category of funds, known as “Levin Funds,” which can be used for certain activities that benefit Federal candidates, such as generic party voter registration drives, voter identification programs, and get-out-the-vote efforts. 11 CFR § 300.32. Given the scope of this advisory opinion request, we do not extensively deal with Levin Funds or associated Levin accounts.

¹⁶ 11 CFR 300.30(c).

¹⁷ See 10 Ill. Comp. Stat. Ann.

¹⁸ See Ill. Comp. Stat. Ann. 5/9-8.5.

BCRA and the Commission's regulations establish a separate—and equally comprehensive—set of requirements for Federal candidates and officeholders.¹⁹ Among other things, these rules address Federal candidates' and officeholders' involvement in state and local elections (including those in which the Federal candidate or officeholder is also a candidate for state or local office), and attendance at and participation in non-Federal fundraising events.

In other words, *both* Congresswoman Kelly *and* the DPI's Federal Account are already subject to comprehensive restrictions on the solicitation and use of non-Federal funds as a result of BCRA and the Non-Federal Funds Ban. The question presented here is whether the DPI's State Account should *also* be subject to the same restrictions, or whether it is possible to adopt governance structures that would sufficiently insulate Congresswoman Kelly from the State Account so as to prevent the Non-Federal Funds Ban from applying.

This request thus raises the question of whether the governance structures proposed below are sufficient to prevent Congresswoman Kelly from “controlling” the State Account, and also whether she would not be deemed to be “financing” or “maintaining” the State Account.²⁰

The Commission's regulations set out a multi-factor test for whether a Federal officeholder's relationship with a particular entity satisfies these tests.²¹ Those regulations make clear that these factors “must be examined in the context of the overall relationship between” the Federal officeholder and the entity “to determine whether the presence of any factor or factors is evidence that the sponsor directly or indirectly established, finances, maintains or controls the entity.”²² Factors set out in the regulations that may bear on whether Congresswoman Kelly would still “control,” “finance,” or “maintain” the DPI's State Account following the adoption of one of the proposed governance structures include the following:

- Whether the Congresswoman has the authority or ability to direct or participate in the DPI State Account's governance through provisions of constitutions, bylaws, contracts, or other rules, or through formal or informal practices or procedures.
- Whether the Congresswoman has the authority or ability to hire, appoint, demote, or otherwise control the DPI State Account's officers or other decision-making employees or members.
- Whether the Congresswoman provides funds or goods in a significant amount or on an ongoing basis to the DPI State Account, such as through direct or indirect payments for administrative, fundraising, or other costs.
- Whether the Congresswoman causes or arranges for funds in a significant amount or on an ongoing basis to be provided to the DPI State Account.

¹⁹ See generally 11 CFR §§ 300.60 to 300.65.

²⁰ It is clear that Congresswoman Kelly did not play any role in “establishing” the DPI's State Account, which long predates her tenure as Chair.

²¹ 11 CFR § 300.2(c).

²² *Id.*

The Commission has issued only a few Advisory Opinions addressing the subject of a Federal officeholder’s “control” of a non-Federal entity. These Opinions make clear that, at least in certain circumstances, Federal candidates and officeholders may serve in leadership roles with non-Federal entities and candidates without triggering the Non-Federal Funds Ban.²³ In other words, Federal law clearly allows a federal officeholder to have some degree of involvement with a particular entity, and to participate in some ways in that entity’s affairs, without being deemed to “control” or “maintain” that entity. Instead, application of the “established, financed, maintained, or controlled” test must always turn on the specific facts and circumstances of each case, and whether the relationship between an entity and a federal candidate or officeholder is sufficient as a legal matter to amount to “control” (or one of the relationships set out in the standard).

While it is clear that certain leadership roles (e.g., board member or honorary chair) do not automatically grant “control” over an entity, the Commission has not previously considered whether the adoption of a formal governance structure that has been designed to insulate a Federal officeholder from controlling, financing, or maintaining a non-Federal entity can be sufficient to prevent the Non-Federal Funds Ban from attaching to that entity. The Commission *has* extensively considered the use of such structures under a different provision of the Act—the prohibition on the involvement of foreign nationals in U.S. elections.

The Foreign National Ban as a Model for Governance Structures

The Act and implementing regulations adopted by the Commission prohibit a foreign national from making any contribution, directly or through any other person, or an expenditure in connection with any election to any political office (“the Foreign National Ban”).²⁴ Unlike most other provisions of the Act, the Foreign National Ban applies to all elections for political office in the United States, including Federal, state, and local offices.²⁵

In addition to prohibitions on *making* contributions and expenditures, Commission regulations bar foreign nationals from *participating* in the election-related activities of others—including corporations and Federal political action committees (“the Participation Ban”).²⁶ Under the Participation Ban, a foreign national may not “direct, dictate, control, or directly or indirectly participate in the decision-making process of any person,” including any corporation or political committee, “with regard to such person’s Federal or non-Federal election-related activities.”²⁷ This includes decisions related to the making of Federal, state, or local contributions or expenditures, as well as those that involve “the administration of a political committee.”²⁸

²³ See FEC Adv. Op. 2007-21 (Holt) (Federal candidate serving as honorary chairman of State candidates’ campaigns); FEC Adv. Op. 2004-33 (Ripon Society) (Federal officeholder serving on advisory board of non-profit social welfare organization); FEC Adv. Op. 2007-05 (Iverson) (Federal officeholder serving as employer of Chairman of the Montana Republican State Central Committee).

²⁴ *Id.* at § 30121(a); 11 CFR § 110.20(b).

²⁵ *Id.*; see also *United States v. Kanchanalak*, 192 F.3d 1037, 1044 (D.C. Cir. 1999) (concluding that the Commission has “consistently interpreted” the Foreign National Ban “as applicable to Federal, state, and local elections since 1976”).

²⁶ 11 CFR 110.20(i).

²⁷ *Id.*

²⁸ *Id.*

The Participation Ban goes beyond the Non-Federal Funds Ban in a number of respects. First, the Participation Ban is triggered by a range of activities that fall short of “control”—the mere participation or involvement of a foreign national is sufficient to implicate the Participation Ban, whether or not that foreign national “controls” the activities in question. Second, the Participation Ban applies to a broad range of Federal, state and local election activities. While BCRA permits Federal officeholders to engage in a broad range of both Federal and non-Federal activities, subject to important limits on non-Federal fundraising and spending, the Participation Ban amounts to a “no-go zone for general participation of foreign nationals in the American political community.”²⁹

Despite the force and breadth of the Participation Ban, the Commission has consistently found that a corporation that is owned or led by a foreign national may nevertheless establish and maintain a separate segregated fund (“SSF” or “PAC”), provided that the corporation adopts sufficient safeguards to insulate the SSF from the foreign national’s direction and control.

In Advisory Opinion 2000-17 (Extendicare), the Commission considered the case of a U.S. company that was wholly owned by a Canadian parent company.³⁰ The CEO of Extendicare was a Canadian citizen, as were two out of three of the company’s board of directors, including the chair.³¹ Nevertheless, the Commission found that Extendicare could establish and maintain an SSF, provided that the company adopted safeguards to ensure that none of the foreign nationals in leadership positions could direct, control, or participate in the SSF’s political activities.

In particular, the Commission approved two different governance structures for Extendicare’s SSF. First, the Commission found that the board could “delegate all decisions concerning the administration of the SSF to [a] Special Committee or to some other corporate personnel group comprised exclusively of United States citizens or individuals lawfully admitted for permanent residence in the United States.”³² Second, such a delegation could be made to a single individual—a “director, officer or other executive of Extendicare who is not a foreign national.”³³

In either case, the corporation would adopt internal policies to safeguard the PAC from foreign national involvement. The foreign nationals would be required to “avoid any participation in the administration of the PAC.”³⁴ With respect to foreign nationals’ supervision of U.S. individuals with responsibility for the PAC, the Commission concluded that “a reasonable approach should be followed that would avert the possibility of arbitrary actions, favorable or unfavorable, by a foreign national supervisor solely on the basis of a subordinate’s performance of duties” with respect to the PAC.³⁵ The Commission has subsequently approved similar structures in other Advisory Opinions.³⁶

²⁹ FEC MUR 6678 (Mindgeek, USA, Inc.), Statement of Reasons of Commissioner Ellen L. Weintraub, at 3.

³⁰ FEC Advisory Opinion 2000-17 (Extendicare), at 1.

³¹ *Id.* at 2.

³² *Id.* at 6.

³³ *Id.*

³⁴ *Id.* at 8.

³⁵ *Id.* at 8.

³⁶ *See, e.g.*, FEC Advisory Opinion 2006-15 (TransCanada).

II. Questions Presented

Proposed Governance Structures

In view of the foregoing, the Parties ask whether any one of the following proposed governance structures, if adopted by the DPI, would be sufficient to permit Congresswoman Kelly to serve in her position as Chair of the DPI without precluding the DPI from raising and spending non-Federal funds through the State Account. In each case, the DPI would amend the party's By-Laws to reflect the governance structure in question and the limitations on the authority of the Chair.

Option 1: The Special Committee

Under Option 1, the DPI would establish a Special Committee, consisting entirely of individuals who are not Federal candidates or officeholders, to administer the DPI's State Account. The Special Committee would have complete responsibility for the State Account's operations and activities, without the review or approval of Congresswoman Kelly. Among other things, the Special Committee would be responsible for the State Account's fundraising (including solicitations), and spending (including decisions related to contributions by the State Account, advertising on behalf of candidates, and transfers).

In carrying out these responsibilities, the Special Committee could delegate responsibilities to one or more individuals associated with the DPI, provided that the individuals in question are not Federal candidates or officeholders. Congresswoman Kelly would not supervise or review any DPI officer or employee with respect to that person's work on State Account matters. Among other things, she would be prohibited from terminating an individual's employment, or otherwise taking adverse employment action against an officer or employee of the DPI in connection with that person's State Account work.

Congresswoman Kelly would also be restricted from "financing" the State Account. Among other things, the Congresswoman would not make contributions or transfers to the State Account from her personal funds or her Congressional campaign, nor would the Congresswoman solicit non-Federal funds on behalf of the State Account.

Questions: Would Option 1 be sufficient to permit Congresswoman Kelly to serve in her position as Chair of the DPI without precluding the DPI from raising and spending non-Federal funds through the State Account? If not, would Option 1 be sufficient if the DPI's By-Laws provided that a majority of Special Committee members would not be appointed to the Committee by the Chair of the DPI, but instead would automatically be members of the Committee by virtue of holding a specific office not appointed by the Chair (e.g., President or Minority Leader of the Illinois State Senate, or the Speaker or Minority Leader of the Illinois House of Representatives, as applicable)?

Option 2: The Delegate

Under Option 2, the DPI would delegate the administration of the DPI's State Account to a Vice Chair. Much as under Option 1, that Vice Chair would have complete responsibility for the State Account's operations and activities, without the review or approval of Congresswoman Kelly.

Among other things, the Vice Chair would be responsible for the State Account's fundraising (including solicitations), and spending (including decisions related to contributions by the State Account, advertising on behalf of candidates, and transfers).

As under Option 1, the Vice Chair would be permitted to delegate responsibilities to one or more individuals associated with the DPI, provided that the individuals in question are not Federal candidates or officeholders. As with Option 1, Congresswoman Kelly would not supervise or review any DPI officer or employee with respect to that person's work on State Account matters. The same restrictions on "financing" described under Option 1 would also be in place under Option 2.

Questions: Would Option 2 be sufficient to permit Congresswoman Kelly to serve in her position as Chair of the DPI without precluding the DPI from raising and spending non-Federal funds through the State Account?

Option 3: Recusal

Under Option 3, Congresswoman Kelly would recuse herself from all matters involving the State Account. Among other things, Congresswoman Kelly would not participate in decisions regarding: (i) the State Account's fundraising, including solicitations; (ii) spending, including decisions related to contributions by the State Account, advertising on behalf of candidates, and transfers; or (iii) personnel, including the supervision and review of individuals tasked with running the State Account. The same restrictions on supervision and review of employees working on State Account matters and "financing" described under Option 1 would also be in place under Option 3.

Question: Would Option 3 be sufficient to permit Congresswoman Kelly to serve in her position as Chair of the DPI without precluding the DPI from raising and spending non-Federal funds through the State Account?

Common Features

The three options are drawn from the Commission's prior precedents interpreting the Foreign National Ban. Under each of the three options, the DPI would adopt formal policies and procedures to memorialize the governance structures in question. These would include, among other things, the requirement that Congresswoman Kelly make an annual certification regarding compliance with restrictions on her conduct, as well as annual training and recordkeeping requirements for the individuals charged with administering the structures in question.

Each of the structures described above would address the core concern of the Non-Federal Funds Ban—the threat of corruption or the appearance of corruption that is present where a Federal officeholder may solicit or direct contributions in excess of Federal limits and source prohibitions. By effectively removing the Congresswoman from the State Account's fundraising and spending, the options described above would eliminate the nexus between a Federal officeholder and large, "soft money" contributions that is at the heart of the Non-Federal Funds Ban.

The structures proposed above are also consistent with the overall structure of the post-BCRA regulatory regime as applied to state party organizations. The Congresswoman would “control” the Federal Account, which is already limited to “hard money” contributions. She would also be free to endorse and campaign for non-Federal candidates up and down the ticket—as BCRA’s carefully drawn structure recognizes, such activities do not pose the same threat of corruption or the appearance of corruption as the solicitation and direction of contributions in excess of Federal limits and source prohibitions.

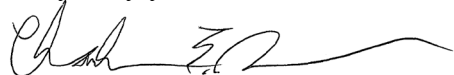
With respect to the State Account, which under Commission regulations functions as a “separate political committee” from the Federal Account, the Congresswoman would be fully insulated. She would have no role with respect to State Account fundraising or spending, and would be prevented from exercising oversight or influence over the State Account’s management or governance.

Question: Under each of the three Options, the Chair would not be involved in any fundraising on behalf of the State Account. If the Commission finds that one of the three Options is sufficient to permit Congresswoman Kelly to serve in her position as Chair of the DPI without precluding the DPI from raising and spending non-Federal funds through the State Account, could the Chair be included on DPI letterhead for solicitations on behalf of the State Account, or would the DPI be required to have separate letterheads for the Federal and State Accounts?

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If you have any questions about the foregoing, please do not hesitate to contact Charles E. Borden at 202-469-5461 or Samuel C. Brown at (202) 469-5460.

Very truly yours,



Charles E. Borden



Samuel C. Brown

*Counsel to Congresswoman Robin Kelly
and the Democratic Party of Illinois*

**RULES OF THE DEMOCRATIC
STATE CENTRAL COMMITTEE**

ARTICLE I

MEMBERSHIP AND OPEN PARTICIPATION

1. **MEMBERSHIP OF DEMOCRATIC PARTY OF ILLINOIS**

Any person qualified to vote in the next Democratic Primary and who supports the purposes of the Democratic Party of Illinois may participate fully in any party meetings and be elected to any party office, except where specifically provided to the contrary by the laws of the State of Illinois, or by these Rules.

2. **OPEN PARTICIPATION IN DEMOCRATIC PARTY OF ILLINOIS**

- (a) All public meetings at all levels of the Democratic Party of Illinois are open to all members of the Democratic Party of Illinois regardless of race, sex, age, color, creed, national origin, religion, ethnic identity, sexual orientation, economic status or philosophical persuasion.
- (b) No test or membership in, nor any oaths of loyalty to, the Democratic Party of Illinois shall be required or used that have the effect of requiring prospective or current members of the Democratic Party to acquiesce in, condone or support discrimination on the grounds of race, sex, age, color, creed, national origin, religion, ethnic identity, sexual orientation, or economic status.
- (c) The time and place for all meetings of the Democratic Party of Illinois shall be publicized fully and in such a manner as to assure timely notice to all interested persons. Such meetings must be held in places accessible to all Party members and large enough to accommodate all interested persons. Reasonable notice shall be given for all meetings. Each such notice shall include, wherever possible, a statement of the business to be transacted at such meeting.
- (d) The Democratic Party of Illinois supports the broadest possible voter registration without discrimination on grounds of race, sex, age, color, creed, national origin, religion, ethnic identity, sexual orientation, or economic status.
- (e) The Democratic Party of Illinois shall publicize fully and in such a manner as to assure notice to all interested parties a full description of the legal and practical procedures for selection of Democratic Party Officers and representatives on all levels. Publication of these procedures shall be done in such fashion that all prospective and current members of the Democratic Party of Illinois will be fully and adequately informed of the pertinent procedures in time to participate in each selection procedure at all levels of the Democratic Party organization.

- (f) The Democratic Party of Illinois shall publicize fully and in such a manner as to assure notice to all interested parties a complete description of the legal and practical qualifications of all officers and representatives of the Democratic Party of Illinois. Such publication shall be done in a timely fashion so that all prospective candidates or applicants for any elected or appointed position within the Democratic Party of Illinois will have full and adequate opportunity to compete for office.

ARTICLE II

DEMOCRATIC STATE CENTRAL COMMITTEE

3. DEMOCRATIC STATE CENTRAL COMMITTEE

- (a) A Democratic State Central Committee of Illinois is created hereby and pursuant to the laws of the State of Illinois. The Democratic State Central Committee of Illinois (the "Central Committee") is an agency of the Democratic Party with authority to take all appropriate action to promote the principles and programs of the Democratic Party.
- (b) The principal duties and powers of the Central Committee include the following:
 - (1) To maintain state headquarters of the Democratic Party;
 - (2) To conduct the state campaign for the election of the presidential and vice-presidential nominees of the National Convention;
 - (3) To promote, and aid and assist in, the election of all candidates for public office on the ticket of the Democratic Party in all general elections in the State;
 - (4) To promote, encourage and sponsor: Party organization at every level; an adequate system of political research, preparation, distribution and communication of Party information in and through all available media; development and maintenance of proper public relations for the Party; cooperation and co-ordination among all Party Committees, organizations, groups, public officials and members; enlistment and assignment of Party members as speakers for Party, non-partisan and other meetings or programs; the performance and the discharge and fulfillment by the Party of its platform pledges and other commitments publicly made;
 - (5) To devise and execute ways and means of financing all activities and to cooperate and work with other segments of Party organization at national and local levels in the development of an integrated and coordinated finance plan for the Party;
 - (6) To plan, arrange, manage and conduct the State Convention, including, but not limited to, the following:
 - 1. Fixing the time and site thereof,

2. All physical arrangements;
 3. Ensure proper credentialing of all duly appointed delegates;
 4. Arrangements for seating delegates, alternates, press, radio, television representatives and visitors;
- (7) To consider, where appropriate, a platform of the State convention;
- (8) To establish, maintain and sponsor such committees, groups, staffs or councils for the formulation of Party policy, as the Central Committee may consider wise and beneficial to the Party;
- (9) To do any and all other things reasonably incidental to the performance and exercise of the duties imposed and powers conferred by State law or by the State Convention and in promoting the principles and programs of the Democratic Party.

ARTICLE III

CENTRAL COMMITTEE ORGANIZATION AND STRUCTURE

4. MEMBERSHIP

The Central Committee shall be composed as provided by law; with vacancies to be filled as provided by law and in accordance with the procedure set forth below;

- (a) A vacancy occurs when a State Central Committeeman or Committeewoman dies or submits his or her written resignation to the Chairman, or upon any other disqualification provided by law.
- (b) Within thirty (30) days of the death of a State Central Committeeman or Committeewoman or the Chairman's receipt of a letter of resignation of a State Central Committeeman or Committeewoman, the remaining State Central Committeeman or Committeewoman, as the case may be, from the Congressional District where the vacancy occurs is responsible for scheduling and giving at least five (5) days written notice to the Congressional Committee that a meeting is to be held to nominate and elect a new State Central Committeeman or Committeewoman;
- (c) In the event that the remaining State Central Committeeman or Committeewoman fails to schedule and give notice of a meeting to fill the vacancy within the time provided in paragraph (b) above, then such meeting may be scheduled and called by the Chairman with five (5) days notice to the Congressional Committee;
- (d) For purposes of voting to fill a vacancy, Congressional Committee members shall vote a weighted vote as provided by law;

- (e) A majority of the total weighted vote cast at the meeting is necessary to elect a new State Central Committeeman or Committeewoman.

5. OFFICERS

- (a) The Officers of the Central Committee shall be a Chairman, a Vice-Chair, and a Secretary, all of whom shall be members of the Central Committee and designated by the Chairman. The Chairman shall also appoint a Treasurer of the Central Committee. The person designated Treasurer may also hold the office of Secretary. In such case, the officer so designated shall be the "Secretary-Treasurer."
- (b) The Chairman shall fill any vacancies which may occur in any office created by subsection (a) of paragraph 5. In the case of a vacancy in the office of Chairman, the Vice-Chair shall succeed to the office of Chairman until the Committee elects a successor to complete the term.

6. DUTIES OF THE CHAIRMAN

The Chairman is chief executive officer of the Central Committee and has full authority to exercise the executive powers of the Central Committee. The Chairman may appoint and dismiss any and all personnel or staff of the Central Committee. The Chairman shall preside at all meetings of the Central Committee and decide all points of order at such meetings. The Chairman shall serve ex-officio on all committees of the Central Committee with the right to vote. The Chairman shall report from time to time, on the various programs and activities of the Central Committee.

7. DUTIES OF THE VICE-CHAIR

The Vice-Chair shall be ex-officio members of all committees with the right to vote, and shall have such additional powers as may be assigned by the Chairman. The Vice-Chair shall exercise the powers of the Chairman in the Chairman's absence at any properly convened meeting of the Central Committee.

8. DUTIES OF THE SECRETARY

The Secretary shall be an ex-officio member of all committees with the right to vote, and shall have such additional powers as may be assigned by the Chairman. The Secretary shall keep minutes of meetings of the Central Committee and promptly distribute the minutes of Committee members, conduct roll call votes at Central Committee meetings, and generally perform the duties and responsibilities of the Secretary.

9. DUTIES OF THE TREASURER

The Treasurer shall safely keep all funds of the Central Committee and shall keep a detailed account of all contributions, other receipts and disbursements. The Treasurer shall also be responsible for the preparation and filing of all campaign disclosure reports required by State and Federal Law. The Treasurer shall also have such additional powers as may be assigned by the Chairman.

ARTICLE IV

COMMITTEES

10. STANDING COMMITTEES

- (a) The Chairman shall have the authority to establish standing committees of the Central Committee. The Chairman may establish a committee by filing a written notice with the Secretary. A copy of any such notice shall be forwarded to each member of the Central Committee. In establishing committees, the Chairman shall determine the number of appointments for each committee.
- (b) The chairs of the committees of the Central Committee and the membership of such committees shall be members of the Central Committee appointed by the State Chairman.

11. COMMITTEE REPLACEMENTS

A committee member may be temporarily replaced on a committee if he or she is absent due to illness or if the member is otherwise unavailable. The State Chairman shall appoint all temporary replacements.

12. COMMITTEE VOTING

In all proceedings of committees of the Central Committee, each committee member shall be entitled to one vote.

ARTICLE V

PROCEDURES

13. FREQUENCY OF MEETINGS

The Central Committee shall meet at such times and locations as deemed necessary by the Chairman.

14. CALL OF MEETINGS - NOTICE

Meetings of the Central Committee shall be called by the Chairman. The Chairman shall give reasonable notice to each member of the Central Committee of its next meeting, including an agenda of matters to be considered. Public notice of all meetings shall also be given. The public may attend all meetings.

15. SPECIAL MEETINGS

A special meeting of the Central Committee may be called by the Chairman, or by at least 25% of the membership, by giving at least 5 days written notice to the entire membership designating the time and place at which the special meeting will be held and an agenda of matters to be considered.

16. ROSTER OF MEMBERS

The Chairman shall maintain a current roster of the membership of the Central Committee indicating their addresses. Copies of the roster shall be made available to the members of Central Committee upon request.

17. PROXIES

- (a) A member of the Central Committee unable to attend the meeting for any reason may be represented by a proxy who shall have the right to cast the weighted vote of the absent member on all matters, including the determination of a quorum. Appointment of a proxy by an absent member shall be in writing signed by the absent member. Another member of the Central Committee may be appointed as a proxy for an absent member.
- (b) Documents evidencing the appointment of a proxy shall be filed with the Secretary before proxy voting may be exercised. Such documents may be examined by any member upon request. Proxy documents may be transmitted by facsimile.

18. QUORUM

A quorum shall be required for any action by the Central Committee. A quorum shall consist of a majority of the Members determined by weighted vote. Proxies shall be counted in the determination of a quorum as provided in Rule 17.

19. VOTING

At meetings of the Central Committee, each member shall cast a weighted number of votes as provided by law. Except as otherwise provided in State law or these Rules, all

questions shall be determined by a majority of all weighted votes cast on the question. Votes on all matters shall be by open roll call if any member so requests.

20. ROBERT'S RULES OF ORDER

Robert's Rules of Order, Newly Revised, shall govern in all proceedings of the Central Committee to the extent applicable and where not otherwise inconsistent with these Rules.

21. STATE LAW CONTROLS

If in any instance there is a conflict between these Rules and State law, State law shall control.

ARTICLE VI

FINANCES

22. ANNUAL FINANCIAL STATEMENT

The Chairman shall obtain an annual audit of the funds of the Central Committee by a Certified Public Accountant and make available a full financial statement including income and expenditures to the members of the Central Committee, or comply with all federal and state financial disclosure requirements.

23. TREASURER REPORTS

The Treasurer shall report semi-annually to the Chairman on the financial condition of the Central Committee, including statements on income and expenditures, debts and obligations, or comply with all federal and state financial disclosure requirements.

24. BANK ACCOUNTS

All checks drawn upon the accounts of the Central Committee shall bear the signature of one or both of the following officers: Chair, or his designee, or Treasurer.

ARTICLE VII

ENDORSEMENT OF STATEWIDE CANDIDATES

25. PUBLIC HEARINGS

The Central Committee shall hold at least one public hearing at which persons who wish the endorsement of the Committee for nomination to statewide office may present themselves to the Committee.

26. PRESENTATIONS BY CANDIDATES

The order for the hearings shall be determined by the Chairman.

27. ENDORSEMENT MEETING

The Committee may meet promptly in public to make its endorsement of one person for each statewide office. Any member of the Committee may nominate a person for endorsement. No second is necessary. Each member of the Committee shall cast the appropriate weighted vote for endorsement. A person is endorsed if the person receives sixty percent (60%) of the total weighted votes on the question.

ARTICLE VIII

STATE CONVENTION

28. CALL FOR CONVENTION

The Chairman shall issue a call for the Democratic State Convention as provided by law. The Democratic State Convention shall be held as required by law, provided that the Chairman may convene the convention in perfunctory session and recess the convention until the call of the chair.

29. DELEGATE SELECTION

- (a) Delegates to the Democratic State Convention from counties other than Cook shall be selected by the various county chairmen as provided by law. In Cook County, the various ward and township committeemen shall select delegates to the Democratic State Convention in the manner provided by law. Each county shall be entitled to the number of delegates to the Democratic State Convention as provided by law. The Secretary shall determine the number of delegates each county is entitled to, assemble a list of the names of the delegates to the State Convention, by county, and in the case of Cook County, by ward and township, and transmit this list to the Chairman no later than 3 weeks prior to the date of the convention. All duly appointed delegates shall be issued credentials prior to the convening of the State Convention.
- (b) Alternate delegates may be appointed to replace delegates unable to attend the State Convention. An alternate delegate shall be issued credentials upon a certificate signed by the appropriate appointing authority which states: (1) the name of the delegate being replaced; and (2) the name, address, telephone number, county, ward, township, and congressional district of the alternate delegate.

30. DEMOCRATIC PARTY PLATFORM

- (a) If the Democratic State Convention adopts a party platform, it shall do so as provided in these Rules.
- (b) As soon as practicable, the Central Committee may hold public hearings throughout the State to solicit the views of Democratic public officials, candidates and other members of the Democratic Party. Public notice of such hearings shall be given. After such hearings, the Central Committee may draft a Democratic Party Platform for consideration at the Democratic State Convention. The Secretary shall cause a copy of the platform, if any, to be mailed to each delegate to the State Convention at least two weeks prior to the date of the convention.
- (c) The delegates of the State Convention shall consider the adoption of a Democratic Party Platform submitted pursuant to subparagraph (b) of this Rule. Amendments to the proposed Democratic Party Platform submitted pursuant to subparagraph (b) of this Rule must be in writing and filed with the Chairman at least 7 days prior to the date of the convention. The Democratic Party Platform submitted to the State Convention by the Central Committee may be amended only upon the affirmative vote of 2/3 of the total number of delegates eligible to participate at the State Convention. However, an amendment to the proposed platform offered by the Central Committee may be filed with the Chairman at any time prior to the convening of the convention and such amendment may be adopted upon the affirmative vote of a majority of the total number of delegates eligible to participate at the State Convention. The Chairman shall provide each delegate with a copy of each proposed amendment at the State Convention.
- (d) A Democratic Party Platform shall be adopted by the State Convention upon the affirmative vote of a majority of the total number of delegates eligible to participate at the State Convention.
- (e) If the Democratic State Convention adopts a Platform as provided in this Rule 30, the Democratic State Central Committee shall not produce, publish or distribute any material, whether written, oral or visual, advocating a position or viewpoint contrary to those set forth in the party platform. This prohibition will remain in effect for the entire time that the party platform is in effect.

31. VOTING AT THE STATE CONVENTION

- (a) On any question to be voted upon at the State Convention, the Chairman shall recognize each county chairman or ward or township committeemen or their designee who shall announce: a) the number of such delegates voting in favor of the question before the convention; and b) the number of such delegates voting against the question before the convention. The Secretary shall tabulate the votes cast on the question and the Chairman shall announce the result of the vote.

- (b) With leave of the convention, any question may be voted upon by voice vote.

ARTICLE IX

SUSPENSION OR AMENDMENT OF RULES

32. **SUSPENSION OF RULES**

No rule may be suspended except upon the affirmative vote of two-thirds (2/3) of the Central Committee's total weighted votes.

33. **AMENDMENT OF RULES**

No rule may be amended unless (a) it receives the affirmative votes of 2/3 of the Central Committee's total weighted votes on the question; or (b) each member has received a copy of the proposed amendment at least (30) days prior to the vote thereon, and the question receives the affirmative votes of the majority of the Central Committee's total weighted vote.

Effective April, 2014