

MEMORANDUM OF UNDERSTANDING

WHEREAS, Selina Vickers and many other West Virginia Democrats (“Challengers”) have filed a series of challenges with the Rules and Bylaws Committee (“RBC”) of the Democratic National Committee (“DNC”) and the Standing Committee on Credentials of the 2020 Democratic National Convention (“Credentials Committee”) concerning the implementation of the West Virginia Democratic Party’s (“State Party”) Delegate Selection Plan;

WHEREAS, several of those challenges are currently pending before the Credentials Committee and seek a resolution A) that certain members of the West Virginia delegation to the Convention be denied credentials and not be seated; B) that the three permanent members of the three standing committees be denied credentials and not be seated with their respective committees; and C) addressing other issues with the State Party’s implementation of its delegate selection plan and its selection of party officers and positions, and therefore ordering a new process, fully compliant with all applicable rules, laws, and other requirements;

WHEREAS, the challenges raise concerns about how the State Party has conducted its delegate selection process, including issues concerning notice to West Virginia Democrats about each step of the process, affirmative action and outreach to traditionally underrepresented groups, and general compliance with DNC and State Party rules and state statutes concerning the process;

WHEREAS, the Challengers are to be commended for their thorough review of the West Virginia delegate selection process and for their efforts to ensure that the State Party’s activities comply with the goals and ideals of the Democratic Party, including openness, diversity, and inclusion;

WHEREAS, ensuring an open and transparent process, where all Democrats, and those who wish to be known as Democrats, and the public are provided with practical, proper, and effective notice and full, timely, and equal opportunity to engage in every step of the Democratic Presidential nominating process and to fully participate in all Party affairs, including the formulation of policy, and having a robust affirmative action and outreach program to include diverse voices, are essential values of the Democratic Party;

WHEREAS, the current and unprecedented global pandemic created understandable obstacles to the State Party’s normal conduct of its delegate selection process;

WHEREAS, the Challengers and the State Party agree that the most productive path forward is not through the Credentials Committee challenge process, but through consideration and adoption of certain amendments to the State Party’s Bylaws to ensure that such bylaws comply with the Charter and Bylaws of the Democratic Party of the United States (“DNC Charter and Bylaws”) and further the Democratic Party’s goals of transparency, fairness, inclusion, and diversity, and prompt implementation of those revised Bylaws;

WHEREAS, the Challengers and the State Party agree that supervision and technical assistance from the RBC of a revision of the State Party's Bylaws to address the concerns raised by the Challengers, as well as final approval by the RBC of the State Party's revised Bylaws, is required to ensure that the State Party adopts bylaw amendments that will best reflect the ideals of the Democratic Party and ensure the inclusion of West Virginia Democrats in all Party affairs;

NOW THEREFORE the Challengers, the State Party, and the Co-Chairs of the RBC agree as follows:

1. Selina Vickers, on behalf of all the Challengers, automatically withdraws all challenges pending before the Credentials Committee and the RBC upon execution of this agreement by all the parties.
2. The State Party will commence a comprehensive review of its Bylaws, under the supervision and with the technical assistance of representatives of the RBC, to ensure their compliance with the DNC Charter and Bylaws and to address the concerns raised by the Challengers.

A. Such review shall be conducted by:

- a. An equally divided and diverse Bylaw Committee, with fair reflection of the diversity groups as described in sec. B.b below and allowing for a non-voting representative of the Challengers, selected by the Challengers, to be present during meetings, to speak and to offer proposals.

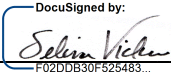
B. And such review shall include consideration of:

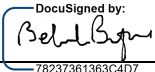
- a. A provision requiring equal division of the state executive committee, as required by Article IX, Section 16 of the DNC Charter, as well as of all other State Party bodies and committees.
- b. A provision requiring the creation and implementation of an affirmative action plan and diversity outreach program, a primary goal of which is to achieve representation as nearly as practicable in all Party affairs of African Americans, Native Americans, Asian/Pacific Islanders, Latinos, women, youth under the age of 36, individuals with low to moderate income, individuals with disabilities, and LGBTQ+ individuals, as indicated by their presence in the Democratic electorate of the state.
- c. A provision creating an affirmative action committee ("AA Committee") to implement the State Party's affirmative action plan and diversity outreach program, to include members from each

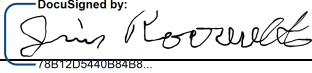
diversity group, referred to in sec. B.b above, selected by their particular caucus, with no more than 33% being members of the state executive committee and at least one member from each diversity caucus, including the low and moderate income caucus, and a reasonable budget to conduct the work of the AA Committee.

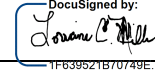
- d. A provision creating at-large voting member positions to the state executive committee to provide for representation of the diversity groups, referred to in sec. B.b above, as indicated by their presence in the Democratic electorate, nominations for which will be conducted by caucuses of the diversity groups listed above.
 - e. Provisions requiring that county and state conventions be conducted in compliance with state law, the election of state convention standing committee members on the county convention level, a process for credentialing state convention delegates prior to state convention action, and specifying procedures for virtual meetings and voting when necessary.
 - f. A provision to clearly define when closed executive sessions of the state executive committee are permissible and when state executive committee meetings must be open to the public.
 - g. A provision to ensure timely and effective notice of all State Party meetings, including committee and caucus meetings, to West Virginia Democrats, with extended notice when elections will occur.
 - h. A provision defining what constitutes full participation in all Party affairs.
3. The State Party must complete its review of its Bylaws, under the supervision and with the technical assistance of the representatives of the RBC, by December 31, 2020, to be submitted promptly thereafter to the RBC for its consideration and action, which shall occur no later than February 15, 2021. The State Party shall adopt its amendments to its Bylaws within 30 days of receiving approval of the RBC; and if, during the State Party's adoption of the amendments, substantive changes were made to the RBC approved version, then, before the amendments are finalized, they shall be submitted to the RBC for final review and action. Once the new bylaws have been adopted, the State Party shall have two months to fully implement all aspects of its new bylaws, including the creation of any new committees, caucuses, plans, or programs. The deadlines specified herein may be changed by the Co-Chairs of the RBC for good cause.

IN WITNESS WHEREOF, the undersigned parties have executed this Memorandum of Understanding as of the day and year of the last signature indicated below (the "Effective Date").

By:  Date: July 25, 2020
Selina Vickers, on behalf of herself and the Challengers

By:  Date: July 25, 2020
Belinda Biafore, on behalf of the West Virginia Democratic Party

By:  Date: July 26, 2020
Jim Roosevelt, Co-Chair of the RBC

By:  Date: July 26, 2020
Lorraine Miller, Co-Chair of the RBC