



DEMOCRATS ABROAD

DEMOCRATS ABROAD AUSTRIA BYLAWS

Adopted December 12, 2003

Amended March 14, 2005

Amended March 31, 2011

Amended March 11, 2018

Article I: Name of the Organization

These Bylaws govern an organization having as its name Democrats Abroad Austria (hereinafter “DA-AT”).

Article II: Purpose and Relationship to Democrats Abroad

2.1 Country Committee

The organization is a constituent member of the Democratic Party Committee Abroad (hereinafter “DPCA”), also known as Democrats Abroad, a Country Committee within Democrats Abroad.

2.2 Purpose

The purpose of the organization shall be to advance the interests and ideals of the Democratic Party of the United States (hereinafter “Democratic Party”) and of Democrats Abroad as stated in the Charter of the Democratic Party (§17) and the Bylaws of Democrats Abroad, and to provide a platform for appropriate action by its members and supporters who reside in Austria.

Article III: Members

3.1 Membership Requirements

Individuals who wish to join DA-AT must meet all of the following qualifications: (i) be a citizen of the United States, (ii) be of voting age, meaning having attained eighteen years of age by the next federal election subsequent to joining, (iii) subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad, and (iv) have their principal place of residence in Austria. Membership in DA-AT automatically results in membership in Democrats Abroad.

3.2 Application Process for Membership

To join DA-AT, a prospective member must complete the DPCA online

membership application form made available at the Democrats Abroad website.

3.3 Consent to Personal Data Use

By becoming a member of DA-AT, the member explicitly consents to the delivery of their name and all other information contained on the membership form to the DPCA for such lawful use as defined in the DPCA Bylaws.

3.4 Validation of Personal Data

Each member has the right to inspect and correct their own membership data as maintained in the DPCA membership database.

3.5 Limitations on Use of Personal Data

Membership records shall be kept confidential, and they shall not be available to any person other than members of the DA-AT Executive Committee, DPCA, or DA-AT members with designated responsibility in connection with elections or database management. All individuals with access to membership data shall sign and adhere to the terms of the current DPCA Confidentiality Agreement. No use of the membership database is permitted for purposes other than those related to the activities of the Democratic Party, of Democrats Abroad, or of Democrats Abroad Austria. No candidate for any office may use or access the membership database directly for the purposes of campaigning for office or soliciting votes or proxies.

3.6 Membership Database Maintenance

Membership records shall be maintained by the Secretary or a designated Membership Database Administrator in a manner consistent with DPCA requirements and applicable data security laws. A validated and up-to-date membership database shall be submitted to the appropriate officers of the DPCA no later than February 20 of each year in such form and format as the DPCA shall require.

3.7 Cessation of Membership

Any member shall cease to be a member if they no longer meet the requirements of membership as defined in Article 3.1. Criteria for determining principal residency shall be in accordance with DPCA policy documents, including the Democrats Abroad Country Committee Election Procedures (hereinafter “DA-CCEP”). A member may also notify the Chair, the Secretary, or the DPCA in writing that the member wishes to resign from DA-AT. A former member may be reinstated under the same conditions as a new member.

3.8 Removal of Membership

Members who, by their actions, demonstrate that they no longer subscribe to the principles of the Democratic Party and of Democrats Abroad may be removed from membership by a two-thirds (2/3) vote of the members of the

Executive Committee; provided that (i) such vote may only be taken at a meeting of the Executive Committee, (ii) the member has received at least 30 day advance written notification by the Executive Committee of its intention to remove the member, and (iii) the member has had reasonable opportunity to contest the proposed action by the Executive Committee. The Executive Committee shall adopt such additional rules of procedure as it deems necessary to ensure that the removal hearing is conducted in a fair manner. A member so removed may appeal the decision of the Executive Committee at a general meeting of DA-AT members.

Article IV: Executive Committee

4.1 Members of the Executive Committee

The DA-AT Executive Committee shall be composed of the elected Officers (Chair, Vice-Chair, Secretary, Treasurer, Counsel), and up to six Members-at-Large. The chairs of the Standing Committees, Ad-Hoc Committees, and Appointed Positions as defined in Article VI shall be observer members of the Executive Committee without voting privileges.

4.2 Gender Balance

Following Democratic Party and DPCA policy, the Chair and the Vice-Chair shall not be of the same gender.

4.3 Chair

The Chair shall be the chief executive officer of the organization, shall call and preside at all meetings of members and of the Executive Committee, establish the agenda of such meetings, shall be responsible for carrying out the programs, policies, and activities approved by the organization, and shall be a DPCA voting member. The Chair shall be responsible for ensuring the organization is in compliance with host-country laws and regulations. The Chair shall sit *ex-officio* on all committees and subcommittees of the organization, with full voting privileges. Decisions or actions taken by the Chair may be overruled by a two-thirds (2/3) majority of the Executive Committee (including the Chair) insofar as compliance with DPCA Bylaws and host country laws and regulations is maintained.

4.4 Vice-Chair

In the absence of the Chair, the Vice-Chair shall call and preside at meetings of members and of the Executive Committee. The Vice-Chair shall be a DPCA voting member and may have such other duties as the Chair shall define.

4.5 Secretary

The Secretary shall oversee the maintenance of a current DA-AT membership list as defined in Article 3.6, keep the minutes of all meetings, and all files and administrative records of the organization. The minutes of all meetings shall

be made available to all DA-AT members within two weeks.

4.6 Treasurer

The Treasurer shall manage the finances of the organization, maintain its financial reports to members, prepare an annual budget (financial year ending March 31) for Executive Committee approval, and make and maintain such financial reports as may be required by law, and, together with the Chair, be a DA-AT bank account cosignatory. All such records shall be available for review and comment by DA-AT members. The Treasurer shall consult with the International Treasurer of Democrats Abroad from time to time on matters concerning the maintenance of financial records and financial reporting (notably to the United States Federal Election Commission).

4.7 Counsel

The Counsel shall be available for consultation by the Executive Committee and its officers on legal and procedural questions relating to DA-AT and its activities. The Counsel shall consult with the DPCA Counsel from time to time on emergent matters, including notably questions on voting issues and financial record keeping. If no Counsel is available, DA-AT shall rely on the DPCA Counsel.

4.8 Members-At-Large

Members-At-Large have full Executive Committee voting privileges and participate in the work of the Executive Committee to support the organization by engaging in such projects and committees as needed for the effective functioning of DA-AT.

4.9 Term of Office

All members of the Executive Committee shall be elected in a Regular Election, which takes place at the Annual General Meeting (hereinafter "AGM") in odd-numbered years. They shall be elected for a term expiring upon the election of their successor. No Officer may serve more than two consecutive full terms in the same position.

4.10 Expiration of Term

The terms of all Executive Committee Members, Committee Chairs and Appointed Positions shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.

4.11 Removal for Non-Attendance

Any Officer or Member-at-Large who misses three consecutive, regularly called meetings of the Executive Committee may be removed from office by a two-thirds (2/3) vote of an Executive Committee quorum at a duly convened meeting at which the question of such removal is on the agenda sent out at least 30 days in advance and at which the Officer or Member-at-Large is given due opportunity to contest the removal and explain the reasons for their

absence.

Article V: Executive Committee Responsibilities

5.1 Meetings

The Executive Committee shall meet at least four times a year upon call by the Chair for the purpose of consulting with and advising the Chair in the administration of the organization. A meeting of the Executive Committee may be called by any two members of the Executive Committee.

5.2 Responsibilities

The Executive Committee shall be responsible for the conduct of the affairs of DA-AT in accordance with policies of the Democratic Party and the DPCA. The Executive Committee may act during in-person meetings, by telephone, by video conference, by e-mail, or by other written or electronic means. The Executive Committee shall adopt a budget for DA-AT prior to the AGM each year. Decisions taken by the Executive Committee shall be (i) by simple majority vote of those present in person or proxy or participating by approved real-time electronic means at any quorate meeting of the Executive Committee, or (ii) if such vote is taken by e-mail or other written form, by simple majority of the entire Executive Committee.

5.3 Code of Conduct

Elected Officers and Members-at-Large and appointed Committee Members are expected to adhere to the DPCA Code of Conduct and other procedures and policies defined by the DPCA.

Article VI: Committees and Appointed Positions

6.1 Standing Committees

DA-AT may have the following Standing Committees: Membership, Voter Registration, Events and Programs, Fund-Raising, Bylaws, Platform and Policy, and Outreach/Communications.

6.2 Ad Hoc Committees

The Chair may create one or more Ad Hoc Committees, with such functions and responsibilities as they shall designate.

6.3 Committee Chair Appointments

The Chair may appoint or remove the chairs of the Standing Committees and the Ad-Hoc Committees subject to approval of the Executive Committee. The membership of each such committee shall be selected by the Committee Chair after consultation with the Chair.

6.4 Appointed Positions

The Chair may name up to six Appointed Positions, including, but not limited to: Membership Database Administrator, IT Coordinator, Media Contact, Newsletter Editor, Volunteer Coordinator, and Affirmative Action Officer. The Chair may appoint or remove Officers, Members-at-Large or regular members to these positions. All appointments and removals are subject to the approval of the Executive Committee.

6.5 Expiration of Term

The terms for all Committee Chairs and Appointed Positions shall automatically expire upon the election of a new DA-AT Chair.

6.6 Open Meetings

Meetings of all committees shall be open to all members of the organization. Committee meetings shall, when possible, be announced in advance to the general membership. The Committee Chair shall, upon request, provide the meeting minutes to the Secretary.

6.7 Committee Reports

All committees shall periodically report on their activities to the Executive Committee. Each committee shall prepare an annual report for distribution to the membership prior to the AGM.

Article VII: Nominations and Elections

7.1 Nominations and Elections Committee

A Nominations and Elections Committee (hereinafter “NEC”) shall be named by the Chair with the approval of the Executive Committee no later than 45 days prior to an election. The members of the NEC shall elect a chair from among its appointed members. All NEC members shall be subject to the obligations of confidentiality (pursuant to Article 3.5). This committee shall be empowered to receive nominations of members for elected officer positions from the membership and to make nominations, with assent of the nominated member, for any open position. The NEC shall not exclude any eligible member as a candidate.

7.2 Establishing Voting Procedure

At the meeting approving the appointment of the NEC, the Executive Committee shall decide, in view of local circumstances and to promote the greatest participation, on the rules and procedures for the balloting and elections. The NEC shall define member notification and voting procedures in compliance with the DA-CCEP. To the extent possible under the rules of the DNC and DPCA, provision shall be made to enable members to vote remotely via authenticated electronic means (e.g., fax, e-mail, via the Web, etc.).

7.3 Nominations Invitation

The NEC shall notify the membership and solicit nominations no less than 30 days prior to the election. Any member of the organization wishing to run for an open position and not nominated by the NEC shall declare their candidacy at least 17 days before the annual meeting in writing addressed to the Chair of the NEC.

7.4 Ballot Preparation and Distribution

The Chair of the NEC shall prepare ballots containing the names of the nominated candidates for distribution to the membership of the organization no earlier than 17 days before the AGM and no later than 14 days before such meeting. Such ballots shall be posted to the DPCA website and mailed or e-mailed to all DA-AT members no less than 14 days before the election meeting.

7.5 Candidate Presentations

The NEC shall ensure that nominated candidates have reasonable and equitable opportunity to present their candidacy, qualifications, and platform prior to the elections. The NEC shall ensure adequate distribution of all such information to the membership, including posting on the DA-AT website.

7.6 Restrictions on Nominations from the Floor

If the elections are to be held by mail or e-mail ballot, no nominations may be made from the floor except when there is no declared candidate for an office to be filled. If the elections are to be conducted exclusively by vote in person or by proxy, nominations for all positions to be filled may be made from the floor at the election.

7.7 Election Procedures and Counting of Ballots

The DA-AT election procedures shall adhere to and follow as practicably as possible the current DA-CCEP and relevant policy guidelines. Any variation from these guidelines shall be approved by the Executive Committee prior to the election.

The NEC shall run the election part of any membership meeting. The Officers and Members-at-Large shall be elected by a simple plurality of votes of (i) the members voting in person or by proxy, or (ii) by written or electronic ballot. Should proxy votes be allowed, each member attending a meeting is limited to carry a maximum of two (2) proxy votes. All ballots and votes shall be verified and counted by tellers appointed by the NEC to count the votes. The candidate receiving the most votes shall be elected.

A tie in the number of votes cast for an elected position shall be resolved in accordance with the procedures defined in the DA-CCEP.

7.8 Handling of Mailed Ballots

In the event of an election held by mail or e-mail, ballots received by mail shall be kept unopened and delivered to tellers appointed by the NEC Chair to count the votes. Ballots by e-mail shall be collected by the head of the NEC and shall be counted during the Annual General Meeting.

7.9 No Secret Ballot

In accord with Democratic Party and DA-CCEP, there is no secret ballot voting in DA-AT elections. All ballots cast must include such personal identification and contact data (i.e., name, phone, e-mail) as to allow for validation that the voter is a member of DA-AT, and to confirm that votes are counted as the voter intended. An electronically submitted ballot with a typed name shall constitute a valid “signature,” as long as the ballot is submitted from the e-mail address registered in the membership database.

7.10 Election Reporting

The Chair and the Secretary shall certify the minutes of the election meeting. The Secretary shall submit the certified minutes to the DPCA Secretary, together with the complete contact information of all elected officers within 15 days of the election. The election results also shall be reported promptly to the full membership of DA-AT.

7.11 Election Challenges

An election may be challenged by any eligible member. Challenges must be submitted in writing to the NEC within 30 days of the election. The NEC shall hear and adjudicate all election challenges in accord with the DA-CCEP and the DPCA Rules of Procedure.

Article VIII Removal from Office, Resignation, and Vacancies

8.1 Removal from Office

Any Officer or Member-at-Large may be removed from office by a vote of two-thirds (2/3) of (i) those present at a duly convened and quorate meeting of the membership or (ii) those voting in a duly organized vote by electronic ballot (e.g., e-mail, web) on the question, subject to the following conditions: (a) Notice of any meeting under this Section must be given in writing to the membership at least 30 days in advance, (b) the Chair or Secretary shall notify the Officer or Member-at-Large in writing at least 30 days in advance, and (c) the Officer or Member-at-Large shall be provided with due opportunity to contest the reasons for their removal.

8.2 Resignation from Office

Any Office-holder may resign by written notice to the Chair or Vice-Chair.

8.3 Vacancy of the Chair

If the position of Chair becomes vacant for any reason, the Vice-Chair shall succeed to the office of Chair and elections shall be held to fill the office of Vice-Chair in accordance with Article 8.4. Any Vice-Chair succeeding to the office of Chair shall serve only until the election of their successor.

Should the Vice-Chair position also be vacant, the remaining Executive Committee members shall elect a Chair and Vice-Chair on an interim basis.

8.4 Elections for Officer Vacancies

Any vacancy among the Officers or Members-at-Large shall be filled by an election in conformity with Articles VII and VIII. Until such vacancy is filled by an election, the Chair may make an interim appointment at their discretion of a member to fill the vacancy on a temporary basis, subject to simple majority approval by the Executive Committee. Any elected Officer or Member-at-Large shall serve only until the next election.

Article IX: Meetings

9.1 Notice of Meetings

Notice of (i) Annual General Meetings, (ii) meetings at which elections and decisions on removals from office will be held, and (iii) meetings to amend these Bylaws shall be sent to members at least 30 days before the meeting via the official membership distribution list and DPCA website. Notice shall be given of other meetings of members (with no less than 14 days written notice) and of the Executive Committee and Standing Committees (with reasonable notice under the circumstances) shall be given via the official membership distribution list and/or DPCA website, as well as by other means as the Chair shall prescribe.

9.2 Annual General Meeting

An AGM of members shall be held no later than March 31 of each year and shall act upon the following: (i) approval of the accounts and the report of the Chair and the Treasurer for the preceding financial year ending March 31, (ii) in election years, the election of the Officers and Members-at-Large, (iii) such other business as the Chair shall deem appropriate, (iv) and other agenda items submitted as per Article 9.7.

9.3 Other Meetings of the Membership

Other meetings of the membership may be held from time to time upon call by (i) the Chair, (ii) two (2) members of the Executive Committee, or (iii) the lesser of 10% of the membership, or twenty (20) members who request the holding of a meeting.

9.4 Manner of Assembly

All meetings of the membership, the Executive Committee, the Standing

Committees, and Ad Hoc Committees (if any) shall be open to the membership and conducted in accordance with these Bylaws.

Meetings of DA-AT may be held in person, by telephone, videoconference, or by such electronic means as the Executive Committee approves.

9.5 Constituting a Quorum

A quorum is required for any meeting to have a valid vote, pass resolutions, or elect officers. For the purposes hereof, a quorum shall be determined as follows: (i) for meetings of the membership, the lesser of 10% of the membership, or twenty (20) members; (ii) for meetings of the Executive Committee, Standing Committees, or any Ad Hoc committee, one-half of the members of such committee, provided that the Chair or Vice-Chair of such committee is present; (iii) a person attending or voting by real-time electronic means shall be counted as being in attendance for the purposes of achieving a quorum, in accordance with Article 9.5; (iv) proxies shall not be counted in determining a quorum.

If elections are conducted by vote in person or by proxy, a verification of the quorum will be made when the Annual General Meeting is called to order. If a voting quorum is not present, a count of eligible voting members (present and by proxy) will be taken again after 30 minutes. If a quorum is still not reached, the election will be held with the members present and by proxy.

9.6 Meeting Agenda

The agenda of a meeting of the membership shall include any item of business submitted by a member in writing to the Chair in advance and agreed upon by any two (2) members of the Executive Committee; or the lesser of ten percent (10%) of the membership, or ten (10) members. The agenda of any meeting of the Executive Committee or of a subcommittee shall include any item of business submitted in writing to the Chair in advance by any member of the Executive Committee or of a committee, as the case may be.

9.7 Governing by Roberts Rules

Meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, for all procedural matters not governed by these Bylaws, or the Bylaws, rules and regulations of the DPCA.

Article X: Rules Applicable to the Country Committee

The functioning of the DA-AT shall be governed by (i) these Bylaws and such rules as the Executive Committee may adopt and (ii) the Bylaws and rules and regulations of DPCA and the Charter and Bylaws and rules and regulations of the Democratic Party. In the event of a conflict between these DA-AT Bylaws [item (i) above] and the Bylaws, Charter, or rules and regulations of either DPCA or the Democratic Party [item (ii) above], the documents, rules and

regulations of the latter [item (ii)] shall prevail.

Article XI: Amendments

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members of DA-AT present in person or by proxy at a regularly constituted and quorate general meeting of DA-AT. Written text of any proposed Amendments shall be distributed no later than 30 days in advance of the general meeting where such amendments will be discussed or voted upon.