

**DEMOCRATS ABROAD GERMANY
BYLAWS**

(as amended in Schladern, January 30, 2016)



ARTICLE I – NAME

Section 1.1 The name of this organization is Democrats Abroad Germany (hereinafter “DA Germany”).

ARTICLE II – PURPOSES

Section 2.1 The Democratic Party Committee Abroad (the “DPCA”) is the organization that represents all United States citizens residing outside the United States who wish to adhere to the principles and further the aims of the Democratic Party of the United States of America. The DPCA has recognized DA Germany as the official organization representing American Democrats who reside in the Federal Republic of Germany (hereinafter, the “Territory”) and as a constituent unit of the DPCA. These Bylaws are subject to the Charter of the DPCA and shall be in accordance with the charter and bylaws of the Democratic National Committee of the Democratic Party (the “DNC”) in all matters.

Section 2.2 The purpose of DA Germany shall be (to the extent allowed by U.S. law) to:

- (a) promote the interests of the Democratic Party to Americans residing within Germany;
- (b) promote the election of Democratic candidates to public offices at all levels of government;
- (c) assist in the adoption of a party platform that recognizes the particular concerns of Americans living abroad and specifically within Germany; and
- (d) represent the general membership of DA Germany at all levels of the Democratic Party.

ARTICLE III – MEMBERSHIP

Section 3.1 Any American citizen of voting age whose principal residence is in the Territory and who supports the principles, goals and purposes of the Democratic Party and does not support or assist any organization or person that has been declared by the chair of the DNC or the DNC as not supporting the Democratic Party as prescribed by the charter and bylaws of the DNC.

Section 3.2 Personal data collected from DA Germany members (including names, addresses, telephone numbers and e-mail addresses) shall be kept confidential and

shall not be disclosed outside of DA Germany other than to the DPCA as required by the DPCA Charter. Within DA Germany, no person other than the Country Chair, the Vice Chair and the Secretary (and with regard to the members of any Chapter, the relevant Chapter Chair) shall have access to any personal data collected from DA Germany members other than as necessary to carry out a specific task assigned to a DA Germany member by the Executive Committee.

Section 3.3 No fees or dues or past voting record shall be required as a condition of membership or voting status.

Section 3.4 Discrimination in the conduct of the affairs of DA Germany on the basis of race, sex, age, color, creed, national origin, religion, ethnic identity, sexual orientation, economic status, philosophical persuasion or physical disability shall be prohibited.

ARTICLE IV - COUNTRY-WIDE OFFICERS

Section 4.1 The elected officers of DA Germany (the "Officers") shall be the Country Chair, Vice Chair, Secretary and Treasurer.

(a) The Country Chair shall organize and conduct meetings of the Executive Committee and the membership, set the agenda of such meetings and fill a vacancy in any of the other elected offices until the next Annual General Meeting at which Officer elections are held. The Country Chair shall be a member of and attend meetings of the DPCA in accordance with the DPCA Charter.

(b) The Vice Chair shall act in the absence of the Country Chair and shall become Country Chair in case of a vacancy in the office of Country Chair until the next Annual General Meeting at which Officer elections are held. The Vice Chair shall be a member of and attend meetings of the DPCA in accordance with the DPCA Charter.

(c) The Secretary shall maintain a list of members of DA Germany in such manner as may be prescribed from time to time by the DPCA, record and maintain minutes of all meetings of DA Germany and of the Executive Committee and shall keep all files and administrative and archival records of DA Germany. All such files and records shall be available for inspection by any DA Germany member as well as by any officer or appointed representative of the DPCA.

(d) The Treasurer shall have signature power over any bank or other financial accounts opened by DA Germany. The Country Chair and Vice Chair shall receive copies or updates of DAG financial accounts upon request. Any security codes or similar information necessary for access to any such account (such as passwords, PINs and TANs) shall be held by the Treasurer, but must be provided to the Country Chair and/or the Vice Chair upon request. The Treasurer shall maintain an active correspondence with and oversight of Chapter Chairs or Chapter Treasurers at least annually.

(e) DPCA Representative(s) shall be DA Germany country committee officers. DPCA Voting Representative(s) are assigned to country committees of the DPCA in accordance with DPCA Charter procedures and are elected to represent DA Germany at International meetings and vote as allowed by the DPCA Charter.

Section 4.2 The Country Chair and Vice Chair shall be of opposite gender.

Section 4.3 Any Officer must be a member of DA Germany at the time of his or her election and throughout his or her tenure.

Section 4.4 The Country Chair, with the majority approval of the Executive Committee, may appoint Deputy Vice Chairs for specific duties and a Legal Counsel. Any Deputy Vice Chair or Legal Counsel so appointed shall take part in meetings of the Executive Committee and shall be considered Officers for the purposes of these Bylaws but shall have no right to vote. The Legal Counsel shall be available for consultation on legal and procedural questions relating to DA Germany and its activities, including interpretation of and compliance with these Bylaws, the Charter of the DPCA and the charter and bylaws of the DNC.

Section 4.5 No Officer of DA Germany may serve three full terms in an office consecutively.

Section 4.6 Officers and At-large Representative positions shall be elected by a plurality of the members of DA Germany present and voting at the Annual General Meeting of the membership held in each odd-numbered year.

a. Present and voting for the purposes of any election shall mean physically present in the room in which the Annual General Meeting is being held, or remotely present via any electronic media reasonably available to all members in which members may follow the simultaneous actions of those present in the room. Choice of electronic media shall be the responsibility of the Nomination and Elections subcommittee with the approval of the DAG Executive Committee.

b. Each officer shall serve from the date of her or his election or appointment until a successor has been duly elected or, in the event of resignation, appointed, or until removed pursuant to Article VIII.

Section 4.7 At least two months prior to each Annual General Meeting at which Officers are to be elected, the Country Chair, with the approval of the Executive Committee, shall establish a Nominations and Elections Subcommittee consisting of at least three members of the Executive Committee.

a. The Nominations and Elections Subcommittee shall seek out members interested in serving as Officers and At-Large Representatives of DA Germany and, at a meeting of the Executive Committee to be held no less than four weeks and no more than eight

weeks prior to such Annual General Meeting, shall submit to the Executive Committee for its approval a list of recommended nominees for all positions. Such list, as approved by the Executive Committee, shall be submitted to the members at least three weeks prior to the Annual General Meeting.

b. Nominations for Officers and At-large Representatives may also be made from the floor at the Annual General Meeting; no second shall be required for any such nomination.

Section 4.8 Upon completion of the nominations process, including nominations from the floor, voting to elect all positions shall take place. Those members physically present in the room where the election is being held, shall vote using physical ballots. Those present electronically (as defined in 4.6a above) shall vote by whatever electronic method may be applied to properly record, verify and archive each individual electronic vote cast. For all votes cast, a time certain shall be announced by the committee presiding at the election at the beginning of each vote, by which time all physical and electronic votes must be lodged with the Nominations and Elections subcommittee. Voting shall take place in the following sequence:

a. Chair

b. Vice Chair

c. DPCA Voting Representatives

d. Secretary

e. Treasurer

f. Those At-Large Representative positions with designated duties as provided for in paragraph 5.7 below

g. All remaining At-large positions with no prior designated duties.

Section 4.9 At International meetings and other circumstances when votes are taken by the DPCA, the Chair, Vice Chair, and any DPCA Voting Representative(s) shall having equal voting strength among the votes assigned to DA Germany. As allowed by the DPCA Charter, no person voting for DA Germany shall carry more than two (2) votes, exclusive of any proxy votes allowed by the DPCA Charter. The number of DPCA Voting Representative(s) elected by DA Germany shall be determined so as to limit any personal voting strength to no more than two votes. In the case of an odd number of votes, the last person elected as DPCA Voting Representative in any election shall carry one vote. Election of multiple DPCA Representatives shall be made under gender balance rules (This provision shall take effect with DA Germany officers elections in 2017).

Section 4.10 Upon the resignation or removal of an Officer other than the Country Chair, the vacancy shall be filled by a majority vote of the Executive Committee members present and voting at the meeting of the Executive Committee immediately following such resignation or removal.

ARTICLE V - EXECUTIVE COMMITTEE

Section 5.1 The voting members of the Executive Committee shall consist of:

- (a) the Country Chair,
- (b) the Vice Chair,
- (c) the Secretary,
- (d) the Treasurer,
- (e) any DPCA Voting Representative(s) (if warranted by DA Germany membership numbers in accordance with the DPCA Charter),
- (f) six at-large representatives elected from the membership (the “At-large Representatives”),
- (g) the immediate past Country Chair, so long as he or she was not removed for cause from the position, and
- (h) each Chapter Chair.

Any duly appointed and approved Deputy Vice Chair or Legal Counsel shall be a non-voting member of the Executive Committee.

Section 5.2 The Executive Committee shall have general responsibility for the affairs of DA Germany between Annual General Meetings and shall act as its steering committee. It shall have the right to review and approve the activities of the Officers of DA Germany as well as of the various Chapters, to approve the appointment of any Deputy Vice Chair or Legal Counsel by the Country Chair, to form sub-committees and to review their activities, to authorize budgets and approve any expenditures in excess of \$500 and to take such other action as shall be in accordance with these Bylaws and determined by it to be desirable in the administration of DA Germany.

Section 5.3 A quorum of the Executive Committee shall require the presence of

- (a) the Country Chair or Vice Chair and
- (b) a simple majority from among the following:
 - (i) other voting members of the DA Germany Executive Committee, and

(ii) any DA Germany member designated by a Chapter Chair to represent such Chapter Chair during his or her absence from a DA Germany meeting.

Section 5.4 Decisions will be made by the Executive Committee by a simple majority of those voting members present.

Section 5.5 Regular meetings of the Executive Committee shall be held at least quarterly.

Section 5.6 All members of the Executive Committee shall be notified reasonably in advance of each meeting of the Executive Committee.

Section 5.7 At-large Representatives shall be nominated and elected at each Annual General Meeting with elections per paragraph 4.6-4.8 above. No less than 10 weeks prior to the Annual General meeting, the Executive Committee may determine designated duties for any or all of the At-large Representative positions to be elected. Nominations for At-Large Representatives will be made in accordance with paragraph 4.7 above. Responsibilities of those At-large Representatives not elected to a position with designated duties may be suggested by the Chair in agreement with the At-large Representative and with approval of the Executive Committee. Failure of an elected At-large Representative to reasonably fulfill designated duties as set forth prior to his or her election or to reasonably fulfill responsibilities reached through agreement between the Chair, the At-large Representative and the Executive Committee may be grounds for removal from the Executive Committee in accordance with paragraph 8.2 below. Vacancies shall be filled in the same manner as for Officers.

ARTICLE VI – CHAPTERS

Section 6.1 Every effort shall be made to develop regional Chapters of DA Germany in cities in the Territory wherever there are enough interested Democrats to form a Chapter.

Section 6.2 Each DA Germany Chapter shall have a minimum of 15 registered members and shall, upon the recommendation of the Country Chair, have been recognized by the Executive Committee (and not have had such recognition withdrawn). An individual can be a member of only one DA Germany Chapter. Each Chapter may organize itself according to its needs and the size of its membership.

Section 6.3 Each Chapter shall hold a general meeting at least once every year (each such meeting, an “Annual Chapter Meeting”) to take any action related to the activities of the Chapter. In odd-numbered years, the election of a Chapter Chair shall be held at such Annual Chapter Meeting in accordance with such election rules as may be adopted by the Executive Committee from time to time. The minutes of such meeting shall be promptly forwarded to the Executive Committee of DA Germany. The Annual Chapter Meeting for each Chapter shall take place prior to but no more than 60 days in advance

of the Annual General Meeting of DA Germany for such year. Chapter meetings for other purposes may be held at any time. The Chapter Chair shall have the sole authority for appointing or removing any chapter positions that he or she may deem appropriate to create. Each Chapter Chair may also allow such positions created by him or her to be filled by election of the chapter members. Notwithstanding any election result, the Chapter Chair shall retain the power of removal for elected position holders for any reason at any time.

Section 6.4 The Country Chair shall have the right by notice to the Executive Committee to adjust Chapter boundaries as necessary to maintain efficient operation of DA Germany, such adjustment to be binding unless the Executive Committee shall decide otherwise at the meeting of the Executive Committee immediately following such decision by the Country Chair.

ARTICLE VII - MEETINGS GENERALLY

Section 7.1 The meetings of the Executive Committee, any committee of any Chapter or any subcommittee of either may be held in person or by telephone, video-conference, internet-conference or such other means as may be agreed upon by the members of such committee as long as the technology for conducting the meeting is reasonably available to all voting members and permits an adequate means of open debate.

Section 7.2 All meetings of the Executive Committee, the Chapters and the General Membership shall be open to all members of DA Germany; provided, however, that meetings of the Executive Committee or any sub-committee of the Executive Committee may be closed to non-members by a vote of a majority of the members of the Executive Committee or such sub-committee, as the case may be, present and voting.

Section 7.3 At least one meeting of the general membership of DA Germany shall be held every year between January 1 and March 31 (each such meeting, an "Annual General Meeting"). The Country Chair shall give members at least six weeks' prior written notice of the time and place of the meeting. Every practicable effort shall be made to obtain full and widespread notice to the members of the time and place of the Annual General Meeting, including, but not limited to, providing written notice by mail or electronic means to all members of DA Germany. No later than three weeks before the Annual General Meeting, the Country Chair shall distribute a copy of any proposed amendment to the Bylaws (as required by Section 9.2) and, if Officer elections are to be held at such Annual General Meeting, the list of recommended nominees for such positions (as prepared by the Nominations Subcommittee and approved by the Executive Committee pursuant to Section 4.7).

Section 7.4 The Country Chair shall call an extraordinary general meeting of the membership upon the request of a majority of the Executive Committee. Any extraordinary general meeting shall be held in the same manner as an Annual General

Meeting, including the requirements for notice.

Section 7.5 The Annual General Meeting shall be the highest authority of DA Germany, subject to the provisions of these Bylaws.

Section 7.6 At each Annual General Meeting, the country committee officers shall present a report of their activities since the previous Annual General Meeting. All Chapter Chairs and At-Large Representatives shall also present a brief report of their activities.

Section 7.7 All meetings of DA Germany at whatever level will be conducted in accordance with and in the following order of priority in the event of a conflict: these Bylaws, any rules for the conduct of meetings adopted by the Executive Committee and the latest edition of Robert's Rules of Order. Every practicable effort shall be made, within the parameters set by aforementioned regulations, to ensure that all members who wish to speak shall be heard.

Section 7.8 Voting in all meetings may be by show of hands, roll call, written ballot or such other means as may be agreed by those present and voting and in all events shall be open and may not be secret and, if in written format, must be signed either physically or electronically in order to permit identification of the person voting.

ARTICLE VIII - RESIGNATION OR REMOVAL FROM OFFICE

Section 8.1 Any DA Germany officeholder may resign by written notice to the Country Chair or Vice Chair. Any member of the Executive Committee who has missed three consecutive scheduled meetings without notification to one of the officers, or six scheduled meetings in any calendar year, shall be deemed to have resigned.

Section 8.2 After notice and opportunity for hearing and upon grounds found by two-thirds of the full membership of the Executive Committee to constitute good and sufficient cause, the Executive Committee may remove any member of DA Germany from membership in DA Germany and/or any office that such person may hold in DA Germany (including without limitation any elected office). Pursuant to the Charter of the DPCA, any member or officeholder of DA Germany may also be removed for cause. The Executive Committee shall develop and maintain a standing resolution establishing a procedure for appeals to any such removal.

Section 8.3 A member of DA Germany who shall cease to have her or his principal residence in the Territory shall be deemed to have resigned from DA Germany effective upon her or his change of principal residence.

ARTICLE IX – AMENDMENTS

Section 9.1 These Bylaws may be amended by the general membership of DA Germany by a three-fifths majority of those present and voting at an Annual General

Meeting.

Section 9.2 Amendments to these Bylaws may be suggested to the Country Chair by any member. Notice of intent to amend these Bylaws and a copy of any proposed amendment must be given to members at least three weeks before such an Annual General Meeting.

ARTICLE X - ADOPTION OF THESE BYLAWS AND TRANSITIONAL RULES

Section 10.1 These Bylaws shall be effective immediately upon adoption by the general membership of DA Germany in accordance with the then-effective bylaws of DA Germany at a duly constituted Annual General Meeting and shall replace any previously effective bylaws of DA Germany.