

DEMOCRATS ABROAD CHINA BYLAWS

Adopted **May 6, 2017**

ARTICLE I: NAME

The undersigned hereby constitute an organization having as its name Democrats Abroad China (“DACN”).

ARTICLE II: PURPOSE

- 2.1 Democrats Abroad (“DA”) is a non-profit association organized and operating under the Uniform Unincorporated Nonprofit Association Act of 2000, D.C. Code §§ 29-971.01 et seq. Its principal place of business is and will remain the District of Columbia. The highest authority within DA is the Democratic Party Committee Abroad (“DPCA”), as specified in Article Two of the Democrats Abroad Charter.
- 2.2 DA represents all United States citizens resident outside the United States who support the principles and electoral aims of the U.S. Democratic Party and provides a mechanism for their engagement in U.S. electoral politics and their general interest on issues which pertain to them as citizens resident abroad. The organization is treated by the Democratic National Committee as the functional equivalent of a U.S. state party, and does not participate in the internal politics of any country other than the United States of America.
- 2.4 DACN is a Country Committee within the Asia Pacific Region of Democrats Abroad.
- 2.5 The purpose of DACN shall be to broadly advance the electoral interests of the Democratic Party of the United States by engaging U.S. citizens in the U.S. electoral process and in the community, activities and organization of the Democratic Party in the U.S.; in particular, those living, working or otherwise located within China. Further, DACN shall seek to provide voter registration and voting support for all U.S. citizens eligible to vote in the USA, regardless of party affiliation.

ARTICLE III: MEMBERS

- 3.1 Members of DACN are US citizens of voting age who support the principles and electoral aims of the Democratic Party of the United States of America, who elect to join Democrats Abroad, and who live, work or are otherwise located in China for the period of their active membership.
- 3.2 To the extent possible, the organization shall endeavor for its members to be representative of the community of US citizens identifying as Democrats living, working or otherwise located in China.
- 3.3 Any member shall cease to be a member of DACN if he/she no longer meets the qualifications of a member. A member may elect to end his or her membership and association with either DA China or Democrats Abroad at any time for any reason. Any former member may be reinstated on the same conditions as a new member.

- 3.4 The current list of members as maintained by the Secretary per Article VIII shall be delivered annually to the appropriate officers of the DPCA pursuant to procedures adopted by the DPCA.
- 3.5 By becoming a member of DACN, each member consents to the delivery of his/her membership and voter registration information to the DPCA for use related to the activities associated with membership and purpose of the organization. Membership information is confidential and is not and may not be sold or shared with any third party for any purpose. Not-for-profit Information about third party activities of interest to the community may be shared with the membership of Democrats Abroad from time to time at the discretion of the Chair, Vice Chair or Secretary of Democrats Abroad China and/or those appointed by them to carry out such communications duties.

ARTICLE IV: LEADERSHIP BOARD

- 4.1 The Leadership Board (“the Board”) shall be comprised of eleven (11) members elected from among members of DACN. Six members of the Board will be elected to hold DACN officer positions. The remaining five members of the Board shall be Members at Large.
- 4.2 The Board shall meet at regular intervals upon call by the Chair, for the purpose of directing the activities of DACN. A meeting of the Board may also be called by five members of the Board.

ARTICLE V: OFFICERS

The DACN Officers shall be the Chair, Vice Chair, Secretary, Treasurer, Legal Officer and Director of Communications and Information Technology. The Chair and Vice Chair shall be of opposite genders. Collectively, the Officers shall comprise the Executive Committee of DACN.

ARTICLE VI: CHAIR

The Chair shall be the chief executive officer of the organization, shall call and preside at all meetings of members and of Board, and shall have responsibility for all activities approved by the organization. The Chair shall sit ex-officio on all committees of the organization including Standing Committees, with full voting privileges.

ARTICLE VII: 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 have such other duties as the Board shall define.

ARTICLE VIII: SECRETARY

The Secretary shall maintain a current list of verified members of the organization; individual members may review and revise their own member record, otherwise the secretary shall be responsible for maintaining the confidentiality of membership list names and contact details. The secretary shall also maintain minutes of all meetings, and all files and administrative records of the organization and make them reasonably available for membership review.

ARTICLE IX: TREASURER

The Treasurer shall manage the finances of the organization, maintain its financial reports to members, and make and maintain such financial reports as may be required by US law. All such records shall be open for inspection by members.

ARTICLE X: LEGAL COUNSEL OR COUNSEL

The Legal Officer shall advise the Committee or its officers on legal and procedural questions relating to DACN.

ARTICLE XI: DIRECTOR OF COMMUNICATIONS AND INFORMATION TECHNOLOGY

The Director of Communications and Technology (“Communications Director”) shall direct and coordinate the efforts of the Committee to communicate with the membership, coordinate relations with the Press, and advise the Committee on appropriate and effective channels of communication, in particular use of social media and digital meeting platforms.

ARTICLE XII: COMMITTEES

- 12.1 The Chair may create one or more Standing Committees and ad hoc committees, with such functions and responsibilities as he/she shall designate.
- 12.2 The Chair shall appoint and remove the chairpersons of the Standing Committees and the ad hoc committees (if any), subject to ratification by the members of the Board at the meeting of the Board next following such appointments or revocation. The committee Chair shall select the membership of each such committee after consultation with the Chair.
- 12.3 Meetings of all committees shall be open to all members of the organization.

ARTICLE XIII: TERMS

- 13.1 The Officers and members of the Board shall be elected every two years on odd years at the annual meeting of the organization (which meeting shall be held no later than June 30). They shall be elected for a term expiring upon the election of their successor. No Officer can serve more than two consecutive terms in the same office.
- 13.2 The terms of all incumbent assistant Officers and committee Chairs shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.
- 13.3 Any member of the Board may resign by written notice to the Chair or Vice Chair. A member of the Board who no longer qualifies as a member of DACN shall be deemed to have resigned.
- 13.4 Any member of the Board who misses three consecutive regularly called meetings of the Board may be removed from office by a three-fourths vote of the entire Board at a regularly called meeting at which the question of such removal is on the agenda sent out in advance, and at which the member is given reasonable opportunity to explain the reasons for her or his absence.

ARTICLE XIV: ELECTIONS

- 14.1 At least two months prior to any annual meeting at which elections for members of the Board are to be held, a committee to seek nomination of

candidates and administer the election (the "Nominations and Elections Committee" or "NEC") shall be named by the Chair with the approval of the Board.

- 14.2 The NEC shall decide, in view of local circumstances and to promote the greatest participation, how to organize and administer the election, subject to these Bylaws and DA rules governing Country Committee elections.
- 14.3 The NEC shall notify the members of DACN of the election and election procedures no less than 30 days prior to the election.
- 14.4 The elected members of the Board shall be the 11 candidates for the Board who receive the most votes.
- 14.5 The Officers shall be elected from among the members of the Board by a majority of votes. If there are more than two candidates, and no single candidate wins a majority one or more candidates shall be eliminated pursuant to rules set by the NEC (leaving at least two candidates remaining), and a new round of voting will be held. This process shall be repeated until a single candidate earns a majority of votes.
- 14.6 Any member of the Board may be removed from office by a vote of seven members of the Board at a duly convened meeting of the Board.

ARTICLE XV: VACANCIES

Any vacancy among the Officers may be filled by a majority vote of the Board from among its members. Any vacancy on the Board may be filled from among the members of DACN by a majority vote of the Board, provided that any member so elected may not serve as an Officer unless he or she is elected to that office by the members of DACN either in a regularly scheduled election or in a special election held at any subsequent meeting of the members of DACN in accordance with Articles XIV and XVI hereof. Members of the Board and Officers who fill a vacancy shall serve the remaining term of the departing Board member. Any Board Member or Officer who fills a vacancy for a remaining term of more than one year shall be deemed to have served a full term.

ARTICLE XVI: NOTICE

Notification of annual meetings, meetings at which elections will be held and meetings to amend these Bylaws shall be provided to members at least 30 days before the meeting. Notice of other meetings of members or of the Board or of the Executive Committee shall be given by such method at the reasonable discretion of the Chair. Bylaws amendments which seek to materially change the term or condition of service for any of the Members of the Board shall go into effect with the next election. All other amendments take effect immediately upon adoption or as otherwise stipulated.

ARTICLE XVII MEETINGS

- 17.1 An annual meeting of members shall be held no later than June 30 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 calendar year, (ii) in election years, the election of the Board and the Officers and (iii) such other appropriate business at the discretion of the Chair.

- 17.2 Other meetings of the membership may be held from time to time upon call by (i) the Chair, (ii) 5 members of the Board or (iii) 5% of the members of DACN who request the holding of a meeting.
- 17.3 All meetings of the Board, the Executive Committee, the Standing Committees and ad hoc committees (if any) shall be open to all members of DACN.
- 17.4 Meetings of DACN may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may deem appropriate.
- 17.5 For the purposes hereof, a quorum shall be determined as follows: (i) for meeting of the membership, at least 10 members in attendance; (ii) for meetings of the Board, at least 6 members in attendance, of the Executive Committee, 3 members in attendance, and of a Standing Committee or any ad hoc committee, one-half of the members of such committee.
- 17.6 All meetings shall be conducted in accordance with the edition of Roberts Rules of Order specified by the latest DA Charter as of the date of the meeting.

ARTICLE XVIII RULES APPLICABLE TO DACN

The functioning of DACN shall be governed by these Bylaws and other such rules as the Executive Committee may from time to time adopt, subject to these Bylaws and to applicable rules and bylaws of the DCPA. Amendment of these bylaws requires a majority vote of members at an AGM or at any meeting of the members of DACN for which 30 days' notice is given to all members of the meeting and of proposed changes to the Bylaws.