

DEMOCRATS ABROAD GREECE

BYLAWS

Adopted on March 04, 2018

Article I: Name

- 1.1 These Bylaws govern an organization having as its name Democrats Abroad Greece

Article II: Purpose and Relationship to Democrats Abroad

- 2.1 The Democratic Party Committee Abroad (also known as the “DPCA” or simply “Democrats Abroad”) is recognized by the Democratic Party of the United States as the official organization representing American Democrats who reside outside the United States of America. Democrats Abroad Greece **is a recognized Country Committee within the Democratic Party Committee Abroad (DPCA), popularly known as “Democrats Abroad,” and which has the standing of a State Party within the Democratic National Committee (DNC), the governing body of the U.S. Democratic Party, and is a member of the European-Middle East-Africa (EMEA) Region.**
- 2.2 The purposes of the organization shall be to advance the interests and ideals of the Democratic Party of the United States (the “Democratic Party”) and of Democrats Abroad, as stated in the Charter of the Democratic Party and the Bylaws of Democrats Abroad, and to provide for appropriate action by its supporters residing in Greece.

Article III: Members

- 3.1 Members must be citizens of the United States, of voting age, who subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad and are resident in Greece. A member who by her or his actions demonstrates that she or he no longer subscribes to the principles of the Democratic Party of the United States and of Democrats Abroad may be excluded from membership by a two-thirds vote of the members of the Executive Committee; provided however that such vote may only be taken after the member has had reasonable notice (no less than 30 days) of the Executive Committee’s intention to exclude the member and has had reasonable opportunity to contest the proposed action by the Executive Committee.
- 3.2 To the greatest extent possible, all the various elements of the Democratic Party and of the Democratic Party community in Greece shall be represented within the organization.

- 3.3 The current list of members as maintained by the Secretary pursuant to Article VI shall be delivered to the appropriate officers of the DPCA no later than January 31 of each year in such form and format as the DPCA shall from time to time require.
- 3.4 To join Democrats Abroad Greece, the member must complete a membership form using such paper or other medium (e.g., on-line form) as the Executive Committee shall from time to time make available including information on the member's name, mail and email addresses, telephone and fax numbers and U.S. voting district State and other information contained on the membership form.
- 3.5 By becoming a member of Democrats Abroad Greece, the member consents to the delivery of his/her name, mail and e-mail addresses, telephone and fax numbers and U.S. voting district/State and other information contained on the membership list of the organization to the DPCA and to such lawful use thereof as the DPCA shall make from time to time. Membership in Democrats Abroad Greece automatically results in membership in Democrats Abroad.
- 3.6 Each member has the right to inspect and correct the member's data in the membership records. Membership records shall otherwise not be open to inspection except by the Executive Committee and persons authorized by it, notably the database manager. The membership records shall be maintained by the Secretary in such a manner in order to protect the information therein, pursuant to applicable data protection rules. 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 Greece. 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.
- 3.7 An Environment Free of Harassment: DAGR is committed to ensuring that all members of the organization, volunteers and participants in DAGR events are treated with dignity and respect, and that they, in turn, treat others in the same way at meetings, events and in the course of volunteering for DAGR. DAGR recognizes the right of all DAGR members to meet, work, volunteer, and attend events in an environment free of harassment and bullying. Sexual harassment occurs when the perpetrator engages in unwanted conduct of a sexual nature and has the purpose and effect referred to above. Sexual harassment also occurs when a person engages in unwanted conduct of a sexual nature that has the purpose and effect referred to above and the recipient either rejects or submits to it, and because of that rejection or submission, is treated less favorably. Conduct of a sexual nature can become sexual harassment if it continues once it has been made clear that it is regarded by the recipient as offensive and unwanted, although a single incident will be regarded as harassment if it is sufficiently serious. The clearly unwanted nature of the behavior distinguishes it from behavior that is welcome and mutual.**
- 3.8 Duties and Misconduct Regarding Sexual Harassment**
DAGR Officers have a duty to establish and strive to maintain an environment free of sexual harassment. Failure in this duty constitutes, in grave cases, unacceptable

conduct that seriously harms the interests of DAGR and the DPCA. Such a failure is grounds for disciplinary action under the DPCA Charter (Section 5.8). Such misconduct includes the following behaviors at any event or activity associated with DAGR:

- **behavior constituting sexual harassment as described above;**
- **willful failure of responsible officer to investigate allegations of sexual harassment at any level of participation in DAGR;**
- **retaliation of any kind to allegations of sexual harassment, regardless of the results of their investigation, and**
- **willfully breaching the confidentiality of an investigation into allegations of sexual harassment.**

This policy applies only to sexual harassment as described in the section above and not to other potentially unwelcome conduct. A person who feels that his/her safety is at risk due to harassment or for any other reason is encouraged to take other appropriate steps to ensure that his or her own safety, in addition to reporting the conduct to a responsible leader of DAGR. DAGR assumes no liability or responsibility for the actions of any member or event attendee. DAGR reserves the right to refer any breach of this policy that breaks criminal law in whatever jurisdiction to law enforcement as well as dealing with it under the provisions set forth in the Code of Conduct.

Article IV: Cessation of Membership

- 4.1 Any member shall cease to be a member if he/she no longer meets the qualifications of a member. Any such former member may be reinstated on the same conditions as a new member.

Article V: Governing Body - Executive Committee

- 5.1 The governing body of Democrats Abroad Greece shall consist of an Executive Committee composed of (i) the Country Officers and Chapter Chairs; (ii) one (1) voting Chapter Representative elected by each of the duly recognized Chapters of Democrats Abroad Greece; and (iii) two (2) At-Large members elected from the membership for those areas of Democrats Abroad Greece not represented by a Chapter. All members of the Executive Committee shall be members of Democrats Abroad Greece at the time of their election.
- 5.2 The Chapter Representative on the Executive Committee shall be elected at a meeting of members of the respective Chapter held within the first three (3) months of each odd numbered year. The results of such elections shall be certified by the Chapter Chair to the Country Secretary. The At-Large members of the Executive Committee shall be elected at an annual general meeting of Democrats Abroad Greece.
- 5.3 Regular meetings of the Executive Committee shall be held at least quarterly upon call by the Country Chair, Country Vice-Chair, or one-third of the Executive Committee members. At least two (2) weeks' written notice shall be given to all Executive

Committee members and an agenda of business to be discussed included with the notice of the meeting. A quorum shall consist of one-half of the Executive Committee Members.

Article VI: Officers

- 6.1 The Officers of Democrats Abroad Greece shall be the Chair, Vice-Chair, Secretary, Treasurer and Counsel to the committee. In compliance with the rules of the Democratic Party, the Vice-Chair shall be of the opposite gender from the Chair.
- 6.2 The Chair shall be the chief executive officer of the organization, shall call and preside at all meetings of the membership and the Executive Committee, establishing the agenda of such meetings (subject to Article 13.7), and shall have responsibility for all activities approved by the organization. The Chair shall sit ex-officio on all committees and subcommittees of the organization, including Chapters, with full voting privileges.
- 6.3 In the absence of the Chair, the Vice-Chair shall call and preside at meetings of the membership and the Executive Committee. The Vice-Chair shall have such other duties as the Chair shall define.
- 6.4 The Secretary shall maintain a current list of members of the organization (containing the name, mail and e-mail addresses, telephone and fax numbers and U.S. voting district/State and such other information as the DPCA may from time to time require), minutes of all meetings, and all files and administrative records of the organization. The minute books shall be open for inspection by members.
- 6.5 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 law (including without limitation the laws and regulations of the United States and the several States applicable to political parties and contributions to them). All such records shall be open for inspection by 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).
- 6.6 The Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to Democrats Abroad Greece and its activities. The Counsel shall consult with the International Counsel from time to time on emergent matters, including notably questions on voting issues and financial record keeping.

Article VII: Standing and Ad Hoc Committees

- 7.1 Democrats Abroad Greece shall have the following Standing Committees: Membership/Voter Registration, Issues, Programs/Special Events, Fund-Raising and Newsletter/ Communications.
- 7.2 The Chair may create one or more ad hoc committees, with such functions and responsibilities as he/she shall designate.
- 7.3 The Chair shall appoint or remove the Chairs of the Standing Committees and ad hoc committees (if any), subject to ratification by the members of the Executive Committee at the meeting of the Executive Committee next following such appointments or revocation. The membership of each such committee shall be selected by the committee Chair after consultation with the Country Chair.
- 7.4 Meetings of all committees shall be open to all members of the organization.

Article VIII: Chapters

- 8.1 Chapter committees may be duly recognized from time to time by the Executive Committee of Democrats Abroad Greece. To qualify as a Chapter, a group must have at least twenty (20) members all of whom shall be resident in a given city and the contiguous area immediately surrounding it or upon such other criteria as determined by the Executive Committee. Chapters consisting of members of Democrats Abroad Greece may be recognized or dissolved by a two-thirds vote of the Executive Committee present and voting.
- 8.2 From time to time the Executive Committee shall adopt Standing Resolutions for the governance of the Chapters.
- 8.3 Membership in a recognized Chapter is open to any American citizen of voting age who has joined Democrats Abroad Greece in accordance with Article 3.1 and is resident in the Chapter city or its region or upon such other criteria as determined by the Executive Committee for the recognition of Chapters. Members of Democrats Abroad Greece not residing in the city or region of a recognized Chapter may elect to join the Chapter geographically nearest to their place of residence by submitting a paper or electronic membership form to the Country Chair.
- 8.4 Each Chapter shall be headed by a Chapter Chair elected from amongst the membership of the Chapter at a meeting of the Chapter held in accordance herewith in the first three months of odd numbered years. The Chapter Chair shall be elected at the same time as the Chapter Representative to the Executive Committee. The Chapter Chair may appoint a Chapter Secretary and a Chapter Treasurer from the Chapter membership. The Chapter Chair shall, in coordination with the Country Chair and the Executive Committee, be the chief executive officer of the Chapter, shall call and preside at all Chapter meetings, establishing the agenda of such meetings (subject to Article 13.7), and generally shall

have responsibility for all Chapter activities approved by the organization.

- 8.5 The Chapters shall be recognized only for the internal purposes of Democrats Abroad Greece and are an integral and integrated part of Democrats Abroad Greece They shall be subject to and operate solely in accordance with these Bylaws and such Standing Resolutions as the Executive Committee shall from time to time adopt, as well as the Bylaws of the Democrats Abroad and its Standing Resolutions. They shall have no bylaws of their own. They shall not operate any separate bank accounts. All funds raised by a Chapter, after payment of expenses related to the event at which such funds were raised, shall be the property of Democrats Abroad Greece.
- 8.6 The Chapter Treasurer, if appointed, shall be subject to the supervision of the Country Treasurer and the Chapter Chair and shall at all times abide by these Bylaws, the bylaws of Democrats Abroad, and those of the Democratic Party and all applicable US federal laws governing campaign finance. The use and expenditures of funds shall be determined pursuant to (i) prior ad hoc agreements reached between the Chapter and the Executive Committee and/or (ii) Standing Resolutions adopted by the Executive Committee. In no event shall the expenditure of funds be agreed to or any funds be disbursed by the Chapter without the prior consent of the Country Treasurer.
- 8.7 A meeting of a Chapter shall be quorate if at least **seven (7) members** are present in person, other than election meetings, where a quorum shall consist of the lesser of ten (10) members or one-third of the members.

Article IX: Terms

- 9.1 The Country Officers, Chapter Chairs and members of the Executive Committee shall be elected every two years in odd numbered years at the respective annual and chapter meetings of the organization (which meetings shall be held no later than March 31). They shall be elected for a term expiring upon the election of their successor. No Country or Chapter Officer can serve more than two consecutive terms in the same office.
- 9.2 The terms of all incumbent committee Chairs shall automatically expire upon the election of new Country Officers in accordance with the foregoing paragraph.

Article X: Nominations

- 10.1 At least two months prior to the annual general meeting and in any event no later than January 31st of an election year, a committee to nominate candidates (the "Nominations Committee") for election to country and chapter offices shall be named by the Chair with the approval of the Executive Committee.
- 10.2 At the meeting approving the appointment of the Nominations Committee, the Executive Committee shall decide, in view of local circumstances and to promote the greatest participation, whether the elections shall be conducted (i) by mail, fax or electronic ballot (e.g. ballots downloaded from the internet or delivered and/or returned by email) to be

counted at the annual meeting; (ii) by vote in person or by proxy held at the annual and chapter elections meetings; or (iii) by a combination of the above, and shall adopt the rules with respect to the election. In any event, Democratic Party rules require that all elections for Democratic Party organizations shall be open and secret voting is not permissible. Written ballots must be signed by the voter and open to inspection by the membership.

- 10.3 The Nominations Committee shall notify its nominations to the membership no less than 30 days prior to the annual general meeting and no less than 21 days prior to a Chapter elections meeting.
- 10.4 If the elections are to be conducted by mail, fax or electronic ballot, any member of the organization wishing to run for an office who was not nominated by the Nominations Committee shall declare his/her candidacy at least 14 days before the respective elections meeting by a letter, fax or email addressed to the Chair of the Nominations Committee. The Secretary shall send ballots by mail, fax or electronically to the membership of the organization no earlier than **14** days before the respective elections meeting and no later than 7 days before such meeting.
- 10.5 If the elections are to be held by mail, fax or emailed 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 solely by in person vote, nominations for all positions to be filled may be made from the floor of the annual meeting.
- 10.6 In the case of a special election held to fill a vacancy pursuant to Article XII, the Nominations Committee shall be appointed immediately upon the occurrence of the vacancy and shall notify its nominations to the membership no less than 15 days prior to the meeting at which the special election will be held.

Article XI: Elections and Removal from Office

- 11.1 The Country Officers, Chapter Chairs and members of the Executive Committee shall be elected by a majority of votes of (i) the members voting (in person or by proxy) at the respective annual or chapter meeting or (ii) by mail, fax or electronic ballot counted at the respective annual or chapter meeting called for the purposes of the election. In the event of an election held in part or in whole by mail, fax or electronic ballot, ballots received by mail (kept unopened) and fax shall be delivered to tellers appointed by the meeting to count the votes and the tellers shall be given appropriate access to the ballots (or results) sent by electronic means depending on the system used.

In order to comply with the gender balance rule in Article 6.1, the election of the country Chair shall determine the gender required for the election of the Vice Chair; in the event that the majority of votes for Vice Chair results in the election of a candidate of the same gender as the elected Chair, such election shall be invalidated due to ineligibility to serve and the Vice Chair position deemed vacant, thereby requiring a special election for the Vice Chair position in accordance with Articles 10.6 and 12.2.

- 11.2 Any Country Officer, Chapter Chair or member of the Executive Committee may be removed from office by a vote of two-thirds of (i) those present at a duly convened meeting of the general or chapter membership, respectively or (ii) those voting in a duly organized vote by mail, fax or electronic ballot on the question. Notice of any meeting under this Article 11.2 must be given in writing to the membership at least 30 days in advance.
- 11.3 If the position of Country Chair becomes vacant for whatever 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 XII.

Article XII: Vacancies

- 12.1 A vacancy among the Country Officers, Chapter Chairs or members of the County Executive Committee shall exist when such member has (i) resigned or ceased to reside in the Territory or (ii) has been removed pursuant to the procedures referred to in Article 11.2.
- 12.2 Any vacancy shall be filled by special election held at a meeting of the general or chapter members of the organization, respectively, no less than 30 days and no more than 60 days from the date of the vacancy, in conformity with Articles XI hereof. Until such vacancy is filled, the Country Chair may appoint at his or her discretion a member to fill the vacancy on a temporary basis. Any member elected at a special election to replace a vacancy shall serve only until the next regularly scheduled election pursuant to Article 9.1. For the purpose of the preceding sentence and the two consecutive terms limitation set forth in Article 9.1, a person elected to serve out the balance of a term for a period of less than 365 days shall not be deemed to have served a full term.

Article XIII: General Meetings

- 13.1 An annual general meeting of members shall be held no later than March 31 of each year **and no later than January 31 in election years**, 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 Country Officers and Members-at-Large of the Executive Committee, and (iii) such other business as the Chair shall deem appropriate or has been added to the agenda pursuant to Article 13.7.
- 13.2 Other meetings of the membership may be held from time to time upon call by (i) the Chair, (ii) one-third of the Executive Committee; or (iii) 10% of the membership who require the holding of a meeting.
- 13.3 All meetings of the membership, the Executive Committee, Executive Committee, Standing Committees and ad hoc committees (if any) and Chapters shall be open to the membership and conducted in accordance with these Bylaws.

- 13.4 Meetings of Democrats Abroad Greece may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time approve by a 3/4ths majority.
- 13.5 For the purposes hereof, a quorum shall be determined as follows.
- (i) for meetings of the general membership, at least 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;
 - (iii) for meeting of a Chapter at least seven **(7) members** present in person, other than election meetings, where a quorum shall consist of the lesser of ten (10) members or one-third of the members.
- 13.6 If the Country Chair fails to call a meeting in a timely manner for whatever reason, the Country Vice-Chair or another Country Officer shall call the meeting.
- 13.7 The agenda of a meeting of the membership shall include any item of business submitted in writing to the Chair in advance by ten percent (10%) of the membership. The agenda of any meeting of the Executive Committee or other committee shall include any item of business submitted in writing to the Chair in advance by two (2) members of the Executive Committee or other committee, as the case may be.
- 13.8 All meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order.

Article XIV: Proxy Voting

- 14.1 The use of proxies shall only be permitted at general membership meetings of Democrats Abroad Greece. Proxy forms shall be kept with the minutes of those meetings. All proxies shall be in writing or by printable electronic means and shall be signed either physically or electronically. The proxy shall name the person to whom the proxy is being given and may be (i) either general or limited, (ii) uninstructed or instructed and (iii) transferable to another person or non-transferable. Proxies may not be used to determine whether a quorum is present. A proxy may be given during the course of a meeting if the proxy giver must leave the meeting temporarily or permanently. No member shall hold more than three proxies.

Article XV: Rules Applicable to the Committee

- 15.1 The functioning of Democrats Abroad Greece shall be governed by (i) these Bylaws and such rules as the Executive Committee and Executive Committee may from time to time adopt and (ii) the Bylaws of Democrats Abroad and the Charter and Bylaws of the

Democratic Party of the United States and such rules and regulations as Democrats Abroad and/or the Democratic Party of the United States (“DNC”) shall adopt from time to time. In the event of a conflict between (a) these Bylaws and the rules adopted by the Executive Committee or Executive Committee and (b) the documents, rules and regulations of the DPCA and/or the DNC, the documents, rules and regulations of the latter shall prevail.

Article XVI. Amendments

- 16.1 These Bylaws may be amended by the general membership of Democrats Abroad Greece by a majority of two-thirds of those voting at an Annual General Meeting of the membership. Proposed bylaws amendments or revisions must be posted to the membership 30 days prior to an Annual General Meeting and shall be clearly listed in the meeting agenda.

Article XVII. ADOPTION OF THESE BYLAWS AND TRANSITIONAL RULES

- 17.1 Democrats Abroad Greece has recognized the following Chapters: Athens and Thessaloniki. Additional chapters may be added as formed.**
- 17.2 Officers elected for the term 2010-2011, the first year of operations of the new Democrats Abroad Greece Country Committee, shall not be considered to have served a full term for the purposes of the two consecutive terms limitation in Article 9.1.**
- 17.3 These bylaws were amended and ratified by the membership of Democrats Abroad Greece at the Annual General Meeting of March 4, 2018.**