

DEMOCRATS ABROAD NORWAY BYLAWS

As amended and approved by Membership (May 2018)

ARTICLE ONE: GENERAL

1.1 Country Committee

Democrats Abroad Norway (“DAN”) is a recognized Country Committee of the Democratic Party Committee Abroad (“DPCA” or “Democrats Abroad”).

1.2 Purpose

The purposes of DAN shall be to advance the interests and ideals of the Democratic Party of the United States of America (“the Democratic Party”) and of Democrats Abroad, as stated in the Charter of the Democratic Party (Section 17 as of January 2018) and the Democrats Abroad Charter, and to provide a platform for appropriate action by its members and supporters who reside in Norway.

ARTICLE TWO: MEMBERS

2.1 Membership Requirements

Membership is open to all United States citizens of voting age (i.e., eighteen years of age by the next federal election subsequent to joining) having their principal place of residence in Norway, and who wish to adhere to the principles of the Democratic Party of the United States. Membership in DAN automatically results in membership in Democrats Abroad.

2.2 Application Process for Membership

To join DAN, a prospective member must complete the DPCA on-line membership application form available on the Democrats Abroad international website, or using such paper form as the Executive Committee of DAN (“Executive Committee”) shall from time to time make available. This form shall include, but may not be limited to, the member’s name, mailing address, telephone number, e-mail address, and last United States Congressional district / State of residence.

2.3 Resignation of Membership

A member may resign by providing written notice to the DAN Chair, and such resignation is effective immediately. A former member may be reinstated on the same conditions as a new member.

2.4 Cessation of Membership

Any member shall cease to be a member if he/ she no longer maintains his/ her principal residence in Norway. Criteria for determining principal residency shall be in accordance with DPCA policy documents, including the DPCA Country Committee Election Procedures.

2.5 Removal of Membership

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 removed from membership by a majority vote of the DAN Executive Committee, provided that the Executive Committee has given the member reasonable notice (no less than 30 days) of its intentions to remove the member and the member has had reasonable opportunity to contest the proposed action by the Executive Committee.

2.6 Membership Lists

A current membership list as maintained by the Secretary of DAN shall be submitted to the appropriate officers of the DPCA no later than January 31 of each year in such form and format as the DPCA shall require.

2.7 Membership Records

By becoming a member of DAN, each member of the organization consents to the delivery of his/ her name and all other information contained on the membership list of the organization to the DPCA for such lawful use thereof as the DPCA shall make from time to time.

Each member has the right to inspect and correct her/ his own membership data as maintained in the membership records. Membership records shall otherwise be kept confidential and shall not be open to inspection except by the DAN Executive Committee and persons authorized by it, notably the database manager and DAN members with designated responsibility in connection with elections. All individuals with access to membership data shall sign and adhere to the terms of the current DPCA Confidentiality Agreement.

Membership records shall be maintained by the DAN Secretary in such a manner to protect the information therein, pursuant to applicable data security laws. 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 Norway. 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.

ARTICLE THREE: OFFICERS

3.1 Elected Officers

The elected Officers of DAN shall be the Chair, Vice-Chair, Secretary, Treasurer and Counsel and shall constitute the Executive Committee of DAN. An effort shall be made at all times to promote diversity among the elected officials. Following the Democratic Party and DPCA policy, the Chair and Vice-Chair shall be of different sex.

3.2 Responsibilities of the Chair

The Chair shall be the chief executive officer of the DAN. The Chair shall call and preside over all meetings of members and of the Executive Committee, establish the agenda of such meetings, and shall have responsibility for carrying out all programs, policies, and activities approved by the organization.

The Chair shall sit ex-officio on all committees and subcommittees of the organization, including Standing Committees, with full voting privileges.

The Chair shall be responsible for ensuring DAN is in compliance with the minimum requirements to be recognized as a Country Committee by the DPCA. The Chair shall also be responsible for ensuring DAN is in compliance with host-country laws and regulations.

The Chair shall be a DPCA voting member.

3.3 Responsibilities of the Vice-Chair

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

3.4 Responsibilities of the Secretary

The Secretary shall maintain a current list of members of the organization (containing the name, postal 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 minutes of all meetings shall be open for inspection by members.

3.5 Responsibilities of the Treasurer

The Treasurer shall manage the finances of the organization, ensure that funds are properly raised and expended, keep records of all receipts and disbursements, maintain a bank account for the organization, and deposit and disburse DAN funds. Expenses of up to 500 NOK may be approved by the Treasurer or the Chair. Expenses above 500 NOK must be approved by a majority vote of the Executive Committee.

The Treasurer shall furnish annual financial reports to DAN, and ensure that any necessary reports to the DNC, the governmental authorities of the United States of America, or the Norwegian tax authorities, are filed 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 DAN 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).

3.6 Responsibilities of the Counsel

The Counsel shall be available for consultation by the Executive Committee or its Officers regarding legal and procedural questions related to DAN 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 recordkeeping.

3.7 Other Officers

The Executive Committee may appoint and remove assistant Officers or honorary Officers, having such duties as the Executive Committee shall designate, upon a majority vote of the members of the Executive Committee.

ARTICLE FOUR: EXECUTIVE COMMITTEES

4.1 Members of the Executive Committee

The Executive Committee shall be the governing body of DAN and shall be composed of the Chair, the Vice-Chair, the Secretary, the Treasurer, and the Counsel who have been elected from among the eligible members of the organization.

Other Officers as appointed in accordance with Article 3.7 and the Chairs of Standing Committees as appointed in accordance with Article 5.1 shall be ex-officio members of the Executive Committee with full voting privileges.

4.2 Observant Members of the Executive Committee

The Chairs of Ad Hoc Committees in accordance with Article 5.2 shall be observant members of the Executive Committee, without voting privileges.

The Captains of Precincts established in accordance with Article 6 shall be observant members of the Executive Committee, without voting privileges.

4.3 Responsibilities of the Executive Committee

The Executive Committee shall be responsible for the affairs of DAN in accordance with policies of the DNC and DPCA. The Executive Committee may act in meeting, by telephone, by video conference, by e-mail, or by other written or electronic means. Unless otherwise stated in these Bylaws, decisions made and actions taken by the Executive Committee shall be by simple majority vote of those present in person or by proxy or participating by approved real-time electronic means at any quorate meeting of the Executive Committee; or if such vote is taken by e-mail or other written form, by simple majority of the entire Executive Committee.

4.4 Regular Meetings of the Executive Committee

The Executive Committee shall convene at regular intervals, not exceeding three (3) months, upon call by the Chair, for the purpose of consulting with and advising the Chair on activities and in the administration of the organization and for voting on Executive Committee matters. A meeting of the Executive Committee may also be called by any two members of the Executive Committee.

Participation in Executive Committee meetings by all Officers and ex-officio members shall be considered mandatory and participation and voting by phone, electronic means, or other methods must be made available. Officers and ex-officio members who fail to attend three consecutive Executive Committee meetings without reasonable explanation shall be subject to removal from office under Article 4.7 or Article 9.3.

4.5 Term of Office

The Officers of the Executive Committee shall be elected at the Annual General Meeting of DAN held in odd-numbered years. They shall serve for a term of two (2) years, holding office until their successors are elected, or until the 31 March following the end of their two-year terms, whichever is earlier.

No officer may serve in the same office for more than two consecutive terms. In the event that there is no candidate for a DAN office, an officer who has served two consecutive terms in that office may be elected to an additional term of that office by a two-thirds majority vote of the members present.

4.6 Expiration of Term

The terms of all incumbent assistant or honorary Officers and Committee Chairs shall automatically expire upon the election of new Officers in accordance with the foregoing provision.

4.7 Removal for Non-attendance

Any Officer or ex officio member of the Executive Committee may be removed from office by a two-thirds vote of the entire Executive Committee. This shall be done if a quorum is present at a meeting when the question of removal is on an agenda sent out in advance of the meeting. Prior to any vote on removal by the Executive Committee, the Officer or ex officio member in question must first be given notice of the cause for such removal from office and an opportunity to present arguments against such removal. Cause shall constitute a determination by at least two members of the Executive Committee that the Officer or ex officio member has not fulfilled the duties of the office, or is unable to continue to do so.

ARTICLE FIVE: OTHER COMMITTEES

5.1 Standing Committees

The DAN Chair shall create the following Standing Committees: Fundraising; Website Social Media. Other Standing Committees may be created by the Chair, or by majority vote of the Executive Committee, with such functions and responsibilities as may be deemed appropriate.

5.2 Ad Hoc Committees

Ad Hoc Committees may be created by the Chair, or by majority vote of the Executive Committee, with such functions and responsibilities as may be deemed appropriate.

5.3 Committee Chairs

The Executive Committee shall appoint and remove the chairs of the Standing Committees and the Ad Hoc Committees (if any), upon a majority vote of the of the members of the Executive Committee. The terms of all Committee Chairs shall automatically expire upon the election of a new Executive Committee.

5.4 Committee Membership

The membership of each such committee shall be selected by the Committee Chair after consultation with the DAN Chair. An effort shall be made at all times to promote diversity among Committee Membership.

5.5 Committee Meetings and Activities

All committees shall periodically report on their activities to the Executive Committee. Minutes of committee meetings shall be provided to the DAN Secretary.

ARTICLE SIX: PRECINCTS

6.1 Precincts of Democrats Abroad Norway

Members of DAN in specific geographic regions in Norway, where DAN is not currently active, may apply to the Executive Committee to form a DAN Precinct in their region. Precincts shall be known as “Precinct of Democrats Abroad Norway” or “DAN Precinct”. An individual precinct shall be known as “The [CITY/REGION] Precinct of Democrats Abroad Norway”. The precincts shall be recognized only for the internal purposes of DAN and are an integral part of Democrats Abroad Norway.

6.2 Precinct Captains

Precinct Captains shall be appointed by a majority vote of the members of the Executive Committee. Precinct Captains serve at the pleasure of the Executive Committee and are expected to know, and abide by, all applicable standards. They shall be subject to and operate solely in accordance with these bylaws and with any directives that the Executive Committee may issue.

6.3 Precinct Committees

Each precinct may organize itself according to its needs and the size of its membership, under the direction of the Precinct Captain, with the approval of the Executive Committee.

6.4 Precinct Captain Removal

A Precinct Captain may be removed by a majority vote of the Executive Committee and such removal shall be effective immediately.

ARTICLE SEVEN: MEETINGS

7.1 Meeting Defined

A meeting is defined as an official gathering of members in one room or area to transact business. The quorum requirements according to Article 7.7 (Quorum and Presence) must be met. Members may be present in person, by proxy, or by approved real-time electronic means.

7.2 Manner of Assembly

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

7.3 Annual General Meeting

An Annual General Meeting of members shall be held no later than March 31 of each year and shall act upon the following: (i) approval of accounts and the report of the Chair and the Treasurer for the preceding calendar year, (ii) in election years, the election of the Officers, (iii) other business as the Chair shall deem appropriate, and (iv) other agenda items submitted as per Article 7.6 (Meeting Agenda).

7.4 Other Meetings of the General Membership

Additional meetings of the membership may be called 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.

7.5 Notice of Meetings

Notice of Annual General Meetings, meetings at which elections and decisions on removals from office will be held, and meetings to amend these Bylaws shall be given to members at least thirty (30) days in advance via the official membership e-mail distribution list, the DPCA website, or such methods as the Chair shall reasonably prescribe, provided that an effort is made to reach as many members as possible. Notice shall include the time and place of the meeting and the tentative agenda.

7.6 Meeting Agenda

The agenda of a meeting of the general membership shall include any item of business submitted in writing to the Chair not less than fifteen (15) days in advance by any members of the Executive Committee, and/or the lesser of ten percent (10%) of the membership or twenty (20) members.

The agenda of any meeting of the Executive and other Committee shall include any item of business submitted in writing to the Chair in advance by any members of the Executive Committee or of the committee, as the case may be.

7.7 Quorum and Presence

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 general membership, the Chair or Vice-Chair of DAN, as well as the lesser of 10% of the then-current membership or twenty (20) members;
- (ii) For meetings of the Executive and other Committees, fifty percent (50%) of the membership of such committee, provided that the chair or vice-chair of such committee is present.

A person attending or voting by approved real-time electronic means (e.g., teleconference, videoconference, etc.) shall be counted as present for the purposes of achieving a Quorum, in accordance with Article 7.2 (Manner of Assembly).

Proxies shall not be counted in determining a Quorum.

7.8 Voting by Proxy

Any eligible voter may cast a vote by written proxy (including electronic, fax, e-mail, cable or letter) on any specified item on the agenda of the meeting.

Proxies shall be in writing and shall name the person to whom the proxy is given. Proxies may be either general or limited to specific issues, may be issued instructed or uninstructed, and may grant the power to substitute another person as proxy holder.

A proxy may be revoked in writing via any of the aforementioned communication mechanisms at any time prior to the call to order of a meeting.

If during the course of a meeting of DAN, a person duly recorded as present must leave the meeting, temporarily or permanently, such person may give another DAN member a proxy for the meeting, valid for the duration of the absence or for the duration of the concerned meeting.

No person may hold more than two proxies.

7.9 Procedural Rules

All meetings shall be governed by these Bylaws and the Bylaws, rules, and regulations of the DPCA. Where silent, procedural questions shall be settled in accordance with the current edition of *Roberts Rules of Order*.

7.10 Meeting Minutes

Minutes of all meetings, including Executive Committee meetings and other committee meetings, shall be open to inspection by members, upon request.

ARTICLE EIGHT: NOMINATIONS AND ELECTIONS

8.1 Elections

The Officers of the Executive Committee shall be elected every two (2) years, in odd-numbered years, at the Annual General Meeting of DAN, which shall be held no later than 31 March.

8.2 Nominations and Elections Committee

At least sixty (60) days prior to the Annual General Meeting of an election year, a Nominations and Elections Committee ("NEC") shall be named by the Chair with the approval of the Executive Committee by a majority vote. 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 2.7).

The NEC shall be empowered to receive nominations of DAN 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.

8.3 Voting Procedures

At the meeting approving the appointment of the NEC, the Executive Committee shall, in view of local circumstances and to promote the greatest participation, decide on the rules and

procedures for the balloting and elections. They shall define proxy and voting procedures and procedures for notifying members of the election process.

Specifically, they shall decide whether the elections shall be conducted (i) by electronic ballot (to be counted at the annual meeting), (ii) by vote (in person or by proxy) held at the annual meeting, or (iii) by another method specified by the NEC or Executive Committee. To the extent possible under the rules of the DNC and DPCA, provision shall be made to enable members to vote remotely via a personally verifiable electronic means (e.g., e-mail, via the Web, etc.).

8.4 Nominations Invitation

The NEC shall notify the membership of its nominations and solicit additional nominations, no less than 30 days prior to the annual meeting at which an election will be held.

Any member of the organization wishing to run for office and not nominated by the NEC shall declare his or her candidacy at least seventeen (17) days before the annual meeting in writing addressed to the Chair of the NEC.

8.5 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 seventeen (17) days before the annual meeting and no later than fourteen (14) days before such meeting.

The NEC shall send such ballots by e-mail to the membership of the organization no earlier than fourteen (14) days before the annual meeting and no later than ten (10) days before such meeting.

8.6 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 DAN website.

8.7 Nominations from the Floor

If the elections are held electronically, 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 conducted by vote in person or by proxy, nominations for all positions to be filled may be made from the floor of the Annual General Meeting where such election takes place.

8.8 DPCA Election Procedures

The DAN election procedures shall adhere to and follow, as practically as possible, the current DPCA Country Committee Election Procedures and relevant policy guidelines. Any variation from these guidelines shall be approved by the Executive Committee prior to the election.

ARTICLE NINE: ELECTIONS, REMOVALS, AND VACANCIES

9.1 Elections and Counting of Ballots

The NEC shall run the election part of any membership meeting.

The Officers of the Executive Committee shall be elected by a simple majority of votes of (i) the members casting their ballots (in person or by proxy) at the Annual General Meeting or (ii) the written or electronic ballot (e.g., e-mail, web form) counted at the Annual General Meeting. 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.

In the case of a tie in the number of votes cast for an elected position, an immediate, on-the-spot run-off election shall be held following the announcement of the voting tie result. In such a case, absentee ballots will not be admitted in the run-off election, though proxies may again be voted if they are general to the election and not limited to a specific candidate who is not a candidate in the run-off round. In the case of a tie again, and if a challenge is raised at the election meeting, then a run-off election date shall be set, allowing at least fifteen (15) days for the NEC to hear the complaint and adjudicate the challenge, with a further minimum seven (7) days for voter notification and ballot distribution. Absentee and proxy ballots (if allowed) may be admitted in such a run-off election.

9.2 Ballot Policy

In accord with the Democratic Party and DPCA policy, there is no secret ballot voting in DAN elections. All ballots cast must be traceable and identifiable and must include such personal identification and contact data (i.e., name, phone, email) so as to allow for validation that the voter is a member of DAN, and to confirm that votes are counted as the voter intended.

All ballots shall be signed by the voting member. An electronically submitted ballot with a typed name shall constitute a valid "signature" so long as the ballot is submitted from the e-mail address registered with the membership database.

Ballots will be held for 30 days after the election for verification purposes and thereafter destroyed. Verification of ballots may only be performed by an independent, non-candidate individual appointed by the NEC.

9.3 Removal from Office

Any Officer may be removed from office by a vote of two-thirds (2/3) of either (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 in writing at least 30 days in advance, and (c) the Officer shall be provided with due opportunity to contest the reasons for his or her removal.

9.4 Vacancies in Office

Any vacancy among Officers of the Executive Committee may be filled by special election held at the next Annual General Meeting in conformity with Article Eight (Nominations and Elections) and Article Nine (Elections, Removals, and Vacancies). Until such vacancy is filled, the Chair may appoint a member to fill the vacancy on a temporary basis. Any replacement officer elected at a special election shall serve out the balance of the term, until the next regular election.

In the event that the Chair position 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 the foregoing paragraph. Any Vice Chair succeeding to the office of Chair shall serve only until the election of his or her successor at the next regular election.

9.5 Election Challenges

An election may be challenged by any eligible member. Challenges must be submitted in writing to the Elections Committee within 30 days of the election. The Elections Committee shall hear and adjudicate all election challenges in accord with the DPCA Country Committee Election Procedures and the DPCA Rules of Procedure.

9.6 Election Reporting

The certified minutes of the election meeting shall be reported to the International Secretary of DPCA, together with the complete contact information of all elected officers within fifteen (15) days of the election. The election results shall also be promptly reported to the full membership.

ARTICLE TEN: CONFLICTS AND AMENDMENTS

10.1 Conflicts

In the event of a conflict between (A) these Bylaws and (B) the Democrats Abroad Charter 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 may from time to time adopt, the rules referred to in (B) shall prevail.

10.2 Amending Bylaws

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the members of DAN present in person, by proxy, or by approved real-time electronic means, at a regularly constituted and quorate General Meeting of DAN.

The text of any proposed amendments shall be circulated with the notice of the general meeting where said amendments shall be discussed or voted.

All successful amendments to DAN bylaws shall be reported to the International Secretary and International Counsel within ten (10) business days of such approval.

[amended September 2009, Oslo]

[amended May 2018, Oslo]