

DEMOCRATS ABROAD CZECH REPUBLIC
BYLAWS

(As adopted on February 15, 2011, and amended on March 28th, 2017)

Article 1: Name

These bylaws govern an organization having as its name Democrats Abroad Czech Republic. The acronym of the organization is DACZ.

Article 2: Purpose and Relationship to Democrats Abroad

2.1 Purpose

The purpose of Democrats Abroad Czech Republic 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 the Czech Republic.

2.2 Relationship to DPCA

DACZ has been duly admitted to the Democratic Party Committee Abroad (the “DPCA”) as an official Country Committee within Democrats Abroad.

Article 3: Membership

3.1 Requirements

A person who wishes to join Democrats Abroad Czech Republic must meet all of the following qualifications:

(i) be citizens of the United States, (ii) be of voting age (eighteen years) on the date of the next federal election subsequent to joining, (iii) be principally and legally residing in the Czech Republic, and (iv) subscribe to the principles of the Democratic Party of the United States and of Democrats Abroad.

3.2 Application for Membership

To join Democrats Abroad Czech Republic, a prospective member must complete the DPCA on-line membership application form made available at the Democrats Abroad international website.

3.3 Consent to Personal Data Use

By becoming a member of Democrats Abroad Czech Republic the member explicitly consents to the delivery of his/her name and all other information contained on the membership form to the DPCA for lawful use by the DPCA, subject to the provisions of this Article 3.

3.4 Validation of Personal Data

Each member has the right to inspect and correct his/her 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 shall not be available to any person other than members of the Executive Committee of Democrats Abroad Czech Republic (as defined in Article 10), authorized members of DPCA, and members of Democrats Abroad Czech Republic with designated responsibility in connection with elections or database management, who shall be under the obligations of confidentiality as set out in these Bylaws and of the rules and policies

of Democrats Abroad. 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 Czech Republic. No candidate for any office, including public office or an office in Democrats Abroad Czech Republic or Democrats Abroad 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 of DACZ 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 January 31 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 he/she no longer maintains his or her residence in the Czech Republic or has notified the Chair or the DPCA in writing that the member wishes to resign from DACZ. A former member may be re-instated under the same conditions as a new member.

3.8 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 two-thirds (2/3) vote of the members of the Executive Committee of DACZ. A vote to remove a person from membership may be taken only at a meeting of the Executive Committee not earlier than thirty days after the member has received written notice of the meeting and the proposed vote to remove him or her at such meeting. The member must be provided reasonable advance notice of the basis asserted for his or her proposed removal, and a reasonable opportunity to contest the proposed action to remove him or her. The Executive Committee shall adopt such rules of procedure as it deems necessary to ensure that the removal procedure is conducted in a fair manner. A member so removed may appeal the decision of the Executive Committee to the general membership of Democrats Abroad Czech Republic at a meeting convened in compliance with these Bylaws at which a quorum is present.

Article 4: Officers

The Officers of the organization shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Committee. Following Democratic Party and DPCA policy, the Chair and the Vice-Chair shall not be the same gender.

Article 5: 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, shall establish the agenda of such meetings, 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 Standing Committees, with full voting privileges. The Chair shall be responsible for ensuring DACZ is in compliance with the minimum requirements to be recognized as a Country Committee by the DPCA. The Chair shall be a DPCA voting member.

Article 6: 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 Chair shall define. The Vice-Chair shall be a DPCA voting member.

Article 7: Secretary

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. electoral 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 records of the minutes of meetings shall be open for inspection by members.

Article 8: 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 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).

Article 9: Counsel

The Counsel shall be available for consultation by the Country Committee or its officers on legal and procedural questions relating to Democrats Abroad Czech Republic 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 10: Executive Committee of Democrats Abroad Czech Republic**10.1 Composition of the Executive Committee**

The Executive Committee shall be composed of the Chair, Vice-Chair, Secretary, Treasurer and Counsel to the Committee and Members-at-Large elected from among the eligible members of the organization. The chairpersons of the Standing Committees shall be ex-officio members of the Executive Committee with full voting privileges.

10.2 Meetings of the Executive Committee

The Executive Committee shall meet at regular intervals 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 one-third of the Executive Committee.

Article 11: Committees**11.1 Standing Committees of the Executive Committee**

The Committee shall have the following Standing Committees: Membership/Voter Registration; Issues, Programs and Special Events; Fundraising; and Communications and Outreach.

11.2 Ad hoc Committees

The Chair may create one or more ad hoc committees, with such functions and responsibilities as he/she shall designate.

11.3 Appointment and Removal of Chairpersons of Standing and Ad hoc Committees

The Chair shall appoint or remove the chairpersons of the Standing Committees and the ad hoc committees (if any), subject to ratification by the members of the Executive Committee at the

meeting of the Executive Committee following such appointments or revocation. The membership of each such committee shall be selected by the committee chairperson after consultation with the Chair.

Article 12: Other Officers

The Chair may appoint and remove such assistant Officers or honorary Officers, having such duties as he/she shall designate, subject to ratification by the members of the Executive Committee at the next meeting of the Executive Committee.

Article 13: Terms of Office

13.1 Frequency and Terms of Elections

The Officers and Members-at-Large of the Executive Committee shall be elected every two years in odd numbered years at the annual meeting of the organization (which 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 Terms of Assistant Officers and Committee Chairpersons

The terms of all incumbent assistant Officers and committee chairpersons shall automatically expire upon the election of new Officers in accordance with the foregoing paragraph.

13.3 Three Meetings Rule

Any Officer or Member-at-Large who misses three consecutive regularly called meetings of the Executive Committee may be removed from office by a three-fourths vote of the entire Executive Committee at a regularly called meeting at which a quorum is present and at which the question of such removal is on the agenda sent out in advance, and at which the Officer or Member-at-Large is given due opportunity to explain the reasons for her or his absence.

Article 14: Nominations for Office

14.1 Elections Committee

At least two months prior to the annual meeting, members of an Elections Committee shall be named and approved at one or more regular meetings of Democrats Abroad Czech Republic. The Elections Committee shall receive nominations of members for elected officer positions from the membership, and nominate a member or members, with consent of the nominated member(s), for any open position. The Elections Committee shall not exclude any eligible member as a candidate.

14.2 Mode of Elections

At the meeting approving the appointment of the Elections Committee shall decide, in view of local circumstances and to promote the greatest participation, whether the elections shall be conducted by mail or email ballot to be counted at the annual meeting or, by vote in person or by proxy held at the annual meeting; and shall adopt rules for the election.

14.3 List of Nominees and Nominee Statements

The Elections Committee shall provide a written list of nominees to all members not less than thirty days prior to the annual meeting. Nominees may make statements about their qualifications and goals they hope to achieve while in office. These statements shall not be longer than one printed page. The Elections Committee shall distribute these statements to all members of DACZ at least two weeks prior to the annual meeting.

14.4 Declarations of Candidacy

If the elections are to be conducted by mail or by emailed ballot or other electronic means, any member of the organization wishing to run for office as an Officer or a Member-at-Large of the Executive Committee and not nominated by the Elections Committee shall declare his/her candidacy not less than fourteen days prior to the annual meeting by a letter, fax, or email addressed to the Chairperson of the Elections Committee. The Secretary shall send ballots by mail, fax or email to the membership of the organization not earlier than thirteen days before the annual meeting and not later than ten days before such meeting.

14.5 Nominations from the Floor

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 by in-person vote, nominations for all positions to be filled may be made from the floor.

14.6 Vacancies

In the case of a special election held to fill a vacancy pursuant to Article 17, the Elections Committee shall be appointed immediately upon the occurrence of the vacancy and shall provide a written list of nominees to the membership not less than thirty days prior to the meeting at which the special election will be held. That meeting shall be not earlier than thirty days and not later than forty five days from the date of the vacancy. Such meeting shall be convened as provided in Article 17.

Article 15: Elections and Removal from Office

15.1 Election and Counting of Ballots

The Officers and Members-at-Large shall be elected by a majority of votes of (i) the members voting in person or by proxy at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held), or (ii) by written or email or other electronic ballot counted at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held). All ballots and votes shall be verified and counted by tellers appointed by the Elections Committee.

15.2 No Secret Ballot

All ballots cast must include the voter's name and such personal data (for example, address, telephone number, or email address) to permit validation that the voter is a member of Democrats Abroad Czech Republic, and to confirm that votes are counted as the voter intended. All ballots must be signed by the voter. Voting by secret ballot is not permitted. Ballots that do not conform to the requirements of this section shall not be counted, but shall be kept by the Secretary for not less than thirty days following the announcement of the results of the election in order to be available in the event of an election complaint.

15.3 Removal from Office

Any Officer or Member-at-Large may be removed from office by a vote of two-thirds of (i) those present at a duly convened meeting of the membership at which a quorum is present, or (ii) two-thirds of those voting in a duly organized vote by mail or electronic ballot on the question, subject to the following conditions: (a) Notice of any meeting at which a motion for removal under this Section is to be acted upon must be given in writing to the membership not less than

thirty days prior to the meeting, (b) the **Chairperson** or Secretary shall notify in writing the affected officer or Member-at-Large of the meeting and the intent to present a motion for his or her removal and the basis asserted for his or her proposed removal not less than thirty days prior to the meeting, and (c) the Officer or Member-at-Large shall be provided with due opportunity to contest the reasons asserted for her or his removal.

15.4 Vacancy of the Chair

If the position of 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 these Bylaws. Any Vice-**Chair** succeeding to the office of **Chair** shall serve only until the election of her or his successor at the next regular election.

15.5 Elections for Officer Vacancies

Any vacancy among the officers or Members-at-Large of the Executive Committee shall be filled by special election held at a meeting of the membership as provided in these Bylaws. Until such vacancy is filled, the Chair may appoint at his or her discretion a member to perform the functions of the vacant office on a temporary basis. Any Officer or Member-at-Large elected at a special election shall serve only until the election of her or his successor at the next regular election.

Article 16: Notice of Meetings

16.1 Thirty Day Notice

Written notice of annual meetings and meetings to amend these Bylaws shall be sent to members not less than thirty days prior to the meeting. Notice of other meetings of the membership shall be sent either as specifically provided in the applicable Article or Articles of these Bylaws, or, if not specifically provided for, not less than fourteen days prior to the meeting.

16.2 Notice of Meetings of the Executive Committee

Written notice of meetings of the Executive Committee shall be sent not less than five days prior to the meeting.

16.3 Means of Notification

Written notice of all meetings shall mean notice sent by post or notice by email or other electronic means, and shall be reasonably calculated to provide actual notice of the meeting to members.

16.4 Meeting Agenda

To the extent practicable, meeting notices shall include a proposed agenda for the meeting.

16.5 Reasonable Notice

If it is not practicable to provide written notice of an Executive Committee meeting, the Chair shall give notice by such means reasonably calculated to provide actual notice of the meeting.

Article 17: Meetings

17.1 Annual Meeting

An annual meeting of members shall be held not 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 Officers and Members-at-Large of the Executive Committee; and (iii) such other business as may be properly brought before the meeting.

17.2 Other Meetings of the Membership

Other meetings of the membership may be held from time to time upon call by (i) the Chairperson, (ii) one-third of the Executive Committee or (iii) 10% of the membership.

17.3 Principle of Openness

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.

17.4 Manner of Meetings

Meetings of Democrats Abroad Czech Republic may be conducted in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time approve by a three fourths majority.

17.5 Meetings Outside of Prague

If requested by at least three members of DACZ residing outside of Prague, a regular meeting of the membership shall be held outside of Prague at a location to be mutually agreed upon by the Chair and those members. No more than three meetings shall be held outside of Prague in a given year.

17.6 Quorum

For the purposes hereof, a quorum shall be determined as follows: (i) for meetings of the membership, the lesser of 10 members or five percent of the membership; (ii) for meetings of the Executive Committee, and Standing Committees or any ad hoc committee, at least one-half of the members of such committee.

17.7 Calling Meetings

If the Chairperson fails to call a meeting in a timely manner for whatever reason, the Secretary or another Officer shall call the meeting.

17.8 Meeting Agenda

The Chairperson shall establish the agenda of meetings of the membership and the Executive Committee. Any additional item of business submitted in writing to the Chairperson in advance by at least two members shall also be included in the agenda. The agenda of any meeting of the Executive Committee, a Standing Committee, or an ad hoc committee shall include any item of business submitted in writing to the Chairperson or presiding officer in advance by two or more members of the Executive Committee, Standing Committee, or ad hoc committee.

17.9 All meetings shall be conducted in accordance with the latest edition of the Roberts Rules of Order.

Article 18: Proxy Voting

18.1 Allowance of proxies

The use of proxies shall only be permitted at general membership meetings of Democrats Abroad Czech Republic. Proxies shall be kept with the minutes of those meetings.

18.2 Specifications of proxies

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 two proxies.

Article 19: Rules Applicable to the Executive Committee

19.1 Governance of the Executive Committee

The functioning of the Committee shall be governed by (i) these Bylaws and such rules as the 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 shall adopt from time to time.

19.2 Event of Conflict

In the event of a conflict between (a) these Bylaws and (b) the Bylaws of Democrats Abroad, the Charter and Bylaws of the Democratic Party, and/or the rules and regulations of Democrats Abroad and/or the Democratic Party, those of Democrats Abroad and/or the Democratic Party shall prevail.

Article 20. Amendments

These Bylaws may be amended by the general membership of Democrats Abroad Czech Republic by a two-thirds majority of those voting.

Adopted by the Membership of Democrats Abroad Czech Republic: February 15, 2011
Amended by the Membership of Democrats Abroad Czech Republic: March 28th, 2017