

# **DEMOCRATS ABROAD EGYPT BYLAWS**

Adopted on: 15 October 2010  
Amended on: Not Amended

## **Article I: Name**

These Bylaws govern an organization having as its name Democrats Abroad Egypt.

## **Article II: Purpose and Relationship to Democrats Abroad**

- 2.1 The organization shall apply for admittance to the Democratic Party Committee Abroad (the "DPCA") as a Country Committee within Democrats Abroad.
- 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 (currently Section 17) and the Bylaws of Democrats Abroad and to provide for appropriate action by its supporters residing in Egypt.

## **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 Egypt. 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 Egypt shall be represented within the organization.
- 3.3 The current list of members as maintained by the Secretary pursuant to Article VIII 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 Egypt, 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 Egypt 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 Egypt 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 Egypt. 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 IV: Cessation of Membership**

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: Officers**

The Officers of the organization shall be the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Committee. The Vice-Chairperson shall be of the opposite sex from the Chairperson.

#### **Article VI: Chairperson**

The Chairperson shall be the chief executive officer of the organization, shall call and preside at all meetings of members and of the Executive Committee, establishing the agenda of such meetings, and shall have responsibility for all activities approved by

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

#### **Article VII: Vice-Chairperson**

In the absence of the Chairperson, the Vice-Chairperson shall call and preside at meetings of members and of the Executive Committee. The Vice-Chairperson shall have such other duties as the Chairperson shall define.

#### **Article VIII: 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. 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.

#### **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 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 X: Counsel**

The Counsel shall be available for consultation by the Committee or its officers on legal and procedural questions relating to Democrats Abroad Egypt 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 XI: Executive Committee**

11.1 The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer and Counsel to the Committee and two 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.

11.2 The Executive Committee shall meet at regular intervals upon call by the Chairperson, for the purpose of consulting with and advising the Chairperson in the administration of the organization. A meeting of the Executive Committee may be called by one-third of the Executive Committee.

## **Article XII: Committees**

12.1 The Committee shall have the following Standing Committees: Membership/Voter Registration, Issues, Programs/Special Events, Fund-Raising and Newsletter/ Communications.

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

12.3 The Chairperson 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 next following such appointments or revocation. The membership of each such committee shall be selected by the committee chairperson after consultation with the Chairperson.

12.4 Meetings of all committees shall be open to all members of the organization.

## **Article XIII: Other Officers**

The Chairperson 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 XIV: Terms**

14.1 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 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 full terms in the same office.

14.2 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.

14.3 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 and

quorate meeting 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 XV: Nominations**

- 15.1 At least two months prior to the annual meeting, a committee to nominate candidates (the "Nominations Committee") for election to office shall be named by the Chairperson with the approval of the Executive Committee.
- 15.2 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 ballot or by electronic processes (e.g. emailed ballot) (with all ballots to be counted at the annual meeting), (ii) by vote (in person or by proxy) held at the annual meeting and shall adopt the rules with respect to the election. In any event, all elections for Democratic Party organizations shall be open and secret voting is not permissible. Written ballots must be signed by the voter and ballots submitted by email must also be signed by the voter, electronically scanned and returned by email to the Secretary or to the email address designated by the Secretary.
- 15.3 The Nominations Committee shall notify its nominations to the membership no less than 30 days prior to the annual meeting.
- 15.4 If the elections are to be conducted by mail or by electronic processes (e.g. emailed ballot), 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 Nominations Committee shall declare his/her candidacy at least 14 days before the annual meeting by a letter, fax or email addressed to the Chairperson of the Nominations Committee. The Secretary shall send ballots by mail, fax or email to the membership of the organization no earlier than 13 days before the annual meeting and no later than 10 days before such meeting.
- 15.5 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 by in person vote, nominations for all positions to be filled may be made from the floor of the annual meeting.
- 15.6 In the case of a special election held to fill a vacancy pursuant to Article XVII, the Nominations Committee shall be appointed immediately upon the occurrence of the vacancy and shall notify its nominations to the membership no less than 30 days prior to the meeting at which the special election will be held (which meeting shall be no less than 30 days and no more than 45 days from the date of the vacancy as per Article XVII).

## **Article XVI: Elections and Removal from Office**

- 16.1 The Officers and Members-at-Large of the Executive Committee 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 mail, fax or electronic ballot (e.g. emailed) counted at the annual meeting (or in the case of a vacancy, at the general meeting at which the election is held). In the event of an election to be held by mail ballot, ballots received by mail shall be kept unopened and delivered to tellers appointed by the meeting to count the votes.
- 16.2 Any Officer or Member-at-Large 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 membership or (ii) those voting in a duly organized vote by mail or electronic ballot (e.g. email, web) on the question. Notice of any meeting under this Section 16.2 must be given in writing to the membership at least 30 days in advance.
- 16.3 If the position of Chairperson becomes vacant for whatever reason, the Vice-Chairperson shall succeed to the office of Chairperson and elections shall be held to fill the office of Vice-Chairperson in accordance with Article XVII.
- 16.4 At the organizational meeting where these By Laws are first enacted, the members present shall nominate from the floor and elect Officers and Members-at-Large to serve partial terms until Officers and Members-at-Large are nominated and elected to serve full terms with such elections to be held before June 30, 2011.

## **Article XVII: Vacancies**

Any vacancy among the Officers or the Members-at-Large of the Executive Committee may be filled by special election held at a meeting of the members of the organization, no less than 30 days and no more than 45 days from the date of the vacancy, in conformity with Articles XV and XVI. Until such vacancy is filled, the Chairperson may appoint in his or her discretion a member to fill the vacancy on a temporary basis. Any Officer or Member-at-Large elected at a special election shall serve only until the next regular election.

## **Article XVIII: Notice**

Notice of (i) annual meetings, (ii) meetings at which elections and removals from office will be held and (iii) meetings to amend these Bylaws shall be sent to members at least 30 days before the meeting. Notice of other meetings of members (with no less than 14 days written notice) and of the Executive Committee (with reasonable notice under the circumstances) shall be given by such method as the Chairperson shall from time to time reasonably prescribe.

## **Article XIX: Meetings**

- 19.1 An annual meeting of members shall be held no later than March 31 of each year and shall act upon the following: (i) approval of the accounts and the report of the Chairperson 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 the Chairperson shall deem appropriate.
- 19.2 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 who require the holding of a meeting.
- 19.3 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 (including the provisions on notice).
- 19.4 Meetings of Democrats Abroad Egypt may be held in person, by telephone, videoconference, or such electronic means as the Executive Committee may from time to time approve by a 3/4 ths majority.
- 19.5 For the purposes hereof, a quorum shall be determined as follows.
- (i) for meetings of the membership, twenty five (25) members of the Democrats Abroad Egypt shall constitute a quorum; and
  - (ii) for meetings of the Executive Committee, and Standing Committee or any ad hoc committee, one-half of the members of such committee shall constitute a quorum.
- 19.6 If the Chairperson fails to call a meeting in a timely manner for whatever reason, the Secretary or another Officer shall call the meeting.
- 19.7 The agenda of a meeting of the membership shall include any item of business submitted in writing to the Chairperson in advance by ten percent (10%) of the membership. The agenda of any meeting of the Executive Committee or of a subcommittee shall include any item of business submitted in writing to the Chairperson in advance by two (2) members of the Executive Committee or of the subcommittee, as the case may be.
- 19.8 All meetings shall be conducted in accordance with the latest edition of Roberts Rules of Order.

## **Article XX: Proxy Voting**

20.1 The use of proxies shall only be permitted at general membership meetings of Democrats Abroad Egypt. 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 five (5) proxies.

## **Article XXI: Rules Applicable to the Committee**

21.1 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. In the event of a conflict between (A) these Bylaws and the rules referred to in sub-clause (i) of the previous sentence and (B) the documents, rules and regulations referred to in sub-clause (ii) of the previous sentence, the documents, rules and regulations of such sub-clause (ii) shall prevail.

## **Article XXII. Initial Enactment and Amendments**

22.1 These Bylaws may be enacted by a vote of two-thirds of those voting at the initial or organizational meeting of the Democrats Abroad Egypt. Thereafter, these Amendments may be amended by the general membership of Democrats Abroad Egypt by a vote of two-thirds of those voting or by a vote of three-fourths vote of the Board of Democrats Abroad Egypt.

Adopted by a vote of the general membership of Democrats Abroad Egypt by a unanimous voice vote on 15 October 2010.